

The Williams Companies, Inc.
Environmental, Health and Safety Committee Charter
(as adopted on November 16, 2017)

Introduction. “Safety and environmental stewardship” is a core value and belief of The Williams Companies, Inc. (the “**Company**”). The Environmental, Health and Safety Committee (the “**Committee**”) of the Company’s Board of Directors (the “**Board**”) believes that a robust safety culture, which achieves excellence in safety performance, will lead to excellence in business performance.

- I. **Purpose.** The Committee is responsible for the duties delegated to it by the Board to enable the Board to (a) fulfill its governance and oversight responsibilities regarding the Company’s management of environmental, health and safety (“EHS”) matters, including compliance with applicable laws and regulations, and (b) ensure that the Company maintains a safety culture focused on protecting the health and safety of employees, contractors, customers, the public, the environment and its assets.

- II. **Composition of Committee.** The Committee will be comprised of three or more directors as determined by the Board. Committee members, including the chairman of the Committee (“the “**Chairman**”), will be, upon the recommendation of the Nominating and Governance Committee, annually appointed by the Board and may also be removed by the Board. Committee members 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 will meet at least four times per year, either in person or telephonically, at such times and places and by such means as the Chairman will determine. The Committee may also meet periodically in separate executive sessions. The Committee will fix its own procedures at meetings, record and maintain adequate minutes of each meeting and will report regularly to the Board about its activities. A majority of the members of the Committee, present in person or by telephone or other telecommunication device that permit all persons participating in the meeting to speak to each other, will constitute a quorum.

- IV. **Duties and Responsibilities.** The Committee, in offering assistance to and oversight of management, will:
 - A. Review, monitor and report to the Board on the performance and activities of the Company and its controlled subsidiaries on EHS matters including compliance with applicable and proposed legislation, regulations and orders; conformance with industry standards and best practices; people health, safety and security, environmental sustainability; process safety, asset reliability; operational risk management and asset integrity plans and programs; and emergency response plans and programs;
 - B. Provide oversight for the Company’s EHS practices, including processes to ensure compliance with applicable legal and regulatory requirements;
 - C. Monitor management’s efforts in creating a culture of continuous improvement in the Company’s EHS protection practices;
 - D. Review, monitor and report to the Board on whether the systems, programs and policies relating to EHS matters are being appropriately developed and effectively implemented;
 - E. Review, monitor and report to the Board on actions and initiatives undertaken by the Company to prevent, mitigate and manage risks related to EHS matters which may have the potential to adversely impact the Company’s operations, activities, plans, strategies or reputation; or prevent loss or injury to the Company’s employees and its assets or operations from

malicious acts, natural disasters or other crisis situations;

- F. Review and monitor any critical incidents respecting the Company's assets or operations involving: a fatality or a life threatening injury to a person; any pipeline ruptures resulting in significant property damage or loss of product; any confidentially reported events (e.g. Action Line, on-line reporting, etc.) relating to EHS matters; or any incidents involving personnel and public safety, property damage, environmental damage or physical security that have the potential to severely and adversely impact the Company's reputation and or business continuity;
- G. Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers, the public and the environment and review with management the quality of the Company's procedures for identifying, assessing, monitoring and managing the principal risks in the Company's business associated with health, safety and the protection of the environment, and report the Committee's findings to the Board, as deemed necessary and appropriate.
- H. Review and monitor significant regulatory audits, findings, orders, reports and/or recommendations issued by or to the Company related to EHS matters or issues, together with management's response thereto;
- I. Ensure that the Vice President responsible for Committee matters (i) has access to the Chairman; and (ii) meets separately with the Committee at each regular meeting of the Committee;
- J. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board; and
- K. Assess annually the adequacy of the Committee's charter and recommend any changes to the Nominating and Governance Committee and the Board.
- L. Carry out any other responsibilities delegated to the Committee by the Board.

- V. **Outside Advisors.** The Committee will have the resources and authority to discharge its duties and responsibilities, including retaining outside counsel, independent safety consultants, and any other advisors as the Committee may, in its sole discretion, deem necessary or desirable to assist it in exercising its duties and responsibilities. The Committee will 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 will receive appropriate funding, as determined by the Committee, from the Company for the payment of compensation to any such advisors.