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Williams WE MAKE ENERGY HAPPEN

Williams and Williams Partners 2nd Quarter Earnings Call

August 2, 2018

ATLANTIC SUNRISE CONSTRUCTION
Transco Pipeline, Pennsylvania

ATLANTIC SUNRISE POST CONSTRUCTION
Transco Pipeline, Pennsylvania

WMB/WPZ Second Quarter 2018 Results

GAAP Measures:

WMB 2Q 2018 Net Income and Earnings Per Share

- **Net Income attributable to WMB of $135 million** vs. $81 million for 2Q 2017**;** up $54 million or 67%
  - Inclusive of WPZ net income drivers, and an increase in impairment of certain assets owned by WMB
- **EPS attributable to WMB of $0.16** vs. $0.10 for 2Q 2017; up $0.06 or 60%

WPZ 2Q 2018 Net Income and Modified EBITDA

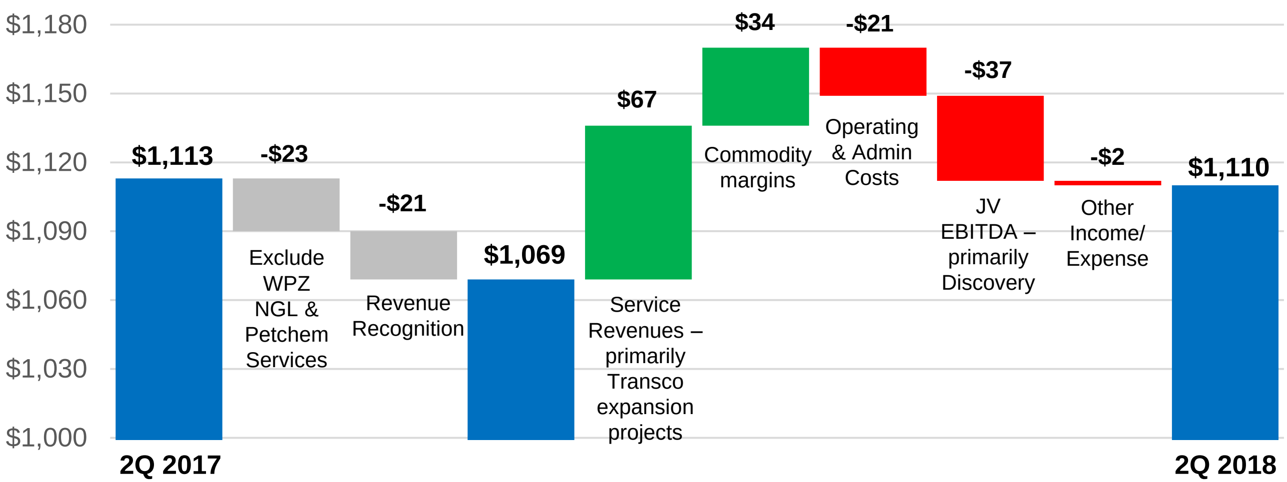
- **Net Income attributable to WPZ of $426 million** vs. $320 million for 2Q 2017; up $106 million or 33%
  - Operating income up $68 million on service revenues and NGL margins
- **WPZ Modified EBITDA** ($MM) **at Current Business Segments**:
  - Atlantic-Gulf $475; West $389; Northeast G&P $255

Non-GAAP Measures[1]:

Continued growth in WMB Adjusted EPS, WPZ Adjusted EBITDA at Current Business Segments and WPZ DCF

- **WMB Adjusted EPS** of **$0.17; up $0.04, or 31%** vs. 2Q 2017
- **WMB Adjusted EBITDA of $1,110 million; down $3 million** vs. 2Q 2017
- **WPZ Adjusted EBITDA at Current Business Segments up $18 million** vs. 2Q 2017
  - Atlantic-Gulf $456MM: decreased JV EBITDA and increased expenses, mostly offset by increased service revenues from Transco expansion projects
  - West $389MM: higher G&P volumes and rates, and commodity margins; partially offset by changes from new revenue recognition standard
  - Northeast G&P $255MM: increased service revenues on higher volumes
- **WPZ DCF $705 million,** with **1.17x coverage**
  - **Up $7 million** vs. 2Q 2017
  - Accelerated maintenance capital expenditures; shifting from 2H into 1H

WMB Adjusted EBITDA ($MM): 2Q 2017 vs. 2Q 2018



(1) 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.

WMB/WPZ Year-to-Date 2018 Results

GAAP Measures:

WMB 2018 YTD Net Income and Earnings Per Share

- **Net Income attributable to WMB of $287 million** vs. $454 million for 2017 YTD; down $167 million
  - Inclusive of WPZ net income drivers, and an increase in impairment of certain assets owned by WMB
- **EPS attributable to WMB of $0.35** vs. $0.55 for 2017; down $0.20

