Williams WE MAKE ENERGY HAPPEN

Williams 1st Quarter 2019 Earnings Call

May 2, 2019

Williams

Strong results in 1Q 2019 vs. 1Q 2018

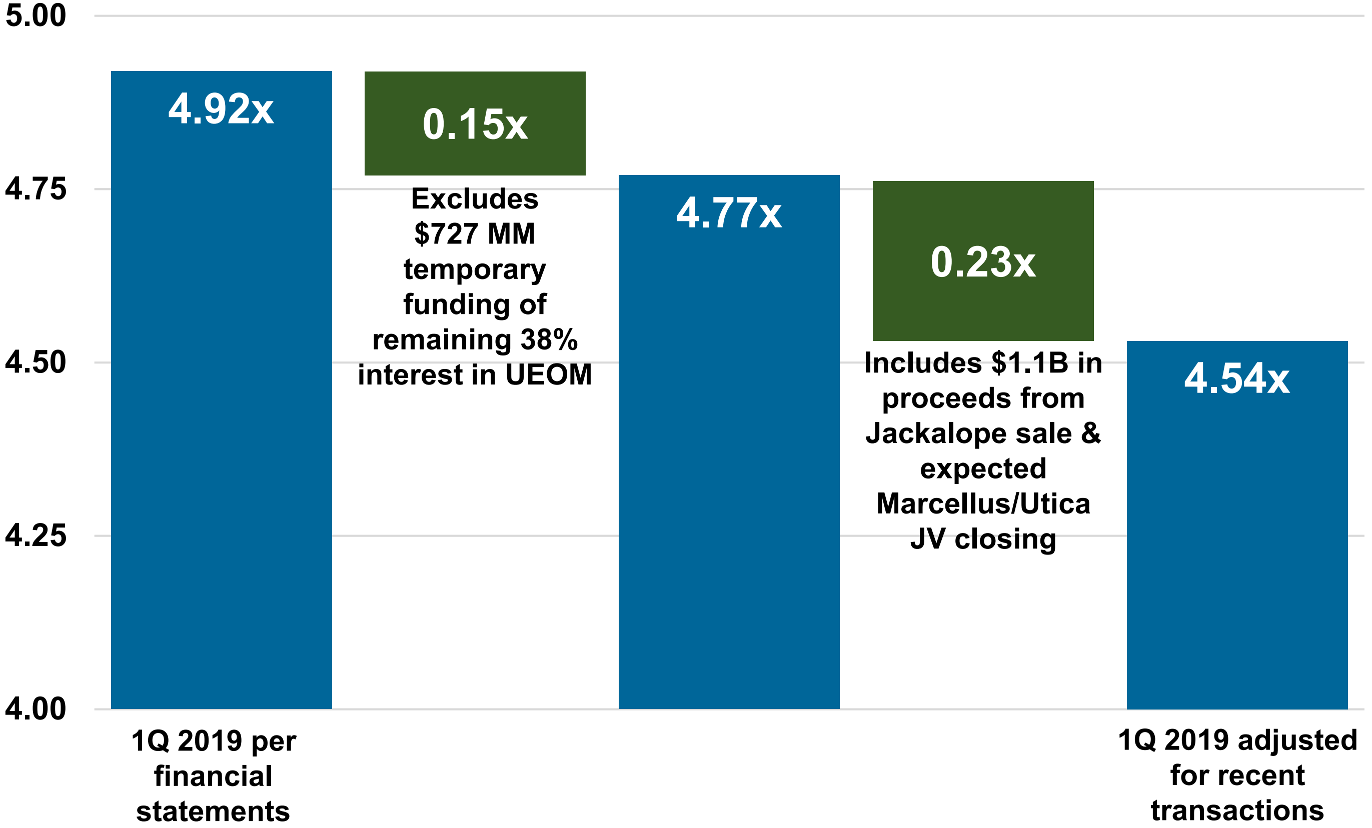
Significant financial performance improvement across all key metrics	1Q 2019	1Q 2018	% Change
Cash Flow from Operations	$775	$694	+12%
Adjusted EBITDA	$1,216	$1,135	+7%
Adjusted Earnings per Share	$0.22	$0.19	+16%
Distributable Cash Flow	$780	$723	+8%
Distributable Cash Flow per Share(1)	$0.64	$0.60	+7%
Dividend Coverage Ratio	1.70x	1.65x	+3%
Substantially lower total Capital Expenditures; generating free cash flow			
Total Capital Expenditures(2) (3)	$517	$955	-46%

(1) First quarter 2018 DCF/Share is calculated using the post WPZ/WMB merger outstanding share count.
(2) Includes increases to property, plant and equipment; purchases of businesses net of cash acquired; and purchases of and contributions to equity-method investments.
(3) 1Q 2019 excludes $727 million (net of cash acquired) for the purchase of the remaining 38% of UEOM as this amount will be provided for at the closing of the Marcellus/Utica JV by our JV partner (see press release dated 03/18/19).

