

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **MARCH 22, 2021**



Commission File Number: 1-11607

DTE Energy Company

Michigan
(State or other jurisdiction of incorporation or organization)

38-3217752
(I.R.S Employer Identification No.)

Commission File Number: 1-2198

DTE Electric Company

Michigan
(State or other jurisdiction of incorporation or organization)

38-0478650
(I.R.S Employer Identification No.)

Registrants address of principal executive offices: One Energy Plaza, Detroit, Michigan 48226-1279
Registrants telephone number, including area code: (313) 235-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on which Registered
Common stock, without par value	DTE	New York Stock Exchange
2016 Series B 5.375% Junior Subordinated Debentures due 2076	DTJ	New York Stock Exchange
2016 Series F 6.00% Junior Subordinated Debentures due 2076	DTY	New York Stock Exchange
2017 Series E 5.25% Junior Subordinated Debentures due 2077	DTW	New York Stock Exchange
2019 6.25% Corporate Units	DTP	New York Stock Exchange
2020 Series G 4.375% Junior Subordinated Debentures due 2080	DTB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

DTE Energy Company (“DTE Energy”) will meet with investors on March 23-24, 2021. A copy of the slide presentation from the meetings is furnished as Exhibit 99.1 to this report and will be available on DTE Energy’s website, www.dteenergy.com on March 22, 2021.

In its business presentation and this filing, DTE Energy discusses 2021 operating earnings guidance. It is likely that certain items that impact the company’s 2021 reported results will be excluded from operating results. Reconciliations to the comparable 2021 reported earnings guidance are not provided because it is not possible to provide a reliable forecast of specific line items (i.e. future non-recurring items, certain mark-to-market adjustments and discontinued operations). These items may fluctuate significantly from period to period and may have a significant impact on reported earnings.

DTE Energy also discusses Adjusted EBITDA in its slide presentation. The reconciliation of net income to Adjusted EBITDA as projected for full-year 2021 is not provided. DTE Energy does not forecast net income as it cannot, without unreasonable efforts, estimate or predict with certainty the components of net income. These components, net of tax, may include, but are not limited to, impairments of assets and other charges, divestiture costs, acquisition costs, or changes in accounting principles. All of these components could significantly impact such financial measures. At this time, DTE Energy is not able to estimate the aggregate impact, if any, of these items on future period reported earnings. Accordingly, DTE Energy is not able to provide a corresponding GAAP equivalent for Adjusted EBITDA.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibits 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) Slide presentation of DTE Energy Company dated March 23-24, 2021.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

Forward-Looking Statements:

This Form 8-K contains forward-looking statements that are subject to various assumptions, risks and uncertainties. It should be read in conjunction with the “Forward-Looking Statements” section in DTE Energy’s and DTE Electric Company’s (DTE Electric) 2020 Form 10-K (which sections are incorporated by reference herein), and in conjunction with other SEC reports filed by DTE Energy and DTE Electric that discuss important factors that could cause DTE Energy’s and DTE Electric’s actual results to differ materially. DTE Energy and DTE Electric expressly disclaim any current intention to update any forward-looking statements contained in this report as a result of new information or future events or developments.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: March 22, 2021

DTE ENERGY COMPANY
(Registrant)

/s/David Ruud
David Ruud
Senior Vice President and Chief Financial Officer

DTE ELECTRIC COMPANY
(Registrant)

/s/David Ruud
David Ruud
Senior Vice President and Chief Financial Officer

DTE ENERGY BUSINESS UPDATE

MARCH 23-24, 2021

DTE

Safe harbor statement

The information contained herein is as of the date of this document. DTE Energy expressly disclaims any current intention to update any forward-looking statements contained in this document as a result of new information or future events or developments. Words such as “anticipate,” “believe,” “expect,” “may,” “could,” “would,” “projected,” “aspiration,” “plans” and “goals” signify forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various assumptions, risks and uncertainties. This document contains forward-looking statements about DTE Energy’s and DTE Midstream’s financial results and estimates of future prospects, and actual results may differ materially. This document contains forward-looking statements about DTE Energy’s intent to spin-off DTE Midstream and DTE Energy’s preliminary strategic, operational and financial considerations related thereto. The statements with respect to the separation transaction are preliminary in nature and subject to change as additional information becomes available. The separation transaction will be subject to the satisfaction of a number of conditions, including the final approval of DTE Energy’s Board of Directors, and there is no assurance that such separation transaction will in fact occur. Many factors impact forward-looking statements including, but not limited to, the following: risks related to the spin-off of DTE Midstream, including that the process of exploring the transaction and potentially completing the transaction could disrupt or adversely affect the consolidated or separate businesses, results of operations and financial condition, that the transaction may not achieve some or all of any anticipated benefits with respect to either business, and that the transaction may not be completed in accordance with DTE Energy’s expected plans or anticipated timelines, or at all; the duration and impact of the COVID-19 pandemic on DTE Energy and customers, impact of regulation by the EPA, the EGLE, the FERC, the MPSC, the NRC, and for DTE Energy, the CFTC and CARB, as well as other applicable governmental proceedings and regulations, including any associated impact on rate structures; the amount and timing of cost recovery allowed as a result of regulatory proceedings, related appeals, or new legislation, including legislative amendments and retail access programs; economic conditions and population changes in our geographic area resulting in changes in demand, customer conservation, and thefts of electricity and, for DTE Energy, natural gas; the operational failure of electric or gas distribution systems or infrastructure; impact of volatility of prices in the oil and gas markets on DTE Energy’s gas storage and pipelines operations and the volatility in the short-term natural gas storage markets impacting third-party storage revenues related to DTE Energy; impact of volatility in prices in the international steel markets on DTE Energy’s power and industrial projects operations; the risk of a major safety incident; environmental issues, laws, regulations, and the increasing costs of remediation and compliance, including actual and potential new federal and state requirements; the cost of protecting assets against, or damage due to, cyber incidents and terrorism; health, safety, financial, environmental, and regulatory risks associated with ownership and operation of nuclear facilities; volatility in commodity markets, deviations in weather, and related risks impacting the results of DTE Energy’s energy trading operations; changes in the cost and availability of coal and other raw materials, purchased power, and natural gas; advances in technology that produce power, store power or reduce power consumption; changes in the financial condition of significant customers and strategic partners; the potential for losses on investments, including nuclear decommissioning and benefit plan assets and the related increases in future expense and contributions; access to capital markets and the results of other financing efforts which can be affected by credit agency ratings; instability in capital markets which could impact availability of short and long-term financing; the timing and extent of changes in interest rates; the level of borrowings; the potential for increased costs or delays in completion of significant capital projects; changes in, and application of, federal, state, and local tax laws and their interpretations, including the Internal Revenue Code, regulations, rulings, court proceedings, and audits; the effects of weather and other natural phenomena on operations and sales to customers, and purchases from suppliers; unplanned outages; employee relations and the impact of collective bargaining agreements; the availability, cost, coverage, and terms of insurance and stability of insurance providers; cost reduction efforts and the maximization of plant and distribution system performance; the effects of competition; changes in and application of accounting standards and financial reporting regulations; changes in federal or state laws and their interpretation with respect to regulation, energy policy, and other business issues; contract disputes, binding arbitration, litigation, and related appeals; and the risks discussed in DTE Energy’s public filings with the Securities and Exchange Commission. This document should also be read in conjunction with the Forward-Looking Statements section of the joint DTE Energy and DTE Electric 2020 Form 10-K (which section is incorporated by reference herein), and in conjunction with other SEC reports filed by DTE Energy and DTE Electric.

