Forward-Looking Statements

This presentation contains forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. In particular, statements, express or implied, concerning future actions, conditions or events, future operating results or the ability to generate revenues, income or cash flow or to pay dividends are forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future actions, conditions or events and future results of operations of Kinder Morgan, Inc. may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results are beyond Kinder Morgan's ability to control or predict. These statements are necessarily based upon various assumptions involving judgments with respect to the future, including, among others, the ability to achieve synergies and revenue growth; national, international, regional and local economic, competitive and regulatory conditions and developments; technological developments; capital and credit markets conditions; inflation rates; interest rates; the political and economic stability of oil producing nations; energy markets; weather conditions; environmental conditions; business and regulatory or legal decisions; the pace of deregulation of retail natural gas and electricity and certain agricultural products; the timing and success of business development efforts; terrorism; and other uncertainties. There is no assurance that any of the actions, events or results of the forward-looking statements will occur, or if any of them do, what impact they will have on our results of operations or financial condition. Because of these uncertainties, you are cautioned not to put undue reliance on any forward-looking statement. Please read "Risk Factors" and "Information Regarding Forward-Looking Statements" in our most recent Annual Report on Form 10-K and our subsequently filed Exchange Act reports, which are available through the SEC’s EDGAR system at www.sec.gov and on our website at www.kindermorgan.com.
## Offering Summary

<table>
<thead>
<tr>
<th><strong>Issuer</strong></th>
<th>Kinder Morgan, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Securities Offered</strong></td>
<td>Depositary Shares representing a 1/20 interest in a share of Mandatory Convertible Preferred Stock</td>
</tr>
<tr>
<td><strong>Offering Size</strong></td>
<td>32,000,000 Depositary Shares</td>
</tr>
<tr>
<td><strong>Overallotment Option</strong></td>
<td>4,800,000 Depositary Shares</td>
</tr>
<tr>
<td><strong>Offering Price</strong></td>
<td>$49 per Depository Share ($50 Face Value)</td>
</tr>
<tr>
<td><strong>Maturity</strong></td>
<td>October 26, 2018 (~3 Years)</td>
</tr>
<tr>
<td><strong>Dividend</strong></td>
<td>9.75%</td>
</tr>
<tr>
<td><strong>Conversion Premium</strong></td>
<td>17.5%</td>
</tr>
<tr>
<td><strong>Use of Proceeds</strong></td>
<td>Repay revolver and CP borrowings and general corporate purposes</td>
</tr>
<tr>
<td><strong>Initial Price</strong></td>
<td>$27.56 / share</td>
</tr>
<tr>
<td><strong>Threshold Appreciation Price</strong></td>
<td>$32.38 / share</td>
</tr>
</tbody>
</table>
Purpose of Offering

- Fund equity needs for expansion capital program
  - No additional equity funding expected until mid-2016
- Lower expected long-term cost of capital than common equity
  - KMI will pay about 2.5% more in dividends for 3 years – a temporary cost – to ultimately issue up to 17.5% fewer shares of common equity – a permanent benefit
- Reach new investor base beyond traditional common equity investors
- Maintain investment grade credit rating
Overview of Mandatory Convertibles

Structure Overview
- A mandatory convertible is equity sold forward in 3 years, bound by a minimum price (typically closing price at issuance) and a maximum price (typically 15%-25% above issuance price)
- Issuer pays a premium over its common dividend yield during the 3 years prior to maturity
- Mandatory conversion to common stock upon maturity at a price up to the maximum price could result in a lower long-term cost of capital versus common equity

Equity Alternative
- S&P, Moody’s and Fitch will provide 100% equity treatment to this mandatory convertible security

Well-Tested / Understood Structure
- Since 2000, there have been ~200 issuers of Mandatory Convertibles raising ~$165 billion

Simple Accounting
- Treated as preferred stock on the balance sheet and coupon payment is treated as preferred stock dividend
- Diluted EPS accounts for mandatory using more dilutive of (i) subtracting dividends from earnings and (ii) adding the underlying shares to total share count, but not subtracting dividends from earnings
Understanding Mandatory Convertibles

- Raise ~$1,541 million of net proceeds today
- Pay a quarterly coupon for ~3 years
- Issue common equity at maturity\(^{(a)}\)
  - Number of shares delivered at maturity depends on KMI’s price at the time of maturity
  - If KMI’s price at maturity is less than $27.56 (the issue price); deliver KMI shares based on $27.56 (~58 million shares)
  - If KMI’s price is greater than $32.38 (17.5% premium to issue price); deliver KMI shares based on $32.38 (~49 million shares)
  - If KMI’s price is between $27.56 and $32.38: deliver a percentage of KMI shares equal to the issue price divided by KMI’s price at maturity

\(^{(a)}\) Subject to anti-dilution adjustments.
Cost of Capital Comparison\(^{(a)}\)

The table below compares the cost of the Mandatory Convertible Security with a Common Equity issuance:

- **Mandatory Convertible Preferred Stock**: Initial price of $27.56/share; 9.75% dividend; conversion premium up to 17.5%
- **Common Equity**: Assumed to be issued at $27.56/share

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\(^{(a)}\) Subject to anti-dilution adjustments.