Note: In $ millions except for ratios and per-share amounts. This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

Recent transactions accelerate debt reduction

WMB 1Q '19 DEBT-TO-ADJUSTED EBITDA[1]



DELEVERAGING TRANSACTIONS

MARCELLUS/UTICA JV:

- Acquired remaining 38% interest in UEOM for $727 million
- Signed agreement for a new joint venture (JV) with partner CPPIB, includes UEOM and OVM assets
- Expect to receive $1.34 billion from JV partner for its 35% interest

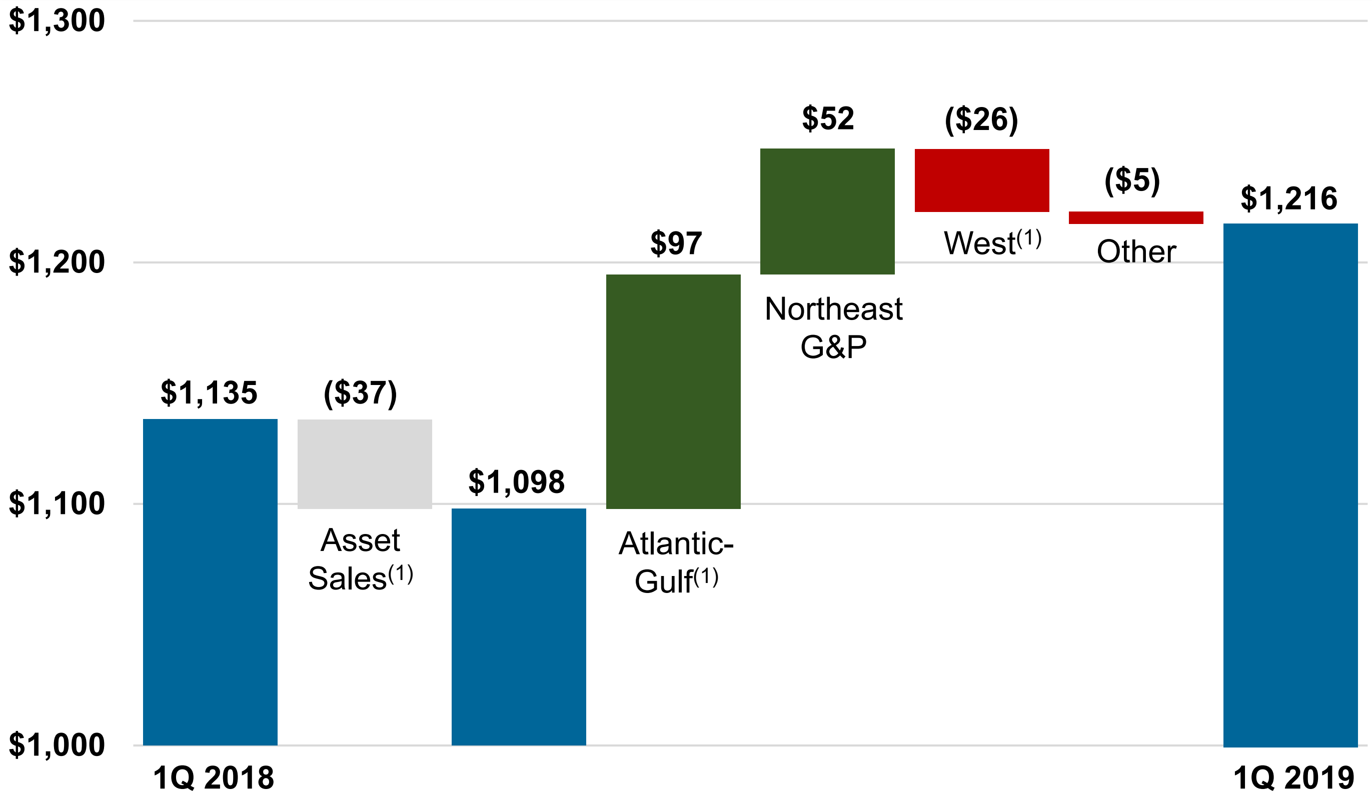
JACKALOPE GAS GATHERING SALE:

- Completed sale of our 50% interest in Jackalope for $485 million
- Using proceeds for debt reduction and funding extensive portfolio of growth capital

[1]Book Debt-to-Adjusted EBITDA ratio does not represent leverage ratios measured for WMB credit agreement compliance or leverage ratios as calculated by the major credit ratings agencies. Consolidated debt is net of cash on hand and Adjusted EBITDA reflects the sum of the last four quarters. The 4.54x number is not reduced by lost Adjusted EBITDA resulting from the Jackalope Gas Gathering sale.

WMB year-over-year results

WMB ADJUSTED EBITDA ($MM): 1Q 2018 VS. 1Q 2019



ADJUSTED EBITDA DRIVERS

- **ATLANTIC-GULF $560MM, up 21%:** Increased revenues driven primarily by Atlantic Sunrise and Gulf Connector expansion projects
- **NORTHEAST G&P $302MM, up 21%:** Increased revenues on 15% gathering volume increases and higher rates
- **WEST $346MM, down 7%:** Lower commodity margins and severe winter weather, particularly in Wyoming

(1) Includes Adjusted EBITDA from assets that were sold during 2018 including the Four Corners assets and certain Gulf Coast area pipelines. The adjustment also includes the contribution of our Permian assets to the Brazos JV in the West Operating Area during 2018. The gain on deconsolidation of our Permian assets in 2018 included the accelerated recognition of certain deferred revenue amounts otherwise expected to be recognized in the first half of 2019.

