

WILLIAMS COMPANIES INC  
Form 424B3  
July 12, 2018  
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**Filed Pursuant to Rule 424(b)3  
Registration No. 333-225272**

### EXPLANATORY NOTE

On May 16, 2018, The Williams Companies, Inc. ( Williams ), SCMS LLC ( Merger Sub ), a wholly owned subsidiary of Williams, Williams Partners L.P. ( Williams Partners ), and WPZ GP LLC (the WPZ General Partner ), the general partner of Williams Partners, entered into an Agreement and Plan of Merger (the Merger Agreement ). Pursuant to the Merger Agreement, Merger Sub will merge with and into Williams Partners, with Williams Partners surviving as a wholly owned subsidiary of Williams (the Merger ).

Pursuant to the Merger Agreement, all outstanding common units representing limited partner interests in Williams Partners ( WPZ Common Units ) at the effective time of the Merger, other than WPZ Common Units held directly or indirectly by Williams and its subsidiaries (all such units held by persons other than Williams or its subsidiaries, the WPZ Public Units and holders of such units, the WPZ Public Unitholders ), will be canceled and each WPZ Public Unit will be converted into the right to receive 1.494 shares of Williams common stock, par value \$1.00 per share ( Williams Common Stock ), provided that if the Merger closes on or following September 7, 2018, each WPZ Public Unit will be converted into the right to receive 1.513 shares of Williams Common Stock (as applicable, the Exchange Ratio ). No fractional shares of Williams Common Stock will be issued in the Merger, and holders of WPZ Public Units who otherwise would have received a fractional share of Williams Common Stock in the Merger will, instead, receive cash in lieu of such fractional shares.

Prior to the Merger, Williams will hold a special meeting of its stockholders (the Williams Special Meeting ) to approve (i) an amendment to Williams Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Williams Common Stock (the Charter Amendment ), (ii) subject to and conditioned upon the effectiveness of the Charter Amendment, the issuance of Williams Common Stock pursuant to the terms of the Merger Agreement in connection with the Merger (the Stock Issuance ) and (iii) the adjournment of the Williams Special Meeting from time to time, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the Williams Special Meeting to approve the Charter Amendment or the Stock Issuance (the Adjournment ).

On May 16, 2018, the board of directors of Williams (the Williams Board ) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, and in connection with the Merger, the Charter Amendment and the Stock Issuance, are in the best interests of Williams and its stockholders, approved and declared advisable the Merger Agreement, the Charter Amendment, and the Stock Issuance, and resolved to submit the Charter Amendment and Stock Issuance to a vote of Williams stockholders and recommend approval of the adoption of the Charter Amendment and approval of the Stock Issuance (the Williams Board Recommendation ).

The conflicts committee (the WPZ Conflicts Committee ) of the board of directors of the WPZ General Partner (the WPZ Board ) unanimously determined that the Merger Agreement and the transactions contemplated thereby are in the

best interests of Williams Partners and the WPZ Public Unitholders, approved the Merger Agreement and the transactions contemplated thereby, including the Merger (such approval constituting Special Approval as defined in the Williams Partners partnership agreement), and recommended the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger, to the WPZ Board. Based upon such approval and recommendation, the WPZ Board approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and resolved to submit the Merger Agreement to a vote of holders of WPZ Common Units and Williams Partners Convertible Class B Units (the WPZ Class B Units and together with the WPZ Common Units, the WPZ Units and such holders, the WPZ Unitholders ) and authorized the WPZ Unitholders to act by written consent pursuant to the Williams Partners partnership agreement.

The Williams Board has set July 9, 2018 as the record date (the Williams Vote Record Date ) for determining holders of Williams Common Stock (the Williams Stockholders ) entitled to vote at the Williams Special Meeting. If you are a record holder of outstanding Williams Common Stock as of the close of business on the Williams Vote Record Date, you may vote at the Williams Special Meeting. See the section titled The Williams Special Meeting of Stockholders beginning on page 27 of this joint consent statement/proxy statement/prospectus. The approval of the adoption of the Charter Amendment requires the affirmative vote of holders of a majority of the outstanding shares of Williams Common Stock entitled to vote thereon. The approval of the Stock Issuance requires the affirmative vote of a majority of the votes cast on the proposal at the Williams Special Meeting, provided a quorum is present. The approval of the Adjournment requires the affirmative vote of a majority of the votes cast on the proposal at the Williams Special Meeting, regardless of whether a quorum is present.

The approval and adoption of the Merger Agreement and the Merger by Williams Partners requires the affirmative vote or consent of holders of a majority of the outstanding WPZ Units (the Required WPZ Unitholder Written Consent ). Pursuant to the terms of a Support Agreement, dated as of May 16, 2018, by and between Williams Gas Pipeline Company, LLC ( Williams Gas Pipeline ) and Williams Partners (the Support Agreement ), Williams Gas Pipeline, which as of May 15, 2018 beneficially owned 702,218,502 WPZ Common Units and 18,442,649 WPZ Class B Units representing approximately 73.8% of the outstanding WPZ Units, has irrevocably agreed to deliver a written consent adopting and approving in all respects the Merger Agreement and the transactions contemplated thereby, including the Merger (the WGP Written Consent ), within two business days after the effectiveness of the registration statement of which this joint consent statement/proxy statement/prospectus forms a part. **The delivery of the WGP Written Consent by Williams Gas Pipeline with respect to the WPZ Units it owns will be sufficient to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, on behalf of Williams Partners.**

The WPZ Board has set July 9, 2018 as the record date (the WPZ Record Date ) for determining holders of WPZ Units entitled to execute and deliver written consents with respect to the Merger. If you are a record holder of outstanding WPZ Units as of the close of business on the WPZ Record Date, you may complete, date and sign the enclosed written consent and promptly return it to Williams Partners. See the section titled Written Consents of Holders of WPZ Units beginning on page 26 of this joint consent statement/proxy statement/prospectus.

**This joint consent statement/proxy statement/prospectus provides you with detailed information about the proposed Merger, the proposed Charter Amendment and Stock Issuance, and related matters. Williams and Williams Partners both encourage you to read the entire document carefully. In particular, please read Risk Factors beginning on page 19 of this joint consent statement/proxy statement/prospectus for a discussion of risks relevant to the Merger and the combined company.**

The WPZ Common Units are listed on the New York Stock Exchange ( NYSE ) under the symbol WPZ, and the Williams Common Stock is listed on the NYSE under the symbol WMB.

Stephen W. Bergstrom

Alan S. Armstrong

*Chairman of the Board of Directors of WPZ GP LLC*

*Chairman of the Board of Directors of The Williams Companies, Inc.*

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SHARES OF WILLIAMS COMMON STOCK TO BE ISSUED IN THE MERGER OR DETERMINED IF THIS JOINT CONSENT STATEMENT/PROXY STATEMENT/PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The date of this joint consent statement/proxy statement/prospectus is July 12, 2018 and it was first mailed to Williams Stockholders and WPZ Unitholders on or about July 12, 2018.

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**One Williams Center**

**Tulsa, Oklahoma 74172-0172**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

To the Stockholders of The Williams Companies, Inc.:

Notice is hereby given that a special meeting of stockholders of The Williams Companies, Inc. will be held on August 9, 2018 at 10:00 a.m., local time, at One Williams Center, Tulsa, Oklahoma 74172-0172 to consider and vote upon the following proposals:

**Proposal 1:** to adopt an amendment to the Williams certificate of incorporation to increase the number of authorized shares of capital stock from 990,000,000 shares to 1,500,000,000 shares, consisting of 1,470,000,000 shares of Williams Common Stock and 30,000,000 shares of Williams preferred stock, par value \$1.00 per share (the Charter Amendment Proposal );

**Proposal 2:** to approve, subject to and conditioned upon the effectiveness of the Charter Amendment, the issuance of Williams Common Stock in the Merger pursuant to the Merger Agreement (the Stock Issuance Proposal ); and

**Proposal 3:** to approve the adjournment of the Williams Special Meeting from time to time, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the Williams Special Meeting to approve the Charter Amendment Proposal or the Stock Issuance Proposal (the Adjournment Proposal and together with the Charter Amendment Proposal and the Stock Issuance Proposal, the Proposals ).

The Proposals and related transactions are described in detail in the accompanying joint consent statement/proxy statement/prospectus, which you should read before you vote. **If either of the Charter Amendment Proposal or the Stock Issuance Proposal are not approved by the Williams Stockholders, the Merger cannot be completed.**

Only holders of record of Williams Common Stock at the close of business on July 9, 2018 will be entitled to notice of and to vote at the Williams Special Meeting and any adjournments or postponements thereof.

**Your vote is very important. To ensure your representation at the Williams Special Meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or via the Internet.** Please vote promptly whether or not you expect to attend the Williams Special Meeting. Submitting a proxy now will not prevent you from revoking the proxy and voting in person at the Williams Special Meeting. If your shares are held in the name of a bank, broker, or other nominee, please follow the instructions on the voting instruction card furnished to you by such bank, broker, or other nominee.

**On May 16, 2018, the Williams Board approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and in connection with the Merger, approved the Charter Amendment and the Stock Issuance, and determined that they are in the best interests of Williams and its stockholders and recommends that you vote FOR all proposals.**

BY ORDER OF THE BOARD OF DIRECTORS

Joshua H. De Rienzi

Corporate Secretary

July 12, 2018

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**IMPORTANT NOTE ABOUT THIS JOINT CONSENT STATEMENT/PROXY STATEMENT/PROSPECTUS**

This joint consent statement/proxy statement/prospectus incorporates by reference important business and financial information about Williams and Williams Partners and their respective subsidiaries from documents filed with the Securities and Exchange Commission ( SEC ) that have not been included in or delivered with this joint consent statement/proxy statement/prospectus. This information is available without charge at the SEC 's website at [www.sec.gov](http://www.sec.gov), as well as from other sources. See [Where You Can Find More Information](#).

Holders of outstanding WPZ Units and holders of outstanding shares of Williams Common Stock may also request copies of these publicly filed documents from Williams or Williams Partners without charge, upon written request to One Williams Center, Tulsa, Oklahoma 74172-0172, Attention: Investor Relations or by calling the Williams Partners or Williams Investor Relations Departments at 800-600-3782.

In order to receive timely delivery of requested documents in advance of the Williams Special Meeting, your request should be received no later than August 2, 2018. If you request any documents, Williams or Williams Partners, as applicable, will mail them to you by first class mail, or another equally prompt means, after receipt of your request.

Except as otherwise specifically noted, or the context otherwise requires, as used in this joint consent statement/proxy statement/prospectus:

*Merger Sub* refers to SCMS LLC, a wholly owned subsidiary of Williams;

*Merger Consideration* means the shares of Williams Common Stock to be issued to the WPZ Public Unitholders pursuant to the Merger;

*Williams* and *WMB* refer to The Williams Companies, Inc.;

*Williams Parties* refers to Williams, Williams Gas Pipeline Company LLC and their respective subsidiaries (other than Williams Partners and its subsidiaries);

*Williams Partners* and *WPZ* refer to Williams Partners L.P.;

*WPZ Conflicts Committee* refers to the conflicts committee of the board of directors of WPZ General Partner;

*WPZ General Partner* refers to WPZ GP LLC, the general partner of Williams Partners;

*WPZ Parties* refers to Williams Partners, WPZ General Partner and their respective subsidiaries;

*WPZ Public Units* means all WPZ Units that are not held by the Williams Parties or Williams Partners; and

*WPZ Public Unitholder* refers to a holder of WPZ Public Units.

In Questions and Answers and in the Summary below, selected information from this joint consent statement/proxy statement/prospectus is highlighted, but not all of the information that may be important to you is included. To better understand the Merger Agreement and the Merger, and for a more complete description of its legal terms, you should carefully read this entire joint consent statement/proxy statement/prospectus, including the section entitled Risk Factors on page 19, as well as the documents that are incorporated by reference into this joint consent statement/proxy statement/prospectus. See Where You Can Find More Information.

You should rely only on the information contained or incorporated by reference in this joint consent statement/proxy statement/prospectus. None of Williams, Williams Partners, or any of their affiliates has authorized anyone to provide you with information different from that contained or incorporated by reference in this joint consent statement/proxy statement/prospectus. Therefore, if anyone gives you information of this sort, you should not rely on it. The information contained in this joint consent statement/proxy statement/prospectus and the documents incorporated herein by reference is accurate only as of its respective dates, regardless of the time of delivery of this joint consent statement/proxy statement/prospectus. Williams and Williams Partners business, financial condition, results of operations and prospects may have changed since those dates.

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**QUESTIONS AND ANSWERS**

The following section provides brief answers to certain questions that you may have regarding the Merger Agreement, the proposed Merger, the Charter Amendment, and the Stock Issuance. Please note that this section does not address all issues that may be important to you as a Williams Stockholder and/or a WPZ Unitholder. Accordingly, you should carefully read this entire joint consent statement/proxy statement/prospectus, including each of the annexes, and the documents that have been incorporated by reference into this joint consent statement/proxy statement/prospectus.

**General Questions and Answers**

**Q.** Why am I receiving these materials?

**A.** Williams and the WPZ General Partner have agreed that Merger Sub, a wholly owned subsidiary of Williams, will merge with and into Williams Partners, with Williams Partners surviving as a wholly owned subsidiary of Williams.

Each of Williams and Williams Partners is sending these materials to the Williams Stockholders and the WPZ Unitholders, as applicable, to help them decide how to vote their shares of Williams Common Stock, or deliver their consent with respect to their WPZ Units, regarding the matters described herein.

This document constitutes both a proxy statement and prospectus of Williams, and a consent statement of Williams Partners. This document is a proxy statement because the Williams Board is soliciting proxies from the Williams Stockholders in connection with the approval of the proposed Charter Amendment and Stock Issuance. This document is a consent statement because WPZ Unitholders are being afforded the opportunity to sign a written consent to the Merger using this document. This document is a prospectus because Williams, in connection with the Merger, is offering Williams Common Stock in exchange for outstanding WPZ Public Units.

**Q.** What will happen to Williams Partners as a result of the Merger?

**A.** If the Merger is successfully completed, Merger Sub will be merged with and into Williams Partners, with Williams Partners surviving as a wholly owned subsidiary of Williams. Following the closing of the Merger, it is expected that Williams Partners will merge with and into Williams, with Williams surviving, and Williams Partners will cease to exist.

**Q.** When will the Merger be completed?

**A.** Williams and Williams Partners are working to complete the Merger as soon as possible, but the Merger cannot be completed before the day following the record date for the regular quarterly cash distribution on the WPZ Common Units that is paid or payable during the calendar quarter ending September 30, 2018. A number of conditions must be satisfied before Williams and Williams Partners can complete the Merger. Although Williams and Williams Partners cannot be sure when all of the conditions to the Merger will be satisfied, Williams and Williams Partners expect to complete the Merger as soon as practicable following the Williams Special Meeting (assuming the Stock Issuance and the Charter Amendment are both approved at the Williams Special Meeting). See the section titled "The Merger Agreement - Conditions to the Merger." Assuming timely satisfaction of other closing conditions, including approval of the Stock Issuance and the Charter Amendment at the Williams Special Meeting, the Merger is targeted to close on or about August 10, 2018.

**Q.** What percentage of outstanding Williams Common Stock will WPZ Public Unitholders own after the successful consummation of the Merger?

A. If the Merger is successfully completed, based on the number of shares of Williams Common Stock and WPZ Units outstanding as of the date of this joint consent statement/proxy statement/prospectus, the shares of Williams Common Stock that the WPZ Public Unitholders receive in the Merger will collectively represent approximately 31.6% of the outstanding shares of Williams Common Stock following completion of the Merger.

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**Q.** Who do I call if I have further questions about the Merger Agreement, the Merger, the Charter Amendment, or the Stock Issuance?

**A.** If WPZ Unitholders or Williams Stockholders have further questions or if they would like additional copies, without charge, of this document, they may call Williams Partners or Williams Investor Relations Departments at 800-600-3782, or may contact OKAPI Partners LLC ( Okapi ), which is acting as Williams proxy solicitation agent in connection with the Williams Special Meeting, by phone at (888) 785-6617 or email at williamsinfo@okapipartners.com.

**Q.** What happens if the Merger is not consummated?

**A.** If for any reason the Merger is not consummated, WPZ Common Units will continue to be listed and traded on the NYSE.

If the Charter Amendment Proposal is approved, the Charter Amendment will be effected, regardless of whether the Merger is consummated.

**Questions and Answers Specific to Williams Stockholders**

**Q.** When and where will the Williams Special Meeting be held?

**A.** The Williams Special Meeting will be held on August 9, 2018 at 10:00 a.m., local time, at One Williams Center, Tulsa, Oklahoma 74172-0172.

**Q.** Who is entitled to vote at the Williams Special Meeting?

**A.** If you are a record holder of Williams Common Stock as of the close of business on the Williams Vote Record Date, you may vote at the Williams Special Meeting. See the section titled The Williams Special Meeting of Stockholders beginning on page 27 of this document.

**Q.** What are Williams Stockholders being asked to vote on at the Williams Special Meeting?

**A.** Williams Stockholders are being asked to consider and vote on the following proposals:

*Charter Amendment Proposal.* A proposal to adopt an amendment to the Williams certificate of incorporation to increase the number of authorized shares of capital stock from 990,000,000 shares to 1,500,000,000 shares, consisting of 1,470,000,000 shares of Williams Common Stock and 30,000,000 shares of Williams preferred stock, par value \$1.00 per share.

*Stock Issuance Proposal.* A proposal to approve, subject to and conditioned upon the effectiveness of the Charter Amendment, the issuance of Williams Common Stock in the Merger pursuant to the Merger Agreement.

*Adjournment Proposal.* A proposal to approve the adjournment of the Williams Special Meeting from time to time, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the

Williams Special Meeting to approve the Charter Amendment Proposal or the Stock Issuance Proposal.

**Q.** What vote is required to approve each of the Proposals?

**A.** The approval of the Charter Amendment Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Williams Common Stock entitled to vote thereon. The approval of the Stock Issuance Proposal requires the affirmative vote of a majority of the votes cast on the proposal at the Williams Special Meeting, provided a quorum is present. The approval of the Adjournment Proposal requires the affirmative vote of a majority of the votes cast on the proposal at the Williams Special Meeting, regardless of whether a quorum is present.



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**Q.** What constitutes a quorum for the Williams Special Meeting?

**A.** The presence, in person or by proxy, of Williams Stockholders representing a majority of the shares of Williams Common Stock outstanding on the Williams Vote Record Date will constitute a quorum for the Williams Special Meeting.

**Q.** What if I do not vote my Williams Common Stock or if I abstain from voting?

**A.** The Stock Issuance Proposal and the Adjournment Proposal each require the affirmative vote of a majority of the votes cast on such proposal at the Williams Special Meeting (provided in the case of the Stock Issuance Proposal that a quorum is present). Abstentions will be counted as votes cast for purposes of the Stock Issuance Proposal, but will not be treated as votes cast for purposes of the Adjournment Proposal. As a result, if you abstain from voting on the Stock Issuance Proposal, your shares of Williams Common Stock will be counted as present for purposes of establishing a quorum, but the abstention will have the same effect as a vote against that proposal. If you abstain from voting on the Adjournment Proposal, your shares of Williams Common Stock will be disregarded for purposes of determining the votes cast for the Adjournment Proposal, and the abstention will therefore have no effect on the adoption of that proposal. If you fail to vote on the Stock Issuance Proposal or the Adjournment Proposal, such failure to vote will not affect the adoption of such proposal, except with respect to the Stock Issuance Proposal to the extent that your failure to vote prevents the establishment of a quorum at the Williams Special Meeting.

The approval of the Charter Amendment Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Williams Common Stock entitled to vote thereon. As a result, if you do not vote your shares of Williams Common Stock in favor of the Charter Amendment Proposal or abstain from voting on the Charter Amendment Proposal, it will have the same effect as a vote against the Charter Amendment Proposal.

The obligations of the parties to complete the Merger are conditioned upon approval of both the Charter Amendment Proposal and the Stock Issuance Proposal (collectively, the Williams Stockholder Approval ). Accordingly, a vote against or an abstention with respect to either of such proposals will have the same effect as a vote against the Merger (although no vote for or against the Merger is taking place).

**Q.** What proposals at the Williams Special Meeting must be passed in order for the Merger to be completed?

**A.** The Merger will not be completed unless the Charter Amendment Proposal and the Stock Issuance Proposal are each approved. If the Charter Amendment Proposal is approved, the Charter Amendment will be effected, regardless of whether the Stock Issuance Proposal is approved and the Merger is consummated.

**Q.** How do I submit my proxy for the Williams Special Meeting?

**A.** If you are a stockholder of record, you may submit a proxy via the Internet, by phone, or by mail. If you hold your Williams Common Stock in street name with a broker, bank, or other nominee, you should follow the instructions provided by your broker, bank, or other nominee. See the section titled The Williams Special Meeting of Stockholders beginning on page 27 of this document.

**Q.** How many votes do I have?

**A.** Williams Stockholders have one vote per share of Williams Common Stock on each proposal to be voted upon.

**Q.** If my shares of Williams Common Stock are held in street name by my bank, broker, or other nominee, will my bank, broker, or other nominee automatically vote my shares for me?

**A.** No. If your shares of Williams Common Stock are held in street name, you must instruct the broker, bank, or other nominee on how to vote your shares. See the section titled "The Williams Special Meeting of Stockholders" beginning on page 27 of this document.

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**Q.** What happens if I sell my Williams Common Stock after the Williams Vote Record Date but before the Williams Special Meeting?

**A.** If you transfer shares of your Williams Common Stock after the Williams Vote Record Date but before the date of the Williams Special Meeting, you will retain your right to vote at the Williams Special Meeting.

**Q.** May I change my proxy instructions after I have delivered my proxy card?

**A.** If you are a stockholder of record, you can change your proxy instructions within the regular voting deadlines by submitting a new proxy by telephone or via the Internet, executing and returning a later dated proxy card, or attending the Williams Special Meeting and voting in person. If you are a stockholder of record, you can revoke your proxy by delivering a written notice of your revocation to Williams Corporate Secretary at One Williams Center, MD 47, Tulsa, Oklahoma 74172. If you hold your Williams Common Stock in street name, you should follow the instructions provided by your banker, broker, or other nominee. See the section titled The Williams Special Meeting of Stockholders beginning on page 27 of this document.

**Q.** Will I receive anything as a result of the Merger?

**A.** As a Williams Stockholder, you will not receive any consideration in connection with the Merger. Only WPZ Public Unitholders will receive consideration in connection with the Merger. Williams Stockholders will not be entitled to appraisal rights in connection with the Merger.

## **Questions and Answers Specific to WPZ Unitholders**

**Q.** Who is entitled to give written consent with respect to the Merger?

**A.** If you are a record holder of WPZ Units as of the close of business on the WPZ Record Date, you may give written consent with respect to the Merger by filling out the enclosed written consent, dating and signing it, and then promptly delivering it to Williams Partners by one of the means described in the section entitled Written Consents of Holders of WPZ Units Submission of Consents. Williams Partners does not intend to hold a meeting of WPZ Unitholders to consider the Merger Agreement and the Merger.

**Q.** Can holders of WPZ Units change or revoke their written consents?

**A.** Yes. If you are a record holder of WPZ Units on the WPZ Record Date, you may revoke your consent or, if you have previously revoked your consent, submit a new written consent at any time before the consents of a sufficient number of WPZ Units to approve the Merger Agreement have been delivered to the secretary of Williams Partners. If you wish to change or revoke your consent before that time, you may do so by sending in a new written consent with a later date by one of the means described in the section entitled Written Consents of Holders of WPZ Units Submission of Consents, or delivering a notice of revocation to the secretary of Williams Partners.

**Q.** What WPZ Unitholder approval is required to adopt the Merger Agreement?

**A.** The approval and adoption of the Merger Agreement and the Merger by Williams Partners requires the affirmative vote or consent of holders of a majority of the outstanding WPZ Units. Pursuant to the terms of the Support Agreement, Williams Gas Pipeline, which as of May 15, 2018 beneficially owned 702,218,502 WPZ Common Units and 18,442,649 WPZ Class B Units representing approximately 73.8% of the outstanding WPZ Units, has irrevocably agreed to deliver the WGP Written Consent within two business days after the effectiveness of the registration

statement of which this joint consent statement/proxy statement/prospectus forms a part. **The delivery of the WGP Written Consent by Williams Gas Pipeline with respect to the WPZ Units it owns will be sufficient to adopt the Merger Agreement and thereby approve the Merger on behalf of Williams Partners.**

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**Q.** Should holders of WPZ Units deliver their WPZ Units now?

**A.** No. After the Merger is completed, holders of WPZ Units who hold their WPZ Units in certificated or book entry form will receive written instructions for exchanging their WPZ Units. If you own WPZ Units in street name, the shares of Williams Common Stock you will receive in connection with the Merger should be credited to your account in accordance with the policies and procedures of your bank, broker, or other nominee within a few days following the closing date of the Merger.

**Q.** What will WPZ Public Unitholders be entitled to receive in the Merger?

**A.** Each WPZ Public Unitholder will be entitled to receive Williams Common Stock in exchange for such holder's WPZ Public Units at the Exchange Ratio. If the Exchange Ratio would result in a WPZ Public Unitholder being entitled to receive a fractional share of Williams Common Stock, such holder will receive cash (payable in U.S. dollars, without interest) in lieu of such fractional share in an amount equal to the product obtained by multiplying (1) such fraction by (2) the average of the closing price of Williams Common Stock as reported on the NYSE Composite Transactions Tape (as reported by Bloomberg Financial Markets or such other source as the parties shall agree in writing) over the five-trading-day period ending on the third trading day immediately preceding the effective time of the Merger. For additional information regarding exchange procedures, please read The Merger Agreement Exchange of Units; Fractional Units.

**Q.** Where will WPZ Units trade after the Merger?

**A.** WPZ Units will no longer be publicly-traded following the Merger and will be delisted from the NYSE.

**Q.** What happens to future distributions with respect to WPZ Public Units?

**A.** If the Merger is successfully consummated, all outstanding WPZ Public Units will be converted into the right to receive Williams Common Stock at the Exchange Ratio and will no longer receive quarterly distributions from Williams Partners. For a description of the differences between the rights of holders of Williams Common Stock and holders of WPZ Units, please read Comparison of Rights of Williams Stockholders and WPZ Unitholders.

**Q.** What are the expected U.S. federal income tax consequences to a WPZ Public Unitholder as a result of the Merger?

**A.** The receipt of Williams Common Stock and any cash in lieu of fractional shares of Williams Common Stock in exchange for WPZ Public Units pursuant to the Merger should be a taxable transaction to U.S. holders (as defined in the section titled Material U.S. Federal Income Tax Consequences ) for U.S. federal income tax purposes. In such case, a U.S. holder will generally recognize capital gain or loss on the receipt of Williams Common Stock and any cash received in lieu of fractional shares of Williams Common Stock in exchange for WPZ Public Units. However, a portion of this gain or loss, which portion could be substantial, will be separately computed and taxed as ordinary income or loss to the extent attributable to assets giving rise to depreciation recapture or other unrealized receivables or to inventory items owned by Williams Partners and its subsidiaries. Passive losses that were not deductible by a U.S. holder in prior taxable periods because they exceeded a U.S. holder's share of Williams Partners' income may become available to offset a portion of the gain recognized by such U.S. holder. See the section titled Material U.S. Federal Income Tax Consequences for a more complete discussion of certain U.S. federal income tax consequences of the Merger.