Focusing on our employees, customers and communities while delivering on our financial targets



Employees

- Achieved safest year on record in 2020
- Ranked by Gallup among the top companies globally for employee engagement
- Devoted to diversity, equity, inclusion and a discrimination-free culture for our employees



Customers

- Delivering safe and reliable energy
- Supporting customers with streamlined energy assistance
- Maintaining steady base rates for customers through 2021 at utilities
- Recognized in top quartile at both utilities for residential satisfaction by J.D. Power



Community

- Addressing our communities' most vital needs through philanthropy and volunteerism
 - Donating resources to provide food, shelter and access to medical services for families
- Creating more than 34,000 jobs through local procurement since 2010
- Led \$23 million initiative that provided 51,000 tablets and internet access to Detroit public school students



Investors

- 5% - 7% operating EPS¹ growth target; 7% dividend increase in 2020 and 2021
- Driving utility growth by investing in utility infrastructure and cleaner energy
- Ensuring strong balance sheet and liquidity position; delivering on cash flow and capital investment targets



Achieved significant success in 2020 across all business units

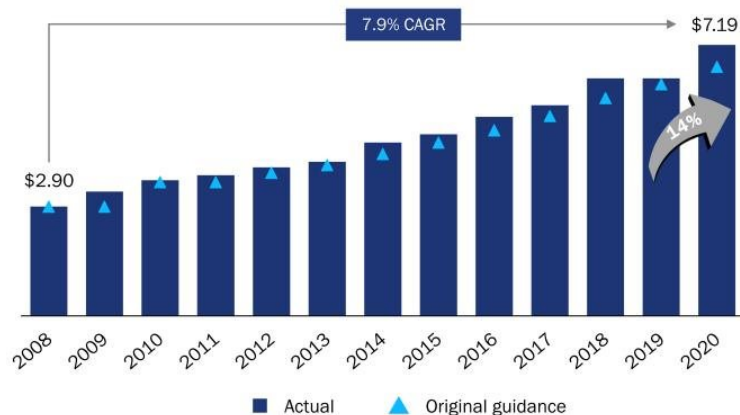
Delivered strong financial results

- ✓ Operating EPS¹ growth of 14% from 2019; 8.8% above 2020 original guidance, continuing a trend of among best growth in industry
- ✓ Exceeded original guidance midpoint for 12th consecutive year
- ✓ Increased 2021 dividend 7%
- ✓ Nearly 8% average annual operating EPS growth since 2008

Achieved success across all business units

- ✓ Provided regulatory certainty by maintaining steady base rates for customers through 2021 at utilities
- ✓ Utilities progressed on clean energy initiatives and infrastructure and reliability improvements
- ✓ Midstream² placed LEAP Pipeline in service, ahead of schedule and under budget
- ✓ P&I operationalized RNG and cogeneration projects

Operating EPS



Positioned for success in 2021 and beyond

Focusing on continued growth in 2021

- ✓ Continuing strong growth with 2021 operating EPS¹ guidance providing 7% growth over 2020 original guidance
- ✓ Utility growth from distribution, modernization and cleaner generation investments at DTE Electric and continued main renewal and infrastructure improvements at DTE Gas
- ✓ Continuing strategic and sustainable growth in non-utility businesses

Positioned for future success

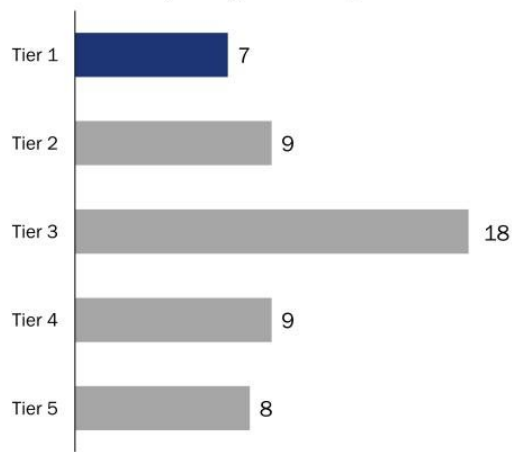
- ✓ Executing spin establishes Midstream as an independent, well-financed and growing gas midstream company; positions DTE as a predominantly pure-play utility
- ✓ Reaffirming 5% - 7% long-term operating EPS growth from 2020 original guidance midpoint
- ✓ Continuing long track record of delivering premium shareholder returns



1. Reconciliation of operating earnings (non-GAAP) to reported earnings included in the appendix
2. Bloomberg as of 12/31/2020

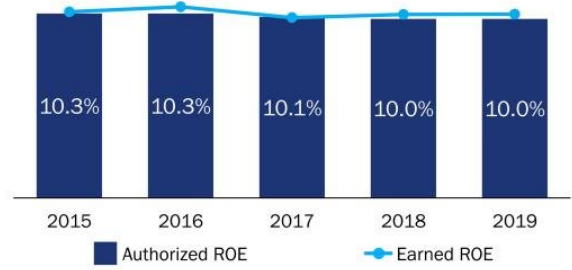
Two high-quality utilities operating in a constructive regulatory environment

Ranking of U.S. regulatory jurisdictions¹
(Michigan in tier 1)



10-month rate cases supported by legislation; recovery mechanisms for renewables and gas infrastructure; 5-year distribution planning

DTE Electric ROE



DTE Gas ROE



DTE Electric progressed on key initiatives in 2020; accelerating distribution and generation investments

Advanced our clean energy investments and plan to accelerate the modernization of our electric grid