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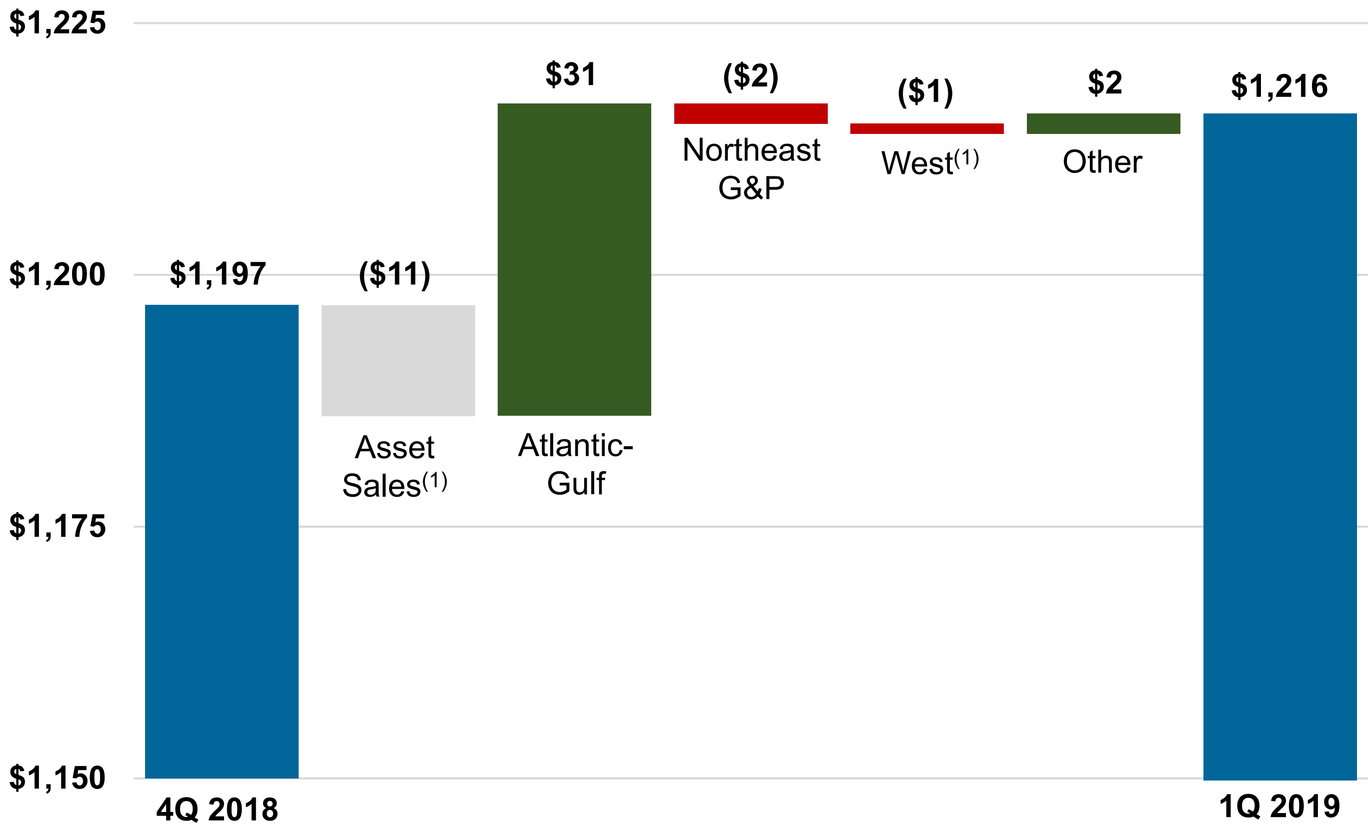
WMB sequential quarter-over-quarter results

WMB Adjusted EBITDA ($MM): 4Q 2018 vs. 1Q 2019



ADJUSTED EBITDA DRIVERS

- **ATLANTIC-GULF $560MM, up 6%:** Lower O&M due to less maintenance activity; increased revenues from Gulf Connector and Atlantic Sunrise, partially offset by lower Gulfstar volumes from well maintenance
- **NORTHEAST G&P $302MM, stable:** Increased revenues and favorable O&M, offset by lower wet Utica gathering volumes and JV EBITDA from Aux Sable and Blue Racer
- **WEST $346MM, stable:** Stable revenues and O&M expenses; lower per-unit NGL margins more than offset by favorable change in line fill valuation. Haynesville volume growth offset by other volume decreases, including effects of severe 1Q winter weather
- **OVERALL:** Two fewer days in 1Q ‘19 vs. 4Q ’18 = ~$26 MM

(1) Includes Adjusted EBITDA effects from the contribution of our Permian assets to the Brazos JV in the West Operating Area during 2018. The gain on deconsolidation of our Permian assets in 2018 included the accelerated recognition of certain deferred revenue amounts otherwise expected to be recognized in the first half of 2019.

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Key investor focus areas

GUIDANCE UPDATE

- **Maintaining ‘19 guidance for Adjusted EBITDA, DCF and Dividend Coverage Ratio; Raising Adjusted EPS guidance**
- **‘19 DCF/share of $2.55 reflects cash flow generation vs. $0.95 midpoint Adjusted EPS (see slide 13 in Appendix)**
- **‘19 Growth CAPEX guidance midpoint lowered to $2.4B from $2.8B**
  - ~$120MM expected in contributions from joint venture partners
  - CAPEX funded by excess cash after dividends and portfolio optimization transactions
- **‘19 year-end Debt-to-Adjusted EBITDA expected to be <4.6x[(1)]**
  - Expected $1.1B of proceeds from portfolio optimization transactions
- **Expecting 5-7% annual Adjusted EBITDA growth longer-term**

NORTHEAST GROWTH

- **Producer customers focused on forecasting free cash flow**
- **Latest producer forecasts result in ‘19 gathering volume growth of ~15% and ‘18-‘21 gathering volume CAGR of 10-15%**
- **EBITDA to grow at a higher rate due to improved operating margins**
- **Long-term volume growth will be driven by natural gas demand growth**
- **Capturing opportunities for capital avoidances and operational synergies**

DELEVERAGING/ PORTFOLIO OPTIMIZATION

- **Strategic Marcellus/Utica JV with CPPIB to provide $1.34 billion at closing**
- **Sale of interest in Jackalope Gas Gathering Services for ~$485MM; ~15x EBITDA multiple valuation and $90MM capital avoidances in ‘19**
- **Progressing toward long-term Debt-to-Adjusted EBITDA target of 4.2x[(1)]**

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Key investor focus areas (continued)

