UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2026

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____to_____

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

CMS Energy Corporation: Yes ☒ No ☐ **Consumers Energy Company:** Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

CMS Energy Corporation: Yes ☒ No ☐ **Consumers Energy Company:** Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

CMS Energy Corporation:		**Consumers Energy Company:**	
Large accelerated filer	☒	Large accelerated filer	☐
Non-accelerated filer	☐	Non-accelerated filer	☒
Accelerated filer	☐	Accelerated filer	☐
Smaller reporting company	☐	Smaller reporting company	☐
Emerging growth company	☐	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.

CMS Energy Corporation: ☐ **Consumers Energy Company:** ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

CMS Energy Corporation: Yes ☐ No ☒ **Consumers Energy Company:** Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer’s classes of common stock at April 13, 2026:

CMS Energy Corporation:	
CMS Energy Corporation Common Stock, $0.01 par value	308,919,602
Consumers Energy Company:	
Consumers Common Stock, $10 par value, privately held by CMS Energy Corporation	84,108,789

CMS Energy Corporation
Consumers Energy Company
Quarterly Reports on Form 10-Q to the Securities and Exchange Commission for the Period Ended March 31, 2026

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Glossary

Certain terms used in the text and financial statements are defined below.

2023 Energy Law
Michigan's Public Acts 229, 230, 231, 233, 234, and 235 of 2023

ABATE
Association of Businesses Advocating Tariff Equity

AFUDC
Allowance for borrowed and equity funds used during construction

ARO
Asset retirement obligation

ASP
Appliance Service Plan

Aviator Wind
Aviator Wind Holdings, LLC, a VIE in which Aviator Wind Equity Holdings holds a Class B membership interest

Aviator Wind Equity Holdings
Aviator Wind Equity Holdings, LLC, a VIE in which Grand River Wind, LLC, a wholly owned subsidiary of NorthStar Clean Energy, has a 51-percent interest

Bay Harbor
A residential/commercial real estate area located near Petoskey, Michigan, in which CMS Energy sold its interest in 2002

Bcf
Billion cubic feet

BG Solar Holdings
BG Solar Holdings, LLC, a VIE in which BG Solar Holdings I, LLC, a wholly owned subsidiary of Grand River Solar, LLC, a wholly owned subsidiary of NorthStar Clean Energy, holds a Class B membership interest

CCR
Coal combustion residual

CEO
Chief Executive Officer

CERCLA
Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended

CFO
Chief Financial Officer

Clean Air Act
Federal Clean Air Act of 1963, as amended

Clean Water Act
Federal Water Pollution Control Act of 1972, as amended

CMS Energy
CMS Energy Corporation and its consolidated subsidiaries, unless otherwise noted; the parent of Consumers and NorthStar Clean Energy

CMS Land
CMS Land Company, a wholly owned subsidiary of CMS Capital, L.L.C., a wholly owned subsidiary of CMS Energy

Consumers
Consumers Energy Company and its consolidated subsidiaries, unless otherwise noted; a wholly owned subsidiary of CMS Energy

Covert Generating Station
A 1,200-MW natural gas-fueled generation station that was acquired by Consumers in 2023 from New Covert Generating Company, LLC, a non-affiliated company

Craven
Craven County Wood Energy Limited Partnership, a VIE in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50-percent interest

CSAPR
Cross-State Air Pollution Rule of 2011, as amended

DB Pension Plans
Defined benefit pension plans of CMS Energy and Consumers, including certain present and former affiliates and subsidiaries

DB SERP
Defined Benefit Supplemental Executive Retirement Plan

Delta Solar Equity Holdings
Delta Solar Equity Holdings, LLC, a VIE in which Grand River Solar, LLC, a wholly owned subsidiary of NorthStar Clean Energy, has a 50-percent interest

Dodd-Frank Act
Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

DOE
U.S. Department of Energy

DTE Electric
DTE Electric Company, a non-affiliated company

EGLE
Michigan Department of Environment, Great Lakes, and Energy

Electric Supply Plan
Consumers' long-term strategy for delivering safe, reliable, affordable, clean, and equitable energy to its customers; this plan is outlined in Consumers' integrated resource plan and incorporates the Renewable Energy Plan

Endangered Species Act
Federal Endangered Species Act of 1973, as amended

Energy waste reduction
The reduction of energy consumption through energy efficiency and demand-side energy conservation, as established under Michigan law

EPA
U.S. Environmental Protection Agency

EPS
Earnings per share

ERP
Enterprise Resource Planning software

Exchange Act
Securities Exchange Act of 1934

Federal Power Act
Federal Power Act of 1920

FERC
Federal Energy Regulatory Commission

FTR
Financial transmission right

GAAP
U.S. Generally Accepted Accounting Principles

GCR
Gas cost recovery

Genesee
Genesee Power Station Limited Partnership, a VIE in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50-percent interest

Grayling
Grayling Generating Station Limited Partnership, a VIE in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50-percent interest

GW
Gigawatt, a unit of energy equal to 1 billion watts

HL Solar Holdings
HL Solar Holdings, LLC, a VIE in which HL Solar Holdings I, LLC, a wholly owned subsidiary of Grand River Solar, LLC, a wholly owned subsidiary of NorthStar Clean Energy, holds a Class B membership interest

IRS
Internal Revenue Service

IT
Information technology

J.H. Campbell
J.H. Campbell Generating Complex, a three-unit coal-fueled electric generating facility comprised of Units 1 and 2, which are wholly owned by Consumers, and Unit 3, which Consumers jointly owns with the Michigan Public Power Agency, holding a 4.80-percent interest, and Wolverine Power, holding a 1.89-percent interest, each a non-affiliated company

kWh
Kilowatt-hour, a unit of energy equal to 1,000 watt-hours

Ludington
Ludington pumped-storage plant, jointly owned by Consumers and DTE Electric

MATS
Mercury and Air Toxics Standards, which limit mercury, acid gases, and other toxic pollution from coal-fueled and oil-fueled power plants

MCV Facility
A 1,647-MW natural gas-fueled, combined-cycle cogeneration facility operated by the MCV Partnership

MCV Partnership
Midland Cogeneration Venture Limited Partnership, a non-affiliated company

METC
Michigan Electric Transmission Company, LLC, a non-affiliated company

MGP
Manufactured gas plant

Migratory Bird Treaty Act
Migratory Bird Treaty Act of 1918, as amended

MISO
Midcontinent Independent System Operator, Inc.

MISO Tariff
MISO Open Access Transmission, Energy, and Operating Reserve Markets Tariff

Mothball
To place a generating unit into a state of extended reserve shutdown in which the unit is inactive and unavailable for service for a specified period, during which the unit can be brought back into service after receiving appropriate notification and completing any necessary maintenance or other work; generation owners in MISO must request approval to mothball a unit, and MISO then evaluates the request for reliability impacts

MPSC
Michigan Public Service Commission

MW
Megawatt, a unit of power equal to 1 million watts

NAAQS
National Ambient Air Quality Standards

Natural Gas Act
Natural Gas Act of 1938

Newport Solar Holdings
Newport Solar Holdings III, LLC, a VIE in which Newport Solar Equity Holdings LLC, a wholly owned subsidiary of Grand River Solar, LLC, a wholly owned subsidiary of NorthStar Clean Energy, holds a Class B membership interest

NorthStar Clean Energy
NorthStar Clean Energy Company and its consolidated subsidiaries, unless otherwise noted; a wholly owned subsidiary of CMS Energy

NOx
Nitrogen oxides

NPDES
National Pollutant Discharge Elimination System, a permit system for regulating point sources of pollution under the Clean Water Act

