

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) October 31, 2024

<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 October 31, 2024, CMS Energy Corporation (“CMS Energy”) issued a News Release, in which it announced its 2024 third 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, 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 October 31, 2024, 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 2024 third quarter results and provide a business and financial outlook on October 31 at 9:30 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 October 31, 2024
99.2	CMS Energy presentation dated October 31, 2024
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: October 31, 2024

By: /s/ Rejji P. Hayes

Rejji P. Hayes
Executive Vice President and Chief Financial Officer

CONSUMERS ENERGY COMPANY

Dated: October 31, 2024

By: /s/ Rejji P. Hayes

Rejji P. Hayes
Executive Vice President and Chief Financial Officer

News Release

The CMS Energy logo features the company name in a white, sans-serif font, enclosed within a white, stylized oval shape that resembles a power line or a signal wave.

CMS Energy Announces Third Quarter Results, Introduces 2025 Guidance

JACKSON, Mich., Oct. 31, 2024 – CMS Energy announced today reported earnings per share of \$0.84 for the third quarter of 2024, compared to \$0.60 per share for the same quarter in 2023. The company’s adjusted earnings per share for the third quarter were \$0.84, compared to \$0.61 per share for the same quarter in 2023. For the first nine months of the year, the company reported \$2.45 per share compared to \$1.96 per share for the same timeframe in 2023. The company’s adjusted earnings per share on a year-to-year basis were \$2.47 in 2024, compared to \$2.06 per share in 2023, largely due to constructive regulatory outcomes and solid performance at NorthStar Clean Energy.

CMS Energy reaffirmed its 2024 adjusted earnings guidance of \$3.29 to \$3.35 per share (*See below for important information about non-GAAP measures) and long-term adjusted EPS growth of 6 to 8 percent, with continued confidence toward the high end. The Company also introduced 2025 adjusted earnings guidance of \$3.52 to \$3.58 per share.

“We continue to make needed investments as outlined in our electric Reliability Roadmap by burying wires, installing sensors and adding other technology to build a smarter and stronger grid. We are committed in our efforts to shorten the length and impact of power outages for our customers and are well positioned to deliver for all stakeholders in 2024 and beyond,” 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.

###

CMS Energy will hold a webcast to discuss its 2024 third quarter results and provide a business and financial outlook on Thursday, October 31 at 9:30 a.m. (EDT). To participate in the webcast, go to CMS Energy's homepage ([cmsenergy.com](https://www.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, 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.

Media Contacts: Katie Carey, 517/740-1739

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

CMS ENERGY CORPORATION
Consolidated Statements of Income
(Unaudited)

	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Nine Months Ended	
	9/30/24	9/30/23	9/30/24	9/30/23
Operating revenue	\$ 1,743	\$ 1,673	\$ 5,526	\$ 5,512
Operating expenses	1,376	1,402	4,464	4,683
Operating Income	367	271	1,062	829
Other income	84	77	283	279
Interest charges	178	164	528	471
Income Before Income Taxes	273	184	817	637
Income tax expense	26	11	125	81
Income From Continuing Operations	247	173	692	556
Income from discontinued operations, net of tax	-	-	-	1
Net Income	247	173	692	557
Loss attributable to noncontrolling interests	(6)	(3)	(46)	(21)
Net Income Attributable to CMS Energy	253	176	738	578
Preferred stock dividends	2	2	7	7
Net Income Available to Common Stockholders	\$ 251	\$ 174	\$ 731	\$ 571
Diluted Earnings Per Average Common Share	\$ 0.84	\$ 0.60	\$ 2.45	\$ 1.96

CMS ENERGY CORPORATION
Summarized Consolidated Balance Sheets
(Unaudited)

	<i>In Millions</i>	
	<u>As of</u>	
	<u>9/30/24</u>	<u>12/31/23</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 412	\$ 227
Restricted cash and cash equivalents	55	21
Other current assets	2,236	2,591
Total current assets	<u>2,703</u>	<u>2,839</u>
Non-current assets		
Plant, property, and equipment	26,671	25,072
Other non-current assets	5,443	5,606
Total Assets	<u>\$ 34,817</u>	<u>\$ 33,517</u>
Liabilities and Equity		
Current liabilities ⁽¹⁾	\$ 1,684	\$ 1,822
Non-current liabilities ⁽¹⁾	8,325	7,927
Capitalization		
Debt and finance leases (excluding securitization debt) ⁽²⁾	15,451	14,856
Preferred stock and securities	224	224
Noncontrolling interests	530	581
Common stockholders' equity	7,887	7,320
Total capitalization (excluding securitization debt)	<u>24,092</u>	<u>22,981</u>
Securitization debt ⁽²⁾	716	787
Total Liabilities and Equity	<u>\$ 34,817</u>	<u>\$ 33,517</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>Nine Months Ended</u>	
	<u>9/30/24</u>	<u>9/30/23</u>
Beginning of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 248	\$ 182
Net cash provided by operating activities	1,967	1,904
Net cash used in investing activities	(2,101)	(2,737)
Cash flows from operating and investing activities	(134)	(833)
Net cash provided by financing activities	353	835
Total Cash Flows	<u>\$ 219</u>	<u>\$ 2</u>
End of Period Cash and Cash Equivalents, Including Restricted Amounts	<u>\$ 467</u>	<u>\$ 184</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		Nine Months Ended	
	9/30/24	9/30/23	9/30/24	9/30/23
Net Income Available to Common Stockholders	\$ 251	\$ 174	\$ 731	\$ 571
<i>Reconciling items:</i>				
Disposal of discontinued operations (gain) loss	-	-	-	(1)
Tax impact	-	-	-	*
Other exclusions from adjusted earnings**	*	1	6	6
Tax impact	(*)	(1)	(1)	(2)
Voluntary separation program	-	5	*	33
Tax impact	-	(1)	(*)	(8)
Adjusted net income – non-GAAP	<u>\$ 251</u>	<u>\$ 178</u>	<u>\$ 736</u>	<u>\$ 599</u>
Average Common Shares Outstanding - Diluted	298.8	291.4	298.2	291.3
Diluted Earnings Per Average Common Share				
Reported net income per share	\$ 0.84	\$ 0.60	\$ 2.45	\$ 1.96
<i>Reconciling items:</i>				
Disposal of discontinued operations (gain) loss	-	-	-	(*)
Tax impact	-	-	-	*
Other exclusions from adjusted earnings**	*	*	0.02	0.02
Tax impact	(*)	(*)	(*)	(*)
Voluntary separation program	-	0.01	*	0.11
Tax impact	-	(*)	(*)	(0.03)
Adjusted net income per share – non-GAAP	<u>\$ 0.84</u>	<u>\$ 0.61</u>	<u>\$ 2.47</u>	<u>\$ 2.06</u>

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

** Includes restructuring costs and business optimization initiative.

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, 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.



Third Quarter 2024 Results & Outlook
October 31, 2024



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 . . .



Over two decades of industry-leading financial performance

Presentation endnotes are included after the appendix.

Industry-leading net zero commitments

Excellence through the **CE WAY**

Top-tier regulatory jurisdiction^o

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

New Michigan Energy Law^a . . .



Key Items	Notable Changes	Benefits
<ul style="list-style-type: none"> Renewable Portfolio Standard <ul style="list-style-type: none"> Next Renewable Energy Plan (REP) filing (Nov. 2024) 	60% by 2035 (50% by 2030)	✓ Ability to own AND contract throughout MISO
<ul style="list-style-type: none"> Clean Energy Standard (incl. renewables, gas w/ CCS, or nuclear) <ul style="list-style-type: none"> Next Integrated Resource Plan filing (2026) 	100% by 2040 (80% by 2035)	✓ Ensures continued resource adequacy
<ul style="list-style-type: none"> Financial Compensation Mechanism (FCM) on PPAs 	Pre-tax WACC on permanent capital structure (~9%)	✓ Unique "capital-light" earnings opportunity
<ul style="list-style-type: none"> Energy Waste Reduction (EWR) Incentive 	Up to 25% incentive / >2.17% YoY load reduction	✓ Ability to earn outside rate base
<ul style="list-style-type: none"> 2.5 GW Storage State Target 	~850 MW by 2030 (Consumers Energy portion)	✓ Accelerates storage deployment

Presentation endnotes are included after the appendix.

. . . delivers for all stakeholders while maintaining affordability.

Electric Reliability Roadmap . . .

Electric Reliability Roadmap 5-yr Capital Investments



Additional Customer Value

- Proactive grid enhancements vs. reactive maintenance and repair
- More reliable and resilient system
- Fewer and shorter customer outages
- Lower future operating costs

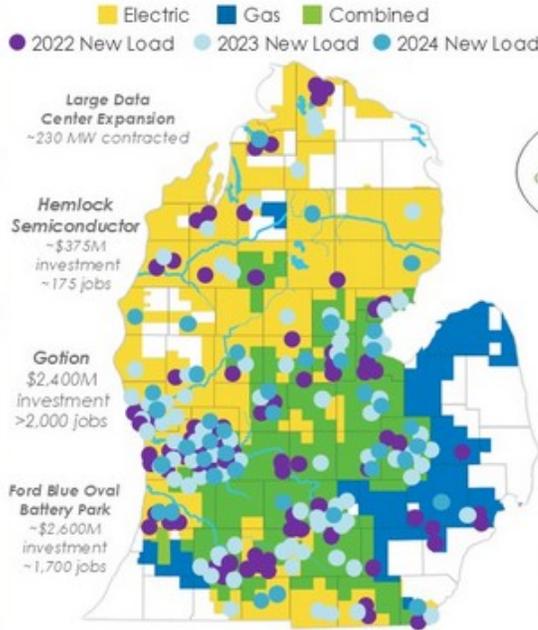
"The (Liberty) audit underscores that **now is the time...to focus more on strategic investments** to prevent outages rather than reacting to them."
– MPSC Chair Dan Scripps

. . . requires significant investments to improve reliability and resiliency.

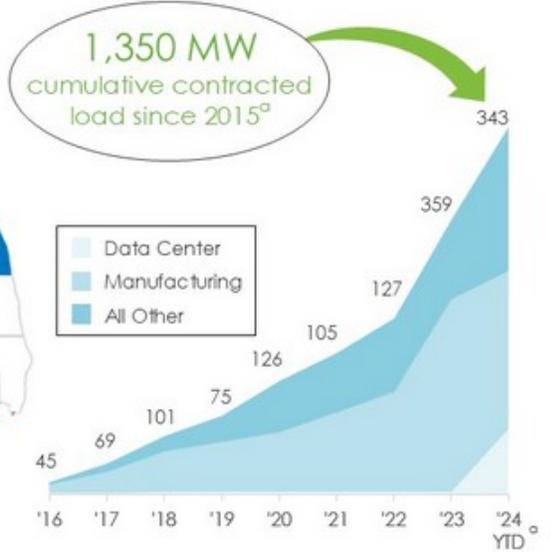
Expansive Economic Development Efforts . . .



- Corning Inc.**
 Solar production facility
 \$900M investment
 ~1,100 jobs
- Saab Inc.**
 Military & civil security
 \$75M investment
 ~70 jobs
- Northland Corporation**
 High-end appliance products
 \$21M investment
 ~200 jobs
- Benteler Automotive**
 Battery component production
 \$105M investment
 ~170 jobs



Contracted Load (MW)



Presentation endnotes are included after the appendix.

. . . drive meaningful growth across Michigan and reduce customer rates.

Michigan's Strong Regulatory Environment . . .