TRANSCO RATE CASE	> Increased rates effective March 2019 (settlement reserve neutralizes benefits in reported results) > Confidential settlement negotiations underway; settlement process could extend into 2020 > Improvement from 2018 Transco rates would be upside to guidance
TRANSCO GROWTH PROJECTS	> Presidential Executive Order on Promoting Energy Infrastructure and Economic Growth > Progress on Northeast Supply Enhancement project > Placed St. James Supply and Gulf Connector expansion projects in-service > Open season for Regional Energy Access expansion
DJ BASIN	> Impacts of Bill 181 on gas development in Colorado > Ft. Lupton III processing plant expansion of 200 MMcf/d in-service in April 2019; Keenesburg I processing plant expansion of 225 MMcf/d targeted for in-service in 3Q 2019 > Contracting new gas agreements in the DJ Basin
DEEPWATER	> Signed agreement to purchase Norphlet Pipeline from Shell for $200 million; transaction expected to close in 2Q ‘19 > Continued discoveries in close proximity to Williams’ deepwater assets > Opportunities include Whale, Blacktip, Anchor, Shenandoah, Katmai, North Platte and Ballymore discoveries

Questions

Appendix

Recent accomplishments

Transco	**St. James Supply**	Placed into service a 162 MMcf/d expansion project to deliver additional gas supplies to new methanol manufacturing in St. James Parish, LA
Transco	**Regional Energy Access**	Announced an open season for Regional Energy Access, a 1 Bcf/d Transco expansion serving Northeast markets
Transco	**Gulf Connector**	475 MMcf/d LNG supply expansion project placed into service Jan. 4
Transco	**Northeast Supply Enhancement**	400 MMcf/d expansion project received FERC FEIS Jan. 25; supports conversion of New York City and Long Island demand from heating oil to clean, low-cost natural gas supply
Transco	**Record Volumes**	Delivered record-breaking 15.68 MMdth on Jan. 21; also established new three-day delivery record
Northeast G&P	**OVM/UEOM JV**	Formed a $3.8 Billion strategic joint venture partnership in the Marcellus/Utica Basins with the Canada Pension Plan Investment Board
West	**DJ Basin**	Rocky Mountain Midstream's 200 MMcf/d expansion at Ft. Lupton came on line in April 2019, bringing processing plant capacity to 260 MMcf/d in the DJ Basin
West	**Niobrara Sale**	Sold our 50% interest in Jackalope Gas Gathering System in Niobrara for $485MM
West	**Bluestem Project**	Project expanding integral NGL infrastructure to open markets between Conway and Mont Belvieu, connecting growing Western supplies to premium Gulf Coast demand markets
Atlantic-Gulf	**Norphlet Project**	Project ahead of schedule, expected in-service date advanced further to 2Q 2019; serving Shell's Appomattox dedication with expected reserves of 650 MMboe

Growth capital projects across the portfolio

	2018	2019	2020	2021	2022+
DEMAND DRIVEN	> Transco – Atlantic Sunrise 1.7 MMDth/d; $2.6B > Transco – Garden State 180 MDth/d; $116MM	> Northwest Pipeline – North Seattle Lateral Upgrade 159 MDth/d; $47MM > Transco – Gulf Connector 475 MDth/d; $167MM > Transco – St. James Supply 162 MDth/d; $34MM > Transco – Rivervale South to Market 190 MDth/d; $128MM > Transco – Rate Case	> Transco – Hillabee Phase 2 206 MDth/d > Transco – Gateway 65 MDth/d: $85MM > Transco – Southeastern Trail 296 MDth/d: $405MM > Transco – Emissions Reduction Program; $1.2B over 5 years	> Transco – Emissions Reduction Program > Transco – Northeast Supply Enhancement 400 MDth/d: $927MM	> Transco – Leidy South 580 MDth/d > Transco – Pursuing 20+ expansion opportunities including "Project 1" from Analyst Day, Emissions Reduction Program, Regional Energy Access 1.0 MMDth/d > Gulfstream - Phase VI 78 MDth/d
SUPPLY DRIVEN	> Atlantic Gulf Deepwater – Stampede > Northeast G&P – Susquehanna Gathering Expansion 700 MMcf/d	> West – DJ Processing Plants – 425 MMcf/d (Ft. Lupton III – 200 & Keenesburg I – 225) > West – Wamsutter – High Point, Hansen Lake & Echo Springs G&P Expansions > Northeast G&P – Rich Gas Growth Driving Oak Grove Expansions & Harrison Hub C3+ Pipeline > Northeast G&P – Susquehanna Gathering Expansion 500 MMcf/d > Atlantic Gulf Deepwater – Shell Appomattox (Norphlet Pipeline option), Lucius-Hadrian North & Buckskin	> Northeast G&P – Susquehanna Gathering Expansion 300 MMcf/d > Northeast G&P – Bradford Gathering Expansion 500 MMcf/d > West – DJ Processing Plant 225 MMcf/d (Keenesburg II)	> West – Bluestem NGL Pipeline > West – DJ Processing Plants 225 MMcf/d (Milton I)	> West – DJ Processing Plants 225 MMcf/d (Milton II) > Northeast G&P – Rich Gas Growth Driving Additional Oak Grove Expansions > Atlantic Gulf Deepwater – Additional Tie-backs: Whale, Ballymore, Tigris, Mexico Perdido & others