NREPA
Part 201 of Michigan's Natural Resources and Environmental Protection Act of 1994, as amended

NWO Holdco
NWO Holdco, L.L.C., a VIE in which NWO Holdco I, LLC, a wholly owned subsidiary of NWO Wind Equity Holdings, LLC, holds a Class B membership interest

NWO Wind Equity Holdings
NWO Wind Equity Holdings, LLC, a VIE in which Grand River Wind, LLC, a wholly owned subsidiary of NorthStar Clean Energy, has a 50-percent interest

OPEB
Other post-employment benefits

OPEB Plan
Postretirement health care and life insurance plans of CMS Energy and Consumers, including certain present and former affiliates and subsidiaries

PCB
Polychlorinated biphenyl

PPA
Power purchase agreement

PSCR
Power supply cost recovery

RCRA
Federal Resource Conservation and Recovery Act of 1976

Reliability Roadmap
Consumers' five-year strategy to improve its electric distribution system and the reliability of the grid; this plan was filed with the MPSC in 2023, and is an update to Consumers' previous Electric Distribution Infrastructure Investment Plan filed in 2021

ROA
Retail Open Access, which allows electric generation customers to choose alternative electric suppliers pursuant to Michigan's Public Acts 141 and 142 of 2000, as amended

SEC
U.S. Securities and Exchange Commission

Securitization
A financing method authorized by statute and approved by the MPSC which allows a utility to sell its right to receive a portion of the rate payments received from its customers for the repayment of securitization bonds issued by a special-purpose entity affiliated with such utility

SOFR
Secured overnight financing rate calculated and published by the Federal Reserve Bank of New York

TAES
Toshiba America Energy Systems Corporation, a non-affiliated company

TBJH
TBJH Inc., a non-affiliated company

TCJA
Tax Cuts and Jobs Act of 2017

Term SOFR
The rate per annum that is a forward-looking term rate based on SOFR

T.E.S. Filer City

T.E.S. Filer City Station Limited Partnership, a VIE in which HYDRA-CO Enterprises, Inc., a wholly owned subsidiary of NorthStar Clean Energy, has a 50-percent interest

Toshiba

Toshiba Corporation, a non-affiliated company

Toshiba International

Toshiba International Corporation, a non-affiliated company

VIE

Variable interest entity

Filing Format

This combined Form 10-Q is separately filed by CMS Energy and Consumers. Information in this combined Form 10-Q relating to each individual registrant is filed by such registrant on its own behalf. Consumers makes no representation regarding information relating to any other companies affiliated with CMS Energy other than its own subsidiaries.

CMS Energy is the parent holding company of several subsidiaries, including Consumers and NorthStar Clean Energy. None of CMS Energy, NorthStar Clean Energy, nor any of CMS Energy's other subsidiaries (other than Consumers) has any obligation in respect of Consumers' debt securities or preferred stock and holders of such securities should not consider the financial resources or results of operations of CMS Energy, NorthStar Clean Energy, nor any of CMS Energy's other subsidiaries (other than Consumers and its own subsidiaries (in relevant circumstances)) in making a decision with respect to Consumers' debt securities or preferred stock. Similarly, neither Consumers nor any other subsidiary of CMS Energy has any obligation in respect of securities of CMS Energy.

This report should be read in its entirety. No one section of this report deals with all aspects of the subject matter of this report. This report should be read in conjunction with the consolidated financial statements and related notes and with the Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2025 Form 10-K.

Available Information

CMS Energy's internet address is www.cmsenergy.com. 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 material information. Information contained on CMS Energy's website is not incorporated herein.

Forward-looking Statements and Information

This Form 10-Q and other CMS Energy and Consumers disclosures may contain forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. The use of "anticipates," "assumes," "believes," "could," "estimates," "expects," "forecasts," "goals," "guidance," "intends," "may," "might," "objectives," "plans," "possible," "potential," "predicts," "projects," "seeks," "should," "targets," "will," and other similar words is intended to identify forward-looking statements that involve risk and uncertainty. This discussion of potential risks and uncertainties is designed to highlight important factors that may impact CMS Energy's and Consumers' businesses and financial outlook. CMS Energy and Consumers have no obligation to update or revise forward-looking statements regardless of whether new information, future events, or any other factors affect the information contained in the statements. These forward-looking statements are subject to various factors that could cause CMS Energy's and Consumers' actual results to differ materially from the results anticipated in these statements. These factors include, but are not limited to, the following, all of which are potentially significant:

- the impact and effect of recent events, such as worsening trade relations, geopolitical tensions, war, acts of terrorism, and the responses to these events, and related economic disruptions including, but not limited to, inflation, energy price volatility, tariffs, and supply chain disruptions
- the impact of new or modified regulation by the MPSC, FERC, and other applicable governmental proceedings and regulations, including any associated impact on electric or gas rates or rate structures

- potentially adverse regulatory treatment, effects of a failure to receive timely regulatory orders that are or could come before the MPSC, FERC, or other governmental authorities, or effects of a government shutdown
- changes in the performance of or regulations applicable to MISO, METC, pipelines, railroads, vessels, or other service providers that CMS Energy, Consumers, or any of their affiliates rely on to serve their customers
- federal or executive actions, the adoption of or challenges to federal or state laws or regulations or changes in applicable laws, rules, regulations, principles, or practices, or in their interpretation, such as those related to energy policy, ROA, the Public Utility Regulatory Policies Act of 1978, infrastructure integrity or security, cybersecurity, gas pipeline safety, gas pipeline capacity, energy waste reduction, the financial compensation mechanism, the environment, regulation or deregulation, reliability, health care reforms, taxes, tax credits, accounting matters, tariffs, climate change, air emissions, renewable energy, the Dodd-Frank Act, and other business issues that could have an impact on CMS Energy's, Consumers', or any of their affiliates' businesses or financial results
- factors affecting, disrupting, interrupting, or otherwise impacting CMS Energy's or Consumers' facilities, utility infrastructure, operations, or backup systems, such as costs and availability of personnel, equipment, and materials; weather and climate, including catastrophic weather-related damage and extreme temperatures; natural disasters; fires; smoke; scheduled or unscheduled equipment outages; maintenance or repairs; contractor performance; environmental incidents; failures of equipment or materials; electric transmission and distribution or gas pipeline system constraints; interconnection requirements; political and social unrest; general strikes; the government and/or paramilitary response to political or social events; changes in trade policies, regulations, or tariffs; accidents; explosions; physical disasters; global pandemics; cyber incidents; physical or cyber attacks; vandalism; war or terrorism; and the ability to obtain or maintain insurance coverage for these events
- the ability of CMS Energy and Consumers to execute cost-reduction strategies and/or convert economic development opportunities
- potentially adverse regulatory or legal interpretations or decisions regarding environmental matters, or delayed regulatory treatment or permitting decisions that are or could come before agencies such as EGLE, the EPA, FERC, and/or the U.S. Army Corps of Engineers, and potential environmental remediation costs associated with these interpretations or decisions, including those that may affect Consumers' coal ash management or routine maintenance, repair, and replacement classification under New Source Review, a construction-permitting program under the Clean Air Act
- changes in energy markets, including availability, price, and seasonality of electric capacity and energy and the timing and extent of changes in commodity prices and availability and deliverability of coal, natural gas, natural gas liquids, electricity, oil, gasoline, diesel fuel, and certain related products
- the price of CMS Energy common stock, the credit ratings of CMS Energy and Consumers, capital and financial market conditions, and the effect of these market conditions on CMS Energy's and Consumers' interest costs and access to the capital markets, including availability of financing to CMS Energy, Consumers, or any of their affiliates

