

The Williams Companies, Inc.
Nominating and Governance Committee Charter
(As adopted on November 8, 2019)

- I. Purpose.** The purpose of the Nominating and Governance Committee (“*Committee*”) is to identify individuals qualified to become members of the Board of Directors (the “*Board*”) of The Williams Companies, Inc. (the “*Company*”) consistent with criteria approved by the Board and analyze and recommend to the Board action with respect to corporate governance matters for the Company.
- II. Composition.** The Committee shall be comprised of three or more directors as determined by the Board. Committee members, including the Chairman of the Committee (“Chairman”), shall be appointed by the Board on an annual basis upon the recommendation of the Nominating and Governance Committee and may be removed by the Board. The members of the Committee must meet the independence requirements of the New York Stock Exchange and the Securities and Exchange Commission, as determined by the Board.
- III. Meetings.** The Committee shall meet at least four times per year, either in person or telephonically, at such times and places and by such means as the Chairman shall determine, and record and maintain adequate minutes from each meeting. The Committee shall report regularly to the Board about its activities. A majority of the members of the Committee shall constitute a quorum.
- IV. Duties and Responsibilities.** Among its duties and responsibilities the Committee shall:
- A. *Nominating***
1. Develop and recommend to the Board qualifications and criteria for assessing director candidates.
 2. Identify and recommend to the Board the Company’s nominees to be submitted to the Company’s shareholders for election as directors at each annual meeting of the shareholders and recommend to the Board the election of individuals to fill any vacancies or newly created directorships occurring on the Board from time to time.
 3. Consider and make recommendations to the Board regarding candidates for director submitted by the Company’s shareholders for the Committee’s consideration or nominated by the Company’s shareholders.
 4. Recommend to the Board as necessary an individual or individuals for election as Chairman of the Board and Chief Executive Officer of the Company.
 5. Review as necessary the Chief Executive Officer’s recommendations for individuals to be elected as officers of the Company, and recommend such, in turn, to the Board.

6. Review as necessary succession plans for the Chairman of the Board, and the chairman of each standing committee of the Board.

B. Governance

1. Take a leadership role in shaping corporate governance of the Company.
2. Review the size, structure, and composition of the Board and its committees, including the charters, structure, operations, and reporting of each of the committees to the Board, and recommend to the Board any changes.
3. Establish a process for assessing director independence and make recommendations to the Board annually regarding whether each non-management director is independent as defined by the New York Stock Exchange and the Securities and Exchange Commission.
4. Recommend annually to the Board, after the review of each member's qualifications, the members for appointment to each of the committees of the Board, including the chairman of each committee, and recommend to the Board the removal of a member from a committee if appropriate.
5. Determine if a Lead Director shall be designated, and if so determined, recommend annually or as necessary, to the Board, a director to serve as Lead Director.
6. Review any material changes in directors' status, including job changes as provided in the Corporate Governance Guidelines.
7. Review at least annually directorships (or positions on similar governing bodies) held by directors and executive officers; provided that such review may take place in conjunction with the annual independence review.
8. Develop and recommend to the Board the Company's Corporate Governance Guidelines, review the Guidelines periodically, and recommend changes to the Board as necessary.
9. Review the Company's proxy statement with respect to corporate governance matters.
10. Review annually the Company's charitable and political contributions.
11. Provide oversight and guidance to the Board and its committees regarding environmental, social and governance ("ESG") matters.
12. Review annually the Company's insurance policies and indemnification provisions for directors and officers.
13. Review as necessary the terms and status of the Company's charter and bylaw provisions regarding shareholder rights and defensive measures.

14. Oversee and review risks relating to the Company's ethics and compliance program, including the Company's codes of conduct, and annually review the codes of conduct, the Company's policies and procedures regarding compliance with these codes, and the results of the Code of Business Conduct and Ethics survey.
15. Review top risks identified by the Company's strategic risk assessment process as determined to be in the Committee's subject matter expertise.
16. At least annually, meet to review the implementation and effectiveness of the Company's ethics and compliance program with the General Counsel and/or the Chief Ethics and Compliance Officer (if such person is not the General Counsel). Notwithstanding the foregoing, each of the General Counsel, the Chief Ethics and Compliance Officer (if such person is not the General Counsel) and the Manager, Ethics & Regulatory Compliance has the direct authority to report and is authorized to promptly communicate to this Committee or the Audit Committee, as applicable, any actual and alleged violations of the codes of conduct, including any matters involving criminal or potential criminal conduct.
17. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board.
18. Assess annually the adequacy of the Committee's charter and recommend any changes to the Board.
19. Oversee the evaluation of the Board and its committees.
20. Review as necessary the performance of individual directors.
21. Establish a policy and procedures with respect to related party transactions and review and approve related party transactions that have been determined, in accordance with such policy and procedures to be in, and not inconsistent with, the best interests of the Company and its stockholders.
22. Review shareholder proposals and correspondence and recommend to management or the Board, as applicable, proposed Company responses to such proposals and correspondence, including, when necessary, for inclusion in the Company's proxy statement.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company. The Board shall be informed of any such action.

- V. **Outside Advisors.** The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining outside counsel, search firms used to identify director candidates, and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to retain,

compensate, oversee and terminate any such advisor, including sole authority to approve its fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors.