

**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) July 27, 2023

<u>Commission File Number</u>	<u>Registrant; State of Incorporation; Address; and Telephone Number</u>	<u>IRS Employer Identification No.</u>
1-9513	CMS ENERGY CORPORATION (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550	38-2726431
1-5611	CONSUMERS ENERGY COMPANY (A Michigan Corporation) One Energy Plaza Jackson, Michigan 49201 (517) 788-0550	38-0442310

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
CMS Energy Corporation Common Stock, \$0.01 par value	CMS	New York Stock Exchange
CMS Energy Corporation 5.625% Junior Subordinated Notes due 2078	CMSA	New York Stock Exchange
CMS Energy Corporation 5.875% Junior Subordinated Notes due 2078	CMSC	New York Stock Exchange
CMS Energy Corporation 5.875% Junior Subordinated Notes due 2079	CMSD	New York Stock Exchange
CMS Energy Corporation, Depositary Shares, each representing a 1/1,000th interest in a share of 4.200% Cumulative Redeemable Perpetual Preferred Stock, Series C	CMS PRC	New York Stock Exchange
Consumers Energy Company Cumulative Preferred Stock, \$100 par value: \$4.50 Series	CMS-PB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company: CMS Energy Corporation

Consumers Energy 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. CMS Energy Corporation Consumers Energy Company

Item 2.02. Results of Operations and Financial Condition.

On July 27, 2023, CMS Energy Corporation (“CMS Energy”) issued a News Release, in which it announced its 2023 second quarter results. Attached as Exhibit 99.1 to this report and incorporated herein by reference is a copy of the CMS Energy second quarter results. Attached as Exhibit 99.1 to this report and incorporated herein by reference is a copy of the CMS Energy News Release, furnished as a part of this report.

Exhibit 99.1 contains certain financial measures that are considered “non-GAAP financial measures” as defined in Securities and Exchange Commission rules. Other than forward-looking earnings guidance, Exhibit 99.1 contains a reconciliation of these non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy’s interest expense, or other items. Management views adjusted earnings as a key measure of the company’s present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because CMS Energy is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, reported earnings in future periods, Exhibit 99.1 does not contain reported earnings guidance nor a reconciliation for the comparable future period earnings. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings. All references to net income refer to net income available to common stockholders and references to earnings per share are on a diluted basis.

Item 7.01. Regulation FD Disclosure.

The information set forth in the CMS Energy News Release dated July 27, 2023, attached as Exhibit 99.1, is incorporated by reference in response to this Item 7.01.

CMS Energy will hold a webcast to discuss its 2023 second quarter results and provide a business and financial outlook on July 27 at 8:30 a.m. (ET). A copy of the CMS Energy presentation is furnished as Exhibit 99.2 to this report. A webcast of the presentation will be available on the CMS Energy website, www.cmsenergy.com.

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 and 99.2, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Investors and others should note that CMS Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Index

[99.1](#) [CMS Energy News Release dated July 27, 2023](#)

[99.2](#) [CMS Energy presentation dated July 27, 2023](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document).

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.

CMS ENERGY CORPORATION

Dated: July 27, 2023

By: /s/ Rejji P. Hayes
Rejji P. Hayes
Executive Vice President and Chief Financial Officer

CONSUMERS ENERGY COMPANY

Dated: July 27, 2023

By: /s/ Rejji P. Hayes
Rejji P. Hayes
Executive Vice President and Chief Financial Officer

News Release

The CMS Energy logo consists of the words "CMS ENERGY" in a white, sans-serif font, enclosed within a white, stylized oval shape that resembles a swoosh or a partial circle.

CMS Energy Announces Second Quarter Results, Reaffirms 2023 Adjusted EPS Guidance

JACKSON, Mich., July 27, 2023 – CMS Energy announced today reported earnings per share of \$0.67 for the second quarter of 2023, compared to \$0.50 per share for the same quarter in 2022. The company’s adjusted earnings per share for the second quarter of 2023 were \$0.75, compared to \$0.53 per share for the same quarter in 2022. For the first six months of the year, the company reported \$1.36 per share compared to \$1.71 per share for the same timeframe in 2022. On an adjusted earnings per share basis year to date, the company reported \$1.45 per share in 2023, compared to \$1.73 per share in 2022.

CMS Energy reaffirmed its 2023 adjusted earnings guidance of \$3.06 to \$3.12* per share (*See below for important information about non-GAAP measures) and reaffirmed long-term adjusted EPS growth of 6 to 8 percent, with continued confidence toward the high end of the adjusted EPS growth range.