- the ability of CMS Energy and Consumers to execute their financing strategies
- the investment performance of the assets of CMS Energy's and Consumers' pension and benefit plans, the discount rates, mortality assumptions, and future medical costs used in calculating the plans' obligations, and the resulting impact on future funding requirements
- the impact of the economy, particularly in Michigan, and potential future volatility in the financial and credit markets on CMS Energy's, Consumers', or any of their affiliates' revenues, ability to collect accounts receivable from customers, or cost and availability of capital
- changes in the economic and financial viability of CMS Energy's and Consumers' suppliers, customers, and other counterparties and the continued ability of these third parties, including those in bankruptcy, to meet their obligations to CMS Energy and Consumers
- population changes in the geographic areas where CMS Energy and Consumers conduct business
- national, regional, and local economic, political, competitive, and regulatory policies, conditions, and developments
- loss of customer demand for electric generation supply to alternative electric suppliers, the creation of municipal utilities, increased use of self-generation including distributed generation, energy waste reduction, or energy storage
- loss of customer demand for natural gas due to alternative technologies or fuels or electrification
- the ability of Consumers to meet increased renewable energy demand due to customers seeking to meet their own sustainability goals in a timely and cost-efficient manner
- the reputational or other impact on CMS Energy and Consumers of the failure to meet the renewable or clean energy standards required by the 2023 Energy Law or to achieve or make timely progress on their greenhouse gas reduction goals related to reducing their impact on climate change
- adverse consequences of employee, director, or third-party fraud or non-compliance with codes of conduct or with laws or regulations
- federal regulation of electric sales, including periodic re-examination by federal regulators of CMS Energy's and Consumers' market-based sales authorizations
- any event, change, development, occurrence, or circumstance that could impact the implementation of the Electric Supply Plan, including any action by a regulatory authority or other third party to prohibit, delay, or impair the implementation of the Electric Supply Plan
- the ability to meet increases in electric demand associated with data centers, or alternatively, the risk that anticipated demand growth from data center expansion may not materialize as expected
- changes associated with artificial intelligence technologies and related sectors, including the risk that a significant decline in investor confidence could lead to broader economic disruption, reductions in customer demand, tightening of capital markets, higher financing costs, or other downstream impacts
- the availability, cost, coverage, and terms of insurance, the stability of insurance providers, and the ability of Consumers to recover the costs of any insurance from customers

- the effectiveness of CMS Energy's and Consumers' risk management policies, procedures, and strategies, including strategies to hedge risk related to interest rates and future prices of electricity, natural gas, and other energy-related commodities
- factors affecting development of electric generation projects, gas transmission, and gas and electric distribution infrastructure replacement, conversion, and expansion projects, including factors related to project site identification, construction material availability, quality, and pricing, tariffs, embargoes on equipment, supply chain disruptions, schedule delays, interconnection delays, availability of qualified construction personnel, zoning, siting, permitting, acquisition of property rights, community opposition, environmental regulations, performance of contractors and counterparties, and government actions
- changes or disruption in fuel supply, including but not limited to supplier bankruptcy and delivery disruptions
- potential costs, lost revenues, reputational harm, or other consequences resulting from misappropriation of assets or sensitive information, corruption of data, or operational disruption in connection with a cyberattack or other cyber incident
- potential disruption to, interruption or failure of, or other impacts on IT backup or disaster recovery systems
- technological developments in energy production, storage, delivery, usage, and metering
- the ability to implement and integrate technology successfully, including artificial intelligence
- the impact of CMS Energy's and Consumers' integrated business software system and its effects on their operations, including utility customer billing and collections
- adverse consequences resulting from any past, present, or future assertion of indemnity or warranty claims associated with assets and businesses previously owned by CMS Energy or Consumers, including claims resulting from attempts by foreign or domestic governments to assess taxes on or to impose environmental liability associated with past operations or transactions
- the outcome, cost, and other effects of any legal or administrative claims, proceedings, investigations, or settlements
- the reputational impact on CMS Energy and Consumers of operational incidents, violations of corporate policies, regulatory violations, inappropriate use of social media, and other events
- restrictions imposed by various financing arrangements and regulatory requirements on the ability of Consumers and other subsidiaries of CMS Energy to transfer funds to CMS Energy in the form of cash dividends, loans, or advances
- earnings volatility resulting from the application of fair value accounting to certain energy commodity contracts or interest rate contracts
- changes in financial or regulatory accounting principles or policies or interpretation of principles or policies
- other matters that may be disclosed from time to time in CMS Energy's and Consumers' SEC filings, or in other public documents

All forward-looking statements should be considered in the context of the risk and other factors described above and as detailed from time to time in CMS Energy’s and Consumers’ SEC filings. For additional details regarding these and other uncertainties, see Part I—Item 1. Financial Statements and Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters and Note 3, Contingencies and Commitments; and Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Part I—Financial Information

Item 1. Financial Statements

Index to Financial Statements

CMS Energy Corporation
Consumers Energy Company
Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations constitutes Part I—Item 2 of this Form 10-Q and is not part of the financial statements included in Item 1, for both CMS Energy and Consumers.

Executive Overview

CMS Energy is an energy company operating primarily in Michigan. It is the parent holding company of several subsidiaries, including Consumers, an electric and gas utility, and NorthStar Clean Energy, primarily a domestic independent power producer and marketer. Consumers' electric utility operations include the generation, purchase, distribution, and sale of electricity, and Consumers' gas utility operations include the purchase, transmission, storage, distribution, and sale of natural gas. Consumers' customer base consists of a mix of primarily residential, commercial, and diversified industrial customers. NorthStar Clean Energy, through its subsidiaries and equity investments, is engaged in domestic independent power production, including the development and operation of renewable generation, and the marketing of independent power production.

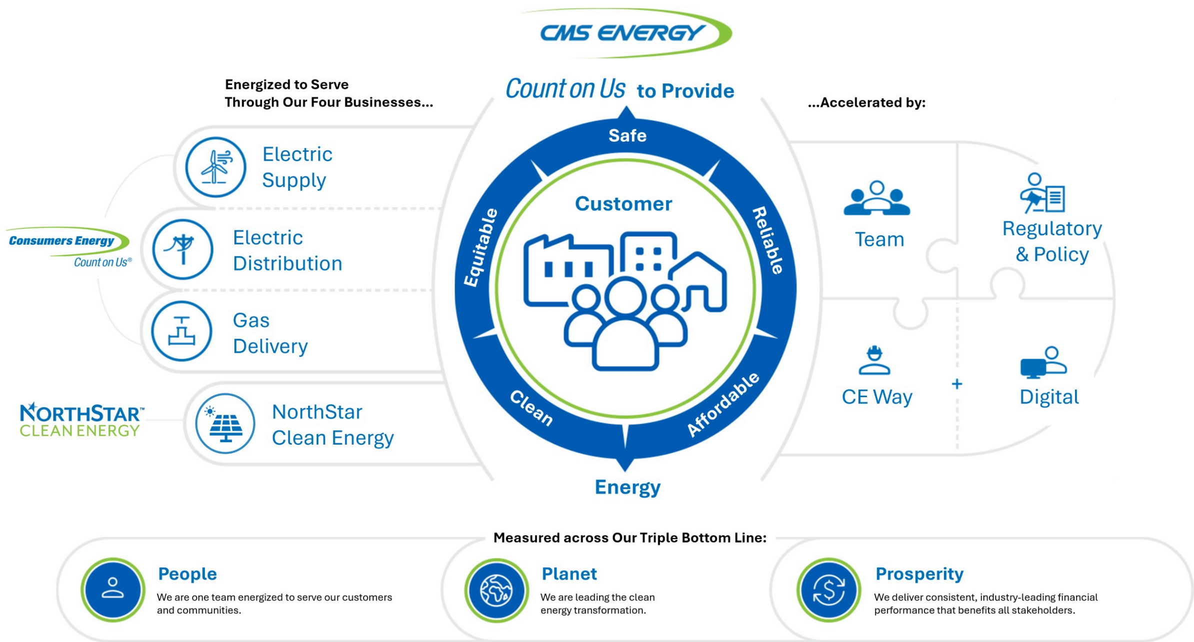
CMS Energy and Consumers manage their businesses by the nature of services each provides. CMS Energy operates principally in three business segments: electric utility; gas utility; and NorthStar Clean Energy, its non-utility operations and investments. Consumers operates principally in two business segments: electric utility and gas utility. CMS Energy's and Consumers' businesses are affected primarily by:

- regulation and regulatory matters
- state and federal legislation
- economic conditions
- load growth
- weather
- energy commodity prices
- interest rates
- their securities' credit ratings

The Triple Bottom Line

CMS Energy's and Consumers' purpose is to provide safe, reliable, affordable, clean, and equitable energy in service of their customers. In support of this purpose, CMS Energy and Consumers couple digital transformation with the "CE Way," a lean operating system designed to improve safety, quality, cost, delivery, and employee morale.

CMS Energy and Consumers measure their progress toward the purpose by considering their impact on the "triple bottom line" of people, planet, and prosperity; this consideration takes into account not only the economic value that CMS Energy and Consumers create for customers and investors, but also their responsibility to social and environmental goals. The triple bottom line balances the interests of employees, customers, suppliers, regulators, creditors, Michigan's residents, the investment community, and other stakeholders, and it reflects the broader societal impacts of CMS Energy's and Consumers' activities.



CMS Energy's Sustainability Report, which is available to the public, describes CMS Energy's and Consumers' progress toward world class performance measured in the areas of people, planet, and prosperity.

People: The people element of the triple bottom line represents CMS Energy's and Consumers' commitment to their employees, their customers, the residents of local communities in which they do business, and other stakeholders.

The safety of co-workers, customers, and the general public is a priority of CMS Energy and Consumers. Accordingly, CMS Energy and Consumers have worked to integrate a set of safety principles into their business operations and culture. These principles include complying with applicable safety, health, and security regulations and implementing programs and processes aimed at continually improving safety and security conditions.

CMS Energy and Consumers also place a high priority on customer value and on providing reliable, affordable, and equitable energy in service of their customers. Consumers' customer-driven investment program is aimed at improving safety and increasing electric and gas reliability.

In the electric rate case it filed with the MPSC in June 2025, Consumers updated its Reliability Roadmap, a five-year strategy to improve Consumers' electric distribution system and the reliability of the grid. The plan proposes spending through 2029 for projects designed to reduce the number and duration of power outages to customers through investment in infrastructure upgrades, vegetation management, and grid modernization. Consumers has requested rate recovery of the investments needed to achieve the Reliability Roadmap's key objectives in its electric rate cases.

Central to Consumers' commitment to its customers are the initiatives it has undertaken to keep electricity and natural gas affordable, including:

- replacement of coal-fueled generation and PPAs with a cost-efficient and reliable mix of renewable energy, less-costly dispatchable generation sources, and energy waste reduction and demand response programs
- targeted infrastructure investment to reduce maintenance costs and improve reliability and safety
- supply chain optimization
- economic development to increase sales and reduce overall rates
- information and control system efficiencies
- employee and retiree health care cost sharing
- tax planning
- cost-effective financing
- workforce productivity enhancements

While inflationary pressures and tariffs could impact supply chain availability and pricing, CMS Energy and Consumers are taking steps to help mitigate the impact on their ability to provide safe, reliable, affordable, clean, and equitable energy in service of their customers.

Planet: The planet element of the triple bottom line represents CMS Energy's and Consumers' commitment to protect the environment. This commitment extends beyond compliance with various state and federal environmental, health, and safety laws and regulations. Management considers climate change and other environmental risks in strategy development, business planning, and enterprise risk management processes.

CMS Energy and Consumers continue to focus on opportunities to protect the environment and reduce their carbon footprint from owned generation. CMS Energy, including Consumers, has decreased its combined percentage of electric supply (self-generated and purchased) from coal by 24 percentage points since 2015. Additionally, as a result of actions already taken through 2025, preliminary data indicates Consumers has:

- reduced carbon dioxide emissions from owned generation by nearly 30 percent since 2005
- reduced methane emissions by more than 40 percent since 2012
- reduced the volume of water used to generate electricity by nearly 60 percent since 2012
- reduced landfill waste disposal by more than 2 million tons since 1992
- enhanced, restored, or protected more than 13,500 acres of land since 2017
- reduced sulfur dioxide and particulate matter emissions by more than 90 percent since 2005
- reduced NOx emissions by more than 85 percent since 2005
- reduced mercury emissions by more than 90 percent since 2007

In 2023, Michigan enacted the 2023 Energy Law, which among other things:

- increased the renewable energy standard from 15 percent to 50 percent by 2030 and 60 percent by 2035; renewable energy generated anywhere within MISO can be applied to meeting this standard, with certain limitations
- established a clean energy standard of 80 percent by 2035 and 100 percent by 2040; low- or zero-carbon emitting resources, such as nuclear generation and natural gas generation coupled with carbon capture, qualify as clean energy sources under this standard

- enhanced existing incentives for energy efficiency programs and returns earned on new clean or renewable PPAs
- created a new energy storage standard, requiring electric utilities to file plans by 2029 to help achieve a statewide target of 2,500 MW
- expanded the statutory cap on distributed generation resources to 10 percent of the electric utility's five-year average peak load

Consumers' Electric Supply Plan, its long-term strategy for delivering safe, reliable, affordable, clean, and equitable energy to its customers, is outlined in its integrated resource plan and incorporates Consumers' Renewable Energy Plan. The Electric Supply Plan is Consumers' blueprint for compliance with Michigan's 2023 Energy Law and for advancing sustainability objectives.

To meet these objectives, Consumers is executing a multi-faceted strategy. This strategy involves taking steps to end the use of coal, including the retirement of the D.E. Karn coal-fueled generating units, totaling 515 MW of nameplate capacity, in 2023 and obtaining MPSC approval to retire J.H. Campbell, totaling 1,407 MW of nameplate capacity. The retirement of J.H. Campbell is subject to temporary extensions under emergency orders issued by the U.S. Secretary of Energy. For a more detailed discussion of the emergency orders, see Consumers Electric Utility Outlook and Uncertainties—J.H. Campbell Emergency Orders and Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters.

To continue providing controllable sources of electricity to customers, Consumers purchased the Covert Generating Station, representing 1,200 MW of nameplate capacity, in 2023 and has solicited additional capacity from controllable sources of electricity to customers. In March 2026, Consumers announced that the integrated resource plan that it expects to file in June 2026 will include an all-of-the-above approach to electric supply, with over 13 GW in expanded renewables and clean energy resources including solar, battery storage, and wind, supported by two new natural gas-fueled electric generating plants totaling approximately 1,500 MW of capacity. These new units, which would be developed on existing sites in Bay and Genesee Counties, Michigan, would enhance reliability and maintain affordability.

Consumers' updates to its Renewable Energy Plan include up to 9,000 MW of both purchased and owned solar energy resources and up to 4,000 MW of wind energy resources. Coupled with updates to its integrated resource plan, these actions position Consumers to achieve 60-percent renewable energy by 2035 and 100-percent clean energy by 2040, and will also contribute to Consumers' achievement of the emissions reductions goals discussed below.