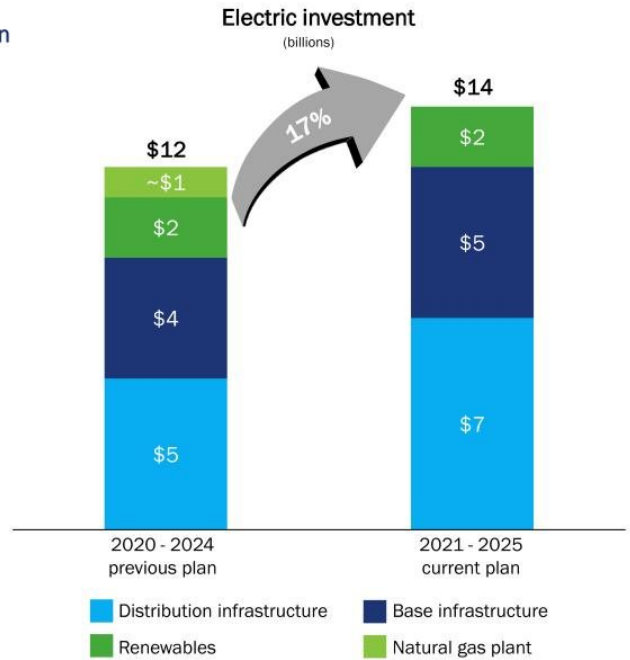
- Progressed toward net zero carbon emissions target by 2050
- Accelerated voluntary renewables program to be one of the largest in the industry
 - 850 MW of commitments to date; 25,000 customers enrolled
- Announced commitment to build extensive electric vehicle charging network

Created regulatory certainty

- Delayed rate case filing with innovative plan to keep customer base rates unchanged through 2021
- Received approval to provide a one-time voluntary refund to further delay customer rate increases

Targeting 7% - 8% long-term operating earnings¹ growth from 2020 original guidance midpoint

- Investing in generation and distribution for clean and reliable energy
- Upgrading substations for load growth and to address aging infrastructure



DTE 1. Reconciliation of operating earnings (non-GAAP) to reported earnings included in the appendix

DTE Gas progressed on key initiatives in 2020; replacing aging infrastructure to reduce greenhouse gas emissions

Advanced our clean energy investments and upgrading and replacing aging infrastructure

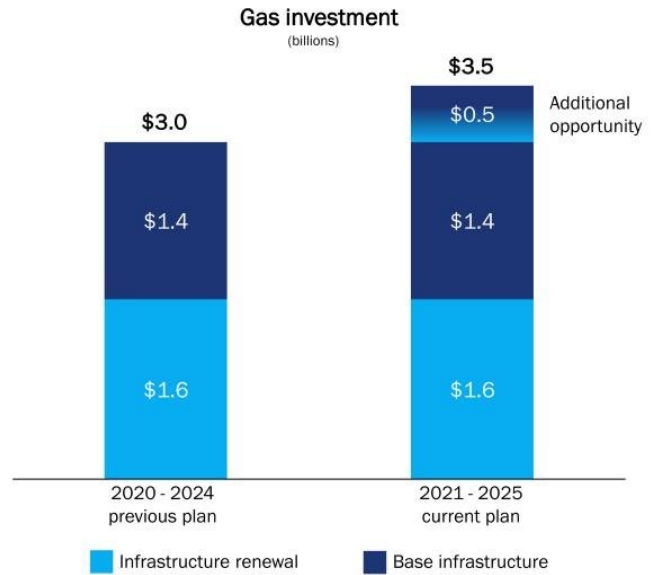
- Announced innovative program to achieve net zero greenhouse gas emissions by 2050
- Progressed on major transmission renewal project
- Continued main renewal upgrades and operational improvements; completed 206 main renewal miles

Created regulatory certainty

- Rate case settlement in August supports investment plans

Targeting 9% long-term operating earnings¹ growth from 2020 original guidance midpoint

- Investing in main renewal, pipeline and transmission integrity and technology innovation



Midstream continuing track record of success; well-positioned for the future

Achieved success in 2020

- Placed LEAP in service ahead of schedule and under budget; Blue Union and LEAP executing on plan
- Delivered solid operational results across existing platforms
- Generated \$713 million of adjusted EBITDA¹
- Executed contract at NEXUS with Ohio utility
- Progressed toward completion of spin transaction

Announced net zero emissions target by 2050

- Among first in sector to establish this goal

Building on historical success; well-positioned for the future

- Diversified counterparties with solid and improving credit profiles
- Strong, stable and predictable cash flows
- Focused on disciplined capital deployment supported by a flexible, well-capitalized balance sheet

Key markets



Midstream will be a uniquely positioned C-corp with a strong leadership team

Executing Midstream separation

- Establishes Midstream as an independent, natural gas midstream C-corp with assets in premium basins connected to major demand markets
- Spin transaction is on track with expected completion mid-year
 - Initiated Form 10 process
 - Initiating discussions with rating agencies; targeting debt raise in 2Q
 - Ongoing analyst and investor outreach; planned roadshow in June

Positioned for future success

- Targeting strong financial metrics in 2021
 - Adjusted EBITDA¹ target of \$710 - \$750 million
 - ~4x debt / adjusted EBITDA
 - ~2x dividend coverage ratio²
- Strong balance sheet and cash flow generation provides flexibility for future growth



Seasoned leadership team with proven track record



David Slater
President & CEO



Robert Skaggs, Jr.
Executive Chairman



Jeff Jewell
CFO

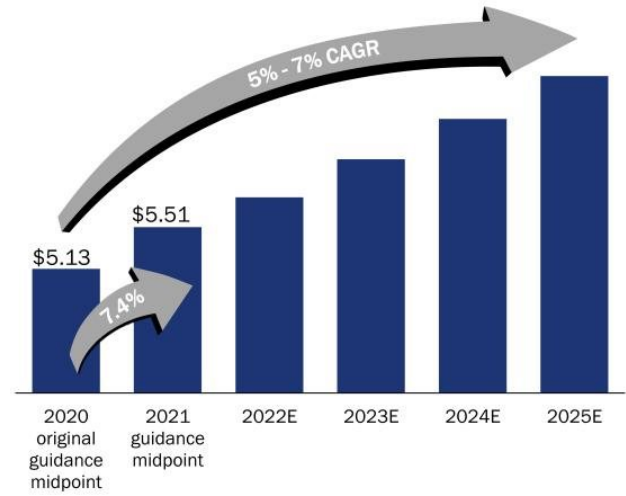


1. Definition of adjusted EBITDA (non-GAAP) included in the appendix
2. Subject to Midstream Board approval. The dividend coverage ratio represents the total distributable cash flow ("DCF") divided by total dividends paid to investors. Definition of DCF (non-GAAP) included in the appendix

Maintaining long-term operating EPS¹ growth of 5% - 7% while becoming a predominantly pure-play utility