WPZ 2018 YTD Net Income and Modified EBITDA

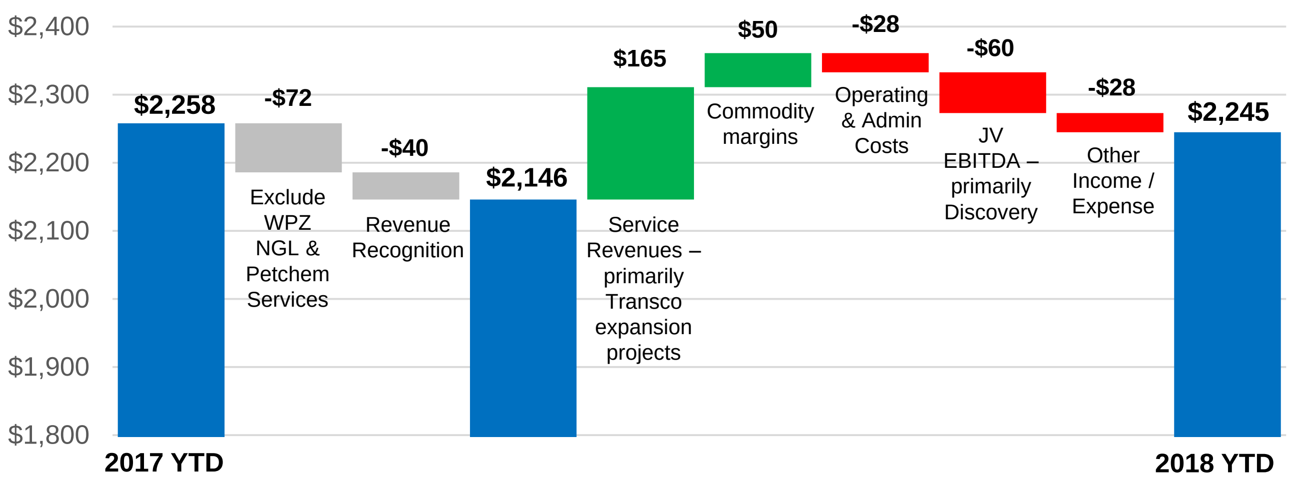
- **Net Income attributable to WPZ of $786 million** vs. $954 million for 2017 YTD; down $168 million
  - Absence of $269MM gain from March 2017 asset sales; Operating income up $110MM from service revenues and NGL margins
- **WPZ Modified EBITDA** ($MM) **at Current Business Segments**:
  - Atlantic-Gulf $926; West $802; Northeast G&P $505

Non-GAAP Measures[(1)]:

Continued growth in WMB Adjusted EPS, WPZ Adjusted EBITDA at Current Business Segments and WPZ DCF

- **WMB Adjusted EPS of $0.36; up $0.09, or 33%** vs. 2017 YTD
- **WMB Adjusted EBITDA of $2,245 million; down $13 million** vs. 2017 YTD
- **WPZ Adjusted EBITDA at Current Business Segments up $71 million** vs. 2Q 2017
  - Atlantic-Gulf $922MM: increased service revenues from Transco expansions; partially offset by decreased JV EBITDA and increased expenses
  - West $795MM: higher G&P volumes and rates, and commodity margins, partially offset by impacts from new revenue recognition standard
  - Northeast G&P $505MM: increased service revenues on higher volumes, increased JV EBITDA from higher Bradford ownership
- **WPZ DCF $1,489 million,** with **1.25x coverage**
  - **Up $39 million** vs. 2017 YTD

WMB Adjusted EBITDA ($MM): YTD 2017 vs. YTD 2018



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Continued execution against natural gas strategy

Contributed During 2Q'18

Transco – Garden State Ph. 2	~180 MMcf/d Transco expansion placed in service March 23, providing additional service to New Jersey Natural Gas Co.
Northeast – Volumes	Gathering volumes up 160 MMcf/d and 250 MMCf/d vs 2Q17' and 2017 YTD respectively; processing volumes up 37% vs 2Q17'
West – Volumes	Gathering volume increases led by Haynesville; up 200 MMcf/d and 270 MMcf/d vs. 2Q17' and 2017 YTD respectively
Atlantic Gulf – Transco	2018 YTD transportation revenues up $114MM or 16% vs. 2017 YTD, driven by expansion projects

Other Achievements / Coming Soon

Transco – Southeastern Trail	FERC certificate application filed on April 12; ~300 MMcf/d expansion to serve growing demand centers in the Mid-Atlantic and Southeast
West – Niobrara G&P Expansion	Increasing JV processing capacity from 120 MMcf/d to ~345 MMcf/d to meet growing customer demands in the Powder River basin
Northeast – NE PA Expansions	Executed agreements supporting system expansions, expect to increase capacity by ~800 MMcf/d
Transco – Atlantic Sunrise	Construction near completion on ~1.7 Bcf/d expansion serving markets in SE and Mid-Atlantic; targeting full in-service in 2nd half of August
Transco – Gulf Connector	Construction progressing on ~475 MMcf/d expansion serving LNG markets; target in-service 1H 2019