Green = In-service; Black = In Progress; Blue = Potential/Under Negotiation

Note: Project cost estimates per initial FERC filings

2019 guidance metrics

In $Billions except for percentages, ratios and per share amounts	2019 GUIDANCE	
Net Income	$1.100 - $1.400	Prior range was $1.050 - $1.350
Adjusted EPS	$0.83 - $1.07	Prior range was $0.77 - $1.01
Adjusted EBITDA	$4.850 - $5.150	
Distributable Cash Flow (DCF)	$2.900 - $3.300	
DCF/share	$2.38 - $2.71	
Dividend Coverage Ratio	~1.7x Midpoint of Guidance	
Growth Capex	$2.3 - $2.5	Prior range was $2.7 - $2.9
Debt-to-Adjusted EBITDA(1)	<4.6x	Prior guidance was <4.75x

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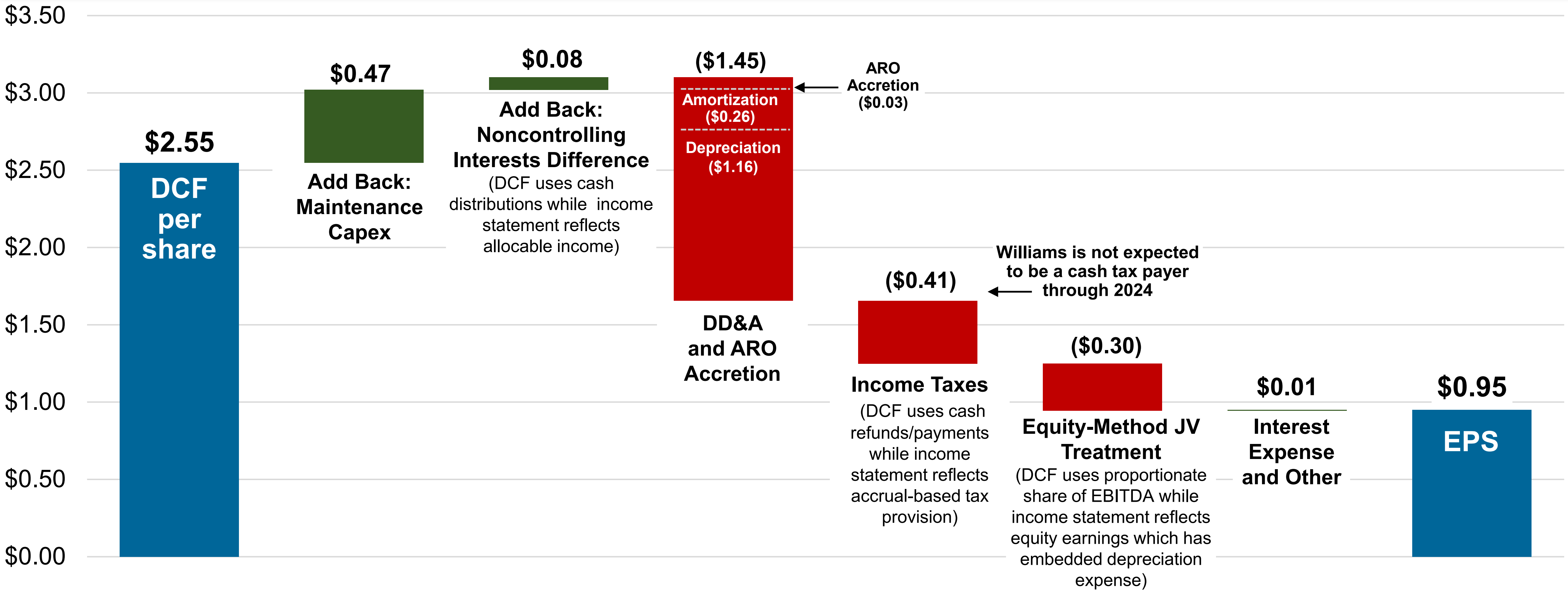
Full-year 2019 DCF per share vs. Adjusted EPS

Earnings per share (EPS) includes large, non-cash charges



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Forward Looking Statements

Forward-looking statements

> **The reports, filings, and other public announcements of The Williams Companies, Inc. (Williams) may contain or incorporate by reference statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). These forward-looking statements relate to anticipated financial performance, management's plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions, and other matters. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included herein that address activities, events or developments that we expect, believe or anticipate will exist or may occur in the future, are forward-looking statements. Forward-looking statements can be identified by various forms of words such as "anticipates," "believes," "seeks," "could," "may," "should," "continues," "estimates," "expects," "forecasts," "intends," "might," "goals," "objectives," "targets," "planned," "potential," "projects," "scheduled," "will," "assumes," "guidance," "outlook," "in-service date" or other similar expressions. These forward-looking statements are based on management's beliefs and assumptions and on information currently available to management and include, among others, statements regarding:**

- Levels of dividends to Williams stockholders;
- Future credit ratings of Williams and its affiliates;
- Amounts and nature of future capital expenditures;
- Expansion and growth of our business and operations;
- Expected in-service dates for capital projects;
- Financial condition and liquidity;
- Business strategy;
- Cash flow from operations or results of operations;
- Seasonality of certain business components;
- Natural gas and natural gas liquids prices, supply, and demand;
- Demand for our services.