Under its Methane Reduction Plan, Consumers has set a goal of net-zero methane emissions from its natural gas delivery system by 2030. Consumers plans to reduce methane emissions from its system by about 80 percent from 2012 baseline levels by accelerating the replacement of aging pipe, rehabilitating or retiring outdated infrastructure, and adopting new technologies and practices. The remaining emissions will likely be offset through clean fuel alternatives or nature-based carbon removal pathways. To date, Consumers has reduced methane emissions by more than 40 percent.

Consumers has also set a goal to reduce customer greenhouse gas emissions by 25 percent by 2035. Consumers expects to meet this goal through carbon offset measures, renewable natural gas, energy efficiency and demand response programs, and the adoption of cost-effective emerging technologies once proven and commercially available.

Additionally, to advance its environmental stewardship in Michigan and to minimize the impact of future regulations, Consumers set the following goals for the five-year period 2023 through 2027:

- to enhance, restore, or protect 6,500 acres of land through 2027; Consumers surpassed this goal during the three-year period 2023 through 2025 and enhanced, restored, or protected 6,700 acres of land
- to reduce water usage by 1.7 billion gallons through 2027; Consumers surpassed this goal during the three-year period 2023 through 2025 by reducing water usage by more than 1.9 billion gallons
- to annually divert a minimum of 90 percent of waste from landfills (through waste reduction, recycling, and reuse); during 2025, Consumers' rate of waste diverted from landfills was 93 percent

CMS Energy and Consumers are monitoring numerous legislative, policy, executive, and regulatory initiatives, including those related to regulation and reporting of greenhouse gases, and related litigation. While CMS Energy and Consumers cannot predict the outcome of these matters, which could affect them materially, they intend to continue to move forward with a triple-bottom-line approach that focuses on people, planet, and prosperity.

Prosperity: The prosperity element of the triple bottom line represents CMS Energy's and Consumers' commitment to meeting their financial objectives and providing economic development opportunities and benefits in the communities in which they do business. CMS Energy's and Consumers' financial strength allows them to maintain solid investment-grade credit ratings and thereby reduce funding costs for the benefit of customers and investors, to attract and retain talent, and to reinvest in the communities they serve.

For the three months ended March 31, 2026, CMS Energy's net income available to common stockholders was $338 million and diluted EPS were $1.10. This compares with net income available to common stockholders of $302 million and diluted EPS of $1.01 for the three months ended March 31, 2025. During the three months ended March 31, 2026, electric and gas rate increases were offset partially by higher service restoration costs and increased depreciation and property taxes, reflecting higher capital spending. A more detailed discussion of the factors affecting CMS Energy's and Consumers' performance can be found in the Results of Operations section that follows this Executive Overview.

Over the next five years, Consumers expects weather-normalized electric deliveries to increase compared to 2025. This outlook reflects strong growth in electric demand, offset partially by the effects of energy waste reduction programs. Weather-normalized gas deliveries are expected to remain stable relative to 2025, reflecting modest growth in gas demand, offset by the effects of energy waste reduction programs.

Performance: Impacting the Triple Bottom Line

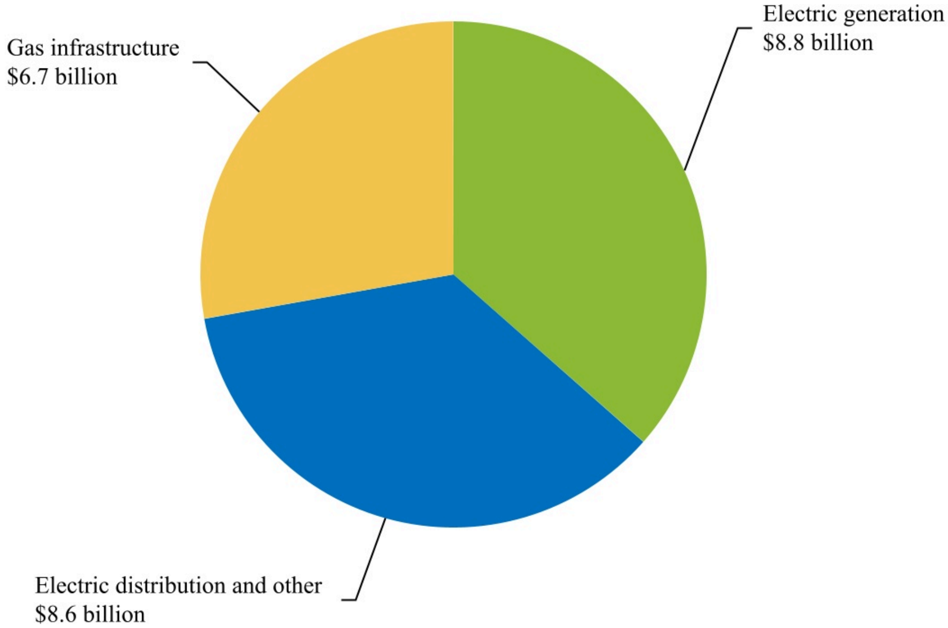
CMS Energy and Consumers remain committed to delivering safe, reliable, affordable, clean, and equitable energy in service of their customers and positively impacting the triple bottom line of people, planet, and prosperity. During 2025, CMS Energy and Consumers:

- connected over 140,000 customers with $60 million in energy-bill assistance and helped make over $100 million in statewide aid available for 2026, reinforcing Consumers' commitment to affordability
- began operations at Muskegon Solar Energy Center, a 1,900-acre project generating 250 MW of clean energy to power 40,000 homes and businesses, supporting Michigan's energy needs and advancing the company's long-term clean energy strategy
- reached an agreement with a new data center expected to add more than 1 GW of incremental load growth in our service territory, supporting long-term sales growth and delivering economic benefits for Michigan
- expanded the use of drone technology enabling faster, safer inspections of 400 miles of hard-to-reach power lines and infrastructure resulting in reduced average outage time per customer and improved storm recovery capabilities
- announced the launch of "Green Giving," a program enabling the general public to contribute to renewable energy while offering financial benefits to low-income customers, along with a new Residential Renewable Energy Program, which allows customers of all income levels to subscribe and match their energy usage with renewable energy sources, supporting clean energy initiatives
- moved forward with an aggressive plan to enhance grid reliability for nearly 2 million homes and businesses by clearing trees along 8,000 miles of power lines and creating a modern, stronger, and more resilient power grid through infrastructure upgrades and technology investments
- deployed eight state-of-the-art vehicles that survey the company's nearly 30,000-mile gas distribution system to find methane emissions, enhancing safety and reliability for Consumers' natural gas customers
- experienced success with the underground power line pilot program in early 2025, with pilot areas seeing 100-percent reduction in storm-related outages and improved customer satisfaction

CMS Energy and Consumers will continue to utilize the CE Way to enable them to achieve world class performance and positively impact the triple bottom line. Consumers' investment plan and the regulatory environment in which it operates also drive its ability to impact the triple bottom line.

Investment Plan: Over the next five years, Consumers expects to make significant expenditures on infrastructure upgrades, replacements, and clean generation. While it has a large number of potential investment opportunities that would add customer value, Consumers has prioritized its spending based on the criteria of enhancing public safety, increasing reliability, maintaining affordability for its customers, and advancing its environmental stewardship. Consumers' investment program, which is subject to approval through general rate case and other MPSC proceedings, is expected to result in annual rate-base growth of more than 8 percent. This rate-base growth, together with cost-control measures, should allow Consumers to maintain affordable customer prices.

Presented in the following illustration are Consumers' planned capital expenditures through 2030 of $24.1 billion:



Of this amount, Consumers plans to spend $8.8 billion on electric generation, which includes solar, wind, and natural gas-fueled generation, as well as energy storage. Consumers also expects to spend $15.3 billion over the next five years primarily to maintain and upgrade its electric distribution systems and gas infrastructure in order to enhance safety and reliability, improve customer satisfaction, reduce energy waste on those systems, and facilitate its clean energy transformation. Electric distribution and other projects comprise $8.6 billion primarily to strengthen circuits and substations, replace poles, and interconnect clean energy resources. The gas infrastructure projects comprise $6.7 billion to sustain deliverability, enhance pipeline integrity and safety, and reduce methane emissions.

Regulation: Regulatory matters are a key aspect of Consumers' business, particularly rate cases and regulatory proceedings before the MPSC, which permit recovery of new investments while helping to ensure that customer rates are fair and affordable. Important regulatory events and developments not already discussed are summarized below.

2025 Electric Rate Case: In March 2026, the MPSC issued an order stating an annual rate increase of $277 million, based on a 9.90-percent authorized return on equity. The MPSC also approved deferred accounting treatment for $22 million of incremental costs associated with accelerated low-voltage distribution vegetation management and $15 million of ERP implementation costs. Additionally, the MPSC approved a $24 million surcharge for the recovery of distribution investments made during the 12 months ended February 28, 2025 that exceeded the rate amounts authorized in accordance with previous electric rate orders. The new rates become effective in May 2026.

Subsequent to issuance of the final order, Consumers identified an error affecting the calculation of the rate increase requested and reflected in the case. On a corrected basis, Consumers' rate increase reflected in the MPSC's order was $217 million, with no change to the total revenue requirement, approved costs, or customer rates. In April 2026, the MPSC issued an Errata to its March 2026 order to reflect this correction in the public record.

2025 Gas Rate Case: In December 2025, Consumers filed an application with the MPSC seeking an annual rate increase of $240 million based on a 10.25-percent authorized return on equity for the projected 12-month period ending October 31, 2027. The MPSC must issue a final order in this case before or in October 2026.

Looking Forward

CMS Energy and Consumers will continue to consider the impact on the triple bottom line of people, planet, and prosperity in their daily operations as well as in their long-term strategic decisions. Consumers will continue to seek fair and timely regulatory treatment that will support its customer-driven investment plan, while pursuing cost-control measures that will allow it to maintain sustainable customer base rates. The CE Way is an important means of realizing CMS Energy's and Consumers' purpose of providing safe, reliable, affordable, clean, and equitable energy in service of their customers.

Results of Operations

CMS Energy Consolidated Results of Operations

In Millions, Except Per Share Amounts

Three Months Ended March 31	2026	2025	Change
Net Income Available to Common Stockholders	$ 338	$ 302	$ 36
Basic Earnings Per Average Common Share	$ 1.10	$ 1.01	$ 0.09
Diluted Earnings Per Average Common Share	$ 1.10	$ 1.01	$ 0.09

In Millions

Three Months Ended March 31	2026	2025	Change
Electric Utility	$ 110	$ 124	$ (14)
Gas Utility	220	213	7
NorthStar Clean Energy	41	(18)	59
Corporate interest and other	(33)	(17)	(16)
Net Income Available to Common Stockholders	$ 338	$ 302	$ 36

Presented in the following table is a summary of changes to net income available to common stockholders for the three months ended March 31, 2026 versus 2025:

In Millions

Three Months Ended March 31, 2025		$ 302
Reasons for the change		
Consumers electric utility and gas utility		
Electric sales	$ (2)	
Gas sales	2	
Electric rate increase	25	
Gas rate increase, offset partially by the absence of ASP sale gain amortization	49	
Higher service restoration costs	(30)	
Higher depreciation and amortization	(25)	
Higher income tax expenses	(17)	
Higher IT expenses, including early-phase ERP implementation costs	(13)	
Higher property taxes, reflecting higher capital spending	(11)	
Higher interest charges	(9)	
Higher other maintenance and operating expenses	(7)	
Higher other income, net of expenses	20	
Absence of coal-fueled generation costs[1]	11	
		$ (7)
NorthStar Clean Energy		59
Corporate interest and other		(16)
Three Months Ended March 31, 2026		$ 338

1 See Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters—Consumers Electric Utility—J.H. Campbell Emergency Order.

Consumers Electric Utility Results of Operations

Presented in the following table are the detailed changes to the electric utility's net income available to common stockholders for the three months ended March 31, 2026 versus 2025:

		In Millions
Three Months Ended March 31, 2025		$ 124
Reasons for the change		
Electric deliveries[1] and rate increases		
Rate increase, including return on higher renewable capital spending	$ 25	
Higher revenue due primarily to higher sales volume	1	
Lower energy waste reduction program revenues	(8)	
Lower other revenues	(3)	
		$ 15
Maintenance and other operating expenses		
Higher service restoration costs	(30)	
Higher IT expenses, including early-phase ERP implementation costs	(13)	
Absence of coal-fueled generation costs[3]	11	
Lower energy waste reduction program costs	8	
Lower other maintenance and operating expenses	4	
		(20)
Depreciation and amortization		
Increased plant in service, reflecting higher capital spending		(12)
General taxes		
Higher property taxes, reflecting higher capital spending		(6)
Other income, net of expenses		
Higher AFUDC due primarily to the Renewable Energy Plan[2]	13	
Lower non-operating retirement benefits expenses	5	
Lower other income, net of expenses	(2)	
		16
Interest charges		
Debt expense	(6)	
Higher AFUDC interest due primarily to Renewable Energy Plan[2]	5	
		(1)
Income taxes		
Increase in tax reserves[4]	(12)	
Lower electric utility pre-tax earnings	3	
Lower other income taxes	3	
		(6)
Three Months Ended March 31, 2026		$ 110

1 Deliveries to end-use customers were 9.1 billion kWh in 2026 and 9.0 billion kWh in 2025.

2 The MPSC authorized Consumers to record AFUDC on Renewable Energy Plan construction work in progress beginning in 2026. Previously, Consumers recognized a current return on construction work in progress.

3 See Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters—Consumers Electric Utility—J.H. Campbell Emergency Order.

4 See Notes to the Unaudited Consolidated Financial Statements—Note 8, Income Taxes.

Consumers Gas Utility Results of Operations

Presented in the following table are the detailed changes to the gas utility's net income available to common stockholders for the three months ended March 31, 2026 versus 2025:

		In Millions
Three Months Ended March 31, 2025		$ 213
Reasons for the change		
Gas deliveries[1] and rate increases		
Rate increase	$ 61	
Higher other revenues	2	
		$ 63
Maintenance and other operating expenses		
Absence of ASP sale gain amortization[2]	(12)	
Higher maintenance and other operating expenses	(11)	
		(23)
Depreciation and amortization		
Increased plant in service, reflecting higher capital spending		(13)
General taxes		
Higher property taxes, reflecting higher capital spending		(5)
Other income, net of expenses		4
Interest charges		(8)
Income taxes		
Increase in tax reserves[3]	(6)	
Higher gas utility pre-tax earnings	(5)	
		(11)
Three Months Ended March 31, 2026		$ 220

1 Deliveries to end-use customers were 135 Bcf in 2026 and 2025.

2 In 2024, Consumers sold its unregulated ASP business to a non-affiliated company, and the MPSC subsequently approved the application of a portion of the gain as an offset to the revenue deficiency in lieu of additional rate relief during the 12-month period beginning October 1, 2024, which concluded in September 2025.