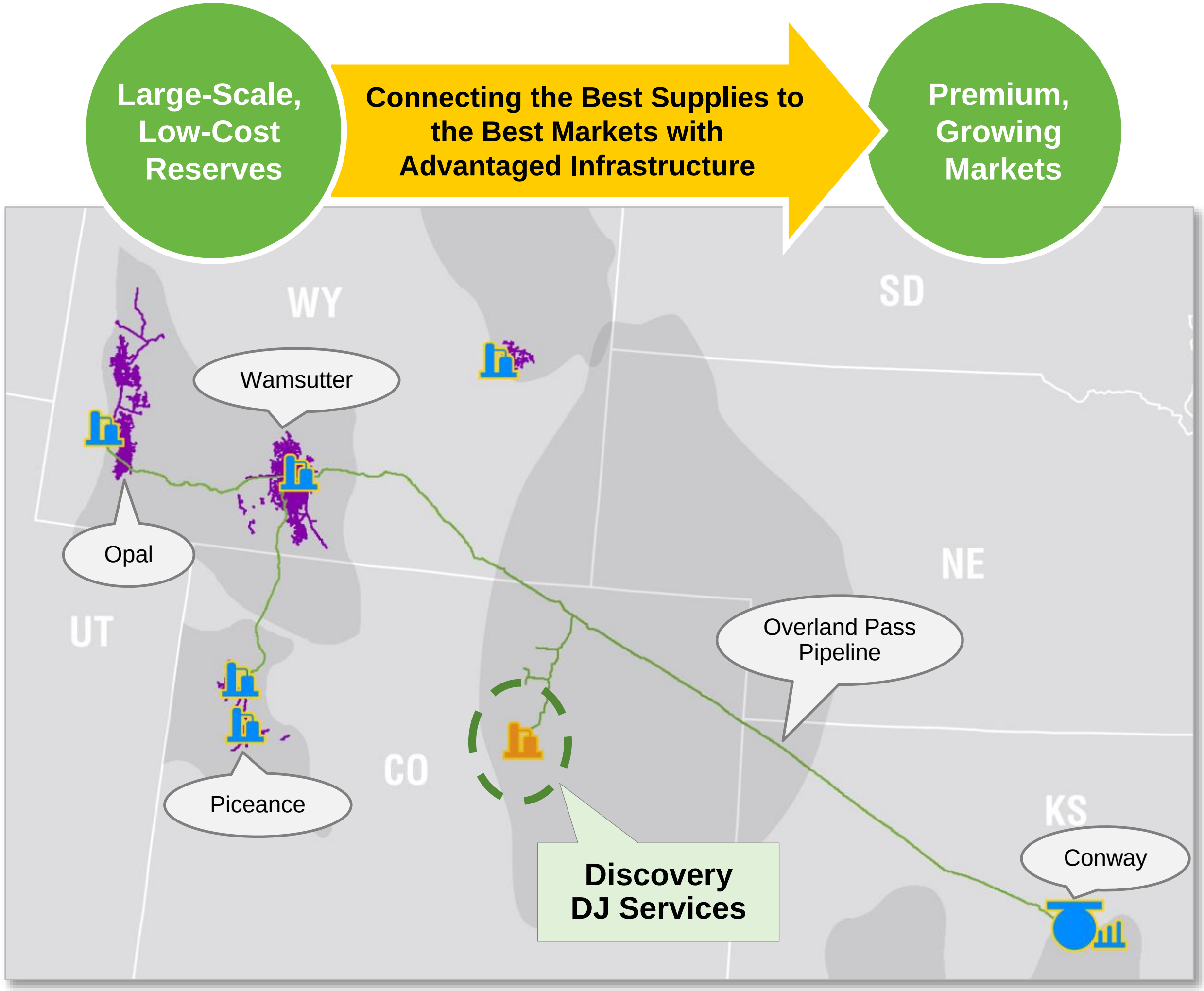
Executing on our strategy: Capturing synergies through integration of G&P and downstream assets

With KKR & Co. Inc. as JV partner, acquiring Discovery DJ Services for $1.173B; 40% initial economic contribution of $469.2MM

- Expanding into a premium growth basin with 260 MMcf/d gas processing capacity expected by end of year, permitting being prepared for greater than 1 Bcf/d
- Extensive gas and oil dedications from a diverse and well-capitalized customer base with strong contract profile
- Strengthening NGL businesses by aggregating and controlling high growth volumes in a liquids rich basin
- Transaction represents a 5-6x multiple based on 2020 EBITDA forecast, inclusive of $250 million in additional investments

Selling Four Corners Area assets to an affiliate of Harvest Midstream for $1.125B

- Cash proceeds help fund the Discovery transaction and a portion of Williams' extensive growth capital and investment expenditure portfolio
- Drilling economics underlying mature assets challenged by rising production from adjacent basins
- 2017 Modified EBITDA contribution: $85M
  2018 Modified EBITDA contribution forecast: $82M



WMB Guidance Update: New opportunities increase Growth Capex

	2018 GUIDANCE [1]	2019 GUIDANCE
Net Income	$0.975 - $1.175 Bn	$1.050 - $1.350 Bn
Adjusted EBITDA	$4.450 - $4.650 Bn	$4.850 - $5.150 Bn
Distributable Cash Flow (DCF)	$2.600 - $2.900 Bn	$2.900 - $3.300 Bn
Expected Dividend Growth Rate	10-15% annual growth (annual dividend increases)	10-15% annual growth (annual dividend increases)
Dividend Coverage Ratio	~1.6x Midpoint of Guidance	~1.7x Midpoint of Guidance
Growth Capex	$3.9 Bn *Prior Guidance: $3.1 Bn*	$2.6 Bn *$2.4 Bn*
Consolidated Debt / Adjusted EBITDA [2]	~ 5.0 x	< 4.75x

Growth Capex Drivers:

- Discovery DJ Services acquisition and growth capital contributions
- Niobrara G&P Expansions
- Additional NE G&P expansions

Note: 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.
Williams does not expect to be a U.S. Federal cash income taxpayer through at least 2024, excluding taxes on any potential asset monetizations.