- 7.4% proforma (excluding Midstream) operating EPS growth from 2020 original guidance midpoint to 2021 guidance midpoint
- Continuing 5% - 7% long-term operating EPS growth through significant milestones
 - Generating 90% of future operating earnings from regulated utilities
 - Delivering higher than targeted 5-year average utility operating earnings growth in early years of plan
 - Converting \$1.3 billion of mandatory equity in 2022
 - Sunsetting REF business after 2021

DTE annualized proforma² operating EPS excluding Midstream



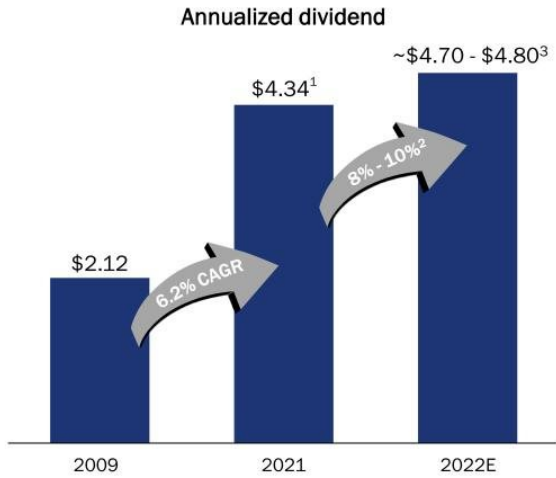
Total DTE operating EPS midpoint \$6.61 \$7.07³



1. Reconciliation of operating earnings (non-GAAP) to reported earnings included in the appendix
 2. Reasonable proxy for DTE operating EPS excluding Midstream; additional disclosures are expected to occur mid-year 2021 and any post-spin guidance will be provided later in the process
 3. Guidance is with respect to the current consolidated pre-spin version of DTE; the spin is currently expected to occur mid-year 2021 and any post-spin guidance will be provided later in the process

Spin generates a combined dividend that is expected to be higher than DTE's current, pre-transaction dividend

(\$ per share)



- Increased annualized dividend per share every year since 2010
- 7% dividend increase in 2021
- Spin generates a combined dividend that is expected to be higher than DTE's forecasted, pre-transaction dividend
 - Expect 8% - 10% post-spin dividend increase from 2021 to 2022 versus planned 6% pre-spin
 - DTE Energy plans to continue a payout ratio and dividend growth target consistent with pure-play utility companies
 - Midstream plans to establish a growing dividend with an initial level competitive with midstream peers

More than 100 consecutive years of dividend payments

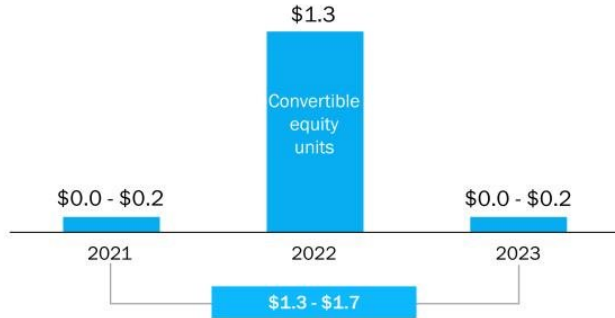


1. Annualized dividend is the current consolidated pre-spin version of DTE; the spin is currently expected to occur mid-year 2021 and any post-spin guidance will be provided later in the process
 2. Subject to Board approval
 3. Reasonable proxy for DTE combined annualized dividend - calculated using current disclosures; additional disclosures are expected to occur mid-year 2021 and any post-spin dividend guidance will be provided later in the process

Maintaining strong cash flow, balance sheet and credit profile

(billions)

Planned equity issuances
2021 - 2023



- Issued \$173 million of equity in 2020 through internal mechanisms
- Strong investment-grade credit rating
 - Spin transaction is credit enhancing allowing FFO¹ / Debt² target to be lowered from 18% to ~16%
- \$3.1 billion of available liquidity at end of 2020

Credit ratings	S&P	Moody's	Fitch
DTE Energy (unsecured)	BBB	Baa2	BBB
DTE Electric (secured)	A	Aa3	A+
DTE Gas (secured)	A	A1	A

Strong cash flows have reduced equity needs in plan; targeting low end of planned equity issuances in 2021



1. Funds from Operations (FFO) is calculated using operating earnings
 2. Debt excludes a portion of DTE Gas' short-term debt and considers 50% of the junior subordinated notes and 100% of the convertible equity units as equity

Environmental, social and governance efforts are key priorities; aspiring to be the best in the industry

Environmental

- Transitioning towards net zero greenhouse gas emissions
 - Delivering clean and reliable energy to customers
 - Protecting our natural resources
-

Social

- Focusing on the diversity, safety, well-being and success of our employees
 - Committing to a strong culture provides a solid framework for success
 - Revitalizing neighborhoods and investing in communities
 - World-class volunteerism
-

Governance

- Focusing on the oversight of environmental sustainability, social and governance
- Ensuring board diversity
- Providing incentive plans tied to safety and customer satisfaction targets

DTE



Award-winning commitment to being a top ESG employer in the country



Superior corporate citizenship and community involvement



Ambassadors Championing Excellence Award for commitment to supporting minority businesses



Veteran friendly employer



America's Most Responsible Companies 2021



Gallup Great Workplace Award
8 consecutive years



Inclusion of women-owned businesses in their supply chains



Edison Electric
INSTITUTE

Overall excellence in diversity

Environmental sustainability is critical to the creation of long-term shareholder value

Driving collaboration in the fight against climate change

- Leading by example with aggressive goal to achieve net zero carbon emissions by 2050
- Active participant in coalitions that advocate for strong environmental public policies
- Key participant in Governor Whitmer's initiative to develop and implement pathways to meet the state of Michigan's economy-wide climate goals
- Leading EEI's strategic plan for effective federal climate policy

Protecting our natural resources and promoting environmental sustainability through stewardship and conservation

- Targeting a 25% reduction of energy, water and waste at our facilities by 2022 compared to 2016 levels
- Providing habitats for hundreds of species of birds, mammals, fish and insects in our service territory
- Over 35 sites certified under the Wildlife Habitat Council
- Received Corporate Conservation Leadership award from the Wildlife Habitat Council for leadership in wildlife management
- Corporate-wide certification to the ISO14001 Standard for Environmental Management Systems