“CMS Energy has continued to deliver on our triple bottom line of people, planet, and prosperity. In addition to our strong financial performance this quarter, we closed our Karn coal plants, which supports our net zero carbon goal by 2040, while protecting the environment for Michigan residents. We also recently purchased the Covert natural gas plant which is adding reliable and affordable energy to meet our customers’ needs,” said Garrick Rochow, President and CEO of CMS Energy and Consumers Energy.

CMS Energy (NYSE: CMS) is a Michigan-based energy provider featuring Consumers Energy as its primary business. It also owns and operates independent power generation businesses.

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CMS Energy will hold a webcast to discuss its 2023 second quarter results and provide a business and financial outlook on Thursday, July 27 at 8:30 a.m. (EDT). To participate in the webcast, go to CMS Energy's homepage (cmsenergy.com) and select "Events and Presentations."

Important information for investors about non-GAAP measures and other disclosures.

This news release contains non-Generally Accepted Accounting Principles (non-GAAP) measures, such as adjusted earnings. All references to net income refer to net income available to common stockholders and references to earnings per share are on a diluted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments recognized in net income related to NorthStar Clean Energy's interest expense, or other items. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The company's adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings.

This news release contains "forward-looking statements." The forward-looking statements are subject to risks and uncertainties that could cause CMS Energy's and Consumers Energy's results to differ materially. All forward-looking statements should be considered in the context of the risk and other factors detailed from time to time in CMS Energy's and Consumers Energy's Securities and Exchange Commission filings.

Investors and others should note that CMS Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution.

For more information on CMS Energy, please visit our website at cmsenergy.com.

To sign up for email [alert notifications](#), please visit the Investor Relations section of our website.

Media Contacts: Katie Carey, 517/740-1739

Investment Analyst Contact: Travis Uphaus, 517/817-9241

CMS ENERGY CORPORATION
Consolidated Statements of Income
(Unaudited)

In Millions, Except Per Share Amounts

	Three Months Ended		Six Months Ended	
	6/30/23	6/30/22	6/30/23	6/30/22
Operating revenue	\$ 1,555	\$ 1,920	\$ 3,839	\$ 4,294
Operating expenses	1,311	1,681	3,281	3,599
Operating Income	244	239	558	695
Other income	146	43	202	91
Interest charges	160	126	307	250
Income Before Income Taxes	230	156	453	536
Income tax expense	41	14	70	53
Income From Continuing Operations	189	142	383	483
Income from discontinued operations, net of tax	1	-	1	4
Net Income	190	142	384	487
Loss attributable to noncontrolling interests	(8)	(6)	(18)	(14)
Net Income Attributable to CMS Energy	198	148	402	501
Preferred stock dividends	3	3	5	5
Net Income Available to Common Stockholders	<u>\$ 195</u>	<u>\$ 145</u>	<u>\$ 397</u>	<u>\$ 496</u>
Diluted Earnings Per Average Common Share				
Income from continuing operations per average common share available to common stockholders	\$ 0.67	\$ 0.50	\$ 1.36	\$ 1.70
Income from discontinued operations per average common share available to common stockholders	-	-	-	0.01
Diluted earnings per average common share	<u>\$ 0.67</u>	<u>\$ 0.50</u>	<u>\$ 1.36</u>	<u>\$ 1.71</u>

CMS ENERGY CORPORATION
Summarized Consolidated Balance Sheets
(Unaudited)

	<i>In Millions</i>	
	<u>As of</u>	
	<u>6/30/23</u>	<u>12/31/22</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 389	\$ 164
Restricted cash and cash equivalents	17	18
Other current assets	2,197	3,251
Total current assets	<u>2,603</u>	<u>3,433</u>
Non-current assets		
Plant, property, and equipment	24,264	22,713
Other non-current assets	5,398	5,207
Total Assets	<u>\$ 32,265</u>	<u>\$ 31,353</u>
Liabilities and Equity		
Current liabilities ⁽¹⁾	\$ 1,605	\$ 1,866
Non-current liabilities ⁽¹⁾	7,832	7,583
Capitalization		
Debt and finance leases (excluding securitization debt) ⁽²⁾	14,966	14,139
Preferred stock and securities	224	224
Noncontrolling interests	561	580
Common stockholders' equity	6,921	6,791
Total capitalization (excluding securitization debt)	<u>22,672</u>	<u>21,734</u>
Securitization debt ⁽²⁾	156	170
Total Liabilities and Equity	<u>\$ 32,265</u>	<u>\$ 31,353</u>

⁽¹⁾ Excludes debt and finance leases.

⁽²⁾ Includes current and non-current portions.

CMS ENERGY CORPORATION
Summarized Consolidated Statements of Cash Flows
(Unaudited)

	<i>In Millions</i>	
	<u>Six Months Ended</u>	
	<u>6/30/23</u>	<u>6/30/22</u>
Beginning of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 182	\$ 476
Net cash provided by operating activities	1,705	1,059
Net cash used in investing activities	(2,079)	(1,139)
Cash flows from operating and investing activities	(374)	(80)
Net cash provided by (used in) financing activities	598	(300)
Total Cash Flows	<u>\$ 224</u>	<u>\$ (380)</u>
End of Period Cash and Cash Equivalents, Including Restricted Amounts	<u>\$ 406</u>	<u>\$ 96</u>

CMS ENERGY CORPORATION
Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income
(Unaudited)

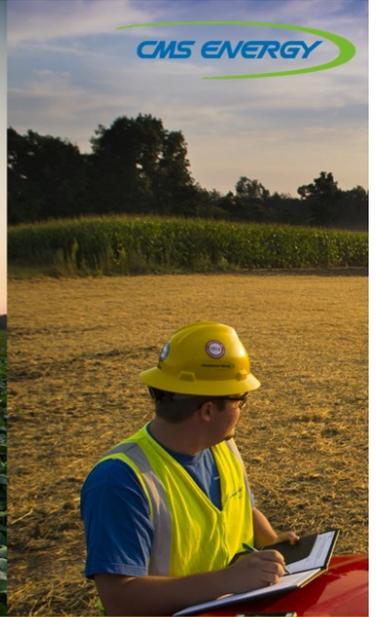
	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Six Months Ended	
	6/30/23	6/30/22	6/30/23	6/30/22
Net Income Available to Common Stockholders	\$ 195	\$ 145	\$ 397	\$ 496
<i>Reconciling items:</i>				
Disposal of discontinued operations gain	(1)	*	(1)	(5)
Tax impact	*	(*)	*	1
Other exclusions from adjusted earnings**	2	(*)	5	(1)
Tax impact	(*)	*	(1)	*
Voluntary separation program	28	11	28	11
Tax impact	(7)	(3)	(7)	(3)
Adjusted net income – non-GAAP	<u>\$ 217</u>	<u>\$ 153</u>	<u>\$ 421</u>	<u>\$ 499</u>
Average Common Shares Outstanding - Diluted	291.3	290.1	291.2	290.0
Diluted Earnings Per Average Common Share				
Reported net income per share	\$ 0.67	\$ 0.50	\$ 1.36	\$ 1.71
<i>Reconciling items:</i>				
Disposal of discontinued operations gain	(*)	*	(*)	(0.01)
Tax impact	*	(*)	*	*
Other exclusions from adjusted earnings**	0.01	(*)	0.02	(*)
Tax impact	(*)	*	(*)	*
Voluntary separation program	0.09	0.04	0.09	0.04
Tax impact	(0.02)	(0.01)	(0.02)	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 0.75</u>	<u>\$ 0.53</u>	<u>\$ 1.45</u>	<u>\$ 1.73</u>

* Less than \$0.5 million or \$0.01 per share.

**Includes restructuring costs, business optimization initiative, and unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense.

Management views adjusted (non-Generally Accepted Accounting Principles) earnings as a key measure of the Company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the Company uses adjusted earnings to measure and assess performance. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense, or other items. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for reported earnings.

Leading the
**CLEAN ENERGY
TRANSFORMATION**



Second Quarter 2023 Results & Outlook
July 27, 2023

2023 MSCI ESG Leaders
Indexes Constituent

This presentation is made as of the date hereof and contains "forward-looking statements" as defined in Rule 3b-6 of the Securities Exchange Act of 1934, Rule 175 of the Securities Act of 1933, and relevant legal decisions. The forward-looking statements are subject to risks and uncertainties. All forward-looking statements should be considered in the context of the risk and other factors detailed from time to time in CMS Energy's and Consumers Energy's Securities and Exchange Commission filings. Forward-looking statements should be read in conjunction with "FORWARD-LOOKING STATEMENTS AND INFORMATION" and "RISK FACTORS" sections of CMS Energy's and Consumers Energy's most recent Form 10-K and as updated in reports CMS Energy and Consumers Energy file with the Securities and Exchange Commission. CMS Energy's and Consumers Energy's "FORWARD-LOOKING STATEMENTS AND INFORMATION" and "RISK FACTORS" sections are incorporated herein by reference and discuss important factors that could cause CMS Energy's and Consumers Energy's results to differ materially from those anticipated in such statements. CMS Energy and Consumers Energy undertake no obligation to update any of the information presented herein to reflect facts, events or circumstances after the date hereof.

The presentation also includes non-GAAP measures when describing CMS Energy's results of operations and financial performance. A reconciliation of each of these measures to the most directly comparable GAAP measure is included in the appendix and posted on our website at www.cmsenergy.com.

Investors and others should note that CMS Energy routinely posts important information on its website and considers the Investor Relations section, www.cmsenergy.com/investor-relations, a channel of distribution.

Presentation endnotes are included after the appendix.

Investment Thesis . . .



Industry-leading net zero commitments

Excellence through the **CE WAY**

Top-Tier regulatory jurisdiction^q

Premium total shareholder return
6% to 8% adjusted EPS growth + ~3% dividend yield

Presentation endnotes are included after the appendix.

. . . is simple, clean and lean.

Executing on the Clean Energy Transformation . . .

Net Zero Targets



2030

Net zero methane emissions for our gas delivery system



2040

Net zero carbon emissions for our electric business (includes PPAs and market purchases)



2050

Net zero GHG emissions for our entire business

Presentation endnotes are included after the appendix.

Proof Points

Today

- ✓ Retired Karn 1 & 2 coal units, 515 MW
- ✓ Acquired existing ~1.2 GW CCGT
- ✓ Adding 341 MW to VGP² Program
- ✓ Approved for ~\$11M in low-carbon energy infrastructure grants for RNG facilities
- ✓ Heartland wind COD 2023, 201 MW

2025

- Retire Campbell 1-3 coal units (exit coal)
 - ~60% carbon emissions reduction^b

Future

- 8 GW of solar and 2.5 GW of demand-side resources
- Accelerate vintage main and service replacements
- Renewable natural gas (RNG) and hydrogen fuel mix opportunities

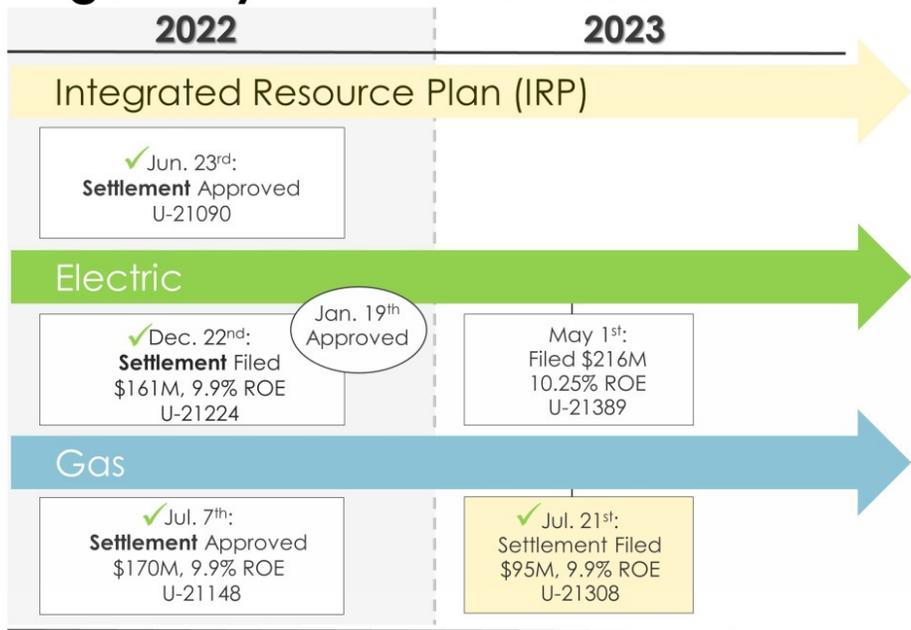
2023 MSCI ESG Leaders Indexes Constituent

. . . by exiting coal and advancing our net zero targets.

Michigan's Strong Regulatory Environment . . .

Supportive Energy Law

- Timely recovery of investments
 - ✓ Forward-looking test years
 - ✓ 10-month rate cases
 - ✓ Earn authorized ROEs
 - ✓ Monthly fuel adjustment trackers (PSCR/GCR)
- Supportive incentives
 - ✓ Constructive ROEs
 - ✓ 10.7% ROE for Renewable Portfolio Standard
 - ✓ Energy efficiency incentive (>\$50M/yr)
 - ✓ FCM adder on PPAs
- Appointed Commissioners



. . . ensures forward-looking visibility. 5

Financial Results & Outlook . . .



Q2 2023 Results

Amount

Commentary

Adjusted EPS

\$0.75

Strong results keep the full year on track

2023 Outlook

Adjusted EPS Guidance

\$3.06 – \$3.12

Toward the high end

Annual Dividend Per Share

\$1.95

Up 11¢

Long-Term Outlook

Adjusted EPS Growth

+6% to +8%

Toward the high end

Dividend Per Share Growth

+6% to +8%

Committed to growth

5-yr Capital Plan (\$B)

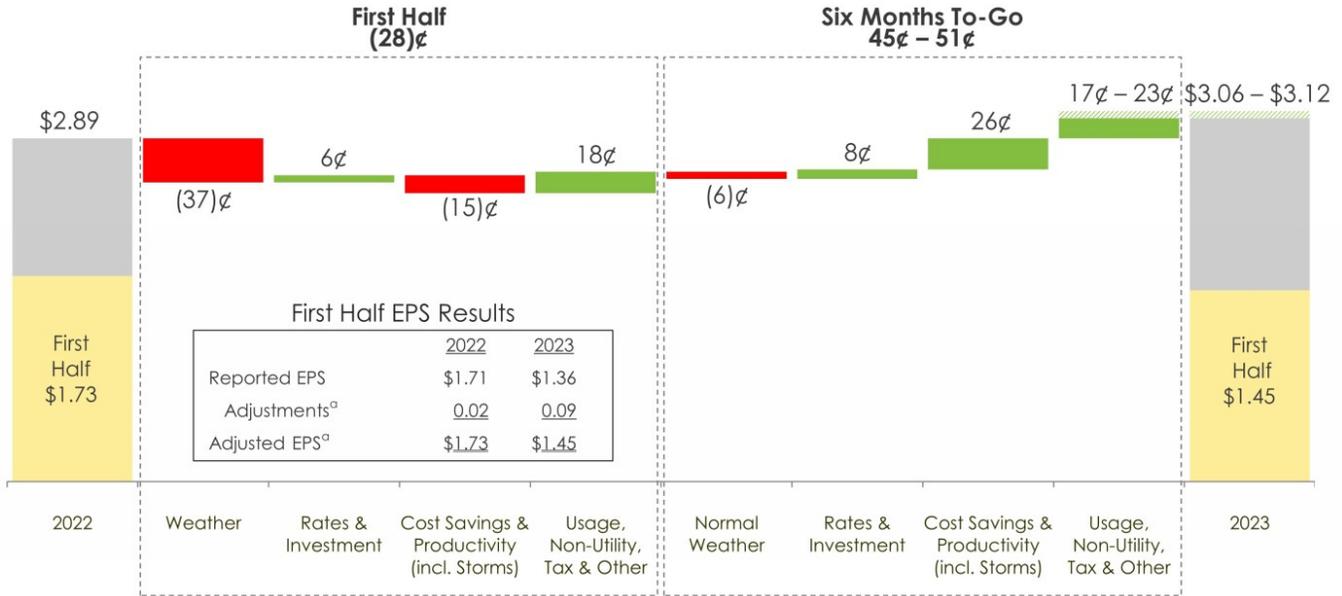
\$15.5

Up \$1.2

. . . on track to deliver in 2023 and beyond.

6

2023 Adjusted EPS . . .



Presentation endnotes are included after the appendix.

. . . continued confidence toward the high end.

Credit Metrics Maintained . . .



Consumers Energy	S&P	Moody's	Fitch
Senior Secured	A	A1	A+
Commercial Paper	A-2	P-2	F-2
Outlook	Stable	Stable	Stable
CMS Energy			
Senior Unsecured	BBB	Baa2	BBB
Junior Subordinated	BBB-	Baa3	BB+
Outlook	Stable	Stable	Stable
Last Review	✓ Oct. 2022	✓ May 2023	✓ Jan. 2023

Ratings Drivers

- Strong financial position
- Growing operating cash flow
- Constructive return on regulated investment
- Supportive regulatory environment
- Lower business risk

. . . at solid investment-grade levels.

2023 Planned Financings . . .



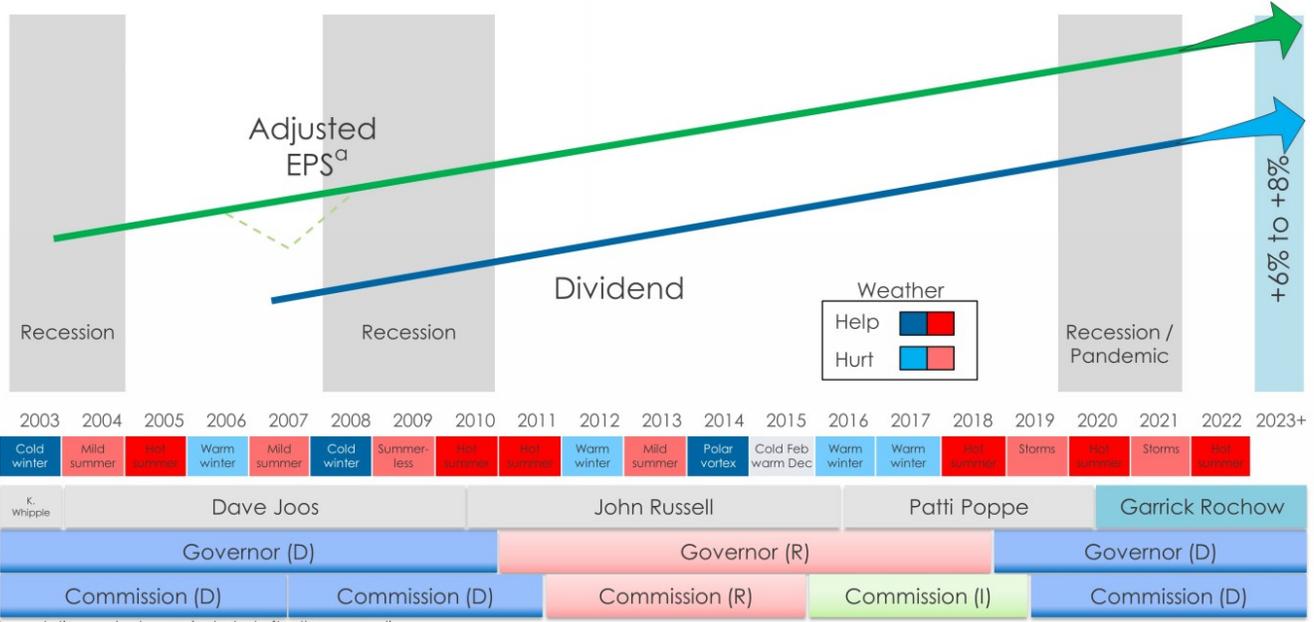
	Financings	
	<u>Plan</u> (\$M)	<u>YTD</u> (\$M)
Consumers Energy:		
First Mortgage Bonds	\$1,970	\$1,525
Securitization	688	--
CMS Energy:		
Contracted Equity (issued)	441	--
Convertible Debt	--	800
<small>3.375% due in 2028</small>		
Retirements (incl. term loans):		
Consumers Energy	1,625	1,300
CMS Energy	--	--



Presentation endnotes are included after the appendix.

. . . fund customer investment and provide ample liquidity. 9

Industry-Leading Financial Performance . . .



Presentation endnotes are included after the appendix.

. . . for two decades, regardless of conditions.

Appendix

2023 Sensitivities . . .



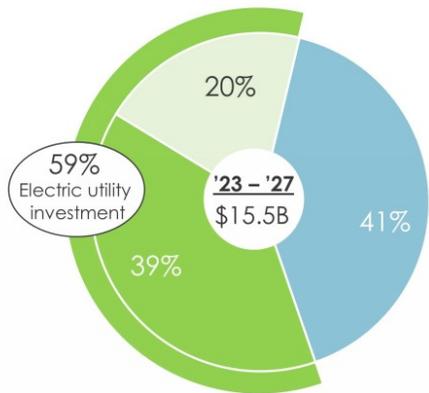
	<u>Sensitivity</u>		<u>Full-Year Impact</u>			<u>OCF</u> (\$M)	<u>2023 Adj. EPS Sensitivities</u>		
			<u>Adj. EPS</u> (¢)				(1% Full Year Δ in Volume)		
Sales^a									
Electric (~37,000 GWh)	±	1%	±	7	±	27	Residential	<u>Electric</u> 4¢	<u>Gas</u> 3¢
Gas (~311 Bcf)	±	1	±	4	±	16	Commercial	2½	~½
Gas Prices	±	50¢	±	0	±	60	Industrial	½	~½
Utility Earned ROE							Electric PSCR Residential Bill Sensitivity		
Electric	±	10 bps	±	2	±	8	(\$10/MWh)		
Gas	±	10	±	1	±	5	Impact		
Interest Rates	±	25 bps	±	< 1	±	1	Electric ~\$6½/ mo		
Effective Tax Rate (19%)	±	100 bps	±	3	±	0	Gas Price Residential Bill Sensitivity		
							(\$1/Mcf)		
							Impact		
							Gas ~\$7½/ mo		

Presentation endnotes are included after the appendix.

. . . reflect effective risk mitigation.

Updated Customer Investment Plan . . .

New Utility Investment Plan



Rate Base Growth



Other Growth Drivers^b

- ✓ EWR incentives
- ✓ FCM on PPAs
- ✓ 10.7% wind RPS
- ✓ NorthStar



Presentation endnotes are included after the appendix.

. . . delivers benefits for customers and investors.

2022 Asset Mix . . .



	Total PP&E	
	(\$M)	(%)
Electric		
Generation	\$3,277	14%
Coal	477	~2%
Wind, solar, hydro	2,013	9
Gas & other	787	3
Distribution	8,294	37
Other	781	3
Total electric	\$12,352	~54%
Gas		
Distribution	\$5,473	24%
Transmission	2,230	10
Underground storage facilities	1,067	4½
Other	396	1½
Total gas	\$9,166	~40%
Other non-utility property	\$27	<1%
NorthStar Clean Energy	\$1,168	5%
Plant, property, and equipment, net	\$22,713	100%

2023 MSCI ESG Leaders
Indexes Constituent

. . . highlights coal representing only ~2% of total PP&E in 2022.