3 See Notes to the Unaudited Consolidated Financial Statements—Note 8, Income Taxes.

NorthStar Clean Energy Results of Operations

Presented in the following table are the detailed changes to NorthStar Clean Energy's net income available to common stockholders for the three months ended March 31, 2026 versus 2025:

		In Millions
Three Months Ended March 31, 2025	$	(18)
Reason for the change		
Higher renewable earnings primarily driven by new project development	$	54
Lower other expenses		5
Lower tax expense		4
Lower operating earnings		(4)
Three Months Ended March 31, 2026	$	41

Corporate Interest and Other Results of Operations

Presented in the following table are the detailed changes to corporate interest and other results for the three months ended March 31, 2026 versus 2025:

		In Millions
Three Months Ended March 31, 2025	$	(17)
Reasons for the change		
Higher tax expense	$	(15)
Higher interest charges		(11)
Higher interest earnings and other		10
Three Months Ended March 31, 2026	$	(33)

Cash Position, Investing, and Financing

At March 31, 2026, CMS Energy had $263 million of consolidated cash and cash equivalents, which included $88 million of restricted cash and cash equivalents. At March 31, 2026, Consumers had $77 million of consolidated cash and cash equivalents, which included $68 million of restricted cash and cash equivalents.

Operating Activities

Presented in the following table are specific components of net cash provided by operating activities for the three months ended March 31, 2026 versus 2025:

In Millions

CMS Energy, including Consumers		
Three Months Ended March 31, 2025	$	1,000
Reasons for the change		
Lower net income	$	(18)
Non-cash transactions[1]		37
Unfavorable impact of changes in core working capital,[2] due primarily to higher PSCR and GCR undercollections and timing of payments to vendors		(211)
Unfavorable impact of changes in other assets and liabilities, due primarily to final recovery of previously deferred power supply costs and increased prepaid IT costs		(103)
Three Months Ended March 31, 2026	$	705
Consumers		
Three Months Ended March 31, 2025	$	1,031
Reasons for the change		
Non-cash transactions[1]	$	18
Unfavorable impact of changes in core working capital,[2] due primarily to higher PSCR and GCR undercollections and timing of payments to vendors		(229)
Unfavorable impact of changes in other assets and liabilities, due primarily to final recovery of previously deferred power supply costs and increased prepaid IT costs		(84)
Three Months Ended March 31, 2026	$	736

1 Non-cash transactions comprise depreciation and amortization, changes in deferred income taxes and investment tax credits, and other non-cash operating activities and reconciling adjustments.

2 Core working capital comprises accounts receivable, accrued revenue, inventories, accounts payable, and accrued rate refunds.

Investing Activities

Presented in the following table are specific components of net cash used in investing activities for the three months ended March 31, 2026 versus 2025:

		In Millions
CMS Energy, including Consumers		
Three Months Ended March 31, 2025	$	(918)
Reasons for the change		
Higher capital expenditures	$	(151)
Other investing activities		(4)
Three Months Ended March 31, 2026	$	(1,073)
Consumers		
Three Months Ended March 31, 2025	$	(800)
Reasons for the change		
Higher capital expenditures	$	(191)
Other investing activities		(2)
Three Months Ended March 31, 2026	$	(993)

Financing Activities

Presented in the following table are specific components of net cash provided by (used in) financing activities for the three months ended March 31, 2026 versus 2025:

		In Millions
CMS Energy, including Consumers		
Three Months Ended March 31, 2025	$	266
Reasons for the change		
Lower debt issuances	$	(942)
Lower debt retirements		513
Lower repayments of notes payable		65
Higher issuances of common stock		163
Higher payments of dividends on common stock		(12)
Absence of proceeds from sale of membership interests in VIEs in 2025		(44)
Other financing activities		7
Three Months Ended March 31, 2026	$	16
Consumers		
Three Months Ended March 31, 2025	$	(229)
Reasons for the change		
Higher debt retirements		(2)
Lower repayments of notes payable		65
Borrowings from CMS Energy		177
Higher stockholder contribution from CMS Energy		250
Higher payments of dividends on common stock		(37)
Other financing activities		(1)
Three Months Ended March 31, 2026	$	223

Capital Resources and Liquidity

CMS Energy and Consumers expect to have sufficient liquidity to fund their present and future commitments. CMS Energy uses dividends and tax-sharing payments from its subsidiaries and external financing and capital transactions to invest in its utility and non-utility businesses, retire debt, pay dividends, and fund its other obligations. The ability of CMS Energy's subsidiaries, including Consumers, to pay dividends to CMS Energy depends upon each subsidiary's revenues, earnings, cash needs, and other factors. In addition, Consumers' ability to pay dividends is restricted by certain terms included in its articles of incorporation and potentially by FERC requirements and provisions under the Federal Power Act and the Natural Gas Act. For additional details on Consumers' dividend restrictions, see Notes to the Unaudited Consolidated Financial Statements—Note 4, Financings and Capitalization—Dividend Restrictions. During the three months ended March 31, 2026, Consumers paid $308 million in dividends on its common stock to CMS Energy.

Consumers uses cash flows generated from operations, external financing transactions, and the monetization of tax credits, along with stockholder contributions from CMS Energy, to fund capital expenditures, retire debt, pay dividends, and fund its other obligations. Consumers also uses these sources of funding to contribute to its employee benefit plans.

Financing and Capital Resources: CMS Energy and Consumers rely on the capital markets to fund their robust capital plan. Barring any sustained market dislocations or disruptions, CMS Energy and Consumers expect to continue to have ready access to the financial and capital markets and will continue to explore possibilities to take advantage of market opportunities as they arise with respect to future funding needs. Consumers is required to maintain FERC authorization for financings. If access to these markets were to diminish or otherwise become restricted, CMS Energy and Consumers would implement contingency plans to address debt maturities, which could include reduced capital spending.

In 2023, CMS Energy entered into an equity offering program under which it may sell shares of its common stock having an aggregate sales price of up to $1 billion in privately negotiated transactions, in "at the market" offerings, or through forward sales transactions. During the three months ended March 31, 2026, CMS Energy entered into forward sale agreements for approximately 6.4 million shares at a weighted average initial forward price of $75.63 per share. During the same period, CMS Energy settled forward sale contracts under this program by issuing approximately 1.9 million shares at a weighted average price of $75.28 per share, resulting in net proceeds of $142 million. Following these transactions, outstanding forward contracts under the program have an aggregate sales price of $353 million, maturing August 2027.

CMS Energy, NorthStar Clean Energy, and Consumers use revolving credit facilities for general working capital purposes and to issue letters of credit. At March 31, 2026, CMS Energy had $715 million of its revolving credit facility available, NorthStar Clean Energy had $197 million available under its revolving credit facility, and Consumers had $1.4 billion available under its revolving credit facilities.

An additional source of liquidity is Consumers' commercial paper program, which allows Consumers to issue, in one or more placements, up to $500 million in aggregate principal amount of commercial paper notes with maturities of up to 365 days at market interest rates. These issuances are supported by Consumers' revolving credit facilities. While the amount of outstanding commercial paper does not reduce the available capacity of the revolving credit facilities, Consumers does not intend to issue commercial paper in an amount exceeding the available capacity of the facilities. At March 31, 2026, there were no commercial paper notes outstanding under this program.

For additional details about these programs and facilities, see Notes to the Unaudited Consolidated Financial Statements—Note 4, Financings and Capitalization.