DTE



Continuing the journey to provide clean and reliable energy to customers

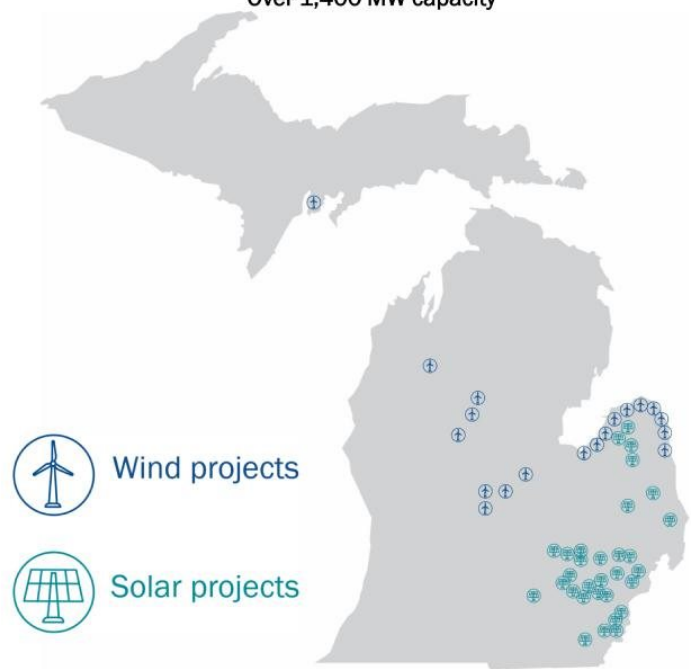
Current renewable energy portfolio
Over 1,400 MW capacity

Planned capacity additions 2020 – 2025¹

- Wind: 850 MW
- Solar: 935 MW
- Blue Water Energy Center: 1,100 MW

Planned coal capacity retirements 2020 – 2025

- 2021 River Rouge: 272 MW²
- 2022 St. Clair: 1,065 MW
- 2022 Trenton Channel: 495 MW

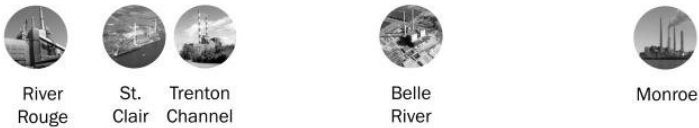
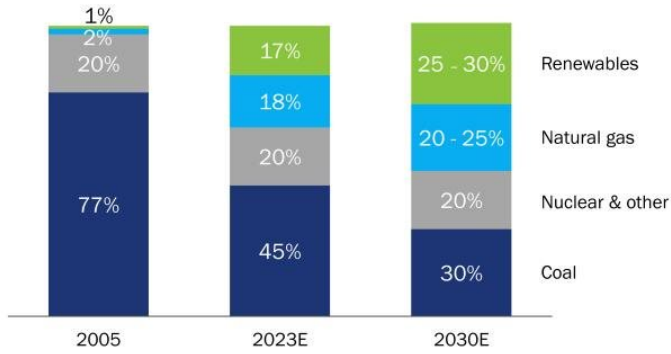


DTE

1. Timing and mix subject to change
2. Majority retired in 2020 with remaining capacity planned to retire in 2021

More than doubling renewable energy by 2024

Cleaner generation mix



DTE



A force for growth and prosperity in the Michigan communities we serve



World class volunteerism improves our communities and contributes to employee engagement

Consistently recognized as a top employer



Our efforts include education and mentoring programs

Partnering with a correctional facility to train inmates to become tree trimmers upon their release

1,700

high school and college students hired or sponsored in 2019, providing experience in different office or skilled trade careers

1,000

individuals with multiple barriers to employment committed to be hired over the next five years



Revitalizing neighborhoods and investing in communities

\$11 billion

purchased from Michigan businesses since 2010

34,000

local jobs have been created as a result of our investments into our communities



DTE's commitment to community involvement has led to increasing customer satisfaction ratings and DTE being named #1 utility in the "Civic 50" by Points of Light

50

companies nationwide received this honor from Points of Light

Only

company in Michigan to be recognized

Health and safety of our people is a priority

- Multiple safety committees spanning all levels of the company providing input into seasonal safety plans, addressing unique challenges of each business unit
- Regular employee safety training
 - Leading industry OSHA rate in 2020 with safest year on record
 - Established categories of highest risk work and include training on these activities in people’s daily work to mitigate risk of serious injuries
 - Embedded the concept in our culture that everyone at DTE is “**200% accountable for safety**” – 100% accountable for their own safety and 100% accountable for the safety of everyone around them
- Received American Gas Association Safety Achievement Award for excellence in employee safety
- Recognized in the top 2% of companies surveyed in company safety culture by the National Safety Council
- Led the development of statewide COVID-19 prevention campaign aimed at young adults

DTE



Committed to diversity, equity and inclusion, creating an environment where all are welcome

Office of Diversity, Equity and Inclusion

- Led by our CEO and key executive leaders
- Focused on sustaining a diverse workforce which is representative of the communities we serve

Commitment to create a diverse, equitable and inclusive workforce and supplier base influences our hiring strategies and business practices

- Annual review of compensation practices to ensure equitable pay
- Formal training programs including unconscious bias training for employees and leaders
- Hiring people with disabilities and returning citizens
- Over \$700 million invested with diverse suppliers in 2020 as part of our award-winning supplier diversity program
- Public advocacy and financial support
 - Michigan civil rights reform
 - Removing the digital divide
 - Equity funding for schools

9 active employee resource groups that promote a safe and welcoming environment, and offer professional development, networking, mentoring and support



Black professionals group



LGBTQ group



Young professionals group



Family oriented group



Differently-abled group



Latinx professionals group



Women's group



Asian and Middle Eastern group



Veteran empowerment group

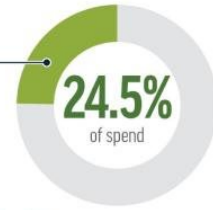
Building on the momentum of the last decade, DTE is committed to Michigan investments and supplier diversity

\$2.2 billion
spent with Michigan
businesses in 2020



\$969 million
spent with Detroit suppliers

\$744 million
diverse spend in 2020,
a **288%**
increase since 2010



\$552 million in direct spending
\$192 million subcontracted through
direct suppliers



\$500 million → **\$1 billion**

increase in diverse spending by 2026



149 certified diverse
suppliers



32 supplier diversity
awards earned
since 2018

Championing supplier
diversity since

1982

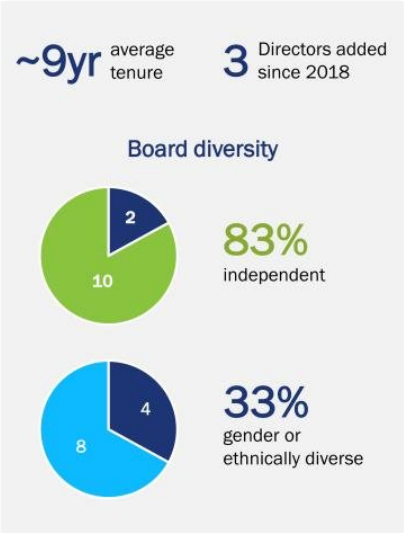


20+ outreach
events
annually







Governance framework provides shareholder rights and enables sustainable value creation