**Q.** What are the expected U.S. federal income tax consequences for a WPZ Public Unitholder of the ownership of shares of Williams Common Stock after the Merger is completed?

**A.** Williams is classified as a corporation for U.S. federal income tax purposes, and thus, Williams (and not its stockholders) is subject to U.S. federal income tax on its taxable income. A distribution of cash by Williams to

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a stockholder who is a U.S. holder (as defined in the section titled "Material U.S. Federal Income Tax Consequences") will generally be included in such U.S. holder's income as ordinary dividend income to the extent of Williams' current or accumulated earnings and profits as determined under U.S. federal income tax principles. Any portion of the cash distributed to Williams Stockholders by Williams after the Merger that exceeds Williams' current and accumulated earnings and profits will be treated as a non-taxable return of capital reducing a U.S. holder's adjusted tax basis in such U.S. holder's shares of Williams Common Stock and, to the extent the distribution exceeds such stockholder's adjusted tax basis, as capital gain from the sale or exchange of such shares of Williams Common Stock. See the section titled "Material U.S. Federal Income Tax Consequences" for a more complete discussion of certain U.S. federal income tax consequences of owning and disposing of shares of Williams Common Stock.

**Q.** Are holders of WPZ Units entitled to appraisal rights in connection with the Merger?

**A.** No. Holders of WPZ Units do not have appraisal rights under applicable law or contractual appraisal rights under the Williams Partners partnership agreement or the Merger Agreement.

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**SUMMARY**

This summary highlights selected information in this joint consent statement/proxy statement/prospectus and does not contain all the information that may be important to you. To fully understand the Merger Agreement and the transactions contemplated thereby, including the Merger, the Charter Amendment and the Stock Issuance, and for a more complete description of the terms of the Merger Agreement, you should carefully read this entire joint consent statement/proxy statement/prospectus, including the annexes, as well as the documents incorporated by reference into this joint consent statement/proxy statement/prospectus, and the other documents to which you are referred. For information on how to obtain the documents that Williams and Williams Partners have filed with the SEC, see [Where You Can Find More Information](#).

**The Merger** (page 32)

Williams and the WPZ General Partner have agreed to merge Merger Sub, a wholly owned subsidiary of Williams, with and into Williams Partners, with Williams Partners surviving as a wholly owned subsidiary of Williams.

**The Merger Parties** **Businesses** (page 91)

***Williams***

Williams is a publicly traded Delaware corporation founded in 1908, originally incorporated under the laws of the state of Nevada in 1949 and reincorporated under the laws of the state of Delaware in 1987. Williams is an energy infrastructure company focused on connecting North America's significant hydrocarbon resource plays to markets for natural gas and natural gas liquids ( NGLs ). Williams' operations are located principally in the United States.

Williams' interstate gas pipeline and midstream interests are largely held through its significant investment in Williams Partners.

***Williams Partners***

Williams Partners is a publicly traded energy infrastructure master limited partnership focused on connecting North America's significant hydrocarbon resource plays to growing markets for natural gas and NGLs through its gas pipeline and midstream businesses. WPZ General Partner, a Delaware limited liability company indirectly wholly owned by Williams, is Williams Partners' general partner.

***SCMS LLC***

SCMS LLC, which is referred to in this joint consent statement/proxy statement/prospectus as Merger Sub, is a Delaware limited liability company and a wholly owned subsidiary of Williams. Merger Sub was formed on May 8, 2015 solely for the purpose of consummating a merger with Williams Partners and has no operating assets. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with a potential merger with Williams Partners.

***Executive Offices of Williams, Williams Partners, and Merger Sub***

The principal executive offices of Williams, Williams Partners, and Merger Sub are located at One Williams Center, Tulsa, Oklahoma 74172-0172, their telephone number is (918) 573-2000, and their website is located at <http://co.williams.com>. Williams and Williams Partners each makes available its periodic reports and other





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information filed with or furnished to the SEC, free of charge, through this website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on the website or any other website is not incorporated by reference into this joint consent statement/proxy statement/prospectus and does not constitute a part of this joint consent statement/proxy statement/prospectus.

See the section titled "The Merger Parties' Businesses" for more information.

### **Required Approval of the Merger by the Williams Partners Unitholders (page 26)**

The approval and adoption of the Merger Agreement and the Merger by Williams Partners requires the affirmative vote or consent of holders of a majority of the outstanding WPZ Units. Pursuant to the terms of the Support Agreement, Williams Gas Pipeline, which as of May 15, 2018 beneficially owned 702,218,502 WPZ Common Units and 18,442,649 WPZ Class B Units representing approximately 73.8% of the outstanding WPZ Units, has irrevocably agreed to deliver the WGP Written Consent adopting and approving in all respects the Merger Agreement and the transactions contemplated thereby, including the Merger, within two business days after the effectiveness of the registration statement of which this joint consent statement/proxy statement/prospectus forms a part. **The delivery of the WGP Written Consent by Williams Gas Pipeline with respect to the WPZ Units it owns will be sufficient to adopt the Merger Agreement and thereby approve the Merger on behalf of Williams Partners.**

All of the directors and executive officers of Williams Partners beneficially owned, in the aggregate, approximately 0.01% of the outstanding WPZ Common Units as of the record date. Williams and Williams Partners believe that the directors and executive officers of Williams Partners will deliver written consents with respect to the Merger Agreement and the Merger.

### **Williams' Ownership Interest In and Control of Williams Partners (page 32)**

Williams holds a controlling ownership interest in Williams Partners. Williams controls Williams Partners through Williams' indirect ownership of 100% of the membership interests of the WPZ General Partner, which owns 100% of the general partner interest in Williams Partners, and through Williams' indirect ownership of approximately 73.8% of the limited partner interest in Williams Partners.

### **Recommendation of the WPZ Conflicts Committee and the WPZ Board (page 42)**

The WPZ Conflicts Committee considered the benefits of the Merger Agreement, the Merger and the related transactions as well as the associated risks and, by a unanimous vote held on May 16, 2018, determined that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders, approved the Merger Agreement and the transactions contemplated thereby, including the Merger (such approval constituting Special Approval as defined in the Williams Partners partnership agreement), and recommended the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger, to the WPZ Board. For a discussion of the many factors considered by the WPZ Conflicts Committee in making their determination and approval, please read "The Merger" Reasons for the WPZ Conflicts Committee's Recommendation.

Based upon such approval and recommendation, at a meeting duly called and held on May 16, 2018, the WPZ Board (i) deemed it advisable and in the best interests of Williams Partners and the WPZ Public Unitholders that Williams Partners enter into the Merger Agreement and consummate the Merger, (ii) approved the form, terms and provisions of the Merger Agreement, the consummation of the transactions contemplated thereby, including the Merger, and the execution, delivery and performance by the WPZ General Partner and



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Williams Partners of the Merger Agreement, (iii) approved the form, terms and provisions of the Support Agreement, the consummation of the transactions contemplated thereby and the execution, delivery and performance by the WPZ General Partner and Williams Partners of the Support Agreement, (iv) directed that the Merger Agreement be submitted to a vote of the holders of WPZ Units and (v) authorized the holders of WPZ Units to act by written consent without a meeting in connection with consenting to the Merger Agreement and the transactions contemplated thereby, including the Merger. For a further discussion of the recommendation of the WPZ Conflicts Committee to the WPZ Board, please read [The Merger Recommendation of the WPZ Conflicts Committee and the WPZ Board](#).

**Opinion of Evercore Financial Advisor to WPZ Conflicts Committee (page 51)**

The WPZ Conflicts Committee retained Evercore Group L.L.C. ( Evercore ) to act as financial advisor to the WPZ Conflicts Committee in connection with the Merger. At the WPZ Conflicts Committee s meeting on May 16, 2018, Evercore rendered its oral opinion (subsequently confirmed in writing) that, as of that date, and based upon and subject to the assumptions made, procedures followed, matters considered, qualifications and limitations on the scope of review undertaken by Evercore as set forth in its opinion, the Merger Consideration to be received by the WPZ Public Unitholders pursuant to the Merger Agreement was fair, from a financial point of view, to the WPZ Public Unitholders. The full text of Evercore s written opinion, dated as of May 16, 2018, to the WPZ Conflicts Committee, is attached as Annex B to this joint consent statement/proxy statement/prospectus and is incorporated herein by reference. The description of Evercore s opinion set forth in this joint consent statement/proxy statement/prospectus is qualified in its entirety by reference to the full text of Evercore s opinion.

**Evercore s opinion was prepared at the request and for the benefit and use of the WPZ Conflicts Committee (in its capacity as such) in connection with its evaluation of the Merger Consideration from a financial point of view, and Evercore did not express any opinion on any other terms or aspects of the Merger or any other matter. Evercore expressed no opinion as to the relative merits of the Merger or the decision of the WPZ Conflicts Committee to proceed with the Merger. Neither Evercore s opinion, the summary of such opinion nor the related analyses set forth in this joint consent statement/proxy statement/prospectus are intended to be, and they do not constitute, a recommendation to the WPZ Conflicts Committee or to any other person in respect of the Merger or any other matter, including as to how any holder of WPZ Common Units should act or vote in respect of the Merger.**

**The Williams Special Meeting of Stockholders (page 27)**

The Williams Special Meeting will be held on August 9, 2018 at 10:00 a.m., local time, at One Williams Center, Tulsa, Oklahoma 74172-0172. Only holders of Williams Common Stock at the close of business on the Williams Vote Record Date are entitled to notice of, and to vote at, the Williams Special Meeting or any adjournment or postponement thereof. The approval of the Charter Amendment Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Williams Common Stock entitled to vote thereon. The approval of the Stock Issuance Proposal, which is conditioned upon the approval of the Charter Amendment Proposal, requires the affirmative vote of a majority of the votes cast on such proposal at the Williams Special Meeting, provided a quorum is present. The approval of the Adjournment Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Williams Special Meeting, regardless of whether a quorum is present. See [The Williams Special Meeting of Stockholders](#) beginning on page 27.

All of the directors and executive officers of Williams beneficially owned, in the aggregate, approximately 0.07% of the outstanding Williams Common Stock as of the record date. Williams believes that the directors and executive officers of Williams will vote in favor of the Proposals.



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**Recommendation of the Williams Board and Its Reasons for the Merger (page 59)**

The Williams Board considered the benefits of the Merger Agreement, the Merger and the related transactions as well as the associated risks and, at a meeting held on May 16, 2018, (i) deemed it advisable and in the best interests of Williams and its stockholders that Williams enter into the Merger Agreement and consummate the Merger, and in connection with the Merger, approve and authorize the Charter Amendment and Stock Issuance, (ii) approved and declared advisable the form, terms and provisions of the Merger Agreement, the consummation of the transactions contemplated thereby, including the Merger, and in connection with the Merger, the Charter Amendment and Stock Issuance, and the execution, delivery and performance by Williams of the Merger Agreement, and (iii) directed that the Charter Amendment and Stock Issuance be submitted to a vote of the Williams Stockholders and recommended that the Williams Stockholders approve the adoption of the Charter Amendment and approve the Stock Issuance. For a discussion of the many factors considered by the Williams Board in making their determination and approval, please read *The Merger Recommendation of the Williams Board and Its Reasons for the Merger*.

**Opinion of Morgan Stanley Financial Advisor to the Williams Board (page 61)**

At a meeting of the Williams Board held on May 16, 2018, Morgan Stanley & Co. LLC ( *Morgan Stanley* ), financial advisor to the Williams Board, rendered its oral opinion to the Williams Board, which opinion was subsequently confirmed by delivery of a written opinion, dated May 16, 2018, that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in the written opinion, the Merger Consideration to be paid by Williams pursuant to the Merger Agreement was fair from a financial point of view to Williams.

Morgan Stanley's opinion was prepared at the request of and directed to the Williams Board, in its capacity as such, and addressed only whether the Merger Consideration to be paid by Williams pursuant to the Merger Agreement was fair from a financial point of view to Williams as of the date of such opinion. Morgan Stanley's opinion did not address any other aspects or implications of the Merger. Morgan Stanley's opinion did not address the relative merits of the Merger as compared to any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. In addition, Morgan Stanley's opinion was not intended to, and did not in any manner address the price at which the Williams Common Stock would trade following the consummation of the Merger or at any time, and Morgan Stanley expressed no opinion or recommendation to any holder of shares of Williams Common Stock as to how such holder should vote at the Williams Special Meeting or whether to take any other action with respect to the Merger. The summary of Morgan Stanley's opinion set forth herein is qualified in its entirety by reference to the full text of Morgan Stanley's opinion, which is attached hereto as Annex C, and which you are encouraged to carefully read in its entirety. See *The Merger Opinion of Morgan Stanley Financial Advisor to the Williams Board*.

**Market Prices of WPZ Common Units and Williams Common Stock**

WPZ Common Units are quoted on the NYSE under the symbol *WPZ* . Williams Common Stock is quoted on the NYSE under the symbol *WMB* .

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The following table shows the closing sale prices of WPZ Common Units and Williams Common Stock as reported on the NYSE on May 16, 2018, the last full trading day prior to the public announcement of the proposed Merger, and on July 9, 2018, the last practicable trading day prior to the filing date of this joint consent statement/proxy statement/prospectus. This table also shows the value of a WPZ Public Unit implied by the Merger Consideration being offered, calculated by multiplying the relevant price of a share of Williams Common Stock by the 1.494 Exchange Ratio.

	<b>Williams</b>	<b>Williams Partners</b>	<b>Implied Value of One Williams Partners Common Unit</b>
May 16, 2018	\$ 27.37	\$ 38.42	\$ 40.89
July 9, 2018	\$ 27.57	\$ 41.27	\$ 41.19

**The Merger Agreement (page 77)**

The Merger Agreement is attached to this joint consent statement/proxy statement/prospectus as Annex A and is incorporated by reference into this joint consent statement/proxy statement/prospectus. You are encouraged to read the Merger Agreement because it is the legal document that governs the Merger. For a summary of the material terms of the Merger Agreement, please read the section entitled *The Merger Agreement* beginning on page 77.

***Structure of the Merger***

Pursuant to the terms of the Merger Agreement, Merger Sub will merge with and into Williams Partners, and each WPZ Public Unitholder will be entitled to receive a number of shares of Williams Common Stock equal to the Exchange Ratio in exchange for each WPZ Unit that such holder owns immediately prior to the effective time of the Merger. As a result of the Merger, the separate existence of Merger Sub will cease and Williams Partners will become a wholly owned subsidiary of Williams.

***When the Merger Becomes Effective***

The parties to the Merger Agreement have agreed to close the Merger on the next business day after the day on which the last condition to completing the Merger is satisfied or waived or at such other time as the parties may agree. The Merger will then become effective at the time and on the date on which a certificate of merger is filed with the Delaware Secretary of State or at such later time and date on which the parties agree and specify in the certificate of merger. This time is referred to as the effective time of the Merger.

***Effect of the Merger***

At the effective time of the Merger:

Each WPZ Public Unit will be converted into the right to receive a number of shares of Williams Common Stock equal to the Exchange Ratio and each such WPZ Public Unit will be canceled and retired and will cease to exist.

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Each WPZ Unit owned by Williams Partners will automatically be canceled and will cease to exist and no consideration will be paid in connection therewith.

Each WPZ Unit held by a Williams Party will remain outstanding immediately following the Merger.

The limited liability company interests in Merger Sub issued and outstanding immediately prior to the effective time of the Merger will be converted into an aggregate number of WPZ Common Units equal to the number of WPZ Public Units outstanding immediately prior to the Merger.



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If, before the effective time of the Merger, the number of outstanding WPZ Common Units or shares of Williams Common Stock changes as a result of any unit or share split, distribution, combination, reorganization, or other similar transaction, an appropriate adjustment will be made to the Exchange Ratio.

For a description of Williams Common Stock and WPZ Units and a description of the comparative rights of holders of Williams Common Stock and WPZ Units, see the section titled *Comparison of Rights of Williams Stockholders and WPZ Unitholders*.

### ***Treatment of Williams Partners Equity Awards***

At the effective time of the Merger, each outstanding Williams Partners phantom unit award issued under the Williams Partners Legacy Long-Term Incentive Plan (each, a *WPZ Phantom Unit Award* ) that is not vested and does not vest in accordance with its terms (as set forth in an applicable award agreement) as a result of the Merger and that is outstanding as of immediately prior to the effective time of the Merger will cease to represent an award with respect to WPZ Common Units and will be converted into an award with respect to Williams Common Stock (a *Williams Award* ). Each such Williams Award will be subject to the same vesting and forfeiture provisions as were applicable under such WPZ Phantom Unit Award immediately prior to the effective time of the Merger, with the number of shares of Williams Common Stock subject to each such Williams Award to be equal to the number of WPZ Common Units subject to each such WPZ Phantom Unit Award immediately prior to the effective time of the Merger multiplied by the Exchange Ratio (rounded to the nearest whole share), with any corresponding accrued but unpaid distribution equivalent rights with respect to any WPZ Phantom Unit Awards to be assumed, remain outstanding and continue to represent an obligation with respect to the applicable Williams Award.

### ***Conditions to the Merger***

The closing of the Merger will occur no earlier than the day following the record date for the regular quarterly cash distributions on the WPZ Common Units that is paid or payable during the calendar quarter ending September 30, 2018. The obligation of the parties to the Merger Agreement to complete the Merger (such completion of the Merger, the *Closing* ) is subject to the satisfaction or waiver of certain conditions, including, among others:

the delivery of this joint consent statement/proxy statement/prospectus to holders of WPZ Units at least 20 business days prior to the Closing;

the delivery of the Required WPZ Unitholder Written Consent in accordance with applicable law;

the continued effectiveness of the registration statement of which this joint consent statement/proxy statement/prospectus forms a part;

the approval for listing on the NYSE of the Williams Common Stock to be issued in the Merger, subject to official notice of issuance;

the absence of any decree, order, injunction or law that prohibits the Merger or makes the Merger unlawful; and

the Williams Stockholder Approval having been obtained in accordance with applicable law and Williams governing documents.

The parties' obligations are also separately subject to the satisfaction or waiver of the following conditions:

certain fundamental representations and warranties of the other party relating to organization and existence, authorization to enter into the Merger Agreement and to complete the transactions contemplated thereby and capitalization being true and correct as of the Closing in all material respects;

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the representations and warranties of the other party relating to the absence of changes that would have a material adverse effect on such party and the absence of material damage, destruction, or loss to any material portion of assets of such party or its subsidiaries being true and correct as of the Closing;

all other representations and warranties of the other party being true and correct as of the Closing, other than certain failures to be true and correct that would not in the aggregate result in a material adverse effect on the party making the representation or warranty; and

the other party having performed or complied with all agreements and covenants required to be performed by it under the Merger Agreement in all material respects.

***Williams Board Recommendation; No Shop; and Williams Adverse Recommendation Change***

On May 16, 2018, the Williams Board determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, and in connection with the Merger, the Charter Amendment and the Stock Issuance, are in the best interests of Williams and the Williams Stockholders, approved and declared advisable the Merger Agreement, the Charter Amendment, and the Stock Issuance, and resolved to submit the Charter Amendment and Stock Issuance to a vote of the Williams Stockholders and recommend approval of the adoption of the Charter Amendment and approval of the Stock Issuance.

Subject to the exceptions described below, the Merger Agreement provides that Williams will not, through the Williams Board:

withdraw, modify, or qualify, or propose publicly to withdraw, modify, or qualify, in a manner adverse to Williams Partners, the Williams Board Recommendation;

fail to include the Williams Board Recommendation in this joint consent statement/proxy statement/prospectus;

authorize, approve, declare advisable, adopt or recommend or propose to publicly authorize, approve, declare advisable, adopt or recommend, any Williams Acquisition Proposal (as defined below); or

authorize Williams or any of its subsidiaries to enter into an Alternative Acquisition Agreement (as defined below) or enter into an agreement, arrangement or understanding with respect to any Williams Acquisition Proposal (other than an acceptable confidentiality agreement).

Williams taking any of the actions described above is referred to as a Williams Adverse Recommendation Change.

Subject to the provisions described below, the Merger Agreement provides that Williams will not, and will cause its subsidiaries and use reasonable best efforts to cause its representatives not to, directly or indirectly:

solicit, initiate, knowingly facilitate, knowingly encourage (including any acquisition structured as a merger, consolidation or share exchange) the submission of a Williams Acquisition Proposal;

participate in any discussions or negotiations regarding, or furnish any non-public information with respect to, any proposal or offer from any person relating to, or that could reasonably be expected to lead to, a Williams Acquisition Proposal;

knowingly assist, participate in or facilitate in any other manner any effort or attempt by any person to do or seek any of the foregoing; or

enter into an Alternative Acquisition Agreement.

Williams has agreed that it will, and will cause its subsidiaries and use reasonable best efforts to cause its representatives to, cease and cause to be terminated any discussions or negotiations with any persons conducted prior to the execution of the Merger Agreement with respect to a Williams Acquisition Proposal and immediately prohibit any access by any person to confidential information relating to a Williams Acquisition Proposal.

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Subject to the conditions described below, the Williams Board may, at any time prior to the Williams Stockholders approving the Stock Issuance Proposal and Charter Amendment Proposal, effect a Williams Adverse Recommendation Change as result of (i) an unsolicited Williams Designated Proposal or (ii) an Intervening Event (each as described under The Merger Agreement Williams Board Recommendation; No Shop; and Williams Adverse Recommendation Change ), in each case if the Williams Board determines in good faith (after consultation with Williams financial advisor and outside legal counsel) that the failure to take such action would be reasonably likely to be inconsistent with its fiduciary duties to stockholders under applicable law, provided, however, that the Williams Board may not take such action pursuant to the foregoing unless it complies with certain provisions of the Merger Agreement as described under The Merger Agreement Williams Board Recommendation; No Shop; and Williams Adverse Recommendation Change.

### ***Termination***

The parties to the Merger Agreement can mutually agree to terminate the Merger Agreement at any time without completing the Merger. In addition, either party may terminate the Merger Agreement on its own without completing the Merger in a number of situations, including if:

the Merger has not been consummated on or before December 31, 2018 (the Termination Date ), provided that right to terminate the Merger Agreement shall not be available to the party seeking to terminate if such party failed to perform or observe in any material respect its obligations under the Merger Agreement in any manner that shall have been the principal cause of, or resulted in, the failure of the Merger to occur on or before such date;

a governmental entity has issued a final and non-appealable order, decree, or ruling, or taken any other action permanently restraining, enjoining or otherwise prohibiting the Merger, so long as the party seeking termination has complied with its obligations under the Merger Agreement regarding certain filings, the Williams Special Meeting, the Williams Board Recommendation, non-solicitation, commercially reasonable efforts to cause the Merger to occur, and other further assurances;

the other party breaches any of its representations, warranties, or agreements in the Merger Agreement, or if any of the other party s representations or warranties becomes untrue and such breach (i) is incapable of being cured, or is not cured, prior to the Termination Date, and (ii) results in a condition to the Merger not being satisfied, provided that the party seeking termination is not in breach of its representations and warranties under the Merger Agreement so as to give rise to a failure of the condition to the other party s obligation to close under the Merger Agreement; or

the Williams Stockholder Approval has not been obtained upon the conclusion of the Williams Special Meeting, provided that Williams is not permitted to terminate in such circumstance if the failure to obtain the Williams Stockholder Approval is proximately caused by a withdrawal, modification, or qualification of the Williams Board Recommendation in a manner that is not permitted under the Merger Agreement.

Williams Partners separately has the ability to terminate the Merger Agreement if a Williams Adverse Recommendation Change occurs. Under certain circumstances, the Merger Agreement provides that (i) Williams will pay Williams Partners a termination fee of \$410 million, which fee will be payable in four equal quarterly

installments, subject to the restrictions described below under The Merger Agreement Cap on Williams Termination Fee or (ii) Williams will reimburse Williams Partners expenses up to a maximum of \$10 million.

**Material U.S. Federal Income Tax Consequences (page 115)**

The receipt of Williams Common Stock and any cash in lieu of fractional shares of Williams Common Stock in exchange for WPZ Public Units pursuant to the Merger should be a taxable transaction for U.S. federal income tax purposes to U.S. holders (as defined in the section titled Material U.S. Federal Income Tax Consequences ).

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In such case, a U.S. holder who receives Williams Common Stock and cash in lieu of fractional shares of Williams Common Stock in exchange for WPZ Public Units pursuant to the Merger will recognize gain or loss in an amount equal to the difference between:

the sum of (i) the fair market value of Williams Common Stock received, (ii) the amount of any cash received in lieu of fractional shares of Williams Common Stock, and (iii) such U.S. holder's share of Williams Partners nonrecourse liabilities immediately prior to the Merger; and

such U.S. holder's adjusted tax basis in the WPZ Public Units exchanged therefor (which includes such U.S. holder's share of Williams Partners nonrecourse liabilities immediately prior to the Merger).

Gain or loss recognized by a U.S. holder will generally be taxable as capital gain or loss. However, a portion of this gain or loss, which portion could be substantial, will be separately computed and taxed as ordinary income or loss under Section 751 of the Code to the extent attributable to assets giving rise to depreciation recapture or other unrealized receivables or to inventory items owned by Williams Partners and its subsidiaries. Passive losses that were not deductible by a U.S. holder in prior taxable periods because they exceeded a U.S. holder's share of Williams Partners income may become available to offset a portion of the gain recognized by such U.S. holder.

The U.S. federal income tax consequences of the Merger to a WPZ Unitholder will depend on such unitholder's own personal tax situation. Accordingly, you are strongly urged to consult your tax advisor for a full understanding of the particular tax consequences of the Merger to you.

For additional information, read the section titled "Material U.S. Federal Income Tax Consequences."

## **Other Information Related to the Merger**

### ***No Appraisal Rights (page 75)***

Neither the WPZ Unitholders nor the Williams Stockholders have appraisal rights in connection with the Merger under applicable law or contractual appraisal rights under the Williams Partners partnership agreement, the Williams certificate of incorporation or by-laws, or the Merger Agreement.

### ***Regulatory Matters (page 75)***

In connection with the Merger, Williams and Williams Partners intend to make all required filings under the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as well as any required filings or applications with the NYSE and the Secretary of State of the State of Delaware. Williams and Williams Partners are unaware of any other requirement for the filing of information with, or the obtaining of the approval of, governmental authorities in any jurisdiction that is required for the consummation of the Merger.

The Merger is not reportable under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), and therefore no filings with respect to the Merger were required with the Federal Trade Commission ("FTC") or the Antitrust Division of the Department of Justice ("DOJ").

### ***Listing of the Williams Common Stock to be Issued in the Merger (page 76)***

Williams expects to obtain approval to list the Williams Common Stock to be issued pursuant to the Merger Agreement on the NYSE, which approval is a condition to the Closing.



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### ***Post-Closing Merger (page 76)***

After the consummation of the Merger, it is expected that Williams Partners will merge with and into Williams, after which Williams Partners will cease to exist (the Post-Closing Merger). Following completion of the Post-Closing Merger, Williams would be liable for all of the debts of Williams Partners.