[1] DCF shown Proforma as if the WPZ transaction had occurred 1/1/18. Dividend payments used in the coverage calculation include WPZ distribution payments to WPZ public unitholders for 1Q and 2Q .

[2] Consolidated Debt / Adjusted EBITDA ratio does not represent leverage ratios measured for either WMB or WPZ credit agreement compliance or leverage ratios as calculated by the major credit ratings agencies.

Post WPZ merger: Williams a unique investment amongst S&P 500 companies

> Large Scale With Significant Growth Opportunities

- Natural gas-focus aligned with market fundamentals; strengthened by low-cost natural gas supplies
- Assets in every significant high growth basin in the U.S.; Advantaged and irreplaceable asset base moves 30% of U.S. Natural Gas
- $6.5 billon of growth capital for 2018-2019; Greater than $20B in identified opportunities

> Low Volatility, Highly Predictable, Fee-for-service Cash Flows

- Met or exceeded Adjusted EBITDA street consensus for last 10 consecutive quarters[(1)]
- 2019 gross margin projected to be 97% fee-based (pro-forma for FCA sale)

> Simplified Organizational Structure

- Large-scale, highly liquid C-Corp with associated shareholder rights; >$35 billion market capitalization[(2)]

> Strong Balance Sheet and Coverage

- Leading & sustainable coverage ratio: ~1.7x in 2019
- Reducing leverage; Commitment to investment-grade credit metrics
- Expanded capacity to fund growing opportunity set

> Significant Shareholder Returns

- Attractive dividend yield and growth through 2019
- Strong focus on improving ROCE

	WMB	Median S&P 500	WMB vs. S&P 500
Approximate Current Dividend Yield	4.6%	1.8%	**155.6%**
Adjusted EPS CAGR[(2)] (2017-2019)	18.9%	15.0%	**26.0%**
Adjusted EBITDA Growth[(2)] (2018-2019)	9.9%	7.4%	**33.8%**
Dividend Growth[(2)] (2018-2019)	12.5%	6.4%	**95.3%**

(1) Per S&P Capital IQ, Williams Partners Adjusted EBITDA exceeded or was within 2% of consensus estimate for EBITDA in each quarter beginning 1Q 2016 through 2Q 2018.
(2) Estimates as of July 31, 2018. Median S&P 500 2017-2019 growth rates based on Bloomberg consensus estimates. WMB 2018-2019 growth rates based on midpoint of guidance.
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Williams' strategy, assets, and structure aligned for strong performance

Financial results meeting expectations

- Strong growth in Continuing Businesses
- Net Income and EPS up substantially

Clear visibility to future growth leveraging advantaged assets

- Atlantic Sunrise expected in-service second half of August
- Northeast G&P volumes ramping into 2019
- West portfolio pointed towards growth; significant proceeds from Four Corners Area sale

Williams a unique investment opportunity compared to broad equity universe

- Williams / Williams Partners merger on track
- Simplified structure, investment-grade ratings following merger, increasing retained cash flow

Questions

Forward Looking Statements

Forward-looking statements

> **The reports, filings, and other public announcements of Williams and WPZ 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, and Section 21E of the Securities Exchange Act of 1934, as amended. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. You typically can identify forward-looking statements 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:**

- The closing, expected timing, and benefits of the proposed merger of WPZ and SCMS LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Williams (the “Proposed Merger”);
- Expected levels of cash distributions by WPZ with respect to limited partner interests;
- The levels of dividends to Williams stockholders;
- Our expected financial results following the Proposed Merger;
- Future credit ratings of Williams, WPZ and their 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; and
- 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 in this presentation. 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:**

- Satisfaction of the conditions to the completion of the Proposed Merger, including approval by Williams stockholders and our ability to close the Proposed Merger;
- Whether WPZ will produce sufficient cash flows to provide the level of cash distributions we expect;
- Whether Williams is able to pay current and expected levels of dividends;
- Whether Williams will be able to effectively execute our financing plan;
- Availability of supplies, market demand, and volatility of prices;
- Inflation, interest rates, and fluctuation in foreign exchange 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 execute investment opportunities;
- Our ability to acquire new businesses and assets and successfully integrate those operations and assets into our existing businesses as well as successfully expand our facilities;
- Development of alternative energy sources;
- The impact of operational and developmental hazards and unforeseen interruptions;
- The impact of existing and future laws (including, but not limited to, the Tax Cuts and Jobs Act of 2017), 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;
- 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;
- Risks associated with weather and natural phenomena, including climate conditions;
- Acts of terrorism, including cybersecurity threats and related disruptions; and
- Additional risks described in our filings with the Securities and Exchange Commission ("SEC").