Best-in-class governance practices

- ✓ Lead Independent Director
- ✓ Stock ownership guidelines for non-employee Directors
- ✓ Majority voting standard
- ✓ Annual Director elections
- ✓ Established corporate governance guidelines
- ✓ Publication of Environmental, Social, Governance and Sustainability report
- ✓ Shareholder ability to call a special meeting
- ✓ No supermajority voting provisions to approve mergers or amend charter
- ✓ Overboard policy



Executive management compensation plan is aligned with our core priorities

Priorities	Performance-based compensation elements	
	Annual incentive metrics	Long-term metrics
 Highly engaged employees	<ul style="list-style-type: none"> Employee engagement Employee safety 	
 Top decile customer satisfaction	<ul style="list-style-type: none"> Customer satisfaction Customer complaints 	
 Distinctive continuous improvement capability	<ul style="list-style-type: none"> Utility operating excellence Customer satisfaction improvement 	
 Strong political & regulatory context	<ul style="list-style-type: none"> Customer satisfaction improvement Utility operating excellence index 	
 Clear growth & value creation strategy		<ul style="list-style-type: none"> Relative TSR
 Superior & sustainable financial performance	<ul style="list-style-type: none"> EPS Cash flow 	<ul style="list-style-type: none"> Balance sheet health

VISIT US:

[DTE INVESTOR RELATIONS](#)

[2020 ESG REPORT](#)

[2019 - 2020 CORPORATE
CITIZENSHIP HIGHLIGHTS](#)

DTE





Appendix

2021 guidance provides 7% operating EPS¹ growth over 2020 original guidance

(millions, except EPS)

	2020 original guidance midpoint	2021 guidance	Primary drivers
DTE Electric	\$766	\$826 - \$840	Distribution, modernization and cleaner generation investments
DTE Gas	189	202 - 212	Continued main renewal and other infrastructure improvements
Gas Storage & Pipelines ²	285	296 - 312	Full year of LEAP in-service and organic growth
Power & Industrial Projects	141	147 - 163	Full year of new RNG and cogeneration projects
Energy Trading	20	15 - 25	In-line with economic earnings
Corporate & Other ²	(127)	(148) - (138)	Higher interest expense
DTE Energy²	\$1,274	\$1,338 - \$1,414	2021 guidance growth from 2020 original guidance midpoint does not reflect one-time items included in 2020 actual results
Operating EPS²	\$6.61	\$6.88 - \$7.26	



1. Reconciliation of operating earnings (non-GAAP) to reported earnings included in the appendix
 2. Guidance is with respect to the current consolidated pre-spin version of DTE; the spin is currently expected to occur mid-year 2021 and any post-spin guidance will be provided later in the process

Cash flow and capital expenditures

Cash flow

(billions)	2020 actuals	2021 guidance ¹
Cash from operations ²	\$3.7	\$3.0
Capital expenditures	(4.5)	(4.2)
Free cash flow	(\$0.8)	(\$1.2)
Dividends	(0.8)	(0.8)
Net cash	(\$1.6)	(\$2.0)
Debt financing		
Issuances	\$3.7	\$2.1
Redemptions	(1.7)	(0.5)
Change in debt	\$2.0	\$1.6
Change in cash on hand³	\$0.4	(\$0.4)

Capital expenditures

(millions)	2020 actuals	2021 guidance ¹
DTE Electric		
Base infrastructure	\$872	\$1,030
New generation	848	950
Distribution infrastructure	947	1,030
	\$2,667	\$3,010
DTE Gas		
Base infrastructure	\$280	\$325
Main renewal	294	295
	\$574	\$620
Non-utility	\$1,242	\$500 - \$700
Total	\$4,483	\$4,130 - \$4,330



1. Guidance is with respect to the current consolidated pre-spin version of DTE; the spin is currently expected to occur mid-year 2021 and any post-spin guidance will be provided later in the process
2. Includes equity issued for employee benefit programs
3. Change in cash on hand in 2020 due to pull-forward of debt issuances for increased liquidity; cash on hand from 2020 used for 2021 needs

DTE Electric and DTE Gas regulatory update

DTE Electric

- General rate case final order (U-20561)
 - Effective: May 15, 2020
 - Rate recovery: \$188 million
 - ROE: 9.9%
 - Capital structure: 50% equity, 50% debt
 - Rate base: \$17.9 billion
- Renewable energy plan (U-18232)
 - Received order: July 9, 2020
 - 350 MW of additional renewable energy by 2022 (225 MW of wind and 125 MW of solar)
- Alternative rate case strategy (U-20835)
 - Received order: July 9, 2020
 - Delays rate case filing
- Voluntary renewable plan (U-20713)
 - Filed: August 31, 2020
 - Additional 420 MW of solar by 2022
- Innovative, one-time customer refund regulatory liability (U-20921)
 - Received order: December 9, 2020
 - \$30 million voluntary refund

DTE Gas

- General rate case filed February 2021 (U-20940)
 - Effective: January 1, 2022
 - Rate recovery: \$195 million
 - ROE: 10.25%
 - Capital structure: 52% equity, 48% debt
 - Rate base: \$5.6 billion
- Voluntary emissions offset plan (U-20839)
 - Received order: October 29, 2020
 - Comprised of a combination of both carbon offsets and Renewable Natural Gas (RNG)
 - 95% of planned emissions reduction is carbon emissions
 - 5% of planned emissions reduction is RNG

Michigan Public Service Commission



Dan Scripps
Chair



Katherine Peretick
Commissioner



Tremaine Phillips
Commissioner

Spin transaction underway with completion expected mid-2021

Structure	<ul style="list-style-type: none"> • Spin-off of Midstream designed to be tax-free • Immediately after closing, DTE shareholders will: <ul style="list-style-type: none"> – Retain current DTE shares – Receive pro-rata dividend of Midstream shares 	
Timing / approvals	<ul style="list-style-type: none"> • Expected close mid-year 2021 • Multiple workstreams well underway • Subject to a Form 10 registration statement being declared effective by the SEC, regulatory approvals and satisfaction of other conditions • Requires final Board of Directors approval 	
Leadership	<p>DTE Energy</p> <ul style="list-style-type: none"> • CEO: Jerry Norcia • Executive Chairman: Gerry Anderson • Lead Independent Director: Ruth Shaw 	<p>Midstream</p> <ul style="list-style-type: none"> • CEO: David Slater • Executive Chairman: Robert Skaggs, Jr.¹ • CFO: Jeff Jewell
Post spin transaction businesses	<p>DTE Energy</p> <ul style="list-style-type: none"> • DTE Electric • DTE Gas • Power & Industrial Projects and Energy Trading 	<p>Midstream</p> <ul style="list-style-type: none"> • Pipelines & Other: Millennium, Vector, NEXUS, Birdsboro, Generation, Washington 10 Storage Complex, Bluestone, LEAP and Stonewall • Gathering: Susquehanna, Blue Union, Appalachia, Tioga and Michigan Gathering