### ***Accounting Treatment (page 76)***

The Merger will be accounted for in accordance with Financial Accounting Standards Board Accounting Standards Codification 810, *Consolidation Overall Changes in a Parent's Ownership Interest in a Subsidiary*. As Williams controls Williams Partners and will continue to control Williams Partners after the Merger (and Williams Partners will be merged with and into Williams in the Post-Closing Merger), the change in Williams' ownership interest in Williams Partners will be accounted for as an equity transaction and no gain or loss will be recognized in Williams' consolidated statement of income resulting from the Merger.

### ***Comparison of Rights of Williams Stockholders and WPZ Unitholders (page 92)***

Williams is a Delaware corporation and Williams Partners is a Delaware limited partnership, so there are significant differences under applicable Delaware state law in the rights of holders of shares of Williams Common Stock and holders of WPZ Units. For more information concerning these differences, please read *Comparison of Rights of Williams Stockholders and WPZ Unitholders*, beginning at page 92.

## **Summary of Risk Factors**

You should consider carefully all the risk factors together with all of the other information included in this joint consent statement/proxy statement/prospectus before deciding how to vote (in the case of Williams Stockholders) or whether to deliver your written consent (in the case of WPZ Unitholders). Some of these risks include, but are not limited to, those described below and in more detail under the headings *Risk Factors*, *Risks Related to the Merger* and *Risk Factors – Tax Risks Related to the Merger* :

The number of shares of Williams Common Stock that WPZ Public Unitholders will receive in the Merger is based upon a fixed Exchange Ratio. As a result, the market value of the shares of Williams Common Stock that WPZ Public Unitholders receive for their WPZ Public Units in the Merger would fluctuate prior to the consummation of the Merger.

The Merger is subject to closing conditions that, if not satisfied or waived, will result in the Merger not being consummated, which may cause the market price of the WPZ Units and/or Williams Common Stock to decline.

Williams may not fully realize the anticipated benefits of the Merger, or may not do so within the anticipated time frame.

Financial projections regarding Williams and Williams Partners may not be achieved.

The unaudited pro forma financial statements included in this joint consent statement/proxy statement/prospectus are presented for illustrative purposes only and may not be an indication of the combined entity's financial condition or results of operations following the Merger.

Williams may lose opportunities to enter into other transactions with other parties on more favorable terms.

The Williams Partners partnership agreement limits the duties of the WPZ General Partner to WPZ Unitholders and restricts the remedies available to WPZ Unitholders for actions taken by the WPZ General Partner in connection with the Merger that might otherwise constitute breaches of fiduciary duty.

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Certain directors and executive officers of the WPZ General Partner may have interests that differ in certain respects from WPZ Public Unitholders.

The Merger should be a taxable event to WPZ Public Unitholders for U.S. federal income tax purposes and, in such case, the resulting tax liability of a WPZ Public Unitholder, if any, will depend on the unitholder's particular situation.

In addition, both Williams and Williams Partners are subject to various risks associated with their respective businesses. Please carefully read this joint consent statement/proxy statement/prospectus, the documents incorporated herein by reference and the documents to which you are referred. See **Risk Factors** beginning on page 19.

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**SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION OF  
WILLIAMS AND WILLIAMS PARTNERS**

The following tables set forth, for the periods and at the dates indicated, selected historical financial information for Williams and Williams Partners and selected unaudited pro forma financial information for Williams after giving effect to the proposed Merger.

The selected historical financial information presented for Williams as of December 31, 2017 and 2016, and for the years ended December 31, 2017, 2016 and 2015, was derived from the audited consolidated financial statements of Williams included in Exhibit 99.1 of its Current Report on Form 8-K filed May 3, 2018 (the Williams May 3, 2018 8-K ), which is incorporated by reference in this joint consent statement/proxy statement/prospectus. The selected unaudited historical financial information presented for Williams as of March 31, 2018, and for the three months ended March 31, 2018 and 2017, was derived from the unaudited consolidated financial statements of Williams included in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the Williams First Quarter 2018 10-Q ), which is incorporated by reference in this joint consent statement/proxy statement/prospectus. All other selected historical financial information presented for Williams has been prepared from financial statements not incorporated by reference in this joint consent statement/proxy statement/prospectus.

The selected historical financial information presented for Williams Partners as of December 31, 2017 and 2016, and for the years ended December 31, 2017, 2016 and 2015, was derived from the audited consolidated financial statements of Williams Partners included in Exhibit 99.1 of its Current Report on Form 8-K filed May 3, 2018 (the WPZ May 3, 2018 8-K ), which is incorporated by reference in this joint consent statement/proxy statement/prospectus. The selected unaudited historical financial information presented for Williams Partners as of March 31, 2018, and for the three months ended March 31, 2018 and 2017, was derived from the unaudited consolidated financial statements of Williams Partners included in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (the WPZ First Quarter 2018 10-Q ), which is incorporated by reference in this joint consent statement/proxy statement/prospectus. All other selected historical financial information presented for Williams Partners has been prepared from financial statements not incorporated by reference in this joint consent statement/proxy statement/prospectus.

The unaudited consolidated financial statements of Williams and Williams Partners have been prepared on the same basis as the audited consolidated financial statements except as stated in the related notes thereto and, in the opinion of management, include all normal recurring adjustments considered necessary for a fair presentation of their financial condition and results of operations for such periods. Operating results for the three months ended March 31, 2018, are not necessarily indicative of the results that may be expected for the year ended December 31, 2018.

You should read the financial information with respect to Williams presented below in conjunction with the historical consolidated financial statements, the related notes, and the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Williams May 3, 2018 8-K and the Williams First Quarter 2018 10-Q. You should read the financial information with respect to Williams Partners presented below in conjunction with the historical consolidated financial statements, the related notes, and the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the WPZ May 3, 2018 8-K and the WPZ First Quarter 2018 10-Q. See Documents Incorporated by Reference.

The selected unaudited pro forma financial information shows the pro forma effect of Williams' acquisition of the publicly held noncontrolling interest in Williams Partners as a result of the proposed Merger and has been provided to assist in the analysis of the financial effects of that transaction. The selected unaudited pro forma condensed financial

statements of Williams, from which the selected unaudited pro forma financial information is derived, are presented beginning on page F-1 of this document. The unaudited pro forma condensed statements of income for the three months ended March 31, 2018, and the year ended December 31, 2017, assume the

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Merger occurred on January 1, 2017. The unaudited pro forma condensed balance sheet shows the financial effects of the Merger as if it had occurred on March 31, 2018. The selected unaudited pro forma condensed financial statements are based upon assumptions that Williams believes are reasonable under the circumstances and are intended for informational purposes only. They are not necessarily indicative of the financial results that would have occurred if the transactions described herein had taken place on the dates indicated, nor are they indicative of the future consolidated results. The unaudited pro forma condensed financial statements also reflect the July 2017 sale of Williams Olefins, L.L.C., which owned an 88.46% undivided ownership interest in a Geismar, Louisiana, olefins plant and associated complex, resulting in the removal of both the historical results of that entity and the gain of \$1.095 billion recognized upon completion of the sale. For a complete discussion of the pro forma adjustments underlying the amounts in the table on the following page, please read the Unaudited Pro Forma Condensed Financial Statements beginning on page F-2 of this document.

**Selected Historical and Pro Forma Financial Information of Williams**

	Williams Historical					Pro Forma			
	Years Ended December 31,					Three Months Ended		Year Ended	
	2013	2014	2015	2016	2017	March 31, 2017	March 31, 2018	December 31, 2017	March 31, 2018
(Millions of dollars, except per-share amounts)									
<b>Statement of Operations Data:</b>									
Revenues (1)	\$ 6,860	\$ 7,637	\$ 7,360	\$ 7,499	\$ 8,031	\$ 1,988	\$ 2,088	\$ 7,819	\$ 2,088
Income (loss) from continuing operations (2)	679	2,335	(1,314)	(350)	2,509	569	270	979	247
Amounts attributable to The Williams Companies, Inc.:									
Income (loss) from continuing operations (2)	441	2,110	(571)	(424)	2,174	373	152	875	223
Diluted earnings (loss) per common share:									
Income (loss) from continuing operations (2)	.64	2.91	(.76)	(.57)	2.62	.45	.18	.72	.18
Cash dividends declared and paid per common share	1.438	1.958	2.450	1.680	1.200	.300	.340	1.380	.360

	Williams Historical					Pro Forma	
	As of December 31,					As of March 31,	
	2013	2014	2015	2016	2017	2018	2018

(Millions of dollars)

**Balance Sheet Data:**

Total assets at end of period (3)	\$ 27,065	\$ 50,455	\$ 49,020	\$ 46,835	\$ 46,352	\$ 47,052	\$ 47,052
Commercial paper and long-term debt due within one year at end of period (4)	226	802	675	878	501	501	501
Long-term debt at end of period (3)	11,276	20,780	23,812	22,624	20,434	21,379	21,379
Stockholders' equity at end of period (3) (5)	4,864	8,777	6,148	4,643	9,656	9,473	15,594

- (1) Revenues for 2014 increased reflecting the consolidation of Access Midstream Partners, L.P. ( ACMP ) beginning in third quarter and new Canadian construction management services.

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(2) Income (loss) from continuing operations:

For 2017 includes a \$1.923 billion benefit for income taxes resulting from the reduction in the federal corporate income tax rate from 35 percent to 21 percent ( Tax Reform ) enacted by the Tax Cuts and Jobs Act (the TCJA ) in December 2017, a \$1.095 billion pre-tax gain on the sale of Williams 88.5 percent undivided interest in the Geismar, Louisiana, olefins plant ( Geismar ), partially offset by \$1.248 billion of pre-tax impairments of certain assets, and \$776 million of pre-tax regulatory charges resulting from Tax Reform;

For 2016 includes an \$873 million impairment of certain assets and a \$430 million impairment of certain equity-method investments;

For 2015 includes a \$1.4 billion impairment of certain equity-method investments and a \$1.1 billion impairment of goodwill;

For 2014 includes \$2.5 billion pre-tax gain recognized as a result of remeasuring to fair value the equity-method investment held before Williams acquired a controlling interest in ACMP, \$246 million of insurance recoveries related to the 2013 explosion and fire that occurred at Williams formerly owned Geismar olefins plant and that rendered the facility temporarily inoperable, and \$154 million of cash received related to a contingency settlement. 2014 also includes \$78 million of pre-tax equity losses from the Bluegrass Pipeline project and a 50 percent equity-method investments in Moss Lake Fractionation LLC and Moss Lake LPG Terminal LLC related primarily to the underlying write-off of previously capitalized project development costs and \$76 million of pre-tax acquisition, merger, and transition expenses related to Williams acquisition of ACMP; and

For 2013 includes \$99 million of deferred income tax expense incurred on undistributed earnings of Williams foreign operations that are no longer considered permanently reinvested.

- (3) The increases in 2014 reflect assets acquired and debt assumed primarily related to Williams acquisition of ACMP in third quarter as well as \$1.9 billion of related debt issuances and \$2.8 billion of debt issuances at Williams Partners. Additionally, Williams issued \$3.4 billion of equity.
- (4) The increase in 2014 reflects borrowings under Williams Partners commercial paper program, which was initiated in 2013.
- (5) The increase in 2017 includes Williams issuance of common stock as part of certain financial repositioning transactions wherein Williams permanently waived the general partner s incentive distribution rights and converted Williams two percent general partner interest in Williams Partners to a non-economic interest (collectively, these transactions are referred to as Financial Repositioning ).



**Table of Contents****Selected Historical Financial Information of Williams Partners**

	2013	Years Ended December 31,				Three Months Ended March 31,	
		2014	2015	2016	2017	2017	2018
(Millions of dollars, except per unit amounts)							
<b>Statement of Comprehensive Income (Loss) Data:</b>							
Revenues (1)	\$ 6,835	\$ 7,409	\$ 7,331	\$ 7,491	\$ 8,010	\$ 1,983	\$ 2,083
Net income (loss) (1) (2)	1,119	1,284	(1,358)	519	975	660	384
Net income (loss) attributable to controlling interests (1) (2)	1,116	1,188	(1,449)	431	871	634	360
Net income (loss) per common unit (1) (2)	1.76	.99	(3.27)	(.17)	.90	.68	.37
Cash distributions declared and paid per common unit	3.415	3.642	3.400	3.400	2.650	.850	.600

	2013	As of December 31,				As of
		2014	2015	2016	2017	March 31, 2018
(Millions of dollars)						
<b>Balance Sheet Data:</b>						
Total assets at end of period (1)	\$ 23,513	\$ 49,248	\$ 47,870	\$ 46,265	\$ 45,903	\$ 46,575
Commercial paper and long-term debt due within one year at end of period (3)	225	802	675	878	501	501
Long-term debt at end of period (1)	8,999	16,252	19,001	17,685	15,996	17,011
Total equity at end of period (1)	11,567	28,685	24,606	23,203	23,689	23,345

- (1) The increase in 2014 reflects the merger with ACMP. Because ACMP was under the common control of Williams, effective July 1, 2014, the merger was accounted for as a common control transaction, whereby ACMP's assets and liabilities were combined with Williams Partners' at Williams' historical carrying values and the historical results of ACMP's operations were combined with Williams Partners' beginning with the date (July 1, 2014) Williams obtained control of ACMP. *Net income (loss) per common unit* was recast for years prior to 2014 to reflect the surviving entity's equity structure. The 2014 increase in *Long-term debt* reflects \$2.8 billion in issuances as well as \$4.1 billion in debt assumed as the result of the merger with ACMP.
- (2) Net income (loss):

For 2017 includes \$1.156 billion of impairments of certain assets, a \$1.095 billion gain on the sale of Williams Partners' 88.5 percent undivided interest in Geismar, and \$713 million of regulatory charges resulting from Tax Reform;

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For 2016 includes a \$457 million impairment of certain assets and a \$430 million impairment of certain equity-method investments; and

For 2015 includes a \$1.4 billion impairment of certain equity-method investments and a \$1.1 billion impairment of goodwill.

- (3) The increase in 2014 reflects borrowings under Williams Partners commercial paper program, which was initiated in 2013.

**Table of Contents****COMPARATIVE AND PRO FORMA PER SHARE/UNIT DATA**

The following table presents Williams and Williams Partners historical per share/unit data, pro forma per share data, and equivalent pro forma per share data for Williams Partners, using certain assumptions as set forth in the footnotes to the table. The unaudited pro forma per share data also reflects the July 2017 sale of Williams Olefins, L.L.C., resulting in the removal of both the historical results of that entity and the gain of \$1.095 billion recognized upon the completion of the sale. See Unaudited Pro Forma Condensed Financial Statements beginning on page F-2 of this document for further information. The data does not purport to be indicative of:

the results of operations or financial position which would have been achieved if the Merger had been effected at the beginning of the period or as of the date indicated; or

the results of operations or financial position that may be achieved in the future.

	Year Ended December 31, 2017	Three Months Ended March 31, 2018
<b>Williams Historical Data</b>		
Net income (loss) per common share		
Basic	\$ 2.63	\$ .18
Diluted	\$ 2.62	\$ .18
Cash dividends declared and paid per share	\$ 1.200	\$ .340
Book value per common share as of period end	\$ 11.68	\$ 11.45
<b>Williams Partners Historical Data</b>		
Net income (loss) per common unit		
Basic and diluted	\$ .90	\$ .37
Cash distributions declared and paid per unit	\$ 2.650	\$ .600
Book value per common unit as of period end	\$ 22.20	\$ 21.83
<b>Unaudited pro forma</b>		
Net income (loss) per common share		
Basic	\$ .72	\$ .18
Diluted	\$ .72	\$ .18
Cash dividends declared per share	\$ 1.380	\$ .360
Book value per common share as of period end	\$ N/A	\$ 12.90
<b>Equivalent basis unaudited pro forma (1)</b>		
Net income (loss) per common share		
Basic	\$ 1.076	\$ .269
Diluted	\$ 1.076	\$ .269
Cash dividends declared per share	\$ 2.062	\$ .538
Book value per common share as of period end	\$ N/A	\$ 19.27

(1)

Equivalent basis unaudited pro forma combined amounts have been calculated by multiplying the unaudited pro forma combined per unit/share amounts by the 1.494 Exchange Ratio.

**Table of Contents****MARKET PRICE AND CASH DISTRIBUTION INFORMATION**

Williams Common Stock and WPZ Units are each listed on the NYSE under the symbols WMB and WPZ, respectively. The following table sets forth for the periods indicated the high and low per-share and per-unit sales price of Williams Common Stock and WPZ Units, respectively, and the cash dividends per share and cash distributions per unit, respectively, for each of the last two fiscal years and the current fiscal year.

	Williams Partners			Williams (2)		
	High	Low	Cash Distributions per Unit (1)	High	Low	Cash Dividend per Share
<b>2016</b>						
First Quarter	\$ 28.66	\$ 12.69	\$ 0.85	\$ 26.68	\$ 10.22	\$ 0.64
Second Quarter	\$ 35.36	\$ 19.04	\$ 0.85	\$ 23.89	\$ 14.60	\$ 0.64
Third Quarter	\$ 40.36	\$ 33.17	\$ 0.85	\$ 31.43	\$ 19.68	\$ 0.20
Fourth Quarter	\$ 38.49	\$ 32.93	\$ 0.85	\$ 32.21	\$ 27.35	\$ 0.20
<b>2017</b>						
First Quarter	\$ 42.32	\$ 37.98	\$ 0.60	\$ 32.69	\$ 27.68	\$ 0.30
Second Quarter	\$ 42.25	\$ 36.25	\$ 0.60	\$ 31.25	\$ 27.65	\$ 0.30
Third Quarter	\$ 41.59	\$ 37.02	\$ 0.60	\$ 32.18	\$ 28.76	\$ 0.30
Fourth Quarter	\$ 40.06	\$ 34.74	\$ 0.60	\$ 30.72	\$ 26.82	\$ 0.30
<b>2018</b>						
First Quarter	\$ 44.06	\$ 32.74	\$ 0.614	\$ 33.67	\$ 24.59	\$ 0.34
Second Quarter	\$ 41.77	\$ 33.05		\$ 28.23	\$ 24.00	
Third Quarter (through July 9, 2018)	\$ 41.82	\$ 38.84		\$ 27.88	\$ 26.51	

(1) Represents cash distributions attributable to the quarter and declared and paid within 45 days after quarter end.

(2) The record date for the Williams dividend that will be payable to Williams Stockholders during the quarter ended September 30, 2018 will be September 7, 2018.

On May 16, 2018, the last full trading day prior to the public announcement of the proposed Merger, the closing price for each share of Williams Common Stock as reported on the NYSE was \$27.37 and the closing price for each WPZ Unit as reported on the NYSE was \$38.42. On July 9, 2018, the last practicable trading day prior to the filing date of this joint consent statement/proxy statement/prospectus, the closing price for each share of Williams Common Stock as reported on the NYSE was \$27.57 and the closing price for each WPZ Unit as reported on the NYSE was \$41.27.

As of July 9, 2018 there were approximately 80 record holders of WPZ Units and 6,682 record holders of Williams Common Stock.

WPZ Public Unitholders are encouraged to obtain current market quotations for WPZ Units and Williams Common Stock prior to making any decision with respect to the Merger. No assurance can be given concerning the market price for Williams Common Stock before or after the Merger. The market price for Williams Common Stock will fluctuate between the date of this joint consent statement/proxy statement/prospectus and the date on which the Merger is consummated and thereafter.

The Williams Partners partnership agreement provides that within 45 days after the end of each quarter, Williams Partners will distribute its cash available for distributions, if any, to unitholders of record on the applicable record date. As a result of the conversion and cancellation of WPZ Units in connection with the

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Merger, Williams Partners will no longer make quarterly distributions following the closing of the Merger (other than distributions with a record date prior to the date of the closing of the Merger).

The Merger Agreement restricts the ability of Williams to declare or pay certain dividends and distributions prior to the consummation of the Merger (other than regular quarterly cash dividends). See The Merger Agreement Covenants and Other Agreements.

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**Table of Contents****RISK FACTORS**

You should carefully consider the following risk factors, together with all of the other information in this joint consent statement/proxy statement/prospectus, the documents incorporated herein by reference and the documents to which you are referred herein. In particular, please read Part I, Item 1A, Risk Factors, in the Williams Annual Report on Form 10-K for the year ended December 31, 2017 (the WMB 2017 10-K ), and the Williams Partners Annual Report on Form 10-K for the year ended December 31, 2017 (the WPZ 2017 10-K ) and Part II, Item 1A, Risk Factors, in the subsequent Quarterly Reports on Form 10-Q filed by each of Williams and Williams Partners, each of which is incorporated by reference herein. Each of these factors could adversely affect the consummation of the Merger, Williams and Williams Partners respective businesses, operating results and financial condition, and the value of an investment in Williams Common Stock. This joint consent statement/proxy statement/prospectus also contains forward-looking statements that involve risks and uncertainties. Please read Information Regarding Forward-Looking Statements.

**Risks Related to the Merger**

***The number of shares of Williams Common Stock that holders of WPZ Public Units will be entitled to receive in the Merger is based upon a fixed Exchange Ratio. As a result, the market value of the shares of Williams Common Stock that holders of WPZ Public Units receive for their WPZ Public Units in the Merger could decrease prior to the consummation of the Merger.***

The Exchange Ratio to be paid in the Merger is fixed (subject to adjustment if the Merger closes on or after September 7, 2018), meaning that it does not change and is not dependent upon the relative values of WPZ Public Units and Williams Common Stock. Therefore, there is no price protection mechanism contained in the Merger Agreement that would adjust the number of shares of Williams Common Stock that holders of WPZ Public Units will receive based on any decreases in the trading price of Williams Common Stock. If the price of Williams Common Stock decreases because of changes in Williams business, operations, or prospects, market reactions to the Merger, general market and economic conditions, or any other factors, such as an equity or debt offering, the market value of the shares of Williams Common Stock received by holders of WPZ Public Units will also decrease. If Williams engages in any such transactions and the market price of Williams Common Stock declines in value as a result, holders of WPZ Public Units will receive less value for their WPZ Public Units than the value calculated pursuant to the Exchange Ratio on the date the Merger was announced. For historical and current market prices of WPZ Common Units and Williams Common Stock, please read the Market Price and Cash Distribution Information section of this joint consent statement/proxy statement/prospectus.

***The Merger is subject to closing conditions that, if not satisfied or waived, will result in the Merger not being consummated, which may cause the market price of the WPZ Units and/or Williams Common Stock to decline.***

The obligation of the parties to the Merger Agreement to complete the Merger is subject to the satisfaction or waiver of certain conditions, including:

the delivery of this joint consent statement/proxy statement/prospectus to holders of WPZ Units at least 20 business days prior to the Closing;

the delivery of the Required WPZ Unitholder Written Consent in accordance with applicable law;



the effectiveness of the registration statement of which this joint consent statement/proxy statement/prospectus forms a part;

the approval for listing on the NYSE of the Williams Common Stock to be issued in the Merger, subject to official notice of issuance;

the absence of any decree, order, injunction, or law that prohibits the Merger or makes the Merger unlawful; and

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the Williams Stockholder Approval having been obtained in accordance with applicable law and Williams governing documents.

The parties' obligations are also separately subject to the satisfaction or waiver of the following conditions:

certain fundamental representations and warranties of the other party relating to organization and existence, authorization to enter into the Merger Agreement and to complete the transactions contemplated thereby and capitalization being true and correct as of the Closing in all material respects;

the representations and warranties of the other party relating to the absence of changes that would have a material adverse effect on such party and the absence of material damage, destruction, or loss to any material portion of assets of such party or its subsidiaries being true and correct as of the Closing;

all other representations and warranties of the other party being true and correct as of the Closing, other than certain failures to be true and correct that would not in the aggregate result in a material adverse effect on the party making the representation or warranty; and

the other party having performed or complied with all agreements and covenants required to be performed by it under the Merger Agreement in all material respects.

If these conditions are not satisfied or waived, the Merger will not occur, which may cause the market price of the WPZ Units and/or Williams Common Stock to decline.

***Financial projections regarding Williams Partners and Williams may not prove accurate.***

In performing their financial analyses and rendering their respective opinions, the financial advisors to the WPZ Conflicts Committee and the Williams Board reviewed and relied on, among other things, internal financial analyses and forecasts for Williams Partners and Williams, which were prepared by employees of Williams who normally render services to Williams Partners. These financial projections include assumptions regarding future operating cash flows, expenditures, and income of Williams Partners and Williams. These financial projections were not prepared with a view to public disclosure, are subject to significant economic, competitive, industry, and other uncertainties and may not be achieved in full, at all, or within projected timeframes. The failure of Williams Partners' or Williams' businesses to achieve projected results, including projected cash flows, could have a material adverse effect on the price of Williams Common Stock, Williams' financial position, and Williams' ability to maintain or increase its dividends following the Merger.

***The unaudited pro forma financial statements included in this joint consent statement/proxy statement/prospectus are presented for illustrative purposes only and may not be an indication of the combined entity's financial condition or results of operations following the Merger.***

The unaudited pro forma financial statements contained in this joint consent statement/proxy statement/prospectus are presented for illustrative purposes only, are based on various adjustments, assumptions and preliminary estimates and may not be an indication of the financial condition or results of operations of the combined entity following the Merger for several reasons. The actual financial condition and results of operations of the combined entity following the Merger may not be consistent with, or evident from, these pro forma financial statements. In addition, the

assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the financial condition or results of operations of the combined entity following the Merger. Any potential decline in the financial condition or results of operations of the combined entity may cause significant variations in the price of Williams Common Stock after completion of the Merger. See The Merger Unaudited Financial Projections of Williams and Williams Partners.

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***The Williams Partners partnership agreement limits the duties of the WPZ General Partner to WPZ Unitholders and restricts the remedies available to unitholders for actions taken by the WPZ General Partner that might otherwise constitute breaches of its duties.***

In light of potential conflicts of interest between Williams and the WPZ General Partner, on the one hand, and Williams Partners and the WPZ Public Unitholders, on the other hand, the WPZ Board submitted the Merger and related matters to the WPZ Conflicts Committee for, among other things, review, evaluation, negotiation and possible approval of a majority of its members, which is referred to as Special Approval in the Williams Partners partnership agreement and this joint consent statement/proxy statement/prospectus. Under the Williams Partners partnership agreement:

any resolution or course of action by the WPZ General Partner or its affiliates in respect of a conflict of interest is permitted and deemed approved by all partners of Williams Partners, and will not constitute a breach of the Williams Partners partnership agreement or of any duty stated or implied by law, in equity or otherwise, if the resolution or course of action is approved by Special Approval; and

the WPZ General Partner may consult with legal counsel and investment bankers selected by it, and any act taken or omitted to be taken in reliance upon the opinion of such persons as to matters that the WPZ General Partner reasonably believes to be within such person's professional or expert competence shall be conclusively presumed to have been done or omitted in good faith and in accordance with such opinion.

The WPZ Conflicts Committee reviewed, negotiated and evaluated the Merger Agreement, the Support Agreement, the Merger and related matters on behalf of the WPZ Public Unitholders and Williams Partners. Among other things, the WPZ Conflicts Committee unanimously determined in good faith that the Merger Agreement and the transactions contemplated thereby, including the Merger, are in the best interests of Williams Partners and the WPZ Public Unitholders, approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and recommended the approval of the Merger Agreement and the transactions contemplated thereby, including the Merger, to the WPZ Board. The duties of the WPZ General Partner, the WPZ Board, and the WPZ Conflicts Committee to WPZ Unitholders in connection with the Merger are substantially limited by the Williams Partners partnership agreement.