ENDNOTES

Presentation Endnotes



Slide 3: ^aRRA state regulatory energy rankings, May 2023. Regulatory Research Associates, a group within S&P Global Commodity Insights.

Slide 4: ^aVoluntary Green Pricing ^bNet zero carbon emissions for our electric business (includes PPAs and MISO market purchases) from 2005 baseline

Slide 7: ^aSee GAAP reconciliation on slide 18

Slide 9: ^a\$1,825M in available revolvers + \$349 of unrestricted cash

Slide 10: ^aExcludes discontinued operations

Slide 12: ^aReflects 2023 sales forecast; weather-normalized

Slide 13: ^aAssumes \$22½B rate base in 2022, \$32B in 2027, CAGR ^bOver plan period years 2023-2027, adjusted EPS growth

CMS Energy provides historical financial results on both a reported (GAAP) and adjusted (non-GAAP) basis and provides forward-looking guidance on an adjusted basis. During an oral presentation, references to "earnings" are on an adjusted basis. All references to net income refer to net income available to common stockholders and references to earnings per share are on a diluted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense, or other items. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings.

GAAP Reconciliation

CMS ENERGY CORPORATION
Reconciliation of GAAP EPS to Non-GAAP Adjusted EPS by Segment
(Unaudited)



	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Six Months Ended	
	6/30/23	6/30/22	6/30/23	6/30/22
Electric Utility				
Reported net income per share	\$ 0.50	\$ 0.48	\$ 0.74	\$ 1.06
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	0.01	-	0.01	-
Tax impact	(*)	-	(*)	-
Voluntary separation program	0.05	0.03	0.05	0.03
Tax impact	(0.01)	(0.01)	(0.01)	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 0.55</u>	<u>\$ 0.50</u>	<u>\$ 0.79</u>	<u>\$ 1.08</u>
Gas Utility				
Reported net income per share	\$ 0.08	\$ 0.13	\$ 0.61	\$ 0.87
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	*	-	0.01	-
Tax impact	(*)	-	(*)	-
Voluntary separation program	0.04	0.01	0.04	0.01
Tax impact	(0.01)	(*)	(0.01)	(*)
Adjusted net income per share – non-GAAP	<u>\$ 0.11</u>	<u>\$ 0.14</u>	<u>\$ 0.65</u>	<u>\$ 0.88</u>
NorthStar Clean Energy				
Reported net income per share	\$ 0.01	\$ 0.02	\$ 0.03	\$ 0.05
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	-	(*)	-	(*)
Tax impact	-	*	-	*
Voluntary separation program	-	*	-	*
Tax impact	-	(*)	-	(*)
Adjusted net income per share – non-GAAP	<u>\$ 0.01</u>	<u>\$ 0.02</u>	<u>\$ 0.03</u>	<u>\$ 0.05</u>
Corporate Interest and Other				
Reported net income (loss) per share	\$ 0.08	\$ (0.13)	\$ (0.02)	\$ (0.28)
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	-	*	-	*
Tax impact	-	(*)	-	(*)
Adjusted net income (loss) per share – non-GAAP	<u>\$ 0.08</u>	<u>\$ (0.13)</u>	<u>\$ (0.02)</u>	<u>\$ (0.28)</u>
Discontinued Operations				
Reported net income per share	\$ -	\$ -	\$ -	\$ 0.01
<i>Reconciling items:</i>				
Disposal of discontinued operations (gain) loss	(*)	*	(*)	(0.01)
Tax impact	*	(*)	*	*
Adjusted net income per share – non-GAAP	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Consolidated				
Reported net income per share	\$ 0.67	\$ 0.50	\$ 1.36	\$ 1.71
<i>Reconciling items:</i>				
Disposal of discontinued operations (gain) loss	(*)	*	(*)	(0.01)
Tax impact	*	(*)	*	*
Other exclusions from adjusted earnings	0.01	(*)	0.02	(*)
Tax impact	(*)	*	(*)	*
Voluntary separation program	0.09	0.04	0.09	0.04
Tax impact	(0.02)	(0.01)	(0.02)	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 0.75</u>	<u>\$ 0.53</u>	<u>\$ 1.45</u>	<u>\$ 1.73</u>
Average Common Shares Outstanding – Diluted	291.3	290.1	291.2	290.0

* Less than \$0.01 per share.