Non-GAAP Reconciliations

Non-GAAP Disclaimer

- This presentation may include certain financial measures – adjusted EBITDA, adjusted income (“earnings”), adjusted earnings per share, cash available for dividends, dividend coverage ratio, distributable cash flow and cash distribution 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.
- For Williams, cash available for dividends is defined as cash received from its ownership in WPZ and adjusted EBITDA from our Other segment, less interest, taxes and maintenance capital expenditures with our Other segment. Distributable cash flow is defined as adjusted EBITDA less maintenance capital expenditures, cash portion of net interest expense, income attributable 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 cash available for dividends or distributable cash flow to the total cash dividends paid (dividend coverage ratio). This measure reflects Williams’ cash available for dividends or distributable cash flow relative to its actual cash dividends paid.
- For Williams Partners L.P., we define distributable cash flow as adjusted EBITDA less maintenance capital expenditures, cash portion of net interest expense, income attributable to noncontrolling interests and cash income taxes, plus WPZ restricted stock unit non-cash compensation 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.
- For Williams Partners L.P., we also calculate the ratio of distributable cash flow to the total cash distributed (cash distribution coverage ratio). This measure reflects the amount of distributable cash flow relative to our cash distribution. We have also provided this ratio calculated using the most directly comparable GAAP measure, net income.
- 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, cash available for dividends, 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.

WPZ Reconciliation of Non-GAAP Adjusted EBITDA and Distributable Cash Flow to GAAP Net Income

	2017					2018		
(Dollars in millions, except coverage ratios)	*1st Qtr*	*2nd Qtr*	*3rd Qtr*	*4th Qtr*	*Year*	*1st Qtr*	*2nd Qtr*	*Year*
Williams Partners L.P.								
Reconciliation of "Net Income (Loss)" to "Modified EBITDA", Non-GAAP "Adjusted EBITDA" and "Distributable cash flow"								
Net income (loss)	$ 660	$ 348	$ 284	$ (317)	$ 975	$ 384	$ 449	$ 833
Provision (benefit) for income taxes	3	1	(1)	3	6	—	—	—
Interest expense	214	205	202	201	822	209	211	420
Equity (earnings) losses	(107)	(125)	(115)	(87)	(434)	(82)	(92)	(174)
Other investing (income) loss - net	(271)	(2)	(4)	(4)	(281)	(4)	(67)	(71)
Proportional Modified EBITDA of equity-method investments	194	215	202	184	795	169	178	347
Depreciation and amortization expenses	433	423	424	420	1,700	423	426	849
Accretion expense associated with asset retirement obligations for nonregulated operations	6	11	8	8	33	8	10	18
Modified EBITDA	1,132	1,076	1,000	408	3,616	1,107	1,115	2,222
Adjustments								
Estimated minimum volume commitments	15	15	18	(48)	—	—	—	—
Severance and related costs	9	4	5	4	22	—	—	—
Settlement charge from pension early payout program	—	—	—	35	35	—	—	—
Regulatory adjustments resulting from Tax Reform	—	—	—	713	713	4	(20)	(16)
Share of regulatory charges resulting from Tax Reform for equity-method investments	—	—	—	11	11	2	—	2
ACMP Merger and transition costs	—	4	3	4	11	—	—	—
Constitution Pipeline project development costs	2	6	4	4	16	2	1	3
Share of impairment at equity-method investment	—	—	1	—	1	—	—	—
Geismar Incident adjustment	(9)	2	8	(1)	—	—	—	—
Gain on sale of Geismar Interest	—	—	(1,095)	—	(1,095)	—	—	—
Impairment of certain assets	—	—	1,142	9	1,151	—	—	—
Ad valorem obligation timing adjustment	—	—	7	—	7	—	—	—
Organizational realignment-related costs	4	6	6	2	18	—	—	—
(Gain) loss related to Canada disposition	(3)	(1)	4	4	4	—	—	—
(Gain) loss on asset retirement	—	—	(5)	5	—	—	—	—
Gains from contract settlements and terminations	(13)	(2)	—	—	(15)	—	—	—
Accrual for loss contingency	9	—	—	—	9	—	—	—
(Gain) loss on early retirement of debt	(30)	—	3	—	(27)	7	—	7
Gain on sale of RGP Splitter	—	(12)	—	—	(12)	—	—	—
Expenses associated with Financial Repositioning	—	2	—	—	2	—	—	—
Expenses associated with strategic asset monetizations	1	4	—	—	5	—	—	—
WPZ Merger costs	—	—	—	—	—	—	1	1
Total EBITDA adjustments	(15)	28	101	742	856	15	(18)	(3)
Adjusted EBITDA	1,117	1,104	1,101	1,150	4,472	1,122	1,097	2,219

WPZ Reconciliation of Non-GAAP Adjusted EBITDA and Distributable Cash Flow to GAAP Net Income (cont'd)

(Dollars in millions, except coverage ratios)	2017 1st Qtr	2017 2nd Qtr	2017 3rd Qtr	2017 4th Qtr	2017 Year	2018 1st Qtr	2018 2nd Qtr	2018 Year
Williams Partners L.P.								
Reconciliation of "Net Income (Loss)" to "Modified EBITDA", Non-GAAP "Adjusted EBITDA" and "Distributable cash flow"								
Adjusted EBITDA	1,117	1,104	1,101	1,150	4,472	1,122	1,097	2,219
Maintenance capital expenditures (1)	(53)	(100)	(136)	(154)	(443)	(100)	(152)	(252)
Interest expense - net (2)	(224)	(216)	(207)	(208)	(855)	(212)	(215)	(427)
Cash taxes	(5)	(1)	(4)	(2)	(12)	(1)	(1)	(2)
Income attributable to noncontrolling interests (3)	(27)	(32)	(27)	(27)	(113)	(25)	(24)	(49)
WPZ restricted stock unit non-cash compensation	2	1	1	1	5	—	—	—
Amortization of deferred revenue associated with certain 2016 contract restructurings (4)	(58)	(58)	(59)	(58)	(233)	—	—	—
Distributable cash flow attributable to Partnership Operations	752	698	669	702	2,821	784	705	1,489
Total cash distributed (5)	$ 567	$ 574	$ 574	$ 574	$ 2,289	$ 588	$ 603	$ 1,191
Coverage ratios:								
Distributable cash flow attributable to partnership operations divided by Total cash distributed	1.33	1.22	1.17	1.22	1.23	1.33	1.17	1.25
Net income (loss) divided by Total cash distributed	1.16	0.61	0.49	(0.55)	0.43	0.65	0.74	0.70

(1) Includes proportionate share of maintenance capital expenditures of equity investments.

(2) Includes proportionate share of interest expense of equity investments.

(3) Excludes allocable share of certain EBITDA adjustments.

(4) Beginning first quarter 2018, as a result of the extended deferred revenue amortization period under the new GAAP revenue standard, we have discontinued the adjustment associated with these 2016 contract restructuring payments. The adjustments would have been $32 million and $31 million for the first and second quarters of 2018, respectively.

(5) Cash distributions for the first quarter of 2017 have been decreased by $6 million to reflect the amount paid by WMB to WPZ pursuant to the January 2017 Common Unit Purchase Agreement.

WPZ Reconciliation of Modified EBITDA to Non-GAAP Adjusted EBITDA

	2017					2018		
(Dollars in millions)	*1st Qtr*	*2nd Qtr*	*3rd Qtr*	*4th Qtr*	*Year*	*1st Qtr*	*2nd Qtr*	*Year*
Modified EBITDA:								
Northeast G&P	$ 226	$ 247	$ 115	$ 231	$ 819	$ 250	$ 255	$ 505
Atlantic-Gulf	450	454	430	(96)	1,238	451	475	926
West	385	356	(615)	286	412	413	389	802
NGL & Petchem Services	51	30	1,084	(4)	1,161	—	—	—
Other	20	(11)	(14)	(9)	(14)	(7)	(4)	(11)
Total Modified EBITDA	**$ 1,132**	**$ 1,076**	**$ 1,000**	**$ 408**	**$ 3,616**	**$ 1,107**	**$ 1,115**	**$ 2,222**
Adjustments:								
Total Northeast G&P adjustments	1	1	131	7	140	—	—	—
Total Atlantic-Gulf adjustments	3	8	1	529	541	15	(19)	(4)
Total West adjustments	4	16	1,041	195	1,256	(7)	—	(7)
Total NGL & Petchem Services adjustments	(2)	(7)	(1,083)	3	(1,089)	—	—	—
Total Other adjustments	(21)	10	11	8	8	7	1	8
Total Adjustments	**$ (15)**	**$ 28**	**$ 101**	**$ 742**	**$ 856**	**$ 15**	**$ (18)**	**$ (3)**
Adjusted EBITDA:								
Northeast G&P	$ 227	$ 248	$ 246	$ 238	$ 959	$ 250	$ 255	$ 505
Atlantic-Gulf	453	462	431	433	1,779	466	456	922
West	389	372	426	481	1,668	406	389	795
NGL & Petchem Services	49	23	1	(1)	72	—	—	—
Other	(1)	(1)	(3)	(1)	(6)	—	(3)	(3)
Total Adjusted EBITDA	**$ 1,117**	**$ 1,104**	**$ 1,101**	**$ 1,150**	**$ 4,472**	**$ 1,122**	**$ 1,097**	**$ 2,219**

WPZ Adjustments to Modified EBITA by Segment

(Dollars in millions)	2017 1st Qtr	2017 2nd Qtr	2017 3rd Qtr	2017 4th Qtr	2017 Year	2018 1st Qtr	2018 2nd Qtr	2018 Year
Adjustments:								
Northeast G&P								
Share of impairment at equity-method investments	$ —	$ —	$ 1	$ —	$ 1	$ —	$ —	$ —
Impairment of certain assets	—	—	121	—	121	—	—	—
Ad valorem obligation timing adjustment	—	—	7	—	7	—	—	—
Settlement charge from pension early payout program	—	—	—	7	7	—	—	—
Organizational realignment-related costs	1	1	2	—	4	—	—	—
Total Northeast G&P adjustments	1	1	131	7	140	—	—	—
Atlantic-Gulf								
Constitution Pipeline project development costs	2	6	4	4	16	2	1	3
Settlement charge from pension early payout program	—	—	—	15	15	—	—	—
Regulatory adjustments resulting from Tax Reform	—	—	—	493	493	11	(20)	(9)
Share of regulatory charges resulting from Tax Reform for equity-method investments	—	—	—	11	11	2	—	2
Organizational realignment-related costs	1	2	2	1	6	—	—	—
(Gain) loss on asset retirement	—	—	(5)	5	—	—	—	—
Total Atlantic-Gulf adjustments	3	8	1	529	541	15	(19)	(4)
West								
Estimated minimum volume commitments	15	15	18	(48)	—	—	—	—
Impairment of certain assets	—	—	1,021	9	1,030	—	—	—
Settlement charge from pension early payout program	—	—	—	13	13	—	—	—
Regulatory adjustments resulting from Tax Reform	—	—	—	220	220	(7)	—	(7)
Organizational realignment-related costs	2	3	2	1	8	—	—	—
Gains from contract settlements and terminations	(13)	(2)	—	—	(15)	—	—	—
Total West adjustments	4	16	1,041	195	1,256	(7)	—	(7)
NGL & Petchem Services								
(Gain) loss related to Canada disposition	(3)	(1)	4	4	4	—	—	—
Expenses associated with strategic asset monetizations	1	4	—	—	5	—	—	—
Geismar Incident adjustments	(9)	2	8	(1)	—	—	—	—
Gain on sale of Geismar Interest	—	—	(1,095)	—	(1,095)	—	—	—
Gain on sale of RGP Splitter	—	(12)	—	—	(12)	—	—	—
Accrual for loss contingency	9	—	—	—	9	—	—	—
Total NGL & Petchem Services adjustments	(2)	(7)	(1,083)	3	(1,089)	—	—	—
Other								
Severance and related costs	9	4	5	4	22	—	—	—
ACMP Merger and transition costs	—	4	3	4	11	—	—	—
Expenses associated with Financial Repositioning	—	2	—	—	2	—	—	—
(Gain) loss on early retirement of debt	(30)	—	3	—	(27)	7	—	7
WPZ Merger costs	—	—	—	—	—	—	1	1
Total Other adjustments	(21)	10	11	8	8	7	1	8
Total Adjustments	**$ (15)**	**$ 28**	**$ 101**	**$ 742**	**$ 856**	**$ 15**	**$ (18)**	**$ (3)**

WMB Reconciliation of Income Attributable to The Williams Companies, Inc. to Adjusted Income

	2017					2018		
(Dollars in millions, except per-share amounts)	*1st Qtr*	*2nd Qtr*	*3rd Qtr*	*4th Qtr*	*Year*	*1st Qtr*	*2nd Qtr*	*Year*
Income (loss) attributable to The Williams Companies, Inc. available to common stockholders	$ 373	$ 81	$ 33	$ 1,687	$ 2,174	$ 152	$ 135	$ 287
Income (loss) - diluted earnings (loss) per common share	$ .45	$ .10	$ .04	$ 2.03	$ 2.62	$ .18	$ .16	$ .35
Adjustments:								
Williams Partners								
Estimated minimum volume commitments	$ 15	$ 15	$ 18	$ (48)	$ —	$ —	$ —	$ —
Impairment of certain assets	—	—	1,142	9	1,151	—	—	—
Ad valorem obligation timing adjustment	—	—	7	—	7	—	—	—
Organizational realignment-related costs	4	6	6	2	18	—	—	—
(Gain) loss related to Canada disposition	(3)	(1)	4	4	4	—	—	—
Severance and related costs	9	4	5	4	22	—	—	—
Constitution Pipeline project development costs	2	6	4	4	16	2	1	3
ACMP Merger and transition costs	—	4	3	4	11	—	—	—
Share of impairment at equity-method investments	—	—	1	—	1	—	—	—
(Gain) loss on asset retirement	—	—	(5)	5	—	—	—	—
Geismar Incident adjustments	(9)	2	8	(1)	—	—	—	—
Gain on sale of Geismar Interest	—	—	(1,095)	—	(1,095)	—	—	—
Gains from contract settlements and terminations	(13)	(2)	—	—	(15)	—	—	—
Accrual for loss contingency	9	—	—	—	9	—	—	—
(Gain) loss on early retirement of debt	(30)	—	3	—	(27)	7	—	7
Gain on sale of RGP Splitter	—	(12)	—	—	(12)	—	—	—
Settlement charge from pension early payout program	—	—	—	35	35	—	—	—
Regulatory adjustments resulting from Tax Reform	—	—	—	713	713	4	(20)	(16)
Share of regulatory charges resulting from Tax Reform for equity-method investments	—	—	—	11	11	2	—	2
Expenses associated with Financial Repositioning	—	2	—	—	2	—	—	—
Expenses associated with strategic asset monetizations	1	4	—	—	5	—	—	—
WPZ Merger costs	—	—	—	—	—	—	1	1
Total Williams Partners adjustments	(15)	28	101	742	856	15	(18)	(3)