***Certain directors and executive officers of the WPZ General Partner may have interests that differ in certain respects from the WPZ Public Unitholders.***

In considering the approval of the Merger Agreement and the Merger by the WPZ Conflicts Committee and the WPZ Board, WPZ Public Unitholders should consider that some of the directors and executive officers of the WPZ General Partner who are not members of the WPZ Conflicts Committee may have interests that differ from, or are in addition to, their interests as WPZ Public Unitholders. See the section titled The Merger Interests of Certain Persons in the Merger beginning on page 72 of this document.

***Certain directors and executive officers of Williams may have interests that differ in certain respects from the Williams Stockholders.***

In considering the Williams Boards Recommendation, the Williams Stockholders should consider that some of the directors and executive officers of Williams may have interests that differ from, or are in addition to, their interests as Williams Stockholders. See the section titled The Merger Interests of Certain Persons in the Merger beginning on

page 72 of this document.

***The Merger Agreement contains provisions that limit Williams' ability to pursue alternatives to the Merger, could discourage a potential competing acquirer of Williams from making a favorable alternative acquisition proposal and, in specified circumstances under the Merger Agreement, require Williams to pay a termination fee of \$410 million to Williams Partners.***

Under the Merger Agreement, there are restrictions on the ability of Williams to enter into alternative transactions. Unless and until the Merger Agreement is terminated or the Merger closes, subject to specified

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exceptions, Williams is restricted from initiating, soliciting, knowingly encouraging or knowingly facilitating any inquiry, proposal or offer for a competing acquisition proposal. Under the Merger Agreement, if the Williams Board changes the Williams Board Recommendation and the Merger Agreement is subsequently terminated, Williams would be required to pay a termination fee of up to \$410 million to Williams Partners. This provision could discourage third parties that may have an interest in acquiring all or a significant part of Williams from considering or proposing that acquisition, or could result in a potential acquirer of Williams proposing to pay a lower price than it would otherwise have proposed to pay if the added expense of the termination fee was not payable. See The Merger Agreement Williams Board Recommendation; No Shop; and Williams Adverse Recommendation Change, The Merger Agreement Termination.

**Tax Risks Related to the Merger and the Ownership of Williams Common Stock Received in the Merger**

In addition to reading the following risk factors, you are urged to read Material U.S. Federal Income Tax Consequences for a more complete discussion of the expected U.S. federal income tax consequences of the Merger and owning and disposing of Williams Common Stock received in the Merger.

***The Merger should be a taxable transaction and, in such case, the resulting tax liability of a WPZ Public Unitholder, if any, will depend on the unitholder's particular situation. The tax liability of a WPZ Public Unitholder as a result of the Merger could be more than expected.***

WPZ Public Unitholders will receive Williams Common Stock and cash in lieu of fractional shares, if any, as the Merger Consideration. Although WPZ Public Unitholders will receive no cash consideration other than any cash received in lieu of fractional shares, if any, the Merger should be treated as a taxable sale by WPZ Public Unitholders for U.S. federal income tax purposes. In such case, as a result of the Merger, a WPZ Public Unitholder will recognize gain or loss for U.S. federal income tax purposes equal to the difference between such unitholder's amount realized and the unitholder's adjusted tax basis in the WPZ Public Units. The amount of gain or loss recognized by each WPZ Public Unitholder in the Merger will vary depending on each unitholder's particular situation, including the value of the shares of Williams Common Stock and the amount of cash in lieu of fractional shares, if any, received by each unitholder in the Merger, the adjusted tax basis of the WPZ Public Units exchanged by each unitholder in the Merger, and the amount of any suspended passive losses that may be available to a particular unitholder to offset a portion of the gain recognized by the unitholder.

Because the value of any Williams Common Stock received in the Merger will not be known until the effective time of the Merger, a WPZ Public Unitholder will not be able to determine its amount realized, and therefore its taxable gain or loss, until such time. In addition, because prior distributions in excess of a WPZ Public Unitholder's allocable share of Williams Partners' net taxable income decrease such WPZ Public Unitholder's tax basis in its WPZ Public Units, the amount, if any, of such prior excess distributions with respect to such WPZ Public Units will, in effect, become taxable income to a WPZ Public Unitholder if the aggregate value of the consideration received in the Merger is greater than such WPZ Public Unitholder's adjusted tax basis in its WPZ Public Units, even if the aggregate value of the consideration received in the Merger is less than such WPZ Public Unitholder's original cost basis in its WPZ Public Units. Furthermore, a portion of this gain or loss, which portion could be substantial, will be separately computed and taxed as ordinary income or loss to the extent attributable to assets giving rise to depreciation recapture or other unrealized receivables or to inventory items owned by Williams Partners and its subsidiaries.

For a more complete discussion of certain U.S. federal income tax consequences of the Merger, please read Material U.S. Federal Income Tax Consequences.

***The U.S. federal income tax treatment to WPZ Public Unitholders with respect to owning and disposing of any shares of Williams Common Stock received in the Merger will be different than their U.S. federal income tax treatment with respect to owning and disposing of their WPZ Public Units.***

Williams Partners is classified as a partnership for U.S. federal income tax purposes and, generally, is not subject to entity-level U.S. federal income taxes. Instead, each WPZ Public Unitholder is required to take into

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account such unitholder's share of items of income, gain, loss, and deduction of Williams Partners in computing its U.S. federal income tax liability, regardless of whether cash distributions are made to such WPZ Public Unitholder by Williams Partners. A distribution of cash by Williams Partners to a WPZ Public Unitholder who is a U.S. holder (as defined in the section titled "Material U.S. Federal Income Tax Consequences") is generally not taxable for U.S. federal income tax purposes unless the amount of cash distributed is in excess of the WPZ Public Unitholder's adjusted tax basis in its WPZ Public Units. In contrast, Williams is classified as a corporation for U.S. federal income tax purposes, and thus, Williams (and not its stockholders) is subject to U.S. federal income tax on its taxable income. A distribution of cash by Williams to a stockholder who is a U.S. holder will generally be included in such U.S. holder's income as ordinary dividend income to the extent of Williams' current or accumulated earnings and profits, as determined under U.S. federal income tax principles. A portion of the cash distributed to Williams Stockholders by Williams after the Merger may exceed Williams' current and accumulated earnings and profits. Cash distributions in excess of Williams' current and accumulated earnings and profits will be treated as a non-taxable return of capital, reducing a U.S. holder's adjusted tax basis in such stockholder's Williams Common Stock and, to the extent the cash distribution exceeds such stockholder's adjusted tax basis, as gain from the sale or exchange of such shares of Williams Common Stock.

Please read "Material U.S. Federal Income Tax Consequences" for a more complete discussion of certain U.S. federal income tax consequences of owning and disposing of Williams Common Stock.

***Williams' future tax liability may be greater than expected if it does not generate net operating losses (NOLs) sufficient to offset taxable income or if tax authorities challenge certain of its tax positions.***

Williams expects to generate deductions and NOL carryforwards that it can use to offset taxable income. As a result, Williams does not expect to pay meaningful U.S. federal income tax through at least 2024. This estimate is based upon assumptions Williams has made regarding, among other things, income, capital expenditures and net working capital. Further, the Internal Revenue Service (the "IRS") or other tax authorities could challenge one or more tax positions Williams takes, such as the classification of assets under the income tax depreciation rules, the characterization of expenses for income tax purposes, and the tax classification of the Merger. Further, any change in law may affect Williams' tax position. While Williams expects that its deductions and NOL carryforwards will be available to it as a future benefit, in the event that they are not generated as expected, are successfully challenged by the IRS (in a tax audit or otherwise) or are subject to future limitations, Williams' ability to realize these benefits may be limited.

### **Risks Inherent in an Investment in Williams**

***The Williams Common Stock to be received by WPZ Public Unitholders as a result of the Merger has different rights from WPZ Units.***

Following completion of the Merger, WPZ Public Unitholders will no longer hold WPZ Units, but will instead hold shares of Williams Common Stock. Williams is a corporation, and Williams Partners is a limited partnership. There are important differences between the rights of WPZ Unitholders and the rights of Williams Stockholders. See "Comparison of Rights of Williams Stockholders and WPZ Unitholders" for a discussion of the different rights associated with WPZ Units and Williams Common Stock.

***If the Charter Amendment is approved, Williams will be able to issue more shares of Williams Common Stock than are expected to be outstanding immediately after the Merger is completed. Any future issuances of Williams Common Stock may have a dilutive effect on the earnings per share and voting power of Williams Stockholders.***



The Charter Amendment authorizes a greater number of shares of Williams Common Stock than are expected to be outstanding immediately after the Merger is completed. If the Charter Amendment is approved, Williams will be able to issue more shares of Williams Common Stock than is expected to be outstanding

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immediately after the Merger is completed. If the Williams Board elects to issue additional shares of Williams Common Stock in the future, whether in public offerings, in connection with mergers and acquisitions or otherwise, such additional issuances may further dilute the earnings per share and voting power of the combined Williams Stockholders and may adversely affect the market price of the Williams Common Stock. If the Charter Amendment Proposal is approved by Williams Stockholders, the Charter Amendment will be effective even if the Merger does not take place.

***Williams ability to pay dividends is restricted by Delaware law.***

Under the General Corporation Law of the State of Delaware (the "DGCL"), the Williams Board may not authorize payment of a dividend unless it is either paid out of surplus, as calculated in accordance with the DGCL, or if Williams does not have a surplus, it is paid out of net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. Williams by-laws require the declaration and payment of dividends to comply with the DGCL. If, as a result of these restrictions, Williams is unable to authorize payment of dividends, a decline in the market price or liquidity, or both, of the Williams Common Stock could result. This may in turn result in losses by Williams Stockholders.

***Restrictions in Williams and Williams Partners debt agreements and the amount of Williams and Williams Partners indebtedness may affect Williams future financial and operating flexibility.***

Williams had approximately \$4.3 billion total outstanding long-term debt (including current portion), and Williams Partners had approximately \$17.0 billion total outstanding long-term debt (including current portion), as of June 29, 2018. As of June 29, 2018, Williams Partners had no commercial paper outstanding under its commercial paper program. Following the closing of the Merger, it is expected that Williams Partners will merge with and into Williams, thereby causing Williams to become liable for the debt of Williams Partners. The indebtedness of the subsidiaries of Williams Partners will be unaffected by the Merger. Further, in connection with the Post-Closing Merger, Williams expects to amend and restate its existing credit facility, or enter into a new credit facility, in each case on terms that are yet to be determined (the "New Williams Credit Facility").

The agreements governing Williams and Williams Partners indebtedness contain covenants that restrict Williams, Williams Partners, and their respective material subsidiaries ability to incur certain liens to support indebtedness and Williams and Williams Partners ability to merge or consolidate or sell all or substantially all of their respective assets in certain circumstances. In addition, certain of Williams and Williams Partners debt agreements contain various covenants that restrict or limit, among other things, their respective ability to make certain distributions during the continuation of an event of default, the ability of their respective subsidiaries to incur additional debt, and Williams, Williams Partners, and their respective material subsidiaries ability to enter into certain affiliate transactions and certain restrictive agreements. Certain of Williams and Williams Partners debt agreements also contain, the New Williams Credit Facility will contain, and those other debt agreements Williams may enter into in the future may contain, financial covenants and other limitations with which Williams and its subsidiaries will need to comply.

Williams and Williams Partners debt service obligations and the covenants described above could have important consequences. For example, they could:

- make it more difficult for Williams to satisfy its obligations with respect to its indebtedness, which could in turn result in an event of default on such indebtedness;

impair Williams' ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes;

diminish Williams' ability to withstand a continued or future downturn in its business or the economy generally;

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require Williams to dedicate a substantial portion of its cash flow from operations to debt service payments, thereby reducing the availability of cash for working capital, capital expenditures, acquisitions, the payments of dividends, general corporate purposes or other purposes; and

limit Williams' flexibility in planning for, or reacting to, changes in its business and the industry in which it operates, including limiting its ability to expand or pursue its business activities and preventing Williams from engaging in certain transactions that might otherwise be considered beneficial to it.

Williams' and Williams Partners' ability to comply with their respective debt covenants, to repay, extend or refinance their respective existing debt obligations (including the debt of Williams Partners for which Williams will become liable following the Post-Closing Merger) and to obtain future credit will depend primarily on their respective operating performances. Williams' ability to refinance its and Williams Partners' existing debt obligations or obtain future credit will also depend upon the current conditions in the credit markets and the availability of credit generally. If Williams or Williams Partners are unable to comply with their respective debt covenants, meet their respective debt service obligations or obtain future credit on favorable terms, or at all, Williams and Williams Partners could be forced to restructure or refinance their respective indebtedness, seek additional equity capital or sell assets. Williams and/or Williams Partners may be unable to obtain financing or sell assets on satisfactory terms, or at all.

Williams' or Williams Partners' failure to comply with the covenants in the documents governing their respective indebtedness could result in events of default, which could render such indebtedness due and payable. Williams or Williams Partners may not have sufficient liquidity to repay such indebtedness in such circumstances. In addition, cross-default or cross-acceleration provisions in Williams' and Williams Partners' debt agreements could cause a default or acceleration to have a wider impact on its liquidity than might otherwise arise from a default or acceleration of a single debt instrument.

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**WRITTEN CONSENTS OF HOLDERS OF WPZ UNITS**

**WPZ Units Entitled to Consent and Consent Required**

Only WPZ Unitholders of record at the close of business on the WPZ Record Date of July 9, 2018 will be notified of and be entitled to execute and deliver a written consent with respect to the Merger Agreement and the Merger. The approval and adoption of the Merger Agreement and the Merger by Williams Partners requires the affirmative vote or consent of holders of a majority of the outstanding WPZ Units.

Pursuant to the terms of the Support Agreement, Williams Gas Pipeline, which as of May 15, 2018 beneficially owned 702,218,502 WPZ Common Units and 18,442,649 WPZ Class B Units representing approximately 73.8% of the outstanding WPZ Units, has irrevocably agreed to deliver the WGP Written Consent adopting and approving in all respects the Merger Agreement and the transactions contemplated thereby, including the Merger, within two business days after the effectiveness of the registration statement of which this joint consent statement/proxy statement/prospectus forms a part. **The delivery of the WGP Written Consent by Williams Gas Pipeline with respect to the WPZ Units it owns will be sufficient to approve the Merger Agreement and the Merger on behalf of Williams Partners.**

**Submission of Consents**

Holders of WPZ Units may consent to the approval and adoption of the Merger Agreement and the Merger with respect to their WPZ Units by completing, dating and signing the written consent furnished with this joint consent statement/proxy statement/prospectus and returning it to Williams Partners.

If you are a WPZ Unitholder of record at the close of business on the WPZ Record Date and you wish to give your written consent, you must fill out the enclosed written consent, date and sign it, and promptly return it to Williams Partners by following the instructions in the next sentence. Once you have completed, dated and signed the written consent, you may deliver it to Williams Partners by faxing it to Williams Partners L.P., Attention: Secretary, at 918-573-1807, by emailing a .pdf copy of your written consent to WPZMergerVote@williams.com or by mailing your written consent to Williams Partners L.P. at One Williams Center, Tulsa, Oklahoma 74172-0172, Attention: Secretary. If you do not return your written consent, it will have the same effect as a vote against the approval and adoption of the Merger Agreement and the transactions contemplated thereby, including the Merger.

**Once a sufficient number of consents to approve and adopt the Merger Agreement and the transactions contemplated thereby, including the Merger, have been received, the consent process will conclude. The delivery of the WGP Written Consent with respect to the WPZ Units owned by Williams Gas Pipeline approving the Merger Agreement will be sufficient to approve the Merger Agreement and the Merger on behalf of Williams Partners.**

**Revocation of Consents**

Your consent may be revoked at any time before the consents of a sufficient number of WPZ Units to approve the adoption of the Merger Agreement and the transactions contemplated thereby, including the Merger, have been delivered to the secretary of Williams Partners. If you wish to revoke a previously given consent before that time, you may do so by faxing such revocation to Williams Partners L.P., Attention: Secretary, at 918-573-1807, by emailing a .pdf copy of such revocation to WPZMergerVote@williams.com or by mailing such revocation to Williams Partners L.P. at One Williams Center, Tulsa, Oklahoma 74172-0172, Attention: Secretary.

**Expenses**

The expense of printing and mailing these consent materials to WPZ Public Unitholders is being borne by Williams Partners.

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**THE WILLIAMS SPECIAL MEETING OF STOCKHOLDERS**

Williams is providing this joint consent statement/proxy statement/prospectus to the Williams Stockholders in connection with the solicitation of proxies to be voted at the Williams Special Meeting that Williams has called for the purposes described below. This joint consent statement/proxy statement/prospectus is first being mailed to Williams Stockholders on or about July 12, 2018 and provides the Williams Stockholders with the information they need to know about the Merger and the proposals to be able to vote or instruct their vote to be cast at the Williams Special Meeting.

**Date, Time and Place**

The Williams Special Meeting will be held on August 9, 2018 at 10:00 a.m., local time, at One Williams Center, Tulsa, Oklahoma 74172-0172.

**Purpose; Proposals**

At the Williams Special Meeting, you will be asked to consider and vote on the following proposals:

**Proposal 1:** to adopt an amendment to the Williams certificate of incorporation to increase the number of authorized shares of capital stock from 990,000,000 shares to 1,500,000,000 shares, consisting of 1,470,000,000 shares of Williams Common Stock and 30,000,000 shares of Williams preferred stock, par value \$1.00 per share;

**Proposal 2:** to approve, subject to and conditioned upon the effectiveness of the Charter Amendment, the issuance of Williams Common Stock in the Merger pursuant to the Merger Agreement; and

**Proposal 3:** to approve the adjournment of the Williams Special Meeting, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the Williams Special Meeting to approve the Charter Amendment Proposal or the Stock Issuance Proposal.

**Board Recommendation**

The Williams Board recommends that Williams Stockholders vote **FOR** each of the Proposals. See the section titled Recommendation of the Williams Board and Its Reasons for the Merger.

In considering the recommendation of the Williams Board with respect to the proposals, you should be aware that some of Williams' directors and executive officers may have interests that are different from, or in addition to, the interests of Williams Stockholders more generally. See the section titled The Merger - Interests of Certain Persons in the Merger.

**Record Date; Outstanding Shares; Shares Entitled to Vote**

Only Williams Stockholders of record as of the close of business on the Williams Vote Record Date will be entitled to receive notice of and to vote at the Williams Special Meeting or at any adjournment or postponement of the meeting. Williams Common Stock held by Williams as treasury shares will not be entitled to vote.

As of the close of business on the Williams Vote Record Date, there were 827,957,583 shares of Williams Common Stock and no other shares of capital stock outstanding and entitled to vote at the meeting. Each Williams Stockholder is entitled to one vote for each share of Williams Common Stock owned as of the Williams Vote Record Date.

A complete list of Williams Stockholders entitled to vote at the Williams Special Meeting will be available for inspection at Williams principal place of business during regular business hours for a period of no less than ten days before the Williams Special Meeting and, during the Williams Special Meeting, at One Williams Center, Tulsa, Oklahoma 74172-0172.



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### **Quorum**

A quorum of Williams Stockholders is required to approve the Charter Amendment Proposal and the Stock Issuance Proposal at the Williams Special Meeting, but not to approve any Adjournment Proposal. A majority of the outstanding shares of Williams Common Stock as of the Williams Vote Record Date must be represented in person or by proxy at the Williams Special Meeting in order to constitute a quorum.

### **Required Vote**

The approval of the Charter Amendment Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Williams Common Stock entitled to vote thereon. As a result, if you do not vote your shares of Williams Common Stock or abstain from voting, it will have the same effect as a vote against the Charter Amendment Proposal.

The approval of the Stock Issuance Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Williams Special Meeting, provided a quorum is present. The approval of the Adjournment Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Williams Special Meeting, regardless of whether a quorum is present. Abstentions will be counted as votes cast for purposes of the Stock Issuance Proposal, but will not be treated as votes cast for purposes of the Adjournment Proposal. As a result, if you abstain from voting on the Stock Issuance Proposal, your Williams Common Stock will be counted as present for purposes of establishing a quorum, but the abstention will have the same effect as a vote against that proposal. If you abstain from voting on the Adjournment Proposal, your Williams Common Stock will be disregarded for purposes of determining the votes cast for the Adjournment Proposal, and the abstention will therefore have no effect on the adoption of that proposal. If you fail to vote on the Stock Issuance Proposal or the Adjournment Proposal, such failure to vote will not affect the adoption of such proposal, except with respect to the Stock Issuance Proposal to the extent that your failure to vote prevents the establishment of a quorum at the Williams Special Meeting.

The obligations of the parties to complete the Merger are conditioned upon approval of each of the Charter Amendment Proposal and the Stock Issuance Proposal. Accordingly, a vote against or an abstention with respect to the Charter Amendment Proposal or the Stock Issuance Proposal, or a failure to vote on the Stock Issuance Proposal, to the extent such failure prevents a quorum from forming, will have the same effect as a vote against the Merger (although no vote for or against the Merger is taking place). If the Charter Amendment Proposal is approved by Williams Stockholders, the Charter Amendment will be effective even if the Merger does not take place.

### **Stock Ownership of and Voting of Williams Directors and Executive Officers**

As of the Williams Vote Record Date, Williams directors and executive officers beneficially owned and were entitled to vote, in the aggregate, approximately 0.07% of the outstanding Williams Common Stock.

### **Voting and Submitting a Proxy for Williams Common Stock Held by Holders of Record**

If you were a holder of record of Williams Common Stock at the close of business on the Williams Vote Record Date, you may vote in person by attending the Williams Special Meeting or, to ensure that your shares are represented at the Williams Special Meeting, you may authorize a proxy to vote by:

**Internet.** To submit a proxy via the Internet, follow the instructions printed on your proxy card.

**Telephone.** To submit a proxy by telephone, follow the instructions printed on your proxy card.

**Mail.** To submit a proxy by mail, complete and sign the proxy card and mail it to the address indicated on the proxy card.

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When you submit a proxy by telephone or via the Internet, your proxy is recorded immediately. We encourage you to submit your proxy using these methods whenever possible. If you submit a proxy by telephone or via the Internet, please do not return your proxy card by mail.

All shares of Williams Common Stock represented by each properly executed and valid proxy received before the Williams Special Meeting will be voted in accordance with the instructions given on the proxy. If a Williams Stockholder executes a proxy card without giving instructions, the Williams Common Stock represented by that proxy card will be voted FOR each of the Proposals.

Your vote is important. Accordingly, please submit your proxy by telephone, via the Internet, or by mail whether or not you plan to attend the meeting in person. Proxies must be received by 11:59 p.m., Central Time, on August 8, 2018.

## **Voting and Submitting a Proxy for Williams Common Stock Held in Street Name**

If your Williams Common Stock is held in an account at a bank, broker, or other nominee, you must instruct the bank, broker, or other nominee on how to vote them by following the instructions that the bank, broker, or other nominee provides to you with these proxy materials. Most banks, brokers, and other nominees offer the ability for stockholders to submit voting instructions by mail by completing a voting instruction card, by telephone, and via the Internet.

If you hold your Williams Common Stock in a brokerage account and you do not provide voting instructions to your broker, your shares will not be voted on any Proposal because under the current rules of the NYSE brokers do not have discretionary authority to vote on the Proposals. Since there are no items on the agenda that your broker has discretionary authority to vote upon, broker non-votes will not be counted as present at the meeting if you fail to instruct your brokerage firm on how to vote on any of the Proposals. Therefore, a broker non-vote will have the same effect as a vote against the Charter Amendment Proposal, but will have no effect on the Stock Issuance Proposal or the Adjournment Proposal, except with respect to the Stock Issuance Proposal to the extent such broker non-vote prevents the establishment of a quorum at the Williams Special Meeting.

If you hold shares through a bank, broker, or other nominee and wish to vote your shares in person at the Williams Special Meeting, you must obtain a legal proxy from your bank, broker, or other nominee and present it to the inspector of election with your ballot when you vote at the Williams Special Meeting.

If you hold shares in The Williams Investment Plus Plan, you may direct the trustee of the plan how to vote your plan shares by calling the toll-free number shown on your proxy card, voting on the Internet on the website shown on the proxy card, or completing and returning the enclosed proxy card in the postage-paid envelope. Please note, in order to permit the trustee to tally and vote all shares of Williams Common Stock held in The Williams Investment Plus Plan, your instructions, whether by Internet, by telephone, or by proxy card, must be completed prior to 1:00 a.m. Central Daylight Time on August 6, 2018. You may not change your vote related to such plan shares after this deadline. If you do not instruct the trustee how to vote, your plan shares will be voted by the trustee in the same proportion that it votes shares in other plan accounts for which it did receive timely voting instructions. The proportional voting policy is detailed under the terms of the plan and the trust agreement.

## **Revocability of Proxies; Changing Your Voting Instructions**

If you are a stockholder of record, you may revoke your proxy and/or change your voting instructions by:

sending a written notice (bearing a date later than the date of the proxy) stating that you revoke your proxy to Williams at One Williams Center, Tulsa, Oklahoma 74172-0172, Attn: Corporate Secretary;

submitting a valid, later-dated proxy by mail, telephone, or via the Internet; or

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attending the Williams Special Meeting and voting by ballot in person (your attendance at the Williams Special Meeting will not, by itself, revoke any proxy that you have previously given).

If you choose to revoke your proxy by written notice or submit a later-dated proxy, you must do so by 11:59 p.m., Central Time, on August 8, 2018.

If you hold your Williams Common Stock in street name through a bank, broker, or other nominee, you must follow the directions you receive from such bank, broker, or other nominee to revoke or change your vote.

## **Solicitation of Proxies**

Williams will bear all costs and expenses in connection with the solicitation of proxies from its stockholders. Williams has engaged Okapi to assist in the solicitation of proxies for the Williams Special Meeting and Williams estimates that it will pay Okapi a base fee of approximately \$15,000 plus reasonable expenses for its services in connection with the Merger. Williams has also agreed to reimburse Okapi for reasonable out-of-pocket expenses and disbursements incurred in connection with the proxy solicitation, such as phone calls with Williams Stockholders. These expenses and disbursements could be substantial. Williams has agreed to indemnify Okapi against certain losses, costs, and expenses. In addition, Williams will reimburse brokerage firms and other persons representing beneficial owners of Williams Common Stock for their reasonable expenses in forwarding solicitation materials to such beneficial owners. Proxies also may be solicited by certain of Williams' directors, officers and employees by telephone, electronic mail, letter, facsimile, or in person, but no additional compensation will be paid to them.

## **No Other Business**

No business shall be conducted at the Williams Special Meeting other than the matters described herein.

## **Adjournments**

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. If there are insufficient votes at the Williams Special Meeting to approve and adopt the Charter Amendment Proposal or approve the Stock Issuance Proposal and it is necessary or appropriate to solicit additional proxies, the Williams Special Meeting may be adjourned. If a quorum is not present, an adjournment may be made from time to time by the chairman of the meeting or by the affirmative vote of holders of a majority of the shares of Williams Stockholders entitled to vote at the meeting, present in person or by proxy. Whether or not a quorum is present, an adjournment may be made from time to time by the affirmative vote of holders of a majority of the shares of Williams Stockholders entitled to vote at the meeting, present in person or by proxy. Williams is not required to notify Williams Stockholders of any adjournment of 30 days or less if the time and place of the adjourned meeting are announced at the meeting at which such adjournment is taken, unless after the adjournment a new record date is fixed for the adjourned meeting. At any adjourned meeting, Williams may transact any business that it might have transacted at the original meeting, provided that a quorum is present at such adjourned meeting. Proxies submitted by Williams Stockholders for use at the Williams Special Meeting will be used at any adjournment or postponement of the Williams Special Meeting. References to the Williams Special Meeting in this joint consent statement/proxy statement/prospectus are to such Williams Special Meeting as adjourned or postponed.

## **Attending the Williams Special Meeting**

All Williams Stockholders as of the close of business on the Williams Vote Record Date, or their duly appointed proxies, may attend the Williams Special Meeting. Registration will begin on the date of the Williams Special Meeting at 9:30 a.m. local time. Cameras, recording devices, and other electronic devices will not be permitted at the

Williams Special Meeting.

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Williams Stockholders and proxies will be asked to present valid picture identification, such as a driver's license or passport. If you hold your shares in street name, you will also need to bring a copy of the voting instruction card you receive from your bank, broker, or other nominee in connection with the Williams Special Meeting or a brokerage statement reflecting your Williams Common Stock ownership as of the close of business on the Williams Vote Record Date and check in at the registration desk at the Williams Special Meeting.

**Assistance**

If you need assistance in completing your proxy card, have questions regarding the Williams Special Meeting, or would like additional copies, without charge, of this document, please contact Okapi by phone at (888) 785-6617 or email at [williamsinfo@okapipartners.com](mailto:williamsinfo@okapipartners.com).

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**THE MERGER**

**General**

On May 16, 2018, Williams, Merger Sub, Williams Partners, and WPZ General Partner entered into the Merger Agreement pursuant to which Merger Sub will merge with and into Williams Partners, with Williams Partners surviving as a wholly owned subsidiary of Williams.

Pursuant to the Merger Agreement, each WPZ Public Unit will be converted into the right to receive a number of shares of Williams Common Stock equal to the Exchange Ratio and each such WPZ Public Unit will be canceled and retired and will cease to exist. No fractional shares of Williams Common Stock will be issued in the Merger, and holders of WPZ Public Units will, instead, receive cash in lieu of such fractional shares, if any.

The approval and adoption of the Merger Agreement and the Merger by Williams Partners requires the affirmative vote or consent of holders of a majority of the outstanding WPZ Units. Pursuant to the terms of the Support Agreement, Williams Gas Pipeline, which as of May 15, 2018 beneficially owned 702,218,502 WPZ Common Units and 18,442,649 WPZ Class B Units representing approximately 73.8% of the outstanding WPZ Units, has irrevocably agreed to deliver the WGP Written Consent adopting and approving in all respects the Merger Agreement and the transactions contemplated thereby, including the Merger, within two business days after the effectiveness of the registration statement of which this joint consent statement/proxy statement/prospectus forms a part. **The delivery of the WGP Written Consent by Williams Gas Pipeline with respect to the WPZ Units it owns will be sufficient to approve the Merger Agreement and the Merger on behalf of Williams Partners.**

As a condition to the Closing, the Williams Stockholders must approve the adoption of the Charter Amendment and approve the Stock Issuance at the Williams Special Meeting. The approval of the adoption of the Charter Amendment requires the affirmative vote of holders of a majority of the outstanding Williams Common Stock entitled to vote thereon. The approval of the Stock Issuance requires the affirmative vote of a majority of the votes cast on the Stock Issuance Proposal at the Williams Special Meeting, provided a quorum is present. If the Charter Amendment Proposal is approved by Williams Stockholders, the Charter Amendment will be effective even if the Merger does not take place.

**Williams Ownership Interest In and Control of Williams Partners**

WPZ Public Unitholders should be aware that Williams Partners is controlled by Williams through Williams' 100% ownership of the WPZ General Partner. The WPZ General Partner owns all of the outstanding general partner interests in Williams Partners. As a result, Williams appoints the members of the WPZ Board, a majority of whom are affiliated with Williams and its affiliates, and thereby could be seen as controlling all of Williams Partners' decisions, other than those involving certain conflicts of interest with Williams or that require an affirmative vote of holders of the limited partner interests in Williams Partners pursuant to and in the percentages specified by the Williams Partners partnership agreement. In addition, Williams, through its ownership of Williams Gas Pipeline, owns an approximate 73.8% limited partner interest in Williams Partners.

Certain persons associated with Williams have a relationship with Williams Partners.

Alan S. Armstrong, who serves as Chairman of the Board and Chief Executive Officer of the WPZ General Partner, also serves as a director, executive officer, and/or member of the management committee of certain affiliates of the WPZ General Partner, including Williams. Micheal G. Dunn, who serves as a director and Chief Operating Officer of the WPZ General Partner, also serves as a director, executive officer, and/or member of the management committee of



certain affiliates of the WPZ General Partner, including Williams. John D. Chandler, who serves as a director and the Chief Financial Officer of the WPZ General Partner, also serves as a director, executive officer, and/or member of the management committee of certain affiliates of the WPZ General Partner, including Williams. Walter J. Bennett serves as Senior Vice President West of each of the WPZ General Partner and Williams. Chad J. Zamarin, who serves as a director and Senior Vice President Corporate

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Strategic Development of the WPZ General Partner, also serves as the Senior Vice President – Corporate Strategic Development of Williams. Frank J. Ferazzi, who serves as Senior Vice President – Atlantic Gulf of the WPZ General Partner, also serves as the Senior Vice President – Atlantic Gulf of Williams. T. Lane Wilson, who serves as Senior Vice President and General Counsel of Williams, also serves as the Senior Vice President and General Counsel of the WPZ General Partner. John E. Poarch serves as Senior Vice President – Engineering Services of each of the WPZ General Partner and Williams. James E. Scheel serves as Senior Vice President – Northeast G&P of each of the WPZ General Partner and Williams. Ted T. Timmermans serves as Vice President, Controller, and Chief Accounting Officer of each of the WPZ General Partner and Williams.

## **Background of the Merger**

The senior management of Williams and the Williams Board regularly review operational and strategic opportunities to maximize value for investors of Williams. The senior management of Williams Partners and the WPZ Board regularly review operational and strategic opportunities to maximize value for investors of Williams Partners. In connection with these reviews, the respective management and boards of directors of Williams and Williams Partners from time to time evaluate potential transactions that would further their respective strategic objectives.

On May 12, 2015, Williams and Williams Partners entered into an agreement and plan of merger (the 2015 WPZ Merger Agreement ) pursuant to which Williams agreed to acquire all of the outstanding WPZ Public Units in an all stock-for-unit transaction (the Proposed 2015 WPZ Merger ). On May 19, 2015, Williams received an unsolicited proposal from Energy Transfer Equity, L.P. ( ETE ) regarding a potential acquisition by an affiliate of ETE of 100% of the outstanding shares of Williams Common Stock (the 2015 ETE Proposal ). The 2015 ETE Proposal was conditioned upon the termination by Williams of the 2015 WPZ Merger Agreement. Following extensive separate negotiations with ETE and the WPZ Conflicts Committee, on September 28, 2015, Williams entered into a merger agreement with ETE (the ETE Merger Agreement ) and terminated the 2015 WPZ Merger Agreement. In connection with such termination, Williams paid a termination fee to Williams Partners in the amount of \$428 million. On June 29, 2016, ETE sent a notice of termination under the ETE Merger Agreement.

On January 9, 2017, following extensive negotiations between Williams and the WPZ Conflicts Committee, Williams and Williams Partners consummated a series of transactions designed to simplify the Williams Partners capital structure, which included the issuance by Williams Partners to Williams Gas Pipeline of 289,000,000 newly issued WPZ Common Units in exchange for (i) the permanent waiver by Williams of its incentive distribution rights under the Williams Partners partnership agreement and (ii) the conversion of the WPZ General Partner's economic general partner interest to a non-economic general partner interest.

On March 15, 2018, the Federal Energy Regulatory Commission (the FERC ) issued orders aimed at addressing recovery of income tax costs in the regulated rates charged by master limited partnership pipelines, including a reversal on its 2005 policy of allowing master limited partnership pipelines to include an income-tax allowance in their cost-of-service (the FERC Announcement ). The trading price of the Williams Common Stock and the WPZ Common Units reacted negatively to the FERC Announcement, including the Williams Common Stock closing five percent lower the day of the FERC Announcement and closing over twelve percent lower during the three weeks following the FERC Announcement, in each case as compared to the closing price of the Williams Common Stock on the trading day immediately preceding the date of the FERC Announcement.

On March 15, 2018, following the FERC Announcement, Mr. John D. Chandler, the Chief Financial Officer of Williams and the WPZ General Partner, contacted Morgan Stanley, financial advisor to Williams, and asked Morgan Stanley to begin evaluating options to address and mitigate the potential financial consequences to Williams and Williams Partners of the FERC Announcement, including a potential combination of Williams and Williams Partners.

On March 23, 2018, the WPZ Board held a telephonic meeting during which it discussed both the financial impact of the FERC Announcement on Williams Partners and possible alternative approaches to mitigate the

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impact of the FERC Announcement, including a potential transaction involving the acquisition by Williams of the WPZ Public Units. At the meeting, members of Williams management informed the members of the WPZ Conflicts Committee, comprised of Mr. H. Brent Austin (Chairman), Mr. Philip L. Frederickson and Ms. Alice M. Peterson, that some of the options being considered by Williams management in response to the FERC Announcement could require approval by the WPZ Conflicts Committee, and therefore the WPZ Conflicts Committee should consider engaging legal and financial advisors to evaluate any such potential transaction.

Following the meeting, Mr. Austin, on behalf of the WPZ Conflicts Committee, contacted representatives of Baker Botts L.L.P. ( Baker Botts ) to discuss engaging Baker Botts as legal counsel to represent the WPZ Conflicts Committee in connection with considering various alternatives, including a potential transaction involving the acquisition by Williams of the WPZ Public Units. The WPZ Conflicts Committee engaged Baker Botts because of Baker Botts knowledge, expertise and experience with respect to public merger and acquisition transactions and conflicts committee engagements and because of Baker Botts performance during prior representations of the WPZ Conflicts Committee, specifically, through numerous prior drop-down transactions, the prior merger between ACMP and Williams Partners in 2014 (the ACMP Merger ), the Proposed 2015 WPZ Merger and the Financial Repositioning in 2017.

On April 6, 2018, Mr. Austin contacted representatives of Evercore on behalf of the WPZ Conflicts Committee to discuss engaging Evercore because of Evercore s knowledge and experience with respect to public merger and acquisition transactions, particularly transactions involving MLPs, and Evercore s experience with Williams Partners, through its role as financial advisor to the conflicts committee of the board of directors of ACMP s general partner in the ACMP Merger and prior engagement as the financial advisor to the WPZ Conflicts Committee in the Proposed 2015 WPZ Merger. An engagement letter detailing the terms of Evercore s engagement was executed on April 11, 2018, after the WPZ Conflicts Committee, with Baker Botts assistance, had reviewed and negotiated acceptable terms thereof.

Later that day, Mr. Chandler sent an email to representatives of Evercore and Mr. Austin providing operational and financial updates and an updated forecast with respect to Williams Partners, as well as analysis outlining the potential financial impact of the FERC Announcement on Williams Partners and its subsidiaries. Mr. Chandler subsequently participated in teleconferences with representatives from Evercore to discuss the materials he provided.

On April 9, 2018, the WPZ Conflicts Committee engaged Richards, Layton & Finger P.A. ( RLF ) as Delaware counsel.

On April 12, 2018, the Williams Board held a telephonic meeting. At the meeting, members of Williams management discussed with the Williams Board various possible approaches to responding to and addressing the FERC Announcement, including challenging the FERC Announcement, making an election to have certain subsidiaries of Williams Partners be taxed as corporations, and potential taxable and nontaxable transactions involving the acquisition by Williams of the WPZ Public Units. Representatives from Morgan Stanley provided analyses regarding possible responses to the FERC Announcement. The Williams Board took no action at such meeting with respect to any potential responses to the FERC Announcement.

Later that day, Mr. Chandler sent an email to representatives of Evercore containing tax analysis with respect to a potential transaction with Williams Partners. Representatives of Evercore responded to Mr. Chandler and requested certain due diligence materials needed for Evercore s analysis with respect to such potential transaction.

On April 14, 2018, Mr. Chandler participated in a teleconference with Mr. Austin, during which Mr. Chandler outlined a framework for a potential transaction involving the acquisition by Williams of the WPZ Public Units.

Mr. Chandler noted that the Williams Board had not given any authorization or taken any action regarding a transaction with Williams Partners, including the framework outlined by Mr. Chandler, and that any

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transaction would be subject to the support and approval of the Williams Board. Mr. Chandler summarized the relative trading performance of the Williams Common Stock and WPZ Common Units subsequent to the FERC Announcement. Mr. Chandler noted that based on the recent trading history of the Williams Common Stock and the WPZ Common Units, Williams management believed an exchange ratio of 1.384 shares of Williams Common Stock for each WPZ Public Unit (i.e., 1.384x) would be appropriate, which represented a 0% premium to the exchange ratio based on closing prices of the Williams Common Stock and the WPZ Common Units on April 12, 2018, or a 6.2% premium to the exchange ratio based on 10-day volume weighted prices through the day of the FERC Announcement on March 15, 2018 (such exchange ratio to be referred to as the Unaffected VWAP Exchange Ratio). Mr. Chandler also noted that, based on the timing of payments of the Williams and Williams Partners respective regular quarterly dividends/distributions, the WPZ Public Unitholders would potentially be entitled to receive a dividend/distribution from both Williams and Williams Partners during the third quarter. Mr. Chandler and Mr. Austin also discussed the expected tax impacts of such potential transaction for the WPZ Public Unitholders, as well as the expected effect of such transaction on Williams' credit rating. Following the call, Mr. Chandler sent a summary of illustrative terms of a potential transaction to members of the WPZ Conflicts Committee and representatives of Morgan Stanley sent the summary to representatives of Evercore.

On April 16, 2018, Mr. Chandler participated in a teleconference with representatives from Evercore regarding due diligence matters and the expected effect of a potential transaction on Williams' credit rating. Subsequently, members of Williams management and representatives of Morgan Stanley participated in a teleconference with representatives of Evercore and Baker Botts to discuss and answer questions regarding the analysis that Williams management had previously provided regarding the overall effect and expected impact on Williams and Williams Partners of the FERC Announcement. In particular, the participants discussed the anticipated consequences of the FERC Announcement on Northwest Pipeline's and Transco's cost of service and revenues and anticipated impacts of Williams Partners remaining as a standalone partnership, as opposed to becoming a wholly owned subsidiary of Williams.

Later that afternoon, Mr. Chandler participated in a teleconference with Mr. Austin to discuss a potential transaction and available alternative transactions, including structuring alternatives that would result in a transaction that was not taxable to the WPZ Public Unitholders. Mr. Chandler noted that Williams management was continuing to evaluate all available structural alternatives to address the FERC Announcement, including both tax free and taxable merger structures, as well as the possibility of making an election to have certain subsidiaries of Williams Partners be taxed as corporations without any transaction with Williams.

On April 17, 2018, the WPZ Conflicts Committee participated in a teleconference with representatives of Baker Botts, including its tax specialists, and Evercore to discuss preliminary steps with respect to a potential transaction (among various alternatives being considered), including the process for evaluating financial models from Williams management and for analyzing the expected tax impacts of the potential transaction on the WPZ Public Unitholders. During the meeting, representatives of Baker Botts delivered a presentation to the WPZ Conflicts Committee to review the process by which the WPZ Board would authorize the WPZ Conflicts Committee to evaluate a potential transaction. Representatives of Baker Botts also explained the directors' duties in, and best practices for, carrying out their evaluation, negotiations and review process. Joshua Davidson of Baker Botts previewed for the WPZ Conflicts Committee that members of Baker Botts' tax and regulatory practice groups would help to review and evaluate the potential transaction throughout the evaluation and negotiation process and would be available to present to the WPZ Conflicts Committee their analyses of the potential transaction in subsequent WPZ Conflicts Committee meetings.

The participants also discussed the financial aspects of the potential transaction, including Evercore's initial analysis of the preliminary forecasts presented by Williams and Williams Partners management to Evercore and certain aspects of Evercore's preliminary views with respect to the potential transaction. Evercore provided an overview of the terms of the potential transaction and the exchange ratio suggested by Williams management. Evercore then provided an

overview of the situation analyses and initial financial projections received for each of

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Williams and Williams Partners, and the meeting participants discussed the potential tax impacts of a potential transaction on the WPZ Public Unitholders across a wide array of tax classifications.

On April 18, 2018, the WPZ Board adopted resolutions by unanimous written consent formally delegating authority to the WPZ Conflicts Committee to review, evaluate and negotiate a potential transaction with Williams, without authorizing any particular approach, for the purpose of providing, if appropriate and if approved by both parties, Special Approval pursuant to Section 7.9(a) of the Williams Partners partnership agreement and to evaluate the terms and conditions, and determine the advisability, of such a transaction. Such authorization also ratified any actions previously taken by the WPZ Conflicts Committee in connection with the process.

Later that day, the WPZ Conflicts Committee participated in a teleconference with representatives of Baker Botts, including its tax and regulatory specialists, to discuss in greater detail the FERC Announcement and better understand the manner in which the WPZ Conflicts Committee should consider the potential impact to WPZ in remaining as a standalone partnership as opposed to potentially becoming a wholly owned subsidiary of Williams. Following the meeting, Evercore and Baker Botts began their preliminary financial and legal analyses, respectively, and due diligence review.

Also on April 18, 2018, members of Williams management participated in a teleconference with representatives from Evercore to provide operational and financial updates regarding Williams and Williams Partners, as well as to discuss potential changes to the Williams and Williams Partners financial forecasts arising from the FERC Announcement.

On April 20, 2018, Mr. Chandler sent to representatives from Morgan Stanley and Evercore revised financial projections for Williams and Williams Partners reflecting the potential impact of the FERC Announcement, which would result in an expected reduction to annual EBITDA of approximately \$165 million starting in 2019 for Transco and Northwest Pipeline, collectively, as subsidiaries of Williams Partners compared to what they would generate as subsidiaries of Williams due to the lower recourse rates they would be able to charge as a result of FERC's revised policy.

Later that day, representatives of Baker Botts sent a legal due diligence request list to Williams enumerating the various materials requested in connection with its review and evaluation of a potential transaction. Evercore and Baker Botts continued their ongoing financial and legal analyses, respectively, and due diligence review of a potential transaction.

On April 26, 2018, the WPZ Conflicts Committee held a teleconference with representatives of Baker Botts and Evercore to receive Evercore's updated financial analysis and presentation. In particular, the Evercore team presented its additional analysis based on updated financial projections received from Williams management on April 25 and 26, 2018, in response to due diligence requests. Evercore's updated presentation primarily updated the implied premium of the exchange ratio under consideration to the closing price from April 24, 2018, to reflect the updated financial projections. Evercore presented its preliminary valuation methodologies, including a discounted distribution/dividend analysis, peer group trading analysis and precedent M&A transaction analysis for each of Williams Partners and Williams. The WPZ Conflicts Committee members discussed the financial analysis Evercore presented and determined that an exchange ratio higher than 1.384x was justified. Mr. Davidson noted that Baker Botts had requested from Gibson Dunn, but not yet received, access to the electronic data room or initial drafts of the transaction documents, including the merger agreement. The WPZ Conflicts Committee agreed to wait to respond until Baker Botts had sufficient opportunity to review items responsive to its legal due diligence request. The WPZ Conflicts Committee took no action at this meeting with respect to a transaction.



On May 1, 2018, the WPZ Conflicts Committee held a teleconference with representatives of Baker Botts and Evercore to receive Evercore's presentation and analysis of potential alternative transactions to the

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transaction under discussion. The potential alternatives included the possibility of (i) adding entities within the Williams Partners organizational structure that would be taxed as a corporation for United States income tax purposes and putting the Williams Partners regulated subsidiaries into such a subsidiary to continue to maintain the FERC income tax allowance in their cost-of-service rates (the Blocker Structure ), (ii) selling the Williams Partners regulated subsidiaries or (iii) some combination of the foregoing. Evercore discussed the advantages and disadvantages of each of the alternatives and noted that each would likely allow Williams Partners to avoid the impact of the FERC Announcement on cost-of-service pipeline rates. After the discussions, the WPZ Conflicts Committee authorized Mr. Austin to contact Mr. Chandler to relay the WPZ Conflicts Committee's interest in discussing potential alternatives to an acquisition by Williams of the WPZ Public Units, particularly the Blocker Structure.

Following the WPZ Conflicts Committee's meeting, Mr. Chandler participated in a teleconference with Mr. Austin to discuss the WPZ Conflicts Committee's initial reaction to the potential transaction framework presented by Williams management. Mr. Austin informed Mr. Chandler that the WPZ Conflicts Committee was continuing to evaluate alternative structures to address the financial impacts of the FERC Announcement that the WPZ Conflicts Committee believed may warrant additional analysis to determine if they were more attractive than the transaction framework that had been outlined by Williams management (involving a taxable acquisition by Williams of the WPZ Public Units), including the possibility of the Blocker Structure. Mr. Chandler informed Mr. Austin that members of Williams management had previously evaluated the Blocker Structure and believed that it was financially less attractive to Williams Stockholders and holders of WPZ Common Units than an acquisition of the WPZ Public Units by Williams. Mr. Chandler requested that Mr. Austin provide Williams management with the analysis that the WPZ Conflicts Committee and its advisors had prepared with respect to the Blocker Structure.

On May 2, 2018, members of Williams management participated in a teleconference with representatives of Morgan Stanley, Evercore and Baker Botts, during which the parties discussed the Blocker Structure and the parties' respective analysis regarding the expected financial impact of that structure as compared to an acquisition of the WPZ Public Units by Williams. During the call, members of Williams management explained the reasons they believed the Blocker Structure was less favorable than such a transaction based on, among other metrics, a net present value analysis. Representatives of Evercore and Baker Botts asked questions regarding Williams management's analysis regarding the Blocker Structure, and Williams management agreed to share the depreciation schedules for certain subsidiaries of Williams Partners in connection with such analysis.

On May 3, 2018, Mr. Chandler sent to representatives of Evercore additional information regarding tax depreciation and the potential impact on WPZ Public Unitholders of using the Blocker Structure.

On May 4, 2018, representatives of Baker Botts received access to the electronic data room from Williams. Evercore and Baker Botts continued their ongoing financial and legal analyses, respectively, and their due diligence review. Later that day, members of Williams management participated in a teleconference with representatives from Evercore and Baker Botts to further discuss the Blocker Structure and Williams' management presented its reasoning for why the Blocker Structure was unlikely to address the financial impact of the FERC Announcement in a more attractive manner to the holders of WPZ Public Units than an acquisition of the WPZ Public Units by Williams.

On May 7, 2018, the WPZ Conflicts Committee held a teleconference with representatives of Baker Botts, including its tax and regulatory specialists, and Evercore to receive updates regarding the WPZ Conflicts Committee's and Evercore's latest discussions with Williams management and Morgan Stanley, relating to the merger consideration and exploration of the various alternatives discussed during the WPZ Conflicts Committee's prior meeting on May 1, 2018. The participants discussed the various potential advantages and disadvantages of the alternatives explored, as compared to an exchange ratio of 1.384x, and agreed that the potential alternative transactions were less attractive than the potential merger transaction. After further discussion, the WPZ Conflicts Committee determined that a

1.7026x exchange ratio would be appropriate.

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Subsequently, Mr. Austin participated in a teleconference with Mr. Chandler to present the WPZ Conflicts Committee's thoughts with respect to Williams management's illustrative views on the exchange ratio. Mr. Austin stated the view of the WPZ Conflicts Committee that an exchange ratio of 1.7026x would be appropriate.

Later that evening, following discussions with representatives of Morgan Stanley and other members of Williams management, Mr. Chandler informed Mr. Austin that Williams management believed that an exchange ratio of 1.420x would be more appropriate.

On May 8, 2018, the WPZ Conflicts Committee held a teleconference with representatives of Evercore and Baker Botts to update its advisors on the latest development. The participants discussed the spread between Williams management's and the WPZ Conflicts Committee's desired exchange ratios. Members of the WPZ Conflicts Committee reiterated that the exchange ratio must be sufficiently compelling and reflect a premium to the Unaffected Spot Exchange Ratio (as defined below). After robust discussions, the WPZ Conflicts Committee determined to present to Williams management that the WPZ Conflicts Committee would be willing to support an exchange ratio of 1.600x.

Subsequently, Mr. Chandler participated in a teleconference with Mr. Austin during which Mr. Austin stated that the WPZ Conflicts Committee would be willing to support an exchange ratio of 1.600x.

Later that day, representatives of Morgan Stanley participated in a teleconference with representatives from Evercore to discuss the WPZ Conflicts Committee's views on the exchange ratio and Evercore's analysis in connection therewith.

On May 9, 2018, representatives of Morgan Stanley participated in multiple teleconferences with representatives from Evercore to discuss each advisor's financial analysis regarding the appropriate exchange ratio should the parties move forward with a transaction involving Williams' acquisition of the WPZ Public Units.

On May 9, 2018, members of Williams management participated in a teleconference with members of the WPZ Conflicts Committee. Members of Williams management informed the WPZ Conflicts Committee that they could not support an exchange ratio of 1.600x and did not believe the Williams Board would support such an exchange ratio. The WPZ Conflicts Committee acknowledged that following the FERC Announcement, the exchange ratio (based on the trading prices of the Williams Common Stock and the WPZ Common Units) had moved in favor of the WPZ Public Unitholders, and that the WPZ Conflicts Committee believed that any negotiation regarding an exchange ratio in connection with a potential transaction should be based on the exchange ratio of the closing prices on March 15, 2018 (such exchange ratio to be referred to as the Unaffected Spot Exchange Ratio). The WPZ Conflicts Committee suggested that they would consider a 15% premium to the Unaffected Spot Exchange Ratio. Members of Williams management suggested that an exchange ratio of 1.450x, representing a 10.3% premium to the Unaffected Spot Exchange Ratio, with an upward adjustment to the exchange ratio in the event that an acquisition by Williams of the WPZ Public Units closed following the record date for the Williams quarterly dividend payable during the third quarter, was in the range that Williams management could support and recommend to the Williams Board if such a transaction was to be pursued.

Later that day, members of Williams management participated in a teleconference with Mr. Austin, in which Williams management previewed a possible exchange ratio equal to 1.494x, which would increase to 1.513x if an acquisition by Williams of the WPZ Public Units closed following the record date for the Williams quarterly dividend payable in the third quarter. Mr. Austin responded that the alternative might be a construct that could be workable for the WPZ Conflicts Committee, contingent upon negotiation and agreement on all deal terms.

Following such discussion, the WPZ Conflicts Committee held another teleconference with representatives of Evercore and Baker Botts to provide updates following Mr. Austin's discussions with Williams management earlier

that afternoon.

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Later that evening, representatives of Gibson Dunn sent an initial draft of a merger agreement to representatives of Baker Botts. Baker Botts distributed the draft to the WPZ Conflicts Committee and representatives of Evercore and RLF for the group's review and comment. Consistent with the conversation between Williams management and the WPZ Conflicts Committee, the draft merger agreement provided for consideration consisting of an exchange of shares of Williams Common Stock for each WPZ Public Unit. Additionally, the draft merger agreement included many other terms that had not yet been discussed between Williams management and the WPZ Conflicts Committee, including that Williams would be required to pay Williams Partners a termination fee of up to \$410 million (payable in four quarterly installments) if the merger agreement was terminated under certain circumstances, which fee amount was consistent with the termination fee that was payable under the 2015 WPZ Merger Agreement. The draft merger agreement had not been discussed with or approved by the Williams Board.

On May 10, 2018, the Williams Board held a regularly-scheduled in-person meeting. At the meeting, members of Williams management updated the Williams Board on discussions with the WPZ Conflicts Committee regarding a potential transaction, and representatives from Morgan Stanley provided financial analysis regarding the exchange ratio that was under discussion. As part of the oversight by the Williams Board, Williams management updated the Williams Board that, with the assistance of Morgan Stanley and Gibson Dunn and subject to the approval of the Williams Board, Williams management would (i) continue to discuss with the WPZ Conflicts Committee and their advisors the terms of a potential transaction, (ii) provide a further update to the Williams Board once more definitive terms were available for the Williams Board to consider and (iii) seek approval by the Williams Board if Williams management and the WPZ Conflicts Committee would be inclined to proceed with the potential transaction as the preferred approach and could come to mutually acceptable terms regarding a potential transaction. The Williams Board took no action at this meeting with respect to a transaction.

Later that day, Mr. Chandler and Mr. Austin participated in a teleconference. During that conversation, Mr. Chandler informed Mr. Austin that Williams management had made minor adjustments to certain components in its financial forecast and that Williams management would be sending an updated financial forecast to the WPZ Conflicts Committee and its advisors reflecting those changes. For further discussion of Williams' and Williams Partners' forecasts, see Unaudited Financial Projections of Williams and Williams Partners. Mr. Austin informed Mr. Chandler that he had not yet received comments from Baker Botts to the draft merger agreement.

On May 11, 2018, the WPZ Conflicts Committee met to discuss an exchange ratio of 1.494 shares of Williams Common Stock for each WPZ Public Unit or, if the closing does not occur before the record date for Williams dividend to be paid in the third quarter of 2018, 1.513 shares of Williams Common Stock in exchange for each WPZ Public Unit. The WPZ Conflicts Committee held a teleconference with representatives of Baker Botts, including its tax specialists, and Evercore to discuss the status of pending negotiations, due diligence efforts and next steps. Representatives of Baker Botts also walked the WPZ Conflicts Committee members through the key provisions of the initial draft merger agreement received on May 9, 2018 from Gibson Dunn and possible revisions to be proposed to Williams which included, among other things, more restrictive interim operating covenants (including certain restrictions on Williams' ability to issue equity between signing and closing), an express no shop provision restricting the ability of Williams to solicit alternative proposals, the ability for Williams Partners to receive a termination fee in the event Williams terminates the transaction (based on a change of recommendation by the Williams Board) for a superior proposal or in light of an intervening event, or if within twelve months of termination of this transaction Williams enters into or closes a sale of itself to a third party acquirer, reimbursement of Williams Partners out-of-pocket expenses if the merger agreement is terminated due to Williams' uncured breach, an extension of the termination date of the merger agreement from November 30, 2018 to December 31, 2018, provisions for direct indemnification of the members of the WPZ Conflicts Committee by Williams, affirmative obligations for Williams to notify the WPZ Conflicts Committee promptly in writing of any alternative proposals, offers or inquiries received, and other related deal protection provisions. Following this discussion of the merger agreement, the WPZ Conflicts

Committee instructed Baker Botts to prepare a revised draft of the merger agreement incorporating the suggested revisions.

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On the afternoon of May 14, 2018, the WPZ Conflicts Committee participated in a teleconference with representatives of Baker Botts and Evercore to discuss updated financial projections that Evercore had received from Williams management over the weekend, the mechanics of the exchange ratios under discussion, subject to adjustment depending on the timing of closing, and the list of desired revisions for Baker Botts to incorporate in a return markup responsive to Gibson Dunn's draft, including the various recommended deal protections discussed during the WPZ Conflicts Committee's May 11, 2018 meeting.

Subsequently, representatives from Baker Botts sent a revised draft of the merger agreement to Gibson Dunn containing revisions they had discussed with the WPZ Conflicts Committee. The revised draft, among other things, (i) provided that the merger could not close before the record date for the Williams Partners distribution to be paid in the third quarter of 2018, (ii) included a no-shop provision applicable to Williams, (iii) limited the circumstance under which the Williams Board would be permitted to change its recommendation with respect to the Merger, (iv) provided for expense reimbursement of Williams Partners' transaction expenses (subject to a \$10 million cap) payable by Williams under specified circumstances, (v) expanded the scope of interim operating covenants to which Williams would be subject, and (vi) included certain changes to the mechanics for the payment of the termination fee (but made no changes to the termination fee amount).

On May 15, 2018, representatives of Gibson Dunn distributed to Baker Botts a revised draft of the merger agreement. The revised draft, among other things, (i) deleted various proposed interim operating covenants, (ii) modestly narrowed the scope of the no-shop covenant, (iii) added the ability for the Williams Board to change its recommendation with respect to the Merger in connection with an intervening event, and (iv) narrowed the circumstance under which Williams would be required to reimburse Williams Partners' transaction expenses in connection with a termination of the merger agreement.

Later that evening, the WPZ Conflicts Committee participated in a teleconference with representatives of Baker Botts, including its tax specialists, and Evercore to discuss the current status of the merger agreement draft and determine which outstanding provisions the WPZ Conflicts Committee desired to negotiate further, including, among other points, for the expense reimbursement requirement of up to \$10 million in the event the merger agreement is terminated due to Williams' uncured breach and the WPZ Conflicts Committee's desire to lower or eliminate altogether the \$4 billion threshold for Williams' ability to issue additional securities. In addition, the participants discussed Williams' continued reiteration of its desire for flexibility to issue preferred stock, subject to limitations and restrictions proposed by the WPZ Conflicts Committee. The participants also discussed the necessary steps and timeline to closing, assuming the parties reached a mutual agreement on the final exchange ratio, legal documentation and other business terms of the potential transaction and assuming the respective boards approve the transaction.

Later that evening, Baker Botts sent a revised draft of the merger agreement to Gibson Dunn containing the additional revisions discussed with the WPZ Conflicts Committee.

Between the evening of May 15, 2018 and the morning of May 16, 2018, representatives of Gibson Dunn and Baker Botts continued to exchange drafts of the various transaction documents (including, among other things, to reflect Williams' reduced ability to issue its securities prior to the closing of the transaction from \$4 billion to \$2 billion), and held multiple conference calls in an effort to finalize, subject to review by the WPZ Conflicts Committee and Williams management and to the review and approval of the Williams Board, the terms of the merger agreement and the schedules and exhibits thereto. On the morning of May 16, 2018, Baker Botts distributed to Gibson Dunn a revised draft of the merger agreement, which was in near final form.

On the morning of May 16, 2018, the WPZ Conflicts Committee held a meeting by teleconference with representatives of Baker Botts, including its tax and regulatory specialists, and Evercore. During this meeting, Baker



Botts discussed the updates on the merger agreement since the prior meeting of the WPZ Conflicts Committee.

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Following this discussion, representatives of Evercore reviewed their financial analysis of the Merger Consideration with the WPZ Conflicts Committee. Upon the request of the WPZ Conflicts Committee, Evercore then rendered its oral opinion, which was subsequently confirmed by delivery of a written opinion, that, as of May 16, 2018 and based upon and subject to the assumptions made, procedures followed, matters considered, qualifications and limitations on the scope of review undertaken by Evercore set forth in its opinion, the Merger Consideration to be received by the WPZ Public Unitholders pursuant to the Merger Agreement was fair, from a financial point of view, to the WPZ Public Unitholders. Evercore also reiterated to the WPZ Conflicts Committee the nature of its relationship to and engagement for Williams, Williams Partners and their affiliates during the past two years and the amount and nature of the fees it received from such parties. The WPZ Conflicts Committee then adjourned for a recess until reconvening that afternoon.

Following the morning's teleconference with the WPZ Conflicts Committee, representatives of Gibson Dunn and Baker Botts held a conference call to negotiate and finalize the terms of the merger agreement and related documentation. Later that morning, Gibson Dunn sent a further revised draft of the merger agreement to Baker Botts reflecting the final agreed upon terms, subject to formal approval by the WPZ Conflicts Committee at its meeting later that day.

That afternoon, the WPZ Conflicts Committee reconvened its meeting via teleconference with representatives from Baker Botts, including its tax and regulatory specialists, and Evercore. Baker Botts reviewed the efforts made by the WPZ Conflicts Committee since it commenced work, including the substantive work and processes followed, noting that the WPZ Conflicts Committee had met frequently. Baker Botts then summarized its legal due diligence review in connection with the potential transaction, which covered corporate, tax, real estate, regulatory, environmental, employment benefits and litigation matters. The WPZ Conflicts Committee discussed its duties with respect to the potential transaction and reviewed the Special Approval standard under the partnership agreement of Williams Partners.

Following such presentation, the WPZ Conflicts Committee discussed and then unanimously (i) determined that the Merger Agreement and the transactions contemplated thereby are in the best interest of Williams Partners and the WPZ Public Unitholders, (ii) approved the Merger Agreement and the transactions contemplated thereby, including the Merger (the foregoing constituting Special Approval under the partnership agreement of Williams Partners), and (iii) approved, and recommended to the WPZ Board the approval of, the Merger Agreement and the consummation of the transactions contemplated thereby, including the Merger. See Reasons for the WPZ Conflicts Committee's Recommendation.

On the afternoon of May 16, 2018, the WPZ Board held a telephonic meeting. After discussion, upon receipt of the recommendation of the WPZ Conflicts Committee, the WPZ Board unanimously (i) approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and (ii) directed that the Merger Agreement be submitted to a vote of the holders of WPZ Units by written consent pursuant to the terms of the Williams Partners partnership agreement.

On the evening of May 16, 2018, the Williams Board held a special board meeting attended by eight of the ten directors, as well as members of Williams management and representatives of Morgan Stanley. Members of Williams management reviewed with the Williams Board the legal and financial terms of the proposed Merger, including the principal benefits of the proposed Merger. For a discussion of such principal benefits of the Merger, see Recommendation of the Williams Board and Its Reasons for the Merger. Representatives of Morgan Stanley provided the Williams Board with updated financial and market perspectives regarding Williams and the potential pro forma financial impact of the proposed Merger on Williams. The representatives of Morgan Stanley then presented its financial analyses regarding the consideration payable in the Merger and delivered its oral opinion to the Williams

Board, which was confirmed by delivery of a written opinion dated May 16, 2018, that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth therein, the Merger Consideration to be paid by Williams pursuant to the Merger Agreement was fair, from a financial point of view, to Williams. Following review and discussions among the members of the Williams

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Board, the members of the Williams Board in attendance unanimously determined that the Merger Agreement and the transactions contemplated by the Merger Agreement, including the Merger, are in the best interests of the Williams Stockholders, and the members of the Williams Board in attendance unanimously voted to approve the Merger Agreement and the transactions contemplated thereby and recommend that the Williams Stockholders approve the Stock Issuance Proposal and Charter Amendment Proposal.

Thereafter, on May 16, 2018, the parties executed the definitive transaction documents.

Early in the morning on May 17, 2018, Williams and Williams Partners issued a press release announcing the transactions.

## **Resolution of Conflicts of Interest; Standards of Conduct and Modification of Duties**

The approval of the Merger Agreement and the transactions contemplated thereby, including the Merger, by a majority of the members of the WPZ Conflicts Committee constitutes Special Approval under the Williams Partners partnership agreement. Under Section 7.9(a) of the Williams Partners partnership agreement, whenever a potential conflict of interest exists, such as consideration of the Merger Agreement and the transactions contemplated thereby, including the Merger, any resolution or course of action by the WPZ General Partner or its affiliates in respect of such conflict of interest will be permitted and deemed approved by all of the partners of Williams Partners and will not constitute a breach of the Williams Partners partnership agreement or of any duty stated or implied by law, in equity or otherwise, if the resolution or course of action is approved by Special Approval, namely approval by a majority of the members of the WPZ Conflicts Committee.

Under Section 7.10(b) of the Williams Partners partnership agreement, any action taken or omitted to be taken by the WPZ General Partner in reliance upon the advice or opinion of an investment banker, among others, as to matters reasonably believed to be in such person's professional or expert competence shall be conclusively presumed to have been done or omitted in good faith and in accordance with such opinion.

## **Recommendation of the WPZ Conflicts Committee and the WPZ Board**

The WPZ Conflicts Committee consists of three independent directors: H. Brent Austin (Chairman), Philip L. Frederickson and Alice M. Peterson. The WPZ Board authorized the WPZ Conflicts Committee to (i) review and evaluate the terms and conditions, and determine the advisability, of a potential transaction involving the acquisition of the WPZ Public Units by Williams, (ii) make such investigation of potential alternatives to such transaction, including maintaining the status quo, as the WPZ Conflicts Committee deems necessary or appropriate, (iii) negotiate, or delegate the ability to negotiate to any persons, with any party the WPZ Conflicts Committee deems appropriate, with respect to the terms and conditions of such transaction, (iv) determine whether to give or withhold the WPZ Conflicts Committee's approval of such transaction, including by Special Approval pursuant to Section 7.9(a) of the Williams Partners partnership agreement, and (v) make a recommendation to the WPZ Board whether to approve such transaction.

The WPZ Conflicts Committee retained Baker Botts as its legal counsel, RLF as its Delaware legal counsel and Evercore as its independent financial advisor. The WPZ Conflicts Committee believed that Evercore was independent based on the lack of material business relationships between Evercore and Williams, Williams Partners or their affiliates (other than prior representations of the WPZ Conflicts Committee). The WPZ Conflicts Committee oversaw the performance of financial and legal due diligence by its advisors, conducted an extensive review and evaluation of the potential transaction, including with respect to withholding Special Approval and maintaining the status quo, and conducted extensive negotiations with Williams and its representatives with respect to the Merger Agreement and

other related agreements.

The WPZ Conflicts Committee, by unanimous vote at a meeting held on May 16, 2018, (i) determined that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders, (ii) approved the Merger Agreement and the transactions contemplated thereby,

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including the Merger (such approval constituting Special Approval), and (iii) approved, and recommended to the WPZ Board the approval of, the Merger Agreement and the consummation of the transactions contemplated thereby, including the Merger.

Upon receipt of such recommendation, the WPZ Board, by unanimous vote at a meeting held on May 16, 2018, (i) deemed it advisable and in the best interests of Williams Partners, the WPZ General Partner and the WPZ Public Unitholders that the Partnership enter into the Merger Agreement and consummate the Merger, (ii) approved the Merger and the other transactions contemplated by the Merger Agreement, (iii) approved the form, terms and provisions of the Merger Agreement and the Support Agreement, the consummation of the transactions contemplated thereby and the execution, delivery and performance by the WPZ General Partner and Williams Partners of the Merger Agreement and the Support Agreement, (iv) directed that the Merger Agreement be submitted to a vote of the Limited Partners (as defined in the Williams Partners partnership agreement) and (vi) authorized the Limited Partners to act by written consent without a meeting in connection with consenting to the Merger Agreement and the transactions contemplated thereby, including, without limitation, the Merger.

**Reasons for the WPZ Conflicts Committee's Recommendation**

The WPZ Conflicts Committee consists of three independent directors: H. Brent Austin (Chairman), Philip L. Frederickson and Alice M. Peterson. The WPZ Board authorized the WPZ Conflicts Committee to (i) review and evaluate the terms and conditions, and determine the advisability of a potential transaction involving the acquisition of the WPZ Public Units by Williams, (ii) make such investigation of potential alternatives to such transaction, including maintaining the status quo, as the WPZ Conflicts Committee deemed necessary or appropriate, (iii) with respect to the terms and conditions of such transaction, negotiate, or delegate the ability to negotiate to any persons, with any party the WPZ Conflicts Committee deemed appropriate, (iv) determine whether to give or withhold the WPZ Conflicts Committee's approval of such transaction, including by Special Approval pursuant to Section 7.9(a) of the Williams Partners limited partnership agreement, and (v) make a recommendation to the WPZ Board whether to approve such transaction.

The WPZ Conflicts Committee retained Baker Botts as its legal counsel, RLF as its Delaware legal counsel and Evercore as its independent financial advisor. The WPZ Conflicts Committee believed that Evercore was independent based on the lack of business relationships between Evercore and Williams, Williams Partners or their affiliates (other than prior representations of the WPZ Conflicts Committee). The WPZ Conflicts Committee oversaw the performance of financial and legal due diligence by its advisors, conducted an extensive review and evaluation of the potential transaction with Williams, including with respect to evaluating alternative transactions or withholding Special Approval and maintaining the status quo, and conducted extensive negotiations with Williams and its representatives with respect to the Merger Agreement and other related agreements.

The WPZ Conflicts Committee, by unanimous vote at a meeting held on May 16, 2018, (i) determined that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders, (ii) approved the Merger Agreement and the transactions contemplated thereby, including the Merger (such approval constituting Special Approval), and (iii) approved, and recommended to the WPZ Board the approval of, the Merger Agreement and the consummation of the transactions contemplated thereby, including the Merger.

Upon receipt of such recommendation, the WPZ Board, by unanimous vote at a meeting held later that afternoon, (i) deemed it advisable and in the best interests of Williams Partners and the WPZ Public Unitholders that the Partnership enter into the Merger Agreement and consummate the Merger, (ii) deemed it advisable and in the best interests of the WPZ General Partner that the WPZ General Partner enter into the Merger Agreement and consummate

the Merger and engage in all transactions related thereto, (iii) approved and authorized the Merger and the other transactions contemplated by the Merger Agreement, (iv) approved the form, terms and provisions of the Merger Agreement and the Support Agreement, the consummation of the transactions contemplated thereby and the execution, delivery and performance by the WPZ General Partner and Williams Partners of the

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Merger Agreement and the Support Agreement, (v) directed that the Merger Agreement be submitted to a vote of the Limited Partners (as defined in the Williams Partners limited partnership agreement) and (vi) authorized the Limited Partners to act by written consent without a meeting in connection with consenting to the Merger Agreement and the transactions contemplated thereby, including, without limitation, the Merger.

Many of the factors considered by the WPZ Conflicts Committee favored its determination that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders, including the following:

The Merger Agreement provides that each WPZ Public Unitholder will be entitled to receive (a) 1.494 shares of Williams Common Stock in exchange for each WPZ Public Unit if the effective time of the Merger occurs before the record date for Williams' dividend to be paid in the third quarter of 2018, meaning that, if the Merger closes prior to such record date, the WPZ Public Unitholders will receive the Williams dividend payable during the third quarter of 2018 in addition to the Williams Partners distribution paid during the third quarter of 2018 or (b) 1.513 shares of Williams Common Stock for each WPZ Public Unit if the effective time of the Merger occurs on or after the record date for Williams' dividend to be paid in the third quarter of 2018.

The Exchange Ratio of 1.494 represents a premium to the WPZ Public Unitholders of 8.34% based on closing prices on May 15, 2018, the day prior to the date on which the WPZ Conflicts Committee made its determinations regarding the Merger Agreement, or a premium of 13.60% based on the unaffected closing prices on March 15, 2018, the day of the FERC Announcement.

The Exchange Ratio represents a significant improvement over Williams' initial proposal of 1.384 shares of Williams Common Stock for each WPZ Public Unit (or a 5.21% premium to the unaffected closing prices on March 15, 2018).

The terms and conditions of the Merger were determined through arm's-length negotiations between Williams and the WPZ Conflicts Committee and their respective representatives and advisors, and the WPZ Conflicts Committee believes that the Exchange Ratio represents the highest price per unit that Williams was willing to pay at the time of the WPZ Conflicts Committee approval.

The Exchange Ratio is fixed, and therefore the value of the consideration payable to WPZ Public Unitholders based on the ratio will increase in the event that the market price of Williams Common Stock increases relative to any change in the market price of WPZ Common Units prior to the closing of the Merger.

The Merger Agreement provides that WPZ will pay regular quarterly cash distributions on the WPZ Common Units, before the closing of the Merger in the ordinary course and consistent with past practice (including with respect to amount and timing of record dates and payment dates), of not less than \$0.614 per WPZ Common Unit without the consent of the WPZ Conflicts Committee. The Merger will not close on or prior to the record date for the regular quarterly cash distribution on the WPZ Common Units that is paid or payable during the calendar quarter ending September 30, 2018 (related to the second quarter), so that each WPZ Public Unitholder will



receive such distribution in an amount of at least \$0.614 per WPZ Common Unit.

The WPZ Public Units currently represent approximately 26.2% of outstanding WPZ Common Units. Upon the consummation of the Merger, the shares of Williams Common Stock to be issued the holders of WPZ Public Units in the Merger will represent approximately 31.6% of the outstanding Williams Common Stock.

The Merger provides WPZ Public Unitholders equity ownership in Williams, an entity projected to have significantly improved access to equity capital markets to fund numerous growth projects.

Williams and Williams Partners expectations that the Merger will be distributable cash flow accretive to current WPZ Public Unitholders, due in part to Williams ability to avoid the impact of the FERC Announcement that would be applicable if the regulated pipelines continued to be owned by Williams Partners.

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Williams' expectation that Transco and Northwest would have collectively generated approximately \$165 million less in annual EBITDA starting in 2019 as subsidiaries of Williams Partners compared to what they would generate as subsidiaries of Williams due to the expected lower recourse rates that they will be able to charge as a result of FERC's revised policy.

Williams' and Williams Partners' expectations that the combined entity will retain a strong investment-grade credit rating consistent with Williams Partners' current ratings.

The expectation that the Merger will result in an increase in the tax basis of the portion of Williams Partners' assets underlying the WPZ Common Units surrendered in the Merger which is expected to produce substantial tax depreciation deductions and reduce the tax burden of the resulting combined company following the Merger, thereby facilitating potentially higher dividends over time, which will in part benefit WPZ Public Unitholders receiving Williams Common Stock in the Merger.

Williams' status as a corporation and its size following the Merger provide a number of benefits relative to Williams Partners' MLP structure, including:

corporations attract a broader set of investors as compared to MLPs because certain types of institutional investors face prohibitions or limitations on investing in entities other than corporations; and

Williams' Common Stock will provide greater liquidity than WPZ Common Units because of the larger average daily trading volume of Williams Common Stock as a result of the broader investor base and larger public float.

Williams' and Williams Partners' expectations that the Merger will simplify the corporate structure of Williams and its subsidiaries, thereby:

streamlining corporate governance matters and creating operating efficiencies; and

eliminating potential for conflicts of interests between Williams and Williams Partners.

The financial presentation and opinion of Evercore, dated May 16, 2018, to the WPZ Conflicts Committee that, as of that date, and based upon and subject to the assumptions made, procedures followed, matters considered, qualifications and limitations on the scope of review undertaken by Evercore as set forth in its opinion, the Merger Consideration to be received by the WPZ Public Unitholders pursuant to the Merger Agreement was fair, from a financial point of view, to the WPZ Public Unitholders.

The terms of the Merger Agreement, principally:

the provisions requiring Williams to hold a stockholder meeting as soon as practicable to approve the issuance of Williams Common Stock in connection with the Merger, even in the event the Williams Board changes its recommendation with respect to such approval;

the break-up fee of up to \$410 million payable by Williams in quarterly cash installments in connection with termination of the Merger Agreement as a result of a change in recommendation by the Williams Board or as a result of the failure to obtain the requisite Williams stockholder approval following a change in recommendation by the Williams Board, as well as a provision that requires the fee be paid under certain circumstances if an alternative proposal for Williams has been made public prior to the termination of the Merger Agreement and Williams enters into or closes a sale of itself to the person that made such proposal within twelve months of terminating the Merger Agreement;

Williams' obligation to reimburse certain of Williams Partners' expenses in connection with the termination of the Merger Agreement as a result of a material uncured breach by Williams under the Merger Agreement;

the operating covenants of Williams providing protection to WPZ Public Unitholders by restricting Williams and the WPZ General Partner's ability to take certain actions prior to the closing of the Merger, including a restriction on Williams soliciting or entering into alternative acquisition proposals for Williams subject to limited exceptions;

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the prohibition against Williams and its subsidiaries revocation or diminishment of the authority of the WPZ Conflicts Committee and the prohibition against Williams and its subsidiaries removal of any member of the WPZ Conflicts Committee without the consent of the WPZ Conflicts Committee prior to the closing of the Merger;

any amendments to, waivers of or termination of the merger agreement by WPZ require the approval of the WPZ Conflicts Committee; and

limited conditions and exceptions to the closing conditions, including the absence of any required regulatory approvals.

The probability that Williams Partners and Williams will be able to consummate the Merger is significantly increased by the Support Agreement, requiring Williams Gas Pipeline to provide a written consent in favor of the Merger Agreement, which is the only Williams Partners unitholder approval required to be obtained.

The WPZ Conflicts Committee's evaluation of alternative transaction structures (including maintaining the status quo) between Williams Partners and Williams and its conclusion that none of these alternatives is more attractive than the Merger. Also, the WPZ Conflicts Committee's belief that there are no viable alternative transactions for WPZ in lieu of a transaction with Williams, in light of the controlling position of Williams through an indirect ownership of the WPZ General Partner and 73.8% of the WPZ Common Units and Williams' stated unwillingness to sell its ownership of the WPZ General Partner and its WPZ Common Units.

The WPZ Conflicts Committee's retention of independent financial and legal advisors with knowledge and experience with respect to public merger and acquisition transactions, MLPs, Williams Partners and Williams industry generally, and Williams Partners and Williams particularly, as well as substantial experience advising MLPs and other companies with respect to transactions similar to the Merger.

The WPZ Conflicts Committee considered the following factors to be generally negative or unfavorable in making its determination that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders:

The Merger will be a taxable transaction to WPZ Public Unitholders for U.S. federal and state income tax purposes. Depending on each WPZ Public Unitholder's individual tax situation, the unitholder's tax obligations resulting from the Merger may be significant, and no cash will be paid to the WPZ Public Unitholders as part of the Merger Consideration to offset such obligations. However, the WPZ Public Unitholders' aggregate tax obligations resulting from the Merger is expected to be mitigated to some extent because a large proportion of the unitholders recently acquired their WPZ Common Units and many of the unitholders have suspended passive losses available to offset a substantial portion of the taxable gain that will be recognized in the Merger.

For many WPZ Public Unitholders, the portion of the dividends on Williams common stock that constitutes taxable income will likely be higher than the portion of their distributions on WPZ common units that constituted

taxable income.

Following the Merger, the income of the resulting combined entity will be subject to double taxation (at the combined company and shareholder levels) for U.S. federal income tax purposes, while the income of Williams Partners is currently subject to only one level of tax (at the unitholder level). However, the reduced corporate income tax rates implemented by Tax Reform enacted by the TCJA slightly narrowed the differential between the overall tax imposed on earnings from corporations and earnings from partnerships.

Each share of Williams Common Stock is expected to pay a lower dividend over the medium term as compared to the expected distribution on each WPZ Common Unit.

The WPZ Conflicts Committee was not authorized to, and did not, conduct an auction process or other solicitation of interest from third parties for the acquisition of Williams Partners. Williams indicated that (among acquisition or merger alternatives considered) it was interested only in a business combination with

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Williams Partners and that it was not interested in disposing of its controlling interest in Williams Partners to a third party at such time. Because of this, and because Williams indirectly controls Williams Partners, it was considered unrealistic to expect or pursue an unsolicited third-party acquisition proposal or offer for the assets or control of Williams Partners, and unlikely that the WPZ Conflicts Committee could conduct a meaningful auction for the acquisition of the assets or control of Williams Partners.

Because the Merger is subject to the approval of holders of a majority of the outstanding WPZ Common Units, and the Williams Parties own a majority of the outstanding WPZ Common Units and have agreed to vote in favor of the Merger proposal, the affirmative vote of WPZ Public Unitholders is not needed to approve the Merger proposal.

The Exchange Ratio is fixed, and therefore the value of the consideration payable to WPZ Public Unitholders based on the ratio will decrease in the event that the market price of Williams Common Stock decreases relative to any change in the market price of WPZ Common Units prior to the closing of the Merger.

The risk that the potential benefits sought in the Merger might not be fully realized.

The Merger may not be completed in a timely manner, or at all, which could result in significant costs and disruption to Williams Partners' normal business and a decline in the trading price of WPZ Common Units.

Certain terms of the Merger Agreement, principally the provisions allowing the Williams Board to withdraw or change its recommendation in the event of a qualifying alternative acquisition proposal or intervening event if the Williams Board makes a good faith determination that the failure to change its recommendation would be reasonably likely to be inconsistent with its fiduciary duties to Williams Stockholders, and the limited pre-closing restrictions on Williams with regard to its business and issuance of equity, despite WPZ Public Unitholders receiving shares of Williams Common Stock in the Merger, the value of which will reflect such changes in such business and equity issuances.

The Support Agreement obligates the Williams Parties to submit a written consent in favor of the Merger Agreement, even in the event the WPZ Conflicts Committee or the WPZ Board no longer support approval of the Merger Agreement.

The WPZ Conflicts Committee did not have ultimate authority to determine whether to proceed with the Merger and the WPZ Board retained the right to move forward with the Merger even in the absence of Special Approval by the WPZ Conflicts Committee.

WPZ Public Unitholders are not entitled to dissenters' or appraisal rights under the Merger Agreement, Williams Partners' limited partnership agreement or Delaware law.

WPZ Public Unitholders will be foregoing the potential benefits that would be realized by remaining unitholders of Williams Partners on a standalone basis.

Litigation may occur in connection with the Merger and such litigation may increase costs and result in a diversion of management focus.

Some of the executive officers and directors of Williams Partners have interests in the Merger that are different from, or in addition to, the interests of WPZ Public Unitholders generally.

In addition to the factors described above, the WPZ Conflicts Committee considered the following procedural factors in making its determination that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders:

The members of the WPZ Conflicts Committee have served on the WPZ Board and are familiar with, and understand, the businesses, assets, liabilities, results of operations, financial condition and competitive positions and prospects of Williams Partners and the WPZ General Partner.

The compensation of the members of the WPZ Conflicts Committee is in no way contingent on their approving the Merger Agreement or the Merger, and the members of the WPZ Conflicts Committee will not

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personally benefit from the consummation of the Merger in a manner different from the WPZ Public Unitholders.

The members of the WPZ Conflicts Committee have not been requested to serve on the Williams Board after the Merger.

While no specific issues came to the attention of the WPZ Conflicts Committee with respect to information it was provided, the WPZ Conflicts Committee was aware that Williams, as the control party of Williams Partners, controlled the delivery and presentation of information the WPZ Conflicts Committee received for purposes of evaluating the Merger and the fairness of the Merger Consideration to the WPZ Public Unitholders.

The WPZ Conflicts Committee had no obligation to recommend any transaction, including the proposal put forth by Williams.

After taking into account all of the factors set forth above, as well as others, the WPZ Conflicts Committee concluded that the potential benefits of the Merger outweighed any negative or unfavorable considerations and determined that the Merger Agreement and the transactions contemplated thereby are in the best interests of Williams Partners and the WPZ Public Unitholders.

The foregoing discussion is not intended to be exhaustive but is intended to address the material information and principal factors considered by the WPZ Conflicts Committee in considering the Merger. In view of the number and variety of factors and the amount of information considered, the WPZ Conflicts Committee did not find it practicable to, and did not make specific assessments of, quantify or otherwise assign relative weights to, the specific factors considered in reaching its determination. In addition, the WPZ Conflicts Committee did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, and individual members of the WPZ Conflicts Committee may have given different weights to different factors. The WPZ Conflicts Committee made its recommendation based on the totality of information presented to, and the investigation conducted by, the WPZ Conflicts Committee. It should be noted that certain statements and other information presented in this section are forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading **Information Regarding Forward-Looking Statements**.

## **Unaudited Financial Projections of Williams and Williams Partners**

In connection with the proposed Merger, management of Williams provided projections relating to Williams and Williams Partners that included future financial and operating performance. The projections were prepared for Williams and Williams Partners on a stand-alone basis, and reflected the anticipated impact of the FERC Announcement during the periods presented. These non-public projections were provided to Evercore for use and consideration in its financial analysis and in preparation of its opinion to the WPZ Conflicts Committee and to Morgan Stanley for use and consideration in its financial analysis and in preparation of its opinion to the Williams Board. A summary of these projections is included below to give holders of WPZ Public Units and Williams Common Stock access to certain non-public unaudited prospective financial information that was made available to Evercore, Morgan Stanley, the WPZ Conflicts Committee, the WPZ Board, and the Williams Board in connection with the proposed Merger.

***You should be aware that uncertainties are inherent in prospective financial information of any kind. None of Williams or Williams Partners or any of their affiliates, advisors, officers, directors, or representatives has made or makes any representation or can give any assurance to any WPZ Unitholder or Williams Stockholder, or any other***



*person regarding the ultimate performance of Williams Partners or Williams compared to the summarized information set forth below or that any such results will be achieved.*

The summary projections set forth below summarize the projections made available to the legal and financial advisors to each of the parties to the transaction. The inclusion of the following summary projections in

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this joint consent statement/proxy statement/prospectus should not be regarded as an indication that Williams Partners, Williams, or their respective representatives considered or consider the projections to be a reliable or accurate prediction of future performance or events, and the summary projections set forth below should not be relied upon as such.

The Williams and Williams Partners projections summarized below were prepared by employees of Williams. The Williams and Williams Partners projections were only prepared for internal planning purposes and not with a view toward public disclosure or toward compliance with GAAP, the published guidelines of the SEC, or the guidelines established by the American Institute of Certified Public Accountants. None of Ernst & Young LLP ( Ernst & Young ), PricewaterhouseCoopers LLP ( PwC ), or Deloitte & Touche LLP ( DT ), nor any other independent registered public accounting firm has audited, reviewed, compiled, examined or performed any procedures with respect to the prospective financial information contained in the projections, and accordingly, none of Ernst & Young, PwC, or DT expresses an opinion or any other form of assurance with respect thereto. The Ernst & Young reports incorporated by reference into this joint consent statement/proxy statement/prospectus with respect to Williams Partners relate to historical financial information of Williams Partners and the PwC and DT reports incorporated by reference into this joint consent statement/proxy statement/prospectus with respect to Gulfstream relate to historical financial information of Gulfstream. Such reports do not extend to the projections included below and should not be read to do so. Neither the WPZ Board nor the Williams Board prepared, and none of the WPZ Board, the WPZ Conflicts Committee, the WPZ General Partner, Williams Partners, or the Williams Board gives any assurance regarding, the summarized information.

The internal financial projections of Williams and Williams Partners are, in general, prepared primarily for internal use. Such internal financial forecasts are inherently subjective in nature, susceptible to interpretation and, accordingly, such forecasts may not be achieved. The internal financial forecasts also reflect numerous assumptions made by management, including material assumptions that may not be realized and are subject to significant uncertainties and contingencies, all of which are difficult to predict and many of which are beyond the control of the preparing party. Williams management, consistent with past presentations to the WPZ Board and public guidance representations, develops its financial forecasts according to several criteria, including commodity price sensitivities. Additionally, prospective mergers and acquisitions and any prospective projects were excluded from the financial projections. Accordingly, there can be no assurance that the assumptions made in preparing the internal financial forecasts upon which the foregoing projected financial information was based will prove accurate. There will be differences between actual and forecasted results, and the differences may be material. The risk that these uncertainties and contingencies could cause the assumptions to fail to be reflective of actual results is further increased due to the length of time in the future over which these assumptions apply. Any inaccuracy of assumptions and projections in early periods could have a compounding effect on the projections shown for the later periods. Thus, any failure of an assumption or projection to be reflective of actual results in an early period could have a greater effect on the projected results failing to be reflective of actual events in later periods.

All of these assumptions involve variables making them difficult to predict, and some are beyond the control of Williams Partners and Williams. Although Williams management believes that there was a reasonable basis for its projections and underlying assumptions, any assumptions for near-term projected cases remain uncertain, and the risk of inaccuracy increases with the length of the forecasted period. The projections are forward-looking statements and are subject to risks and uncertainties. See Information Regarding Forward-Looking Statements.

In developing the projections, Williams management made numerous material assumptions with respect to Williams and Williams Partners for the period from 2018 to 2020, including:

organic growth opportunities, and the amounts and timing of related capital expenditures and related operational cash flows;

outstanding debt during applicable periods, and the availability and cost of capital;

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the cash flow from existing assets and business activities;

the anticipated impact of the FERC Announcement;

the prices and production of, and demand for crude oil, natural gas, NGLs and other hydrocarbon products, which could impact volumes and margins; and

other general business, market, and financial assumptions.

The summarized projected financial information set forth below was based on Williams and Williams Partners stand-alone projected results for 2018 through 2020, and, therefore include the estimated impact of the FERC Announcement.

	<b>Year ended December 31,(1)</b>		
	<b>2018</b>	<b>2019</b>	<b>2020</b>
	<b>(Millions of dollars, other than per share/unit amounts)</b>		
Williams Partners FERC Impacted Adjusted EBITDA (2)	\$ 4,521	\$ 4,918	\$ 5,004
William Partners FERC Impacted distributable cash flow (3)	2,963	3,205	3,359
Williams Partners cash distributions per limited partner unit	2.54	2.70	2.84
Williams Partners FERC Impacted coverage ratio (4)	1.21x	1.22x	1.21x
Williams total cash available for dividend (5)	1,541	1,764	1,834
Williams dividends per share	1.36	1.52	1.60

- (1) The summarized projected financial information includes the impact of the FERC Announcement. If the impact of the FERC Announcement were excluded, the financial projections for Williams Partners would be: (i) Adjusted EBITDA of \$5.083 billion and \$5.169 billion for the years ended December 31, 2019 and December 31, 2020, respectively, (ii) distributable cash flow of \$3.373 billion and \$3.534 billion for the years ended December 31, 2019 and December 31, 2020, respectively, and (iii) coverage ratio of 1.28x and 1.27x for the years ended December 31, 2019 and December 31, 2020, respectively.
- (2) Adjusted EBITDA is a non-GAAP measure of financial performance and is defined as net income (loss) before income tax expense, net interest expense, equity earnings from equity-method investments, other net investing income, impairments of equity investments and goodwill, depreciation and amortization expense, and accretion expense associated with asset retirement obligations for nonregulated operations. Adjusted EBITDA also includes Williams Partners proportional ownership share (based on ownership interest) of Adjusted EBITDA of equity-method investments and further excludes items of income or loss that Williams Partners characterizes as unrepresentative of its ongoing operations.
- (3) Distributable cash flow is a non-GAAP measure of financial performance and is defined 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 expense and certain other adjustments that management believes affects the comparability of results. Adjustments for maintenance capital expenditures and cash portion of interest expense include Williams Partners proportionate share of these items of

its equity-method investments.

- (4) Coverage ratio is a non-GAAP measure of financial performance and is the ratio of distributable cash flow to the total cash distributed. The measure reflects the amount of distributable cash flow relative to Williams Partners cash distributions.
- (5) Total cash available for dividend is a non-GAAP measure of financial performance and is defined as cash received from Williams' ownership in Williams Partners and Adjusted EBITDA from Williams' Other segment, less interest, taxes and maintenance capital expenditures associated with Williams' Other segment.

NEITHER WILLIAMS PARTNERS NOR WILLIAMS INTEND TO UPDATE OR OTHERWISE REVISE THE ABOVE PROSPECTIVE FINANCIAL INFORMATION TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE SUCH PROSPECTIVE FINANCIAL INFORMATION WAS PREPARED OR TO REFLECT THE OCCURRENCE OF SUBSEQUENT EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH PROSPECTIVE FINANCIAL INFORMATION ARE NO LONGER APPROPRIATE.

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**Opinion of Evercore – Financial Advisor to the WPZ Conflicts Committee**

The WPZ Conflicts Committee retained Evercore to act as its financial advisor in connection with evaluating the proposed Merger. At the request of the WPZ Conflicts Committee at a meeting of the WPZ Conflicts Committee held on May 16, 2018, Evercore rendered its oral opinion to the WPZ Conflicts Committee (subsequently confirmed in writing) that, as of May 16, 2018, based upon and subject to the assumptions made, procedures followed, matters considered, qualifications and limitations on the scope of review undertaken by Evercore in connection with the preparation of its opinion as set forth therein, the Merger Consideration to be received by the WPZ Public Unitholders pursuant to the Merger Agreement was fair, from a financial point of view, to the WPZ Public Unitholders.

The opinion speaks only as of the date it was delivered and not as of the time the Merger will be completed or any other date. The opinion does not reflect changes that may occur or may have occurred after May 16, 2018, which could alter the facts and circumstances on which Evercore’s opinion was based. It is understood that subsequent events may affect Evercore’s opinion, but Evercore does not have any obligation to update, revise or reaffirm its opinion.

**The full text of the written opinion of Evercore, which sets forth the assumptions made, procedures followed, matters considered, qualifications and limitations of the review undertaken in rendering its opinion, is attached hereto as Annex B. You are urged to read Evercore’s opinion carefully and in its entirety. Evercore’s opinion was directed to the WPZ Conflicts Committee (in its capacity as such), and only addressed the fairness, from a financial point of view, as of May 16, 2018, to the WPZ Public Unitholders of the Merger Consideration to be received by the WPZ Public Unitholders pursuant to the Merger Agreement. Evercore’s opinion did not address any other term, aspect or implications of the Merger. Neither Evercore’s opinion, the summary of such opinion nor the related analyses set forth in this joint consent statement/proxy statement/prospectus are intended to be, and they do not constitute, a recommendation to the WPZ Conflicts Committee or to any other person in respect of the Merger or any other matter, including as to how any holder of WPZ Common Units should act or vote in respect of the Merger. The summary of Evercore’s opinion set forth in this joint consent statement/proxy statement/prospectus is qualified in its entirety by reference to the full text of the written opinion.**

In connection with rendering its opinion and performing its related financial analyses, Evercore, among other things:

reviewed certain publicly available historical business and financial information relating to Williams Partners and Williams that Evercore deemed relevant, including the Annual Report on Form 10-K for the year ended December 31, 2017, Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 and certain Current Reports on Form 8-K, in each case as filed with or furnished to the U.S. Securities and Exchange Commission by Williams Partners and Williams;

reviewed certain non-public projected financial and operating data relating to Williams Partners and Williams prepared and furnished to Evercore by management of Williams;

discussed the current operations of Williams Partners and Williams and the historical and projected financial and operating data and assumptions relating to Williams Partners and Williams with management of Williams;

reviewed publicly available research analyst estimates for Williams Partners and Williams future financial performance on a standalone basis;

performed discounted distribution / dividend analysis on Williams Partners and Williams based on forecasts and other data provided by management of Williams;

reviewed the financial metrics of certain historical transactions that Evercore deemed relevant and compared them to the forecasts and other data provided by management of Williams;

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compared the trading performance of Williams Partners and Williams with the trading performance of public issuers that Evercore deemed relevant;

reviewed the premiums paid in certain historical transactions that Evercore deemed relevant and compared such premiums to those implied by the Merger;

reviewed a draft of the Merger Agreement, dated May 15, 2018;

reviewed a draft of the Support Agreement, dated May 15, 2018; and

performed such other analyses and examinations, reviewed such other information and considered such other factors that Evercore deemed appropriate.

For purposes of its analysis and opinion, Evercore assumed and relied upon, without undertaking any independent verification of, the accuracy and completeness of all of the information publicly available and all of the information supplied or otherwise made available to, discussed with, or reviewed by Evercore and upon the assurances of the management of Williams Partners that they were not aware of any relevant information that has been omitted or that remains undisclosed to Evercore, and Evercore assumed no liability therefor. With respect to the projected financial and operating data relating to Williams Partners and Williams, Evercore assumed that they had been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the respective managements of Williams Partners and Williams as to the future financial performance of Williams Partners and Williams, as applicable, under the assumptions stated therein. Evercore expressed no view as to the projected financial and operating data or any judgments, estimates or assumptions on which they were based. Evercore relied at the WPZ Conflicts Committee's direction, without independent verification, upon the assessments of the management of each of Williams Partners and Williams as to the future financial and operating performance of Williams Partners and Williams.

For purposes of rendering its opinion, Evercore assumed, in all respects material to its analysis, that the Merger Agreement, the Support Agreement and any other related agreement (collectively, the Transaction Agreements) would be executed and delivered in the draft forms reviewed by Evercore, that the representations and warranties of each party contained in the Transaction Agreements (in the draft forms reviewed by Evercore) were true and correct in all material respects, that each party would perform all of the covenants and agreements required to be performed by it under the Transaction Agreements and applicable law and the governing documents of each of Williams Partners and Williams, including, but not limited to, the cancellation and retirement of WPZ Common Units owned by Williams Partners (collectively, the Merger Related Actions), and that all conditions to the consummation of the Merger, including the Merger Related Actions and transactions related to the Transaction Agreements, would be satisfied without material waiver or modification thereof. Evercore further assumed, with the WPZ Conflicts Committee's consent, that the Merger and transactions related to the Transaction Agreements would be consummated in accordance with their terms, without waiver, modification or further amendment of any material term, condition or agreement and that all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the Merger and transactions related to the Transaction Agreements would be obtained without any material delay, limitation, restriction or condition that would have an adverse effect on Williams Partners, Williams, the consummation of the Merger or any transactions related to the Transaction Agreements, or materially reduce the benefits of the Merger to Williams Partners. Evercore assumed the final versions of all documents reviewed by it in draft form will conform in all material respects to the drafts reviewed by it.



Evercore did not make nor did it assume any responsibility for making any independent valuation or appraisal of the assets or liabilities of Williams Partners or Williams, nor was Evercore furnished with any such appraisals, nor did it evaluate the solvency or fair value of Williams Partners or Williams under any state or federal laws relating to bankruptcy, insolvency or similar matters. Evercore's opinion is necessarily based upon information made available to it as of the date of its opinion and financial, economic, monetary, market, regulatory and other conditions and circumstances as they existed and as could be evaluated on the date thereof.

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Evercore was not asked to pass upon, and expressed no opinion with respect to, any matter other than the fairness, from a financial point of view, to the WPZ Public Unitholders of the Merger Consideration to be received by the WPZ Public Unitholders pursuant to the Merger Agreement. Evercore did not express any view on, and its opinion did not address, the fairness of the Merger to any other persons or the holders of any other securities, creditors or other constituencies of Williams Partners, nor any view as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Williams Partners or any of the other parties to the Merger Agreement or any affiliates thereof, or any classes of such persons, whether relative to the Merger Consideration or otherwise. In addition, Evercore's opinion did not address any tax consequences of the Merger to any WPZ Public Unitholder. Evercore assumed that any modification to the structure of the Merger would not vary in any respect material to its analysis. Evercore's opinion did not address the relative merits of the Merger as compared to other business or financial strategies that might be available to Williams Partners or Williams, nor did it address the underlying business decision of Williams Partners to engage in the Merger. Evercore's opinion did not constitute a recommendation to the WPZ Conflicts Committee or to any other persons in respect of the Merger. Evercore expressed no opinion as to the price at which the WPZ Common Units or Williams Common Stock will trade at any time. The opinion noted that Evercore is not a legal, regulatory, accounting or tax expert and that Evercore assumed the accuracy and completeness of assessments by the management of Williams Partners and their advisors with respect to legal, regulatory, accounting and tax matters.

Set forth below is a summary of the material financial analyses performed by Evercore and reviewed with the WPZ Conflicts Committee on May 16, 2018, in connection with rendering its opinion to the WPZ Conflicts Committee. Each analysis was provided to the WPZ Conflicts Committee. The following summary, however, does not purport to be a complete description of the analyses performed by Evercore. In connection with arriving at its opinion, Evercore considered all of its analyses as a whole, and the order of the analyses described and the results of these analyses do not represent any relative importance or particular weight given to these analyses by Evercore. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data (including the closing prices for WPZ Common Units and shares of Williams Common Stock) that existed on May 16, 2018, and is not necessarily indicative of current market conditions.

**The following summary of financial analyses includes information presented in tabular format. These tables must be read together with the text of each summary in order to fully understand the financial analyses performed by Evercore. The tables alone do not constitute a complete description of the financial analyses performed by Evercore. Considering the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Evercore's financial analyses.**

***Valuation of Williams Partners******Discounted Distribution Analysis***

Evercore performed a discounted distribution analysis for Williams Partners based on the projections provided by Williams Partners' management. Evercore based this analysis on (a) the sum of the present value of Williams Partners' projected distributions per WPZ Common Unit on a stand-alone basis from the second half of 2018 through year-end 2020 and (b) the present value of the terminal value determined as the quotient of Williams Partners' projected 2020 distributions per WPZ Common Unit and the projected yield on WPZ Common Units in 2020.

For this analysis, Evercore assumed a range of terminal yields from 6.0% to 8.0% based upon the distribution yield range at which WPZ Common Units traded during the 52-week period prior to May 16, 2018. Evercore also assumed cost of equity discount rates for Williams Partners of 8.0% to 9.0% (based on a capital asset pricing model (CAPM)).

and 12.5% to 13.5% (based on total expected market return).

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After giving effect to such discounting, this analysis resulted in a range of implied values per WPZ Common Unit of \$34.71 to \$45.21 based on CAPM, and \$31.66 to \$41.11 based on total expected market return.

Evercore derived its ranges of discount rates and terminal yields based on, among other things, its professional judgment and experience, including its understanding of the size, relative profitability and expected growth of Williams Partners and the selected peer partnerships to which Evercore compared Williams Partners in the Williams Partners Peer Group Trading Analysis and the multiples and discount rates of those peer partnerships. Evercore's calculations reflect its review of the full range of discount rates and terminal yields implied by the comparable peer partnerships rather than the application of a mathematical mean or median.

*Peer Group Trading Analysis*

Evercore performed a peer group trading analysis of Williams Partners by reviewing and comparing the market values and trading multiples of the following 14 publicly traded partnerships that Evercore deemed to have certain characteristics that are similar to Williams Partners, such as market value, asset base and other characteristics:

*Large-Cap Diversified MLPs*

Enbridge Energy Partners, L.P.

Energy Transfer Partners, L.P.

Enterprise Products Partners L.P.

MPLX LP

Plains All American Pipeline, L.P.

Spectra Energy Partners, LP

*FERC-Regulated Natural Gas Pipeline MLPs*

Boardwalk Pipeline Partners, LP

Dominion Midstream Partners, LP

EQT Midstream Partners, LP

TC PipeLines, LP

*Gathering & Processing MLPs Greater Than \$2.0 Billion Equity Market Value*

Antero Midstream Partners LP

DCP Midstream Partners, LP

EnLink Midstream Partners, LP

Western Gas Partners, LP

Although the peer group was compared to Williams Partners for purposes of this analysis, no partnership used in the peer group analysis is identical or directly comparable to Williams Partners. In order to calculate peer group trading multiples, Evercore relied on publicly available filings with the SEC and equity research analyst estimates.

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For each of the peer group partnerships, Evercore calculated the following trading multiples for the Large-Cap Diversified MLPs, FERC-Regulated Natural Gas Pipeline MLPs and Gathering & Processing MLPs Greater Than \$2.0 Billion Equity Market Value:

enterprise value/2018E EBITDA, which is defined as market value of equity, plus debt, preferred equity and minority interest, less cash ( enterprise value ), divided by estimated earnings before interest, taxes, depreciation and amortization ( EBITDA ) for the calendar year 2018;

enterprise value/2019E EBITDA, which is defined as enterprise value divided by estimated EBITDA for the calendar year 2019;

current distribution yield;

expected distribution yield for the calendar year 2018;

expected distribution yield for the calendar year 2019;

distribution growth; and

total expected market return.

The mean and median trading multiples of the three peer trading groups are set forth below. The table also includes relevant multiple ranges selected by Evercore based on the resulting range of multiples and certain other considerations related to the specific characteristics of the Partnership noted by Evercore.

<b>Large-Cap Diversified MLPs Benchmark</b>		<b>Mean</b>	<b>Median</b>
EV/2018E EBITDA		11.3x	11.7x
EV/2019E EBITDA		10.6x	11.0x
Distribution Yield	Current	8.9%	8.1%
Distribution Yield	2018E	9.0%	8.3%
Distribution Yield	2019E	9.3%	8.7%
Distribution Growth		3.8%	2.6%
Total Expected Market Return		12.6%	13.4%
<b>FERC-Regulated Natural Gas Pipeline MLPs Benchmark</b>		<b>Mean</b>	<b>Median</b>
EV/2018E EBITDA		8.5x	8.3x
EV/2019E EBITDA		7.6x	8.0x
Distribution Yield	Current	7.8%	8.6%
Distribution Yield	2018E	8.0%	9.1%

Distribution Yield	2019E	8.5%	9.9%
Distribution Growth		7.5%	9.6%
Total Expected Market Return		16.6%	18.9%

**Gathering & Processing MLPs Greater Than \$2.0 Billion Equity Market**

<b>Value Benchmark</b>	<b>Mean</b>	<b>Median</b>
EV/2018E EBITDA	10.1x	10.1x
EV/2019E EBITDA	8.7x	8.7x
Distribution Yield	Current	7.5%
Distribution Yield	2018E	7.8%
Distribution Yield	2019E	8.3%
Distribution Growth		7.1%
Total Expected Market Return	14.6%	12.5%

Based on its review of the peer groups and Evercore's professional judgment, Evercore selected enterprise value multiple ranges of 9.0x – 11.0x to 2018E EBITDA and 8.25x to 10.25x to 2019E EBITDA.

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Evercore applied the relevant multiples to Williams Partners' projected 2018E and 2019E Adjusted EBITDA from the projections of Williams Partners' management (see *The Merger Unaudited Financial Projections of Williams and Williams Partners*) to determine a selected enterprise value range of \$40,686 million to \$49,727 million for year-end 2018, and \$40,577 million to \$50,414 million for year-end 2019. After adjusting for net debt and minority interest as of March 31, 2018 and WPZ Common Units outstanding as of April 30, 2018, Evercore determined an implied equity value per WPZ Common Unit range of \$23.35 per WPZ Common Unit to \$32.61 per WPZ Common Unit for year-end 2018 and \$23.24 per WPZ Common Unit to \$33.32 per WPZ Common Unit for year-end 2019.

*Precedent M&A Transactions Analysis*

Evercore reviewed selected publicly available information for FERC-regulated natural gas pipeline transactions announced between August 2012 and February 2018 and selected 21 transactions involving assets that Evercore deemed to have certain characteristics that are similar to those of Williams Partners' FERC-regulated natural gas pipelines, although Evercore noted that none of the selected transactions or the selected entities that participated in the selected transactions were directly comparable to the Merger or Williams Partners. Evercore also reviewed selected publicly available information for natural gas gathering and processing transactions announced between February 2016 and April 2018 and selected 26 transactions involving assets that Evercore deemed to have certain characteristics that are similar to those of Williams Partners' natural gas gathering and processing assets, although Evercore noted that none of the selected transactions or the selected entities that participated in the selected transactions were directly comparable to the Merger or Williams Partners.

Based on a review of the full range of historical enterprise value to EBITDA multiples paid in the selected precedent transactions and its professional judgment, rather than the application of a mathematical mean or median, Evercore applied relevant EBITDA multiples ranging from 9.0x to 11.0x to determine a selected enterprise value range for Williams Partners' Northeast G&P business segment of \$9,945 million to \$12,155 million for year-end 2018. Evercore also applied relevant EBITDA multiples ranging from 9.0x to 11.0x to determine a selected enterprise value range for Williams Partners' Atlantic Gulf business segment of \$17,280 million to \$21,120 million for year-end 2018. Evercore also applied relevant EBITDA multiples ranging from 8.0x to 10.0x to determine a selected enterprise value range for Williams Partners' West business segment of \$12,504 million to \$15,630 million for year-end 2018.

Evercore then conducted a sum-of-the-parts analysis and combined the individual enterprise value ranges for the Northeast G&P, Atlantic Gulf and West business segments to determine a selected enterprise value range for Williams Partners of \$39,729 million to \$48,905 million for year-end 2018. After adjusting for net debt and minority interest as of March 31, 2018 and WPZ Common Units outstanding as of April 30, 2018, Evercore determined an implied equity value per WPZ Common Unit range of \$23.37 per WPZ Common Unit to \$31.77 per WPZ Common Unit.

*Valuation of Williams**Discounted Dividend Analysis*

Evercore performed a discounted dividend analysis for Williams based on the projections provided by Williams management. Evercore based this analysis on (a) the sum of the present value of Williams' projected dividends per share of Williams Common Stock on a stand-alone basis from the second half of 2018 through year-end 2020 and (b) the present value of the terminal value determined as the quotient of Williams' projected 2020 dividends per share of Williams Common Stock and the projected yield on Williams Common Stock in 2020.





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For this analysis, Evercore assumed a range of terminal yields from 4.0% to 6.0% based upon the dividend yield range at which Williams Common Stock traded during the 52-week period prior to May 16, 2018. Evercore also assumed cost of equity discount rates for Williams of 9.0% to 11.0% (based on CAPM) and 12.5% to 13.5% (based on total expected market return).

After giving effect to such discounting, this analysis resulted in a range of implied values per share of Williams Common Stock of \$23.87 to \$35.65 based on CAPM, and \$22.66 to \$33.06 based on total expected market return.

Evercore derived its ranges of discount rates and terminal yields based on, among other things, its professional judgment and experience, including its understanding of the size, relative profitability and expected growth of Williams and the selected peer companies and partnerships to which Evercore compared Williams in the Williams Peer Group Trading Analysis and the multiples and discount rates of those peer companies and partnerships. Evercore's calculations reflect its review of the full range of discount rates and terminal yields implied by the comparable peer companies and partnerships rather than the application of a mathematical mean or median.

***Peer Group Trading Analysis***

Evercore performed a peer group trading analysis of Williams based on the peer group trading analysis-implied price per WPZ Common Unit for Williams Partners at year-end 2018 and year-end 2019 to determine an implied enterprise value range for Williams of \$16,827 million to \$23,503 million for year-end 2018 and \$16,746 million to \$24,010 million for year-end 2019. After adjusting for net debt as of March 31, 2018 and Williams Common Stock outstanding as of April 30, 2018, Evercore determined an implied equity value range per share of Williams Common Stock of \$15.08 to \$23.15 for year-end 2018, and \$14.99 to \$23.76 for year-end 2019.

***Precedent M&A Transaction Analysis***

Evercore performed a precedent transactions analysis of Williams based on the precedent transactions analysis-implied price per WPZ Common Unit for Williams Partners to determine an implied enterprise value range for Williams of \$16,120 million to \$22,896 million. After adjusting for net debt as of March 31, 2019 and shares of Williams Common Stock outstanding as of April 30, 2018, Evercore determined an implied equity value range per share of Williams Common Stock of \$14.23 to \$22.42.

***Exchange Ratio Summary***

Evercore analyzed the implied exchange ratios from the valuation techniques utilized for the valuation of Williams Partners and Williams. These valuation techniques included discounted distribution/dividend analysis based on CAPM and expected market return, peer group trading analysis and precedent M&A transaction analysis. The low to high exchange ratio using the discounted distribution/dividend analysis based on CAPM was 1.27x to 1.45x. The low to high exchange ratio using a discounted distribution/dividend analysis based on expected market return was 1.24x to 1.40x. The low to high exchange ratio using a peer group trading analysis was 1.41x to 1.55x for year-end 2018 and 1.40x to 1.55x for year-end 2019. The low to high exchange ratio using a precedent M&A transactions analysis was 1.42x to 1.57x.

Evercore compared the results of the foregoing analyses to the proposed exchange ratio of 1.494 shares of Williams Common Stock for each outstanding WPZ Public Unit and the potential exchange ratio of 1.513 shares of WMB Common Stock for each outstanding WPZ Public Unit if the Merger closes on or after the record date for the regular quarterly cash dividend on the Williams Common Stock that is paid or payable during the calendar quarter ending September 30, 2018. The Merger Consideration was within or above the range of the implied exchange ratios for each

of the valuation techniques reviewed by Evercore.

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**Table of Contents*****General***

The foregoing summary of certain material financial analyses does not purport to be a complete description of the analyses or data presented by Evercore. The WPZ Conflicts Committee selected Evercore to provide financial advice in connection with its evaluation of the proposed Merger because of, among other reasons, Evercore's experience, reputation and familiarity with the midstream sector of the energy industry and because its investment banking professionals have substantial experience in transactions similar to the Merger. In connection with the review of the Merger, Evercore performed a variety of financial and comparative analyses for purposes of rendering its opinion to the WPZ Conflicts Committee. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary described above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Evercore's opinion. In arriving at its fairness determination, Evercore considered the results of all the analyses and did not draw, in isolation, conclusions from or with regard to any one analysis or factor considered by it for purposes of its opinion. Rather, Evercore made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all the analyses. In addition, Evercore may have given various analyses and factors more or less weight than other analyses and factors, and may have deemed various assumptions more or less probable than other assumptions. As a result, the ranges of valuations resulting from any particular analysis or combination of analyses described above should not be taken to be the view of Evercore with respect to the actual value of WPZ Common Units or the Williams Common Stock. No company or partnership used in the above analyses as a comparison is directly comparable to Williams Partners or Williams, and no precedent transaction used is directly comparable to the Merger. Furthermore, Evercore's analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the acquisition, public trading or other values of the companies, partnerships or transactions used, including judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Williams Partners or Williams and their respective advisors.

Evercore prepared these analyses solely for the information and benefit of the WPZ Conflicts Committee and for the purpose of providing an opinion to the WPZ Conflicts Committee as to the fairness of the Merger Consideration, from a financial point of view, to the WPZ Public Unitholders. These analyses do not purport to be appraisals or to necessarily reflect the prices at which the business or securities actually may be sold. Any estimates contained in these analyses are not necessarily indicative of actual future results, which may be significantly more or less favorable than those suggested by such estimates. Accordingly, estimates used in, and the results derived from, Evercore's analyses are inherently subject to substantial uncertainty, and Evercore assumes no responsibility if future results are materially different from those forecasted in such estimates. The issuance of the opinion was approved by an opinion committee of Evercore.

Except as described above, the WPZ Conflicts Committee imposed no other restrictions or limitations on Evercore with respect to the investigations made or the procedures followed by Evercore in rendering its opinion. The Merger Consideration was determined through arm's-length negotiations between the WPZ Conflicts Committee and Williams, and the WPZ Conflicts Committee approved the Merger Agreement and recommended the Merger Agreement to the WPZ Board for approval. Evercore provided advice to the WPZ Conflicts Committee during these negotiations. Evercore did not, however, recommend any specific Merger Consideration to the WPZ Conflicts Committee, the WPZ Board or Williams Partners or recommend that any specific Merger Consideration constituted the only appropriate consideration for the Merger. Evercore's opinion was only one of many factors considered by the WPZ Conflicts Committee in evaluating the Merger and making its recommendation to the board of directors of the WPZ General Partner, and the opinion should not be viewed as determinative of the views of the WPZ Conflicts Committee with respect to the Merger.

Under the terms of Evercore's engagement letter with the WPZ Conflicts Committee, Williams Partners agreed to pay Evercore a fee of \$1,250,000 upon rendering its opinion, which was not contingent upon the conclusion of Evercore's opinion or the consummation of the Merger. Evercore also received a fee of \$250,000

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upon execution of its engagement letter with the WPZ Conflicts Committee, and Evercore will be entitled to receive an additional fee of \$1,500,000 if the Merger is consummated. In addition, Williams Partners has agreed to reimburse Evercore for its reasonable out-of-pocket expenses (including legal fees, expenses and disbursements) incurred in connection with its engagement and to indemnify Evercore and any of its members, partners, officers, directors, advisors, representatives, employees, agents, affiliates and controlling persons, if any, against certain liabilities and expenses arising out of its engagement, or to contribute to payments which any of such persons might be required to make with respect to such liabilities.

Evercore and its affiliates engage in a wide range of activities for their own accounts and the accounts of customers. In connection with these businesses or otherwise, Evercore and its affiliates and/or their respective employees, as well as investment funds in which any of them may have a financial interest, may at any time, directly or indirectly, hold long or short positions and may trade or otherwise effect transactions for their own accounts or the accounts of customers, in debt or equity securities, senior loans and/or derivative products relating to Williams Partners, Williams and their respective affiliates and, accordingly, may at any time hold a long or short position in such securities or instruments.

During the past two years, no material relationship has existed between Evercore and its affiliates and Williams Partners, Williams or any of their respective affiliates pursuant to which compensation was received by Evercore or its affiliates as a result of such a relationship, other than WPZ Conflicts Committee's December 2016 engagement of Evercore as its financial advisor with respect to Williams Partners' issuance of WPZ Common Units to the WPZ General Partner in consideration for, among other things, the Incentive Distribution Rights Waiver (as defined below), for which services Evercore received total fees of \$2,000,000 and reimbursement of certain expenses. Evercore may provide financial or other services to Williams Partners and/or Williams in the future and in connection with any such services may receive compensation. Evercore has not provided any services to Williams or any of its affiliates (other than the WPZ Conflicts Committee) in connection with the Merger.

## **Recommendation of the Williams Board and Its Reasons for the Merger**

On May 16, 2018, the Williams Board determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, and in connection with the Merger, the Charter Amendment and Stock Issuance, are in the best interests of Williams and its stockholders, approved and declared advisable the Merger Agreement, the Charter Amendment, and the Stock Issuance, and resolved to submit the Charter Amendment and Stock Issuance to a vote of the Williams Stockholders and recommend approval of the adoption of the Charter Amendment and approval of the Stock Issuance.

The Williams Board considered many factors in making its determination and recommendation. The Williams Board consulted with its financial and legal advisors and viewed the following factors as being generally positive or favorable in coming to its determination and related recommendation:

The Merger is expected to be immediately accretive to Williams Stockholders.

The Merger (and related subsequent structuring by Williams) are expected to allow Williams to maintain the FERC income tax allowance in its cost-of-service rates.

The comprehensive overall assessment undertaken by management and the Board of alternative approaches to address the financial impact of the FERC Announcement and the ultimate conclusion that the Merger is the most attractive solution.

The Merger is anticipated (based on projections) to increase the Williams dividend coverage ratio from current levels, allowing excess cash to be re-invested in attractive capital projects.

The Merger is anticipated to enhance Williams' growth profile. The Williams Board believes that the issuance of Williams Common Stock will in the future provide a more competitive cost of capital to pursue expansion projects and acquisitions as compared to funding projects and acquisitions through issuances of Williams Partners equity, as the Williams Partners equity is burdened with lower market capacity.

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The Merger (and related subsequent structuring by Williams) are expected to simplify the Williams organizational structure and enhance Williams' credit profile, resulting in one equity-holder base, one dividend policy, a uniform debt rating, and the elimination of the existing structural subordination of indebtedness among Williams and Williams Partners. The simplified structure is expected to lower costs and provide opportunities for synergies.

The Merger is expected to enable Williams to benefit from additional tax depreciation, which extends the period for which Williams is not expected to be a cash taxpayer through 2024.

Morgan Stanley rendered its oral opinion, subsequently confirmed by delivery of a written opinion, dated May 16, 2018, that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in the written opinion, the Merger Consideration to be paid by Williams pursuant to the Merger Agreement was fair from a financial point of view to Williams.

The Williams Board has reviewed with its financial and legal advisors the financial and other terms of the Merger Agreement and related documents, including the conditions to the parties' respective obligations and the termination provisions, including the contractual obligation of Williams Gas Pipeline to support the Merger.

The consummation of the Merger requires the approval of the Williams Stockholders. Under the Merger Agreement, the Williams Board may change its recommendation to the Williams Stockholders in connection with a Williams Designated Proposal or an Intervening Event, subject to a termination fee payable in certain circumstances (see Williams Board Recommendation; No Shop; and Williams Adverse Recommendation Change below).

The Williams Board is familiar with, and understands, the businesses, assets, liabilities, results of operations, financial condition, and competitive positions and prospects of Williams and Williams Partners. The following factors are generally negative or unfavorable in making a determination and recommendation with respect to the Merger:

The Exchange Ratio is fixed (subject to adjustment if the Merger closes on or after September 7, 2018) and therefore the value of the Merger Consideration payable to WPZ Public Unitholders will increase in the event that the market price of Williams Common Stock increases prior to the Closing.

There is risk that the potential benefits sought in the Merger might not be fully realized.

There is risk that Williams may be obligated to consummate the Merger even if there are material negative developments or events at Williams Partners between the signing of the Merger Agreement and the Closing.



There is a risk that Williams would be required to pay a termination fee to Williams Partners if the Merger Agreement is terminated under certain specified circumstances.

There is risk that the Merger might not be completed in a timely manner, or that the Merger might not be consummated at all as a result of a failure to satisfy the conditions contained in the Merger Agreement, including as a result of a failure to obtain Williams Stockholder Approval, and a failure to complete the Merger could negatively affect the trading price of Williams Common Stock.

Certain adjustments to the Merger Consideration and other changes to the Merger Agreement for the benefit of the WPZ Public Unitholders were negotiated by the WPZ Conflicts Committee.

After taking into account all of the factors set forth above, as well as others, the Williams Board concluded that the potential benefits of the Merger outweighed any negative or unfavorable considerations and determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, the Charter Amendment and the Stock Issuance, are in the best interests of Williams and its stockholders.

The foregoing discussion is not intended to be exhaustive, but is intended to address the material information and principal factors considered by the Williams Board in considering the Merger. In view of the

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number and variety of factors and the amount of information considered, the Williams Board did not find it practicable to, and did not make specific assessments of, quantify or otherwise assign relative weights to, the specific factors considered in reaching its determination. In addition, the Williams Board did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, and individual members of the Williams Board may have given different weights to different factors. The Williams Board made its recommendation based on the totality of information presented to, and the investigation conducted by, the Williams Board. It should be noted that certain statements and other information presented in this section are forward-looking in nature and, therefore, should be read in light of the factors discussed under the heading Information Regarding Forward-Looking Statements.

### **Opinion of Morgan Stanley Financial Advisor to the Williams Board**

Williams retained Morgan Stanley to provide it with financial advisory services in connection with the Merger and to provide a financial opinion to the Williams Board. Williams selected Morgan Stanley to act as its financial advisor based on Morgan Stanley's qualifications, expertise and reputation and its knowledge of the business and affairs of Williams. On May 16, 2018, at a meeting of the Williams Board, Morgan Stanley rendered its oral opinion, subsequently confirmed by delivery of a written opinion, dated May 16, 2018, that, as of such date and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in the written opinion, the Merger Consideration to be paid by Williams pursuant to the Merger Agreement was fair from a financial point of view to Williams.

**The full text of the written opinion of Morgan Stanley delivered to the Williams Board, dated as of May 16, 2018, is attached as Annex C to this joint consent statement/proxy statement/prospectus and is incorporated herein by reference in its entirety. Williams Stockholders should read Morgan Stanley's opinion carefully and in its entirety for a discussion of the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley in rendering its opinion. This summary is qualified in its entirety by reference to the full text of such opinion. Morgan Stanley's opinion was directed to the Williams Board, in its capacity as such, and addressed only whether the Merger Consideration to be paid by Williams pursuant to the Merger Agreement was fair from a financial point of view to Williams as of the date of such opinion. Morgan Stanley's opinion did not address any other aspects or implications of the Merger. Morgan Stanley's opinion did not in any manner address the price at which the Williams Common Stock would trade following the consummation of the Merger or at any time, and Morgan Stanley expressed no opinion or recommendation to any holder of shares of Williams Common Stock as to how such holder should vote at the Williams Special Meeting or whether to take any other action with respect to the Merger.**

For purposes of rendering its opinion, Morgan Stanley, among other things:

1. reviewed certain publicly available financial statements and other business and financial information of Williams Partners and Williams, respectively;
2. reviewed certain internal financial statements and other financial and operating data concerning Williams Partners and Williams, respectively;

3. reviewed certain financial projections prepared by the management of Williams;
4. reviewed information relating to certain strategic, financial and operational benefits anticipated from the Merger, prepared by the management of Williams;
5. discussed the past and current operations and financial condition and the prospects of Williams and Williams Partners, including information relating to certain strategic, financial and operational benefits anticipated from the Merger, prepared by the management of Williams, with senior executives of Williams;

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6. reviewed the pro forma impact of the Merger on Williams cash flow, consolidated capitalization and certain financial ratios;
7. reviewed the reported prices and trading activity for the Williams Common Stock and the WPZ Common Units;
8. compared the financial performance of Williams and Williams Partners and the prices and trading activity of the Williams Common Stock and the WPZ Common Units with that of certain other publicly-traded companies comparable with Williams and Williams Partners, respectively, and their securities;
9. reviewed certain financial terms, to the extent publicly available, of certain comparable acquisition transactions;
10. participated in certain discussions and negotiations among representatives of Williams and Williams Partners financial advisor;
11. reviewed the Merger Agreement and certain related documents; and
12. performed such other analyses and considered such other factors as Morgan Stanley deemed appropriate. Morgan Stanley assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or supplied or otherwise made available to Morgan Stanley by Williams, and formed a substantial basis for its opinion. With respect to the financial projections of Williams and Williams Partners provided by the management of Williams and the information relating to certain strategic, financial and operational benefits anticipated from the Merger, prepared by the management of Williams, Morgan Stanley assumed, with the consent of Williams, that they had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of Williams of the future financial performance of Williams and Williams Partners, including the potential impact of the Revised Policy Statement on Treatment of Income Taxes by the Federal Energy Regulatory Commission (issued March 15, 2018) (the Policy Statement ) and the recent changes in the U.S. tax laws and regulations pursuant to the TCJA on the future financial performance of Williams and Williams Partners, as to which Morgan Stanley expressed no view or opinion. Morgan Stanley further noted that (i) the actual and estimated financial and operating performance and the share price data that Morgan Stanley reviewed for the companies with publicly traded equity securities that Morgan Stanley deemed to be relevant and (ii) the financial terms of certain acquisition transactions that Morgan Stanley deemed relevant might not, in whole or in part, reflect the potential impact of the Policy Statement or the TCJA. In addition, Morgan Stanley assumed that the Merger will be consummated in accordance with the terms set forth in the Merger Agreement without any waiver, amendment or delay of any terms or conditions, including, among other things, that the definitive Merger Agreement would not differ in any material respect from the draft thereof furnished to Morgan Stanley. Morgan Stanley assumed that in connection with the receipt of all the necessary governmental, regulatory or other approvals and consents required for the Merger, no delays, limitations, conditions or restrictions would be imposed that would have a material adverse effect on the contemplated benefits expected to be derived in the proposed Merger. Morgan Stanley noted that it is not a legal, tax, or regulatory advisor. Morgan Stanley noted that it is a financial advisor only and relied upon, without independent verification, the assessment of Williams and Williams legal, tax, or regulatory advisors with respect to

legal, tax, or regulatory matters. Morgan Stanley did not perform any tax assessment in connection with the Merger. Morgan Stanley expressed no opinion with respect to the fairness of the amount or nature of the compensation to any of Williams Partners' officers, directors or employees, or any class of such persons, relative to the consideration to be paid to the holders of the WPZ Common Units in the transaction. Morgan Stanley was not requested to make, and did not make, any independent valuation or appraisal of the assets or liabilities (contingent or otherwise) of Williams Partners or Williams, nor was Morgan Stanley furnished with any such valuations or appraisals. Morgan Stanley's opinion was necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Morgan Stanley as of, the date of its opinion. Events occurring after the date of Morgan Stanley's opinion may affect Morgan

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Stanley's opinion and the assumptions used in preparing it, and Morgan Stanley did not assume any obligation to update, revise or reaffirm its opinion.

### ***Summary of Financial Analyses of Morgan Stanley***

The following is a summary of the material financial analyses performed by Morgan Stanley in connection with its oral opinion and the preparation of its written opinion to the Williams Board, both provided as of May 16, 2018. The following summary is not a complete description of the financial analyses performed and factors considered by Morgan Stanley in connection with its opinion, nor does the order of analyses described represent the relative importance or weight given to those analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before May 11, 2018. Some of these summaries of financial analyses include information presented in tabular format. In order to fully understand the financial analyses used by Morgan Stanley, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. The analyses listed in the tables and described below must be considered as a whole. Assessing any portion of such analyses and of the factors reviewed, without considering all analyses and factors, could create a misleading or incomplete view of the process underlying Morgan Stanley's opinion. Furthermore, mathematical analysis is not in itself a meaningful method of using the data referred to below.

In performing the financial analyses summarized below and in arriving at its opinion, at the direction of the Williams Board, Morgan Stanley utilized and relied upon certain financial projections relating to Williams Partners and Williams, provided by the management of Williams and which are described below. In addition, Morgan Stanley utilized and relied upon the number of issued and outstanding common units of Williams Partners and shares of common stock of Williams provided by management of Williams. For further information regarding the financial and operating projections, see the section entitled "The Merger - Unaudited Financial Projections of Williams and Williams Partners" beginning on page 48.

### ***Comparative Companies Analysis***

Using publicly available information, Morgan Stanley compared selected financial data of Williams Partners and Williams with similar data for selected publicly traded companies engaged in businesses which Morgan Stanley considered to be sufficiently analogous to Williams Partners or Williams.

For Williams Partners, the companies selected by Morgan Stanley (the "WPZ Peers"), were as follows:

Enterprise Products Partners L.P. ( EPD )

Energy Transfer Partners L.P. ( ETP )

MPLX LP ( MPLX )

Plains All American Pipeline, L.P. ( PAA )

Spectra Energy Partners, LP ( SEP )

Western Gas Partners, LP ( WES )

EnLink Midstream Partners, LP ( ENLK )

Enable Midstream Partners, LP ( ENBL )

For Williams, the companies selected by Morgan Stanley (the WMB Peers ), were as follows:

Enbridge Inc. ( ENB )

Energy Transfer Equity, L.P. ( ETE )

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EPD

TransCanada Corporation ( TRP )

Kinder Morgan, Inc. ( KMI )

ONEOK, Inc. ( OKE )

Targa Resources Corp. ( TRGP )

The companies selected as the WPZ Peers were selected because they have similar midstream asset profiles and are all publicly traded master limited partnerships. Those selected as WMB Peers have similar midstream asset profiles with significant trading liquidity and scale. The companies selected may be considered similar to Williams Partners and Williams based on the nature of their assets and operations; however, none of the companies selected is identical or directly comparable to Williams Partners or Williams, and certain of these companies may have characteristics that are materially different from those of Williams Partners and Williams. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies differently than would affect Williams Partners or Williams.

For each company listed above, Morgan Stanley calculated and compared various financial multiples and ratios based on publicly available information as of May 11, 2018. For each of the following analyses performed by Morgan Stanley, estimated financial data for the selected companies were based on (except as otherwise noted) the Williams internal forecast provided to Morgan Stanley by Williams Management (the WMB internal forecast ) (in the case of Williams and Williams Partners) and information obtained from S&P Capital IQ and broker estimates ( Wall Street consensus estimates ) (in the case of the other selected companies). The information Morgan Stanley calculated for each of the selected companies included:

Multiple of aggregate value (calculated as the market capitalization plus net debt, preferred equity and minority interest) to estimated EBITDA (calculated as earnings before interest, taxes, depreciation and amortization) for the years ending December 31, 2018, 2019 and 2020; and

Multiple of price (using the share or unit price, as applicable, as of May 11, 2018) to, with respect to the WPZ Peers and the WMB Peers, estimated distributable cash flow ( DCF ) per common unit (calculated by running total DCF through the peer entity s distribution waterfall) or common share, respectively, for the years ending December 31, 2018, 2019 and 2020.

Results of the analysis for Williams Partners and Williams, respectively, are as follows:

*Williams Partners*

**WPZ Peers**



	Aggregate value / estimated EBITDA			Price / DCF per common unit		
	2018E	2019E	2020E	2018E	2019E	2020E
EPD	13.1x	12.7x	12.2x	11.6x	11.3x	10.8x
ETP	9.5x	8.6x	8.4x	7.5x	7.1x	7.3x
MPLX	12.3x	11.2x	10.5x	10.4x	10.2x	9.6x
PAA	13.4x	12.0x	11.0x	11.6x	10.0x	9.0x
SEP	10.8x	10.7x	10.6x	9.8x	9.5x	9.1x
WES	13.4x	11.2x	10.3x	12.8x	11.4x	10.6x
ENLK	11.6x	10.8x	9.9x	9.4x	9.1x	8.6x
ENBL	10.1x	9.5x	9.1x	9.2x	9.0x	8.6x

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Morgan Stanley also calculated the same financial multiples and ratios for Williams Partners at the market price as of May 11, 2018, based on the WMB internal forecast.

	Aggregate value / estimated EBITDA			Price / DCF per common unit		
	2018E	2019E	2020E	2018E	2019E	2020E
WPZ	12.1x	10.7x	10.5x	11.5x	10.3x	9.8x
<i>Williams</i>						

**WMB Peers**

	Aggregate value / estimated EBITDA			Price / DCF per common unit or share		
	2018E	2019E	2020E	2018E	2019E	2020E
ENB	10.1x	9.4x	8.3x	8.8x	8.4x	7.2x
ETE	11.3x	10.2x	10.0x	11.2x	10.6x	9.4x
EPD	13.1x	12.7x	12.2x	11.6x	11.3x	10.8x
TRP	12.7x	11.6x	11.0x	12.8x		