

The Williams Companies, Inc.
Nominating and Governance Committee Charter
(as adopted on January 21, 2010)

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

4. Review annually, or as otherwise necessary, the Chief Executive Officer's recommendations for individuals to be elected as officers of the Company and as Senior Vice Presidents of the Company's major subsidiaries, and to recommend such, in turn, to the Board.

B. Governance

1. Take a leadership role in shaping corporate governance of the Company.
2. Review the size and composition of the Board and its committees, including the charters, structure, operations and reporting of each of the committees to the Board, and recommend to the Board any changes.
3. Establish a process for assessing director independence and make recommendations to the Board annually regarding whether each non-management director is independent as defined by the New York Stock Exchange and the Securities and Exchange Commission.
4. Recommend annually to the Board, after the review of each member's qualifications, the members for appointment to each of the committees of the Board, including the chairman of each committee, and recommend to the Board the removal of a member from a committee if appropriate.
5. Recommend annually to the Board, a director to serve as Lead Director.
6. Review any material changes in directors' status, including job changes.
7. Review at least annually directorships (or positions on similar governing bodies) held by directors and executive officers.
8. Recommend to the Board a regular schedule of executive sessions of the independent directors.
9. Develop and recommend to the Board the Company's Corporate Governance Guidelines and review the Guidelines annually and recommend changes to the Board as necessary.
10. Review the Company's disclosures with respect to corporate governance matters.
11. Review annually the Company's charitable and political contributions, and equal opportunity status and plans.
12. Review annually the Company's insurance policies and indemnification provisions for directors and officers.

13. Review annually the terms and status of the Company's Shareholder Rights Plan.
14. Oversee the Company's compliance program, including the Company's codes of conduct, and annually review the codes of conduct, the Company's policies and procedures regarding compliance with these codes, and the results of the Code of Business Conduct and Ethics survey.
15. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board, and assess annually the adequacy of the Committee's charter and recommend any changes to the Board.
16. Review annually and recommend to the Board the appropriate compensation for non-management directors. Review periodically the status of the Company's Board compensation in relation to other comparable U.S. companies to assess whether compensation is competitive to attract and retain the most qualified candidates.
17. Oversee the evaluation of the Board and its committees.
18. Review annually the performance of individual directors.
19. Monitor compliance by directors with the Company's stock ownership guidelines.
20. Review shareholder proposals and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement.

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

- V. **Outside Advisors.** The Committee shall have the authority to engage independent counsel and other advisors to represent the Committee as the Committee determines necessary to carry out its duties and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors. Specifically, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.