Forward-looking statements (cont'd)

> **Forward-looking statements are based on numerous assumptions, uncertainties and risks that could cause future events or results to be materially different from those stated or implied herein. Many of the factors that will determine these results are beyond our ability to control or predict. Specific factors that could cause actual results to differ from results contemplated by the forward-looking statements include, among others, the following:**

- Whether we are able to pay current and expected levels of dividends;
- Whether we will be able to effectively execute our financing plan;
- Availability of supplies, market demand, and volatility of prices;
- Inflation, interest rates, and general economic conditions (including future disruptions and volatility in the global credit markets and the impact of these events on customers and suppliers);
- The strength and financial resources of our competitors and the effects of competition;
- Whether we are able to successfully identify, evaluate and timely execute our capital projects and investment opportunities;
- Our ability to acquire new businesses and assets and successfully integrate those operations and assets into existing businesses as well as successfully expand our facilities, and to consummate asset sales on acceptable terms;
- Development and rate of adoption of alternative energy sources;
- The impact of operational and developmental hazards and unforeseen interruptions;
- The impact of existing and future laws and regulations, the regulatory environment, environmental liabilities, and litigation, as well as our ability to obtain necessary permits and approvals, and achieve favorable rate proceeding outcomes;
- Our costs and funding obligations for defined benefit pension plans and other postretirement benefit plans;
- Changes in maintenance and construction costs as well as our ability to obtain sufficient construction related inputs including skilled labor;
- Changes in the current geopolitical situation;
- Our exposure to the credit risk of our customers and counterparties;
- Risks related to financing, including restrictions stemming from debt agreements, future changes in credit ratings as determined by nationally recognized credit rating agencies and the availability and cost of capital;
- The amount of cash distributions from and capital requirements of our investments and joint ventures in which we participate;

Forward-looking statements (cont'd)

  – Risks associated with weather and natural phenomena, including climate conditions and physical damage to our facilities;
  – Acts of terrorism, cybersecurity incidents, and related disruptions;
  – Additional risks described in our filings with the Securities and Exchange Commission (SEC).

> **Given the uncertainties and risk factors that could cause our actual results to differ materially from those contained in any forward-looking statement, we caution investors not to unduly rely on our forward-looking statements. We disclaim any obligations to and do not intend to update the above list or announce publicly the result of any revisions to any of the forward-looking statements to reflect future events or developments.**

> **In addition to causing our actual results to differ, the factors listed above and referred to below may cause our intentions to change from those statements of intention set forth herein. Such changes in our intentions may also cause our results to differ. We may change our intentions, at any time and without notice, based upon changes in such factors, our assumptions, or otherwise.**

> **Because forward-looking statements involve risks and uncertainties, we caution that there are important factors, in addition to those listed above, that may cause actual results to differ materially from those contained in the forward-looking statements. For a detailed discussion of those factors, see Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K filed with the SEC on February 21, 2019.**

Non-GAAP Reconciliations

Non-GAAP Disclaimer

- This presentation may include certain financial measures – adjusted EBITDA, adjusted income ("earnings"), adjusted earnings per share, distributable cash flow and dividend coverage ratio – that are non-GAAP financial measures as defined under the rules of the Securities and Exchange Commission.
- Our segment performance measure, modified EBITDA is defined as net income (loss) before income (loss) from discontinued operations, income tax expense, net interest expense, equity earnings from equity-method investments, other net investing income, remeasurement gain on equity-method investment, impairment of equity investments and goodwill, depreciation and amortization expense, and accretion expense associated with asset retirement obligations for nonregulated operations. We also add our proportional ownership share (based on ownership interest) of modified EBITDA of equity-method investments.
- Adjusted EBITDA further excludes items of income or loss that we characterize as unrepresentative of our ongoing operations. Management believes this measure provides investors meaningful insight into results from ongoing operations.
- Distributable cash flow is defined as adjusted EBITDA less maintenance capital expenditures, cash portion of net interest expense, income attributable to or dividends/distributions paid to noncontrolling interests and cash income taxes, and certain other adjustments that management believes affects the comparability of results. Adjustments for maintenance capital expenditures and cash portion of interest expense include our proportionate share of these items of our equity-method investments. We also calculate the ratio of distributable cash flow to the total cash dividends paid (dividend coverage ratio). This measure reflects Williams' distributable cash flow relative to its actual cash dividends paid.
- This presentation is accompanied by a reconciliation of these non-GAAP financial measures to their nearest GAAP financial measures. Management uses these financial measures because they are accepted financial indicators used by investors to compare company performance. In addition, management believes that these measures provide investors an enhanced perspective of the operating performance of assets and the cash that the business is generating.
- Neither adjusted EBITDA, adjusted income, nor distributable cash flow are intended to represent cash flows for the period, nor are they presented as an alternative to net income or cash flow from operations. They should not be considered in isolation or as substitutes for a measure of performance prepared in accordance with United States generally accepted accounting principles.

Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income

(Dollars in millions, except per-share amounts)	2018 1st Qtr	2018 2nd Qtr	2018 3rd Qtr	2018 4th Qtr	2018 Year	2019 1st Qtr
Income (loss) attributable to The Williams Companies, Inc. available to common stockholders	$ 152	$ 135	$ 129	$ (572)	$ (156)	$ 194
Income (loss) - diluted earnings (loss) per common share	$ .18	$ .16	$ .13	$ (.47)	$ (.16)	$ .16
Adjustments:						
Northeast G&P						
Expenses associated with new venture	$ —	$ —	$ —	$ —	$ —	$ 3
Settlement charge from pension early payout program	—	—	—	4	4	—
Total Northeast G&P adjustments	—	—	—	4	4	3
Atlantic-Gulf						
Constitution Pipeline project development costs	2	1	1	—	4	—
Settlement charge from pension early payout program	—	—	—	7	7	—
Regulatory adjustments resulting from Tax Reform	11	(20)	—	—	(9)	—
Benefit of regulatory asset associated with increase in Transco's estimated deferred state income tax rate following WPZ Merger	—	—	(3)	—	(3)	—
Share of regulatory charges resulting from Tax Reform for equity-method investments	2	—	—	—	2	—
Gain on sale of certain Gulf Coast pipeline assets	—	—	—	(81)	(81)	—
Gain on asset retirement	—	—	(10)	(2)	(12)	—
Total Atlantic-Gulf adjustments	15	(19)	(12)	(76)	(92)	—
West						
Impairment of certain assets	—	—	—	1,849	1,849	12
Settlement charge from pension early payout program	—	—	—	6	6	—
Regulatory adjustments resulting from Tax Reform	(7)	—	—	—	(7)	—
Charge for regulatory liability associated with the decrease in Northwest Pipeline's estimated deferred state income tax rates following WPZ Merger	—	—	12	—	12	—
Gain on sale of Four Corners assets	—	—	—	(591)	(591)	2
Total West adjustments	(7)	—	12	1,264	1,269	14

Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income (con't)

(Dollars in millions, except per-share amounts)	2018 *1st Qtr*	2018 *2nd Qtr*	2018 *3rd Qtr*	2018 *4th Qtr*	2018 *Year*	2019 *1st Qtr*
Other						
Loss on early retirement of debt	7	—	—	—	7	—
Impairment of certain assets	—	66	—	—	66	—
Settlement charge from pension early payout program	—	—	—	5	5	—
Regulatory adjustments resulting from Tax Reform	—	1	—	—	1	—
(Benefit) adjustment of regulatory assets associated with increase in Transco's estimated deferred state income tax rate following WPZ Merger	—	—	(45)	—	(45)	12
WPZ Merger costs	—	4	15	1	20	—
Gain on sale of certain Gulf Coast pipeline systems	—	—	—	(20)	(20)	—
Charitable contribution of preferred stock to Williams Foundation	—	—	35	—	35	—
Total Other adjustments	7	71	5	(14)	69	12
Adjustments included in Modified EBITDA	15	52	5	1,178	1,250	29
Adjustments below Modified EBITDA						
Gain on deconsolidation of Jackalope interest	—	(62)	—	—	(62)	—
Gain on deconsolidation of certain Permian assets	—	—	—	(141)	(141)	2
Impairment of equity-method investments	—	—	—	32	32	74
Allocation of adjustments to noncontrolling interests	(5)	21	—	—	16	—
	(5)	(41)	—	(109)	(155)	76
Total adjustments	10	11	5	1,069	1,095	105
Less tax effect for above items	(3)	(3)	(1)	(267)	(274)	(26)
Adjustments for tax-related items (1)	—	—	110	—	110	—
Adjusted income available to common stockholders	$ 159	$ 143	$ 243	$ 230	$ 775	$ 273
Adjusted diluted earnings per common share (2)	$ .19	$ .17	$ .24	$ .19	$ .79	$ .22
Weighted-average shares - diluted (thousands)	830,197	830,107	1,026,504	1,212,822	976,097	1,213,592

(1) The third quarter of 2018 reflects tax adjustments driven by the WPZ Merger, primarily a valuation allowance for foreign tax credits.

(2) The sum of earnings per share for the quarters may not equal the total earnings per share for the year due to changes in the weighted-average number of common shares outstanding.

Reconciliation of Net Income to Modified EBITDA, Adjusted EBITDA and Distributable Cash Flow

(Dollars in millions, except coverage ratios)	2018 1st Qtr	2018 2nd Qtr	2018 3rd Qtr	2018 4th Qtr	2018 Year	2019 1st Qtr
The Williams Companies, Inc.						
Reconciliation of GAAP "Net Income (Loss)" to Non-GAAP "Modified EBITDA", "Adjusted EBITDA" and "Distributable cash flow"						
Net income (loss)	$ 270	$ 269	$ 200	$ (546)	$ 193	$ 214
Provision (benefit) for income taxes	55	52	190	(159)	138	69
Interest expense	273	275	270	294	1,112	296
Equity (earnings) losses	(82)	(92)	(105)	(117)	(396)	(80)
Impairment of equity-method investments	—	—	—	32	32	74
Other investing (income) loss - net	(4)	(68)	(2)	(145)	(219)	(1)
Proportional Modified EBITDA of equity-method investments	169	178	205	218	770	190
Depreciation and amortization expenses	431	434	425	435	1,725	416
Accretion for asset retirement obligations associated with nonregulated operations	8	10	8	7	33	9
Modified EBITDA	1,120	1,058	1,191	19	3,388	1,187
EBITDA adjustments	15	52	5	1,178	1,250	29
Adjusted EBITDA	1,135	1,110	1,196	1,197	4,638	1,216
Maintenance capital expenditures (1)	(110)	(160)	(138)	(122)	(530)	(93)
Preferred dividends	—	—	—	(1)	(1)	(1)
Net interest expense - cash portion (2)	(276)	(279)	(274)	(299)	(1,128)	(304)
Cash taxes	(1)	(10)	(1)	1	(11)	3
Income attributable to noncontrolling interests (3)	(25)	(24)	(19)	(28)	(96)	
Dividend and distributions paid to noncontrolling interests						(41)
Distributable cash flow	$ 723	$ 637	$ 764	$ 748	$ 2,872	$ 780
Total cash distributed (4)	$ 438	$ 443	$ 412	$ 411	$ 1,704	$ 460
Weighted-average shares - diluted (thousands) (5)	1,210,000	1,210,000	1,210,000	1,210,000	1,210,000	1,213,592
Distributable cash flow / share	$ 0.60	$ 0.53	$ 0.63	$ 0.62	$ 2.37	$ 0.64
Coverage ratios:						
Distributable cash flow divided by Total cash distributed	1.65	1.44	1.85	1.82	1.69	1.70
Net income (loss) divided by Total cash distributed	0.62	0.61	0.49	(1.33)	0.11	0.47

(1) Includes proportionate share of maintenance capital expenditures of equity-method investments.
(2) Includes proportionate share of interest expense of equity-method investments.
(3) Excludes allocable share of certain EBITDA adjustments.
(4) Includes cash dividends paid on common stock each quarter by WMB, as well as the public unitholders share of distributions declared by WPZ for the first two quarters of 2018.
(5) Shares in the 2018 periods reflect the WMB common shares outstanding per the 9/30/18 Consolidated Balance Sheet following the WPZ Merger.