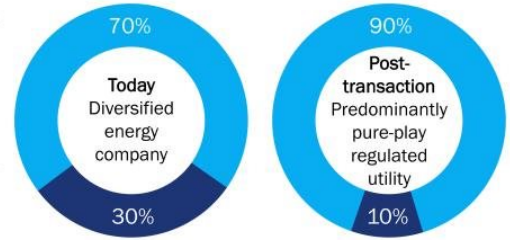


1. Expected to remain an independent Director of DTE Energy post spin transaction

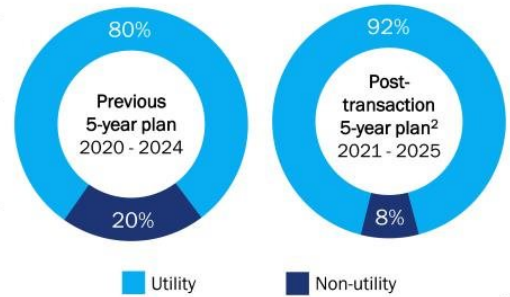
Numerous benefits for DTE Energy as a predominantly pure-play regulated utility

Enhanced strategic focus	<ul style="list-style-type: none"> ✓ Premier, predominantly pure-play regulated electric and natural gas utility
Investments in growth opportunities	<ul style="list-style-type: none"> ✓ Substantially growing rate base with \$17 billion of utility growth capital investment, a 13% increase over prior plan ✓ Aligned with aggressive ESG targets, net zero greenhouse gas emissions by 2050
Distinguished growth profiles	<ul style="list-style-type: none"> ✓ 5% - 7% operating EPS¹ growth target from 2020 original guidance midpoint <ul style="list-style-type: none"> – Targeting average annual operating earnings growth of 7% - 8% at DTE Electric and 9% at DTE Gas from 2020 original guidance midpoint
Improved investor alignment	<ul style="list-style-type: none"> ✓ Attracts shareholders desiring predictable, low-risk growth associated with regulated utilities
Seasoned management team	<ul style="list-style-type: none"> ✓ Track record of providing clean, safe, reliable and affordable energy to our customers and being a force for growth in the communities where we live and serve
Competitive dividends	<ul style="list-style-type: none"> ✓ Targeting dividend growth and payout ratio consistent with pure-play utility peers

Operating earnings transformation



Capital investment



DTE 1. Reconciliation of operating earnings (non-GAAP) to reported earnings included in the appendix
 2. Excludes Midstream capital

Midstream will be well-positioned with experienced leadership and unique, high-quality assets

Enhanced strategic focus	<ul style="list-style-type: none"> ✓ Positioned to be a premier, publicly traded natural gas midstream company with high-quality assets strategically located in premium basins connected to major demand markets
Experienced leadership	<ul style="list-style-type: none"> ✓ Proven, experienced leadership and highly engaged employees ✓ Among the best safety and reliability rankings in the industry
Valuable growth opportunities	<ul style="list-style-type: none"> ✓ Highly accretive organic growth on existing platforms ✓ Contracted growth on Haynesville assets
Distinguished growth profile	<ul style="list-style-type: none"> ✓ Assets backed by long-term contracts ✓ Diversified counterparties with solid and improving credit profiles ✓ Growing cash flows
Better investor alignment	<ul style="list-style-type: none"> ✓ Only independent, mid-cap, gas-focused midstream investment opportunity in Marcellus / Utica and Haynesville ✓ Attracts shareholders desiring higher dividends and upside opportunities associated with high-quality midstream companies
Strong capital structure and dividend policy	<ul style="list-style-type: none"> ✓ Improved flexibility to pursue accretive growth projects ✓ Initially targeting ~4x debt / adjusted EBITDA¹ and ~2x dividend coverage ratio² in 2021

2008 reconciliation of reported to operating EPS (non-GAAP)

Use of Operating Earnings Information – DTE Energy management believes that operating earnings provide a more meaningful representation of the company's earnings from ongoing operations and uses operating earnings as the primary performance measurement for external communications with analysts and investors. Internally, DTE Energy uses operating earnings to measure performance against budget and to report to the Board of Directors.

2008 Segment Diluted Earnings Per Share			
	Pre-tax adjustments	Income taxes	EPS
DTE Energy Reported EPS			\$3.36
DTE Electric	-	-	-
DTE Gas			
Performance excellence process	0.04	(0.01)	0.03
Gas Storage & Pipelines	-	-	-
Power & Industrial Projects			
Performance excellence process	0.01	-	0.01
Energy Trading			
Performance excellence process	0.01	-	0.01
Corporate & Other			
Residual hedge impact from Antrim sale	0.12	(0.04)	0.08
Tax true-up from sale of joint venture - Crete	0.01	-	0.01
Discontinued operations			
Synfuel	(0.20)	0.07	(0.13)
Unconventional gas production	(0.74)	0.27	(0.47)
DTE Energy Operating EPS	(\$0.75)	\$0.29	\$2.90

2019 - 2020 reconciliation of reported to operating earnings (non-GAAP) and operating EPS (non-GAAP)

Use of Operating Earnings Information – DTE Energy management believes that operating earnings provide a more meaningful representation of the company's earnings from ongoing operations and uses operating earnings as the primary performance measurement for external communications with analysts and investors. Internally, DTE Energy uses operating earnings to measure performance against budget and to report to the Board of Directors.