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

	2017					2018		
(Dollars in millions, except per-share amounts)	*1st Qtr*	*2nd Qtr*	*3rd Qtr*	*4th Qtr*	*Year*	*1st Qtr*	*2nd Qtr*	*Year*
Total Williams Partners adjustments	(15)	28	101	742	856	15	(18)	(3)
Other								
Impairment of certain assets	—	23	68	—	91	—	66	66
Loss related to Canada disposition	1	—	—	1	2	—	—	—
Expenses associated with strategic alternatives	1	3	5	—	9	—	—	—
Settlement charge from pension early payout program	—	—	—	36	36	—	—	—
Regulatory adjustments resulting from Tax Reform	—	—	—	63	63	—	1	1
Expenses associated with Financial Repositioning	8	—	—	—	8	—	—	—
WPZ Merger costs	—	—	—	—	—	—	3	3
Total Other adjustments	10	26	73	100	209	—	70	70
Adjustments included in Modified EBITDA	(5)	54	174	842	1,065	15	52	67
Adjustments below Modified EBITDA								
Gain on disposition of equity-method investment - Williams Partners	(269)	—	—	—	(269)	—	—	—
Accelerated depreciation by equity-method investments	—	—	—	9	9	—	—	—
Change in depreciable life associated with organizational realignment - Williams Partners	(7)	—	—	—	(7)	—	—	—
Gain on deconsolidation of Jackalope interest	—	—	—	—	—	—	(62)	(62)
Allocation of adjustments to noncontrolling interests	77	(10)	(28)	(199)	(160)	(5)	21	16
	(199)	(10)	(28)	(190)	(427)	(5)	(41)	(46)
Total adjustments	(204)	44	146	652	638	10	11	21
Less tax effect for above items	77	(17)	(55)	(246)	(241)	(3)	(3)	(6)
Adjustments for tax-related items (1)	(127)	—	—	(1,923)	(2,050)	—	—	—
Adjusted income available to common stockholders	$ 119	$ 108	$ 124	$ 170	$ 521	$ 159	$ 143	$ 302
Adjusted diluted earnings per common share (2)	$ .14	$ .13	$ .15	$ .20	$ .63	$ .19	$ .17	$ .36
Weighted-average shares - diluted (thousands)	826,476	828,575	829,368	829,607	828,518	830,197	830,107	830,151

(1) The first quarter of 2017 includes an unfavorable adjustment related to the release of a valuation allowance. The fourth quarter of 2017 includes an unfavorable adjustment to reverse the tax benefit associated with remeasuring our deferred tax balances at a lower corporate rate resulting from Tax Reform.

(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.

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

($ in billions, except per-share amounts)	2019 Guidance Midpoint
Net income (loss)	$1.200
Less: Net income (loss) attributable to noncontrolling interests	0.115
Net income (loss) attributable to The Williams Companies, Inc.	1.085
Adjustments:	
Adjustments included in Modified EBITDA	-
Adjustments below Modified EBITDA	-
Total adjustments	-
Less tax effect for above items	-
Adjustments for tax-related items	-
Adjusted income available to common stockholders	$1.085
Adjusted diluted earnings per common share	**$0.89**
Weighted-average shares - diluted (billions)	1.217

WMB Reconciliation of Net Income to Modified EBITDA and Non-GAAP Adjusted EBITDA

($ in billions)	2018 Guidance Low	2018 Guidance Mid	2018 Guidance High	2019 Guidance Low	2019 Guidance Mid	2019 Guidance High
Net income (loss)	$0.975	$1.075	$1.175	$1.050	$1.200	$1.350
Provision (benefit) for income taxes	<------	0.260	------>	<------	0.400	------>
Interest expense	<------	1.100	------>	<------	1.225	------>
Equity (earnings) losses	<------	(0.375)	------>	<------	(0.450)	------>
Proportional Modified EBITDA of equity-method investments	<------	0.725	------>	<------	0.825	------>
Depreciation and amortization expenses and accretion expense associated with asset retirement obligations for nonregulated operatic	<------	1.750	------>	<------	1.800	------>
Modified EBITDA	**$4.435**	**$4.535**	**$4.635**	**$4.850**	**$5.000**	**$5.150**
Adjustments included in Modified EBITDA:						
Constitution Pipeline project development costs	<------	0.002	------>	-	-	-
(Gain) loss on early retirement of debt	<------	0.007	------>	-	-	-
Regulatory charges resulting from Tax Reform	<------	0.004	------>	-	-	-
Share of regulatory charges resulting from Tax Reform for equity-method investments	<------	0.002	------>	-	-	-
Total Adjustments included in Modified EBITDA	<------	**0.015**	------>	**-**	**-**	**-**
Adjusted EBITDA	**$4.450**	**$4.550**	**$4.650**	**$4.850**	**$5.000**	**$5.150**

WMB Distributable Cash Flow

	2018			2019		
	Guidance			Guidance		
	Low	Mid	High	Low	Mid	High
WMB Adjusted EBITDA	**$4.450**	**$4.550**	**$4.650**	**$4.850**	**$5.000**	**$5.150**
Interest expense - net [1]	<------	(1.150)	------>	<------	(1.235)	------>
Maintenance capital expenditures [2]	(0.575)	(0.525)	(0.475)	(0.675)	(0.625)	(0.575)
Cash taxes - (Payment) Benefit	-	-	-	<------	0.075	------>
Income attributable to noncontrolling interests (NCI) and other	<------	(0.125)	------>	<------	(0.115)	------>
Distributable cash flow (DCF)	**$2.600**	**$2.750**	**$2.900**	**$2.900**	**$3.100**	**$3.300**
Dividends & Distributions paid [3]	<------	(1.705)	------>	<------	(1.850)	------>
Excess cash available after dividends & distributions	$0.895	$1.045	$1.195	$1.050	$1.250	$1.450
Dividend per share	<------	$1.36	------>	<------	$1.52	------>
Coverage ratio [4]	**1.52x**	**1.61x**	**1.70x**	**1.57x**	**1.68x**	**1.78x**

(1) Includes proportionate share of interest expense of equity investments
(2) Includes proportionate share of maintenance capital expenditures of equity investments
(3) Includes WPZ distributions to public unitholders for 1Q and 2Q of 2018
(4) Distributable cash flow / Dividends & distributions paid