Reconciliation of Modified EBITDA to Non-GAAP Adjusted EBITDA

(Dollars in millions)	2018 1st Qtr	2018 2nd Qtr	2018 3rd Qtr	2018 4th Qtr	2018 Year	2019 1st Qtr
Net income (loss)	$ 270	$ 269	$ 200	$ (546)	$ 193	$ 214
Provision (benefit) for income taxes	55	52	190	(159)	138	69
Interest expense	273	275	270	294	1,112	296
Equity (earnings) losses	(82)	(92)	(105)	(117)	(396)	(80)
Impairment of equity-method investments	—	—	—	32	32	74
Other investing (income) loss - net	(4)	(68)	(2)	(145)	(219)	(1)
Proportional Modified EBITDA of equity-method investments	169	178	205	218	770	190
Depreciation and amortization expenses	431	434	425	435	1,725	416
Accretion expense associated with asset retirement obligations for nonregulated operations	8	10	8	7	33	9
Modified EBITDA	**$ 1,120**	**$ 1,058**	**$ 1,191**	**$ 19**	**$ 3,388**	**$ 1,187**
Northeast G&P	$ 250	$ 255	$ 281	$ 300	$ 1,086	$ 299
Atlantic-Gulf	451	475	492	605	2,023	560
West	413	389	412	(906)	308	332
Other	6	(61)	6	20	(29)	(4)
Total Modified EBITDA	**$ 1,120**	**$ 1,058**	**$ 1,191**	**$ 19**	**$ 3,388**	**$ 1,187**
Adjustments included in Modified EBITDA (1):						
Northeast G&P	$ —	$ —	$ —	$ 4	$ 4	$ 3
Atlantic-Gulf	15	(19)	(12)	(76)	(92)	—
West	(7)	—	12	1,264	1,269	14
Other	7	71	5	(14)	69	12
Total Adjustments included in Modified EBITDA	**$ 15**	**$ 52**	**$ 5**	**$ 1,178**	**$ 1,250**	**$ 29**
Adjusted EBITDA:						
Northeast G&P	$ 250	$ 255	$ 281	$ 304	$ 1,090	$ 302
Atlantic-Gulf	466	456	480	529	1,931	560
West	406	389	424	358	1,577	346
Other	13	10	11	6	40	8
Total Adjusted EBITDA	**$ 1,135**	**$ 1,110**	**$ 1,196**	**$ 1,197**	**$ 4,638**	**$ 1,216**

(1) Adjustments by segment are detailed in the "Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income," which is also included in these materials.

Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income

Reconciliation of Net Income (Loss) to Adjusted Income

($ in millions, except per-share amounts)	2019 GUIDANCE Low	Mid	High
Net income (loss)	$1,100	$1,250	$1,400
Less: Net income (loss) attributable to noncontrolling interests	90	90	90
Less: Preferred stock dividends	3	3	3
Net income (loss) attributable to The Williams Companies, Inc. available to common stockholders	1,007	1,157	1,307
Adjustments:			
Adjustments included in Modified EBITDA (1)		39	
Adjustments below Modified EBITDA (2)		(44)	
Total adjustments		(5)	
Less tax effect for above items (3)		4	
Adjusted income available to common stockholders	1,006	1,156	1,306
Adjusted diluted earnings per common share	**$0.83**	**$0.95**	**$1.07**
Weighted-average shares - diluted (millions)	1,217	1,217	1,217

(1) Includes 1Q 2019 adjustments of $29 and anticipated future adjustments of $10
(2) Includes 1Q 2019 adjustments of $76 and anticipated gain on sale of Jackalope equity investment of ~($120)
(3) Includes 1Q 2019 tax effect for adjustments of ($26) and taxes on anticipated gain on sale of Jackalope equity investment of ~$30

Reconciliation of Net Income to Modified EBITDA, Non-GAAP Adjusted EBITDA and Distributable Cash Flow (con't)

($ in millions, except per-share amounts and coverage ratios)	2019 GUIDANCE		
	Low	Mid	High
Net income (loss)	$1,100	$1,250	$1,400
Provision (benefit) for income taxes		425	
Interest expense		1,200	
Equity (earnings) losses		(410)	
Impairment of equity-method investments		74	
Estimated 2Q 2019 gain on sale of equity-method investment (Jackalope)		(120)	
Proportional Modified EBITDA of equity-method investments		780	
Depreciation and amortization expenses and accretion for asset retirement obligations associated with nonregulated operations		1,760	
Other		2	
Modified EBITDA	**$4,811**	**$4,961**	**$5,111**
EBITDA Adjustments [1]		39	
Adjusted EBITDA	**$4,850**	**$5,000**	**$5,150**
Net Interest expense - cash portion [2]		(1,210)	
Maintenance capital expenditures [2]	(625)	(575)	(525)
Cash taxes		75	
Dividends and distributions paid to noncontrolling interests and other [3]		(190)	
Distributable cash flow (DCF)	**$2,900**	**$3,100**	**$3,300**
--- Distributable Cash Flow per share [4]	**$2.38**	**$2.55**	**$2.71**
Dividends paid		(1,850)	
Excess cash available after dividends	$1,050	$1,250	$1,450
Dividend per share		$1.52	
Coverage ratio (Distributable cash flow / Dividends paid)	**1.57x**	**1.68x**	**1.78x**

(1) Includes 1Q 2019 adjustments of $29 and anticipated future adjustments of $10

(2) Includes proportionate share of equity investments

(3) Prior guidance was based on income allocable to noncontrolling interests but current guidance reflects projected cash distributions to consolidated joint venture partners

(4) Distributable cash flow / 1,217 million diluted weighted-average common shares