	Year Ended December 31, 2020				Year Ended December 31, 2019			
	Reported Earnings	Pre-tax Adjustments	Income Taxes ⁽¹⁾	Operating Earnings	Reported Earnings	Pre-tax Adjustments	Income Taxes ⁽¹⁾	Operating Earnings
	(In millions)							
DTE Electric	\$ 777	\$ 35 A	\$ (9)	\$ 813	\$ 714	\$ (11) H	\$ 3	\$ 716
		13 B	(3)			13 I	(3)	
DTE Gas	186	11 A	(3)	196	185	(6) H	2	181
		2 B	—			—	—	
Non-utility operations								
Gas Storage and Pipelines	315	(20) C	5	303	204	13 J	(4)	213
		4 D	(1)			—	—	
Power and Industrial Projects	134	22 E	(6)	150	133	—	—	133
Energy Trading	36	4 F	(1)	39	49	(25) F	6	30
Total Non-utility operations	485	10	(3)	492	386	(12)	2	376
Corporate and Other	(80)	—	(34) G	(111)	(116)	7 K	(2)	(107)
		4 D	(1)			5 J	(1)	
Net Income Attributable to DTE Energy Company	\$ 1,368	\$ 75	\$ (53)	\$ 1,390	\$ 1,169	\$ (4)	\$ 1	\$ 1,166

	2020				2019			
	Reported Earnings	Pre-tax Adjustments	Income Taxes ⁽¹⁾	Operating Earnings	Reported Earnings	Pre-tax Adjustments	Income Taxes ⁽¹⁾	Operating Earnings
	(Earnings per share)							
DTE Electric	\$ 4.03	\$ 0.18 A	\$ (0.05)	\$ 4.21	\$ 3.86	\$ (0.06) H	\$ 0.02	\$ 3.87
		0.07 B	(0.02)			0.07 I	(0.02)	
DTE Gas	0.96	0.06 A	(0.02)	1.01	1.00	(0.03) H	0.01	0.98
		0.01 B	—			—	—	
Non-utility operations								
Gas Storage and Pipelines	1.63	(0.10) C	0.03	1.57	1.10	0.07 J	(0.02)	1.15
		0.02 D	(0.01)			—	—	
Power and Industrial Projects	0.69	0.11 E	(0.02)	0.78	0.72	—	—	0.72
Energy Trading	0.19	0.02 F	(0.01)	0.20	0.26	(0.14) F	0.04	0.16
Total Non-utility operations	2.51	0.05	(0.01)	2.55	2.08	(0.07)	0.02	2.03
Corporate and Other	(0.42)	—	(0.17) G	(0.58)	(0.63)	0.04 K	(0.01)	(0.58)
		0.02 D	(0.01)			0.03 J	(0.01)	
Net Income Attributable to DTE Energy Company	\$ 7.08	\$ 0.39	\$ (0.28)	\$ 7.19	\$ 6.31	\$ (0.02)	\$ 0.01	\$ 6.30

Adjustments key

- MPSC disallowance of capital expenses previously recorded in 2018 and 2019 related to incentive compensation – recorded in Operating Expenses – Asset (gains) losses and impairments, net
- Shift premiums and other incremental costs associated with the sequestration of employees critical to continued operations due to COVID-19 – recorded in Operating Expenses – Operating and maintenance
- Post-acquisition settlement recorded in Other (Income) and Deductions – Other income
- Transaction costs relating to the planned spin-off of the DTE Midstream business – recorded in Operating Expenses – Operating and maintenance
- Settlement charge relating to a non-regulated qualified pension plan – recorded in Other (Income) and Deductions – Non-operating retirement benefits, net

- Certain adjustments resulting from derivatives being marked-to-market without revaluing the underlying non-derivative contracts and assets – recorded in Operating Expenses – Fuel, purchased power, and gas – non-utility
- Reduction to Income Tax Expense resulting from carrying back 2018 net operating losses to 2013 pursuant to CARES Act
- MPSC approval of the deferral for the new customer billing system post-implementation expenses – recorded in Operating Expenses – Operation and maintenance
- MPSC disallowance of power plant capital expenses – recorded in Operating Expenses – Asset (gains) losses and impairments, net
- Transaction-related costs resulting from the acquisition of Blue Union and LEAP
- Impairment of equity method investment – recorded in Other income

- For the year ended December 31, 2020, excluding tax related adjustments, the amount of income taxes was calculated using a combined federal and state income tax rate of 27% for Gas Storage and Pipelines, 26% for Utility operations and Corporate and Other, and 25% for Power and Industrial Projects and Energy Trading. For the year ended December 31, 2019, the rates were 29% for Gas Storage and Pipelines, 26% for Utility operations, and 25% for Energy Trading and Corporate and Other.
- Per share amounts are divided by Weighted Average Common Shares Outstanding – Diluted, as noted on the Consolidated Statements of Operations (Unaudited).

Reconciliation of reported to operating earnings (non-GAAP)

Use of Operating Earnings Information – Operating earnings exclude non-recurring items, certain mark-to-market adjustments and discontinued operations. DTE Energy management believes that operating earnings provide a more meaningful representation of the company's earnings from ongoing operations and uses operating earnings as the primary performance measurement for external communications with analysts and investors. Internally, DTE Energy uses operating earnings to measure performance against budget and to report to the Board of Directors.

In this presentation, DTE Energy provides guidance for future period operating earnings. It is likely that certain items that impact the company's future period reported results will be excluded from operating results. A reconciliation to the comparable future period reported earnings is not provided because it is not possible to provide a reliable forecast of specific line items (i.e. future non-recurring items, certain mark-to-market adjustments and discontinued operations). These items may fluctuate significantly from period to period and may have a significant impact on reported earnings.

Adjusted EBITDA and distributable cash flow (DCF) are non-GAAP measures

(millions)

Adjusted EBITDA is calculated using net income, the most comparable GAAP measure and adding back expenses for interest, taxes, depreciation and amortization. Adjusted EBITDA also includes an adjustment for DTE's proportional share of joint venture net income, excluding taxes and depreciation. DCF is calculated as Adjusted EBITDA less pre-tax interest expense, maintenance capital investment and cash taxes.

For GSP, DTE Energy management believes that Adjusted EBITDA is a meaningful disclosure to investors as it is more commonly used as the primary performance measurement for external communications with analysts and investors in the Midstream industry. DCF is used in the calculation of dividend coverage ratios, which DTE Energy management believes is another meaningful performance measurement to disclose to Midstream analysts and investors.

Reconciliation of net income to Adjusted EBITDA or DCF as projected for full-year 2021 is not provided. We do not forecast net income as we cannot, without unreasonable efforts, estimate or predict with certainty the components of net income. These components, net of tax, may include, but are not limited to, impairments of assets and other charges, divestiture costs, acquisition costs, or changes in accounting principles. All of these components could significantly impact such financial measures. At this time, management is not able to estimate the aggregate impact, if any, of these items on future period reported earnings. Accordingly, we are not able to provide a corresponding GAAP equivalent for Adjusted EBITDA or DCF.

2020 Gas Storage & Pipelines	
Reported earnings	\$315
Interest expense, net	104
Income taxes	116
Depreciation & amortization	151
Pre-tax operating adjustments	(16)
Adjustment for joint venture net income	43
Adjusted EBITDA	<u>\$713</u>