Supportive Energy Policy

- **Timely recovery of investments**

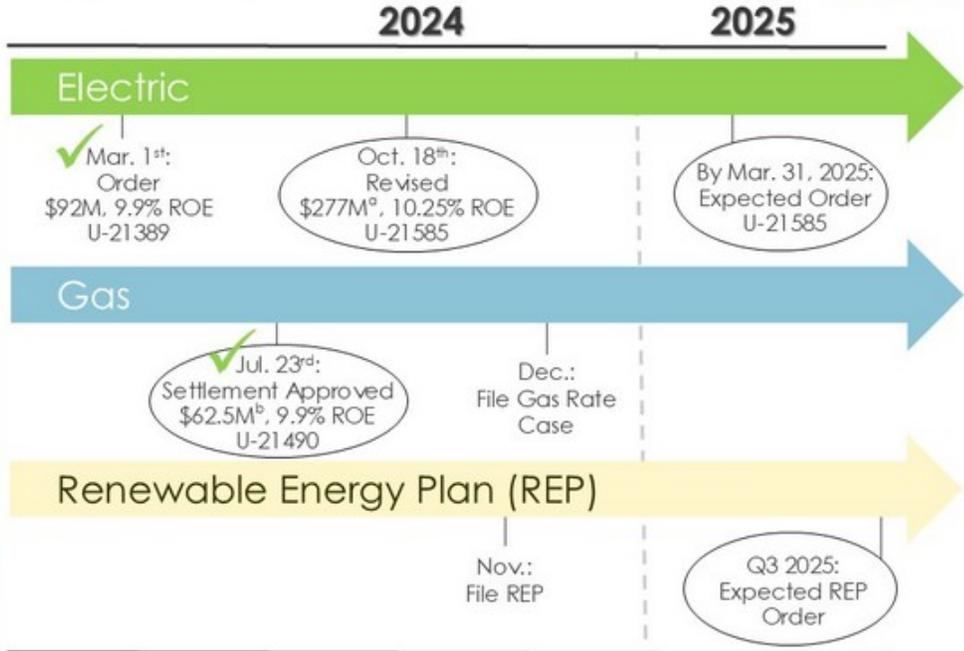
- ✓ Forward-looking test years/earn authorized ROEs
- ✓ 10-month rate cases
- ✓ Monthly fuel adjustment trackers (PSCR/GCR)

- **Supportive incentives**

- ✓ Constructive ROEs for Renewable Portfolio Standard
- ✓ Energy waste reduction incentives
- ✓ FCM adder on PPAs

- **Appointed commissioners**

Enhanced w/ 2023 Energy Law



Presentation endnotes are included after the appendix.

. . . provides constructive outcomes and forward-looking visibility.

Financial Results & Outlook . . .



YTD 2024 Results

Amount

Commentary

Adjusted EPS

\$2.47

Up vs. 2023 with confidence in the full year

2024 Full-Year Outlook

Adjusted EPS Guidance

\$3.29 – \$3.35

Toward the high end

Annual Dividend Per Share

\$2.06

Up 11¢

2025 Full-Year Outlook

Adjusted EPS Guidance

\$3.52 – \$3.58

Toward the high end

Long-Term Outlook

Adjusted EPS Growth

+6% to +8%

Toward the high end

Dividend Per Share Growth

+6% to +8%

~60% payout over time

Utility Capital Plan (\$B)^a

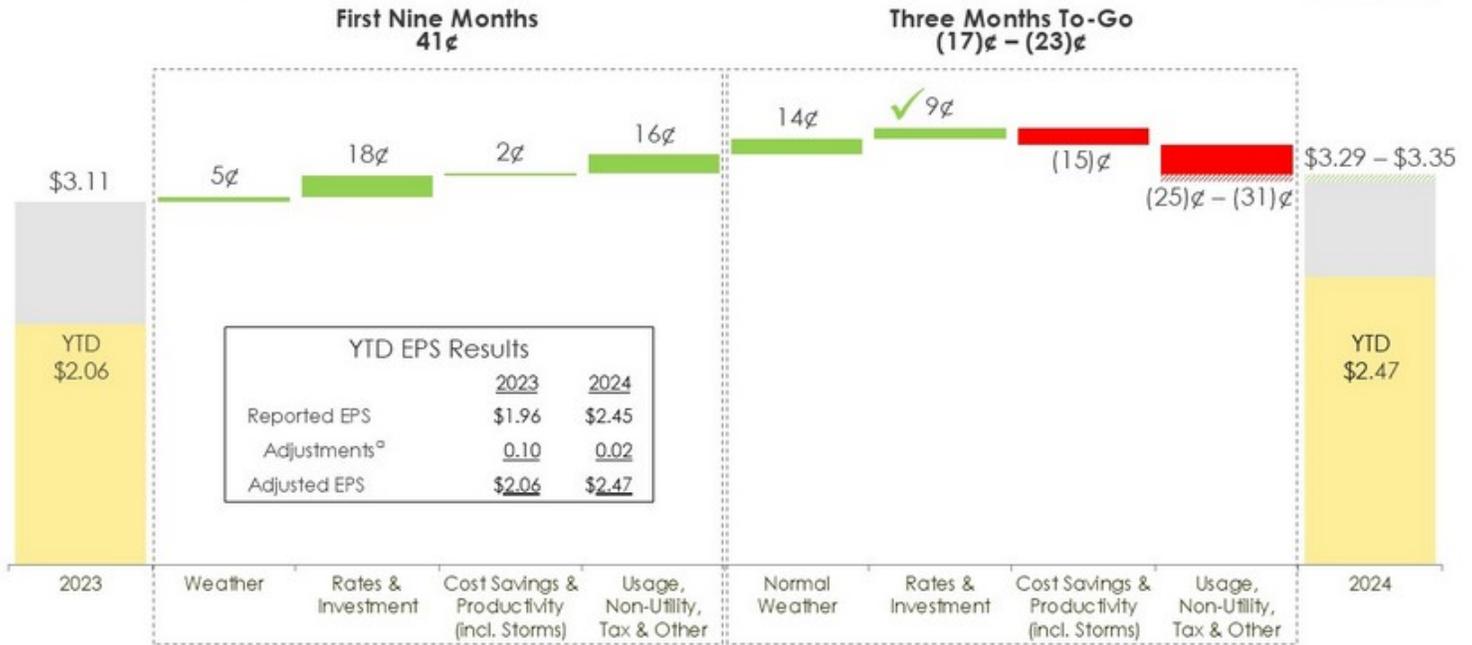
\$17

To be updated on Q4 call

Presentation endnotes are included after the appendix.

. . . on track to deliver in 2024 and beyond.

2024 Adjusted EPS . . .



Presentation endnotes are included after the appendix.

. . . continued confidence toward the high end.

Strong Balance Sheet . . .



Consumers Energy	S&P	Moody's	Fitch	Key Strengths
Senior Secured	A	A1	A+	<ul style="list-style-type: none"> ✓ Forward-looking recovery ✓ Constructive rate construct ✓ Strong operating cash flow generation
Commercial Paper	A-2	P-2	F-2	
Outlook	Stable	Stable	Stable	
CMS Energy				
Senior Unsecured	BBB	Baa2	BBB	<ul style="list-style-type: none"> ✓ 100% fixed rate debt ✓ Hybrid debt (w/ equity credit) ✓ Limited near-term maturities
Junior Subordinated	BBB-	Baa3	BB+	
Outlook	Stable	Stable	Stable	
Last Review	Aug. 2024	Mar. 2024	Apr. 2024	

. . . maintains credit metrics and solid investment-grade ratings.

2024 Planned Financings Completed . . .



Financings^a

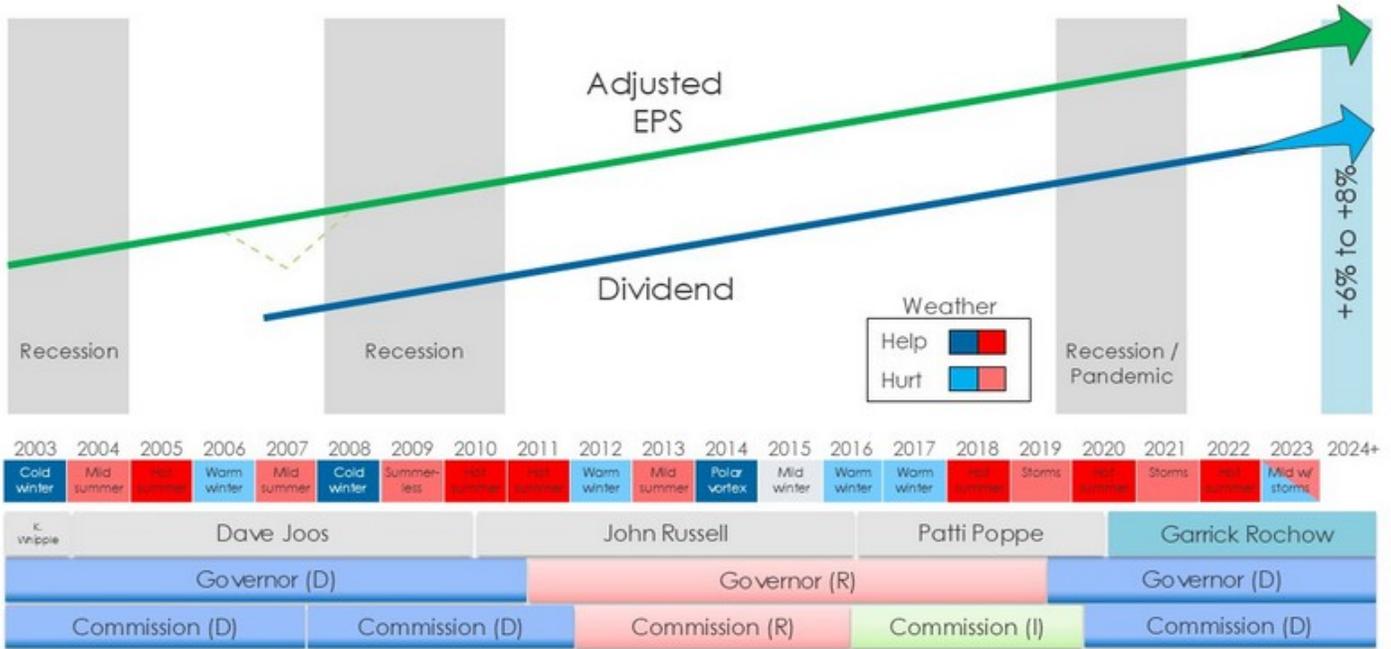
	<u>Plan</u> (\$M)	<u>YTD</u> (\$M)	
Consumers Energy: First Mortgage Bonds	~\$1,275	\$1,300	✓ ~4.65% ^c
CMS Energy: Contracted Equity (issued)	~266	~266	✓ ~\$70/sh
Retirements:			
Consumers Energy	302	250	
CMS Energy	250	250	✓



Presentation endnotes are included after the appendix.

. . . and provide ample liquidity. 11

Industry-Leading Financial Performance . . .



. . . for over two decades, regardless of conditions.

Q&A
See you at EEI!

ENDNOTES

Presentation Endnotes



Slide 3: ^aUBS Research, 2024 state rankings and D.C.

Slide 4: ^aNew energy law effective June 1, 2024

Slide 6: ^aNew or expanding load since 2015 as of October 15, 2024

Slide 7: ^a\$277M position includes a \$22M surcharge related to distribution investments made in 2023 above prior approved levels. ^b\$62.5M of effective rate relief (\$35M of higher revenue as permanent rate relief and \$27.5M retained gain share from the Appliance Service Plan (ASP) business sale used as an offset in lieu of additional rate relief during the test year)

Slide 8: ^a\$17B utility capital investment plan (2024-2028), up \$1.5B from prior plan (2023-2027)

Slide 9: ^aAdjusted EPS; see GAAP reconciliation on slide 17

Slide 11: ^aExcludes tax-exempt remarketing in October 2024 ^b\$1,786M in unreserved revolvers + \$385M of unrestricted cash; excludes cash unavailable for debt retirement, such as cash held at NorthStar ^cWeighted average

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, 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 Net Income to Non-GAAP Adjusted Net Income
(Unaudited)



	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Nine Months Ended	
	9/30/24	9/30/23	9/30/24	9/30/23
Net Income Available to Common Stockholders	\$ 251	\$ 174	\$ 731	\$ 571
<i>Reconciling items:</i>				
Disposal of discontinued operations (gain) loss	-	-	-	(1)
Tax impact	-	-	-	*
Other exclusions from adjusted earnings**	*	1	6	6
Tax impact	(*)	(1)	(1)	(2)
Voluntary separation program	-	5	*	33
Tax impact	-	(1)	(*)	(8)
Adjusted net income – non-GAAP	<u>\$ 251</u>	<u>\$ 178</u>	<u>\$ 736</u>	<u>\$ 599</u>
Average Common Shares Outstanding - Diluted	298.8	291.4	298.2	291.3
Diluted Earnings Per Average Common Share				
Reported net income per share	\$ 0.84	\$ 0.60	\$ 2.45	\$ 1.96
<i>Reconciling items:</i>				
Disposal of discontinued operations (gain) loss	-	-	-	(*)
Tax impact	-	-	-	*
Other exclusions from adjusted earnings**	*	*	0.02	0.02
Tax impact	(*)	(*)	(*)	(*)
Voluntary separation program	-	0.01	*	0.11
Tax impact	-	(*)	(*)	(0.03)
Adjusted net income per share – non-GAAP	<u>\$ 0.84</u>	<u>\$ 0.61</u>	<u>\$ 2.47</u>	<u>\$ 2.06</u>

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

** Includes restructuring costs and business optimization initiative.

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, 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>							
	2024			2023				
	1Q	2Q	3Q	1Q	2Q	3Q	4Q	
Net Income Available to Common Stockholders	\$ 285	\$ 195	\$ 251	\$ 202	\$ 195	\$ 174	\$ 306	
<i>Reconciling items:</i>								
Electric utility and gas utility	4	2	*	3	30	6	3	
Tax impact	(1)	(*)	(*)	(1)	(7)	(2)	(1)	
NorthStar Clean Energy	-	-	-	-	-	-	-	
Tax impact	-	-	-	-	-	-	-	
Corporate interest and other	-	-	-	-	-	-	-	
Tax impact	-	-	-	-	-	-	-	
Adjusted Net Income – Non-GAAP	<u>\$ 288</u>	<u>\$ 197</u>	<u>\$ 251</u>	<u>\$ 204</u>	<u>\$ 217</u>	<u>\$ 178</u>	<u>\$ 308</u>	
Average Common Shares Outstanding – Diluted	297.2	298.5	298.8	291.2	291.3	291.4	292.7	
Diluted Earnings Per Average Common Share	\$ 0.96	\$ 0.65	\$ 0.84	\$ 0.69	\$ 0.67	\$ 0.60	\$ 1.05	
<i>Reconciling items:</i>								
Electric utility and gas utility	0.01	0.01	*	0.01	0.10	0.01	0.01	
Tax impact	(*)	(*)	(*)	(*)	(0.02)	(*)	(0.01)	
NorthStar Clean Energy	-	-	-	-	-	-	-	
Tax impact	-	-	-	-	-	-	-	
Corporate interest and other	-	-	-	-	-	-	-	
Tax impact	-	-	-	-	-	-	-	
Adjusted Diluted Earnings Per Average Common Share – Non-GAAP	<u>\$ 0.97</u>	<u>\$ 0.66</u>	<u>\$ 0.84</u>	<u>\$ 0.70</u>	<u>\$ 0.75</u>	<u>\$ 0.61</u>	<u>\$ 1.05</u>	

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