CMS ENERGY CORPORATION
Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income
(Unaudited)



	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Six Months Ended	
	6/30/23	6/30/22	6/30/23	6/30/22
Net Income Available to Common Stockholders	\$ 195	\$ 145	\$ 397	\$ 496
<i>Reconciling items:</i>				
Disposal of discontinued operations gain	(1)	*	(1)	(5)
Tax impact	*	(*)	*	1
Other exclusions from adjusted earnings**	2	(*)	5	(1)
Tax impact	(*)	*	(1)	*
Voluntary separation program	28	11	28	11
Tax impact	(7)	(3)	(7)	(3)
Adjusted net income – non-GAAP	<u>\$ 217</u>	<u>\$ 153</u>	<u>\$ 421</u>	<u>\$ 499</u>
Average Common Shares Outstanding - Diluted	291.3	290.1	291.2	290.0
Diluted Earnings Per Average Common Share				
Reported net income per share	\$ 0.67	\$ 0.50	\$ 1.36	\$ 1.71
<i>Reconciling items:</i>				
Disposal of discontinued operations gain	(*)	*	(*)	(0.01)
Tax impact	*	(*)	*	*
Other exclusions from adjusted earnings**	0.01	(*)	0.02	(*)
Tax impact	(*)	*	(*)	*
Voluntary separation program	0.09	0.04	0.09	0.04
Tax impact	(0.02)	(0.01)	(0.02)	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 0.75</u>	<u>\$ 0.53</u>	<u>\$ 1.45</u>	<u>\$ 1.73</u>

* Less than \$0.5 million or \$0.01 per share.

** Includes restructuring costs, business optimization initiative, and unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense.

Management views adjusted (non-Generally Accepted Accounting Principles) earnings as a key measure of the Company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the Company uses adjusted earnings to measure and assess performance. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense, or other items. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for reported earnings.

CMS ENERGY CORPORATION
Reconciliation of GAAP Net Income to Non-GAAP Adjusted Net Income
by Quarter
(Unaudited)



	<i>In Millions, Except Per Share Amounts</i>	
	2023	
	1Q	2Q
Net Income Available to Common Stockholders	\$ 202	\$ 195
<i>Reconciling items:</i>		
Electric utility and gas utility	\$	30
Tax impact	(1)	(7)
NorthStar Clean Energy	-	-
Tax impact	-	-
Corporate interest and other	-	-
Tax impact	-	-
Disposal of discontinued operations (gain) loss	-	(1)
Tax impact	-	-
Adjusted Net Income – Non-GAAP	\$ 204	\$ 217
Average Common Shares Outstanding – Diluted	291.2	291.3
Diluted Earnings Per Average Common Share	\$ 0.69	\$ 0.67
<i>Reconciling items:</i>		
Electric utility and gas utility	0.01	0.10
Tax impact	(*)	(0.02)
NorthStar Clean Energy	-	-
Tax impact	-	-
Corporate interest and other	-	-
Tax impact	-	-
Disposal of discontinued operations (gain) loss	-	(*)
Tax impact	-	-
Adjusted Diluted Earnings Per Average Common Share – Non-GAAP	\$ 0.70	\$ 0.75

	<i>In Millions, Except Per Share Amounts</i>			
	2022			
	1Q	2Q	3Q	4Q
Net Income Available to Common Stockholders	\$ 351	\$ 145	\$ 163	\$ 168
<i>Reconciling items:</i>				
Electric utility and gas utility	-	11	(*)	10
Tax impact	-	(3)	*	(2)
NorthStar Clean Energy	(1)	(*)	-	-
Tax impact	*	*	-	-
Corporate interest and other	-	*	*	*
Tax impact	-	(*)	(*)	(*)
Disposal of discontinued operations (gain) loss	(5)	*	-	-
Tax impact	1	(*)	-	-
Adjusted Net Income – Non-GAAP	\$ 246	\$ 155	\$ 163	\$ 176
Average Common Shares Outstanding – Diluted	289.9	290.1	290.1	290.1
Diluted Earnings Per Average Common Share	\$ 1.21	\$ 0.50	\$ 0.56	\$ 0.58
<i>Reconciling items:</i>				
Electric utility and gas utility	-	0.04	(*)	0.03
Tax impact	-	(0.01)	*	(0.01)
NorthStar Clean Energy	(*)	(*)	-	-
Tax impact	*	*	-	-
Corporate interest and other	-	*	*	*
Tax impact	-	(*)	(*)	(*)
Disposal of discontinued operations (gain) loss	(0.01)	*	-	-
Tax impact	*	(*)	-	-
Adjusted Diluted Earnings Per Average Common Share – Non-GAAP	\$ 1.20	\$ 0.55	\$ 0.56	\$ 0.60

* Less than \$0.5 million or \$0.01 per share.