Certain of CMS Energy's, NorthStar Clean Energy's, and Consumers' credit agreements contain covenants that require each entity to maintain certain financial ratios, as defined therein. At March 31, 2026, no default had occurred with respect to any of the financial covenants contained in these credit agreements. Each of the entities was in compliance with the covenants contained in their respective credit agreements as of March 31, 2026, as presented in the following table:

	Limit	Actual
CMS Energy, parent only		
Debt to capital[1]	≤ 0.70 to 1.0	0.55 to 1.0
NorthStar Clean Energy		
Debt to capital[2]	≤ 0.50 to 1.0	0.06 to 1.0
Debt service coverage[2]	≥ 2.00 to 1.0	5.73 to 1.0
Pledged equity interests to aggregate commitment[2,3]	≥ 2.00 to 1.0	2.03 to 1.0
Consumers		
Debt to capital[4]	≤ 0.65 to 1.0	0.50 to 1.0

1 Applies to CMS Energy's revolving credit agreement and letter of credit reimbursement agreement.

2 Applies to NorthStar Clean Energy's revolving credit agreement.

3 The aggregate book value of the pledged equity interests under the revolving credit agreement was at least two-times the aggregate commitment under the revolving credit agreement at March 31, 2026.

4 Applies to Consumers' revolving credit agreements and certain letter of credit reimbursement agreements.

Outlook

Several business trends and uncertainties may affect CMS Energy's and Consumers' financial condition and results of operations. These trends and uncertainties could have a material impact on CMS Energy's and Consumers' consolidated income, cash flows, or financial position.

Since 2025, the federal government has taken numerous executive actions related to tariffs and trade, alleviating regulatory burdens, and environmental regulations and enforcement, among other areas of potential impact. Many of these actions require further implementation by federal agencies and departments, and many of these actions are or likely will be subject to judicial review. CMS Energy and Consumers continue to monitor these executive actions and will continue taking steps to deliver consistently on the triple bottom line.

For additional details regarding these and other uncertainties, see Forward-looking Statements and Information; Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters, Note 3, Contingencies and Commitments, and Note 8, Income Taxes; and Item 1A. Risk Factors in the 2025 Form 10-K.

Consumers Electric Utility Outlook and Uncertainties

Energy Supply: Consumers' Electric Supply Plan, its long-term strategy for delivering safe, reliable, affordable, clean, and equitable energy to its customers, is outlined in its integrated resource plan and incorporates Consumers' Renewable Energy Plan. The Electric Supply Plan is Consumers' blueprint for compliance with Michigan's 2023 Energy Law and for advancing sustainability objectives.

Among other things, the 2023 Energy Law:

- increased the renewable energy standard from 15 percent to 50 percent by 2030 and 60 percent by 2035
- established a clean energy standard of 80 percent by 2035 and 100 percent by 2040; low- or zero-carbon emitting resources, such as nuclear generation and natural gas generation coupled with carbon capture, qualify as clean energy sources under this standard
- created a new energy storage standard, requiring electric utilities to file plans by 2029 to help achieve a statewide target of 2,500 MW; the MPSC Staff has indicated that Consumers' share of this target is 817 MW

Consumers' integrated resource planning process provides a clear path toward these goals. Consumers expects to file updates to its integrated resource plan in June 2026 to reinforce and expand that pathway, while recent updates to the Renewable Energy Plan—approved by the MPSC in September 2025—position Consumers to achieve 60-percent renewable energy by 2035 and 100-percent clean energy by 2040.

To meet these objectives, Consumers is executing a multi-faceted strategy:

- Ending the use of coal—In 2023, Consumers retired the D.E. Karn coal-fueled generating units, totaling 515 MW of nameplate capacity, and as authorized by the MPSC, issued securitization bonds to finance the recovery of and return on those units. Additionally, Consumers obtained MPSC approval to retire J.H. Campbell in May 2025, totaling 1,407 MW of nameplate capacity, and to recover its remaining book value plus a 9.0-percent return on equity through regulatory asset treatment upon its retirement. As discussed further below, the retirement of J.H. Campbell is subject to temporary extensions under emergency orders issued by the U.S. Secretary of Energy.

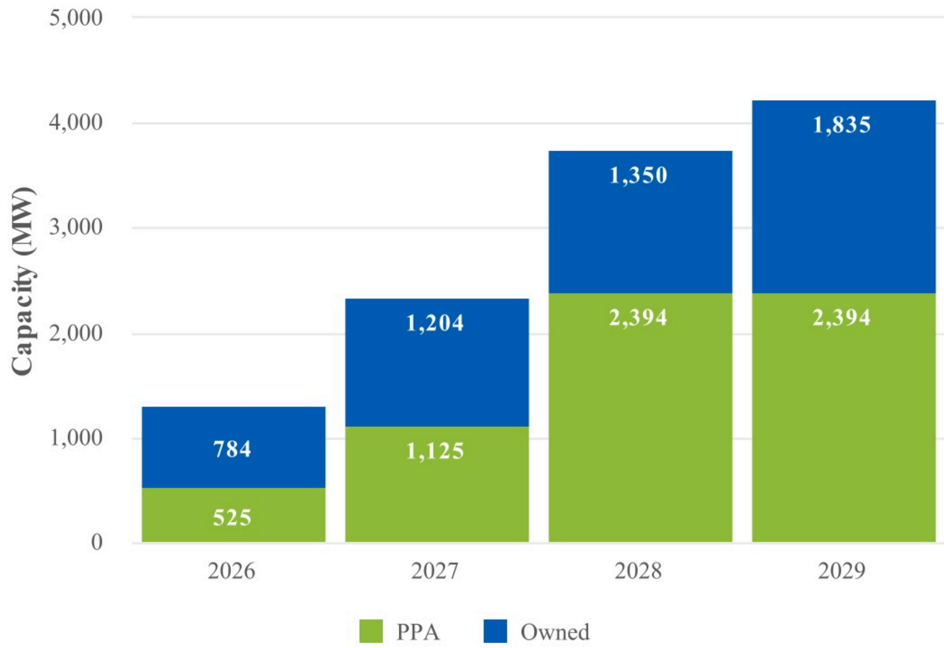
- Resource adequacy and reliability—To maintain reliability during the transition, Consumers purchased the Covert Generating Station, representing 1,200 MW of nameplate capacity, in 2023. Additionally, in September 2025, Consumers entered into a new 10-year PPA with the MCV Partnership for the purchase of up to 1,240 MW of capacity and associated energy from the MCV Facility, effective June 1, 2030.

  In March 2026, Consumers announced that the integrated resource plan that it expects to file in June 2026 will include an all-of-the-above approach to electric supply, with over 13 GW in expanded renewables and clean energy resources including solar, battery storage, and wind, supported by two new natural gas-fueled electric generating plants totaling approximately 1,500 MW of capacity. These new units, which would be developed on existing sites in Bay and Genesee Counties, Michigan, would enhance reliability and maintain affordability.

- Energy storage investments—Consumers has contracted to purchase 850 MW of capacity from battery storage facilities to be located in Michigan's Lower Peninsula and with expected commercial operation dates through 2028.

- Renewable expansion—Recent Renewable Energy Plan updates include up to 4,000 MW of wind energy resources and up to 9,000 MW of both purchased and owned solar energy resources, of which 1,060 MW will support Consumers' voluntary green pricing program.

Presented in the following illustration is the aggregate renewable capacity that Consumers expects to add to its portfolio through PPAs and owned generation under its integrated resource plan, voluntary green pricing program, and Renewable Energy Plan updates:



The company earns a return equal to its pre-tax weighted-average cost of capital on permanent capital structure for payments under new clean, renewable, or energy storage PPAs with non-affiliated entities.

Consumers will continue to competitively bid new capacity and energy resources, ensuring a balanced portfolio of intermittent renewables and dispatchable clean resources. Any resulting contracts are subject to MPSC approval. Through these integrated plans, Consumers is advancing Michigan's clean energy transition while maintaining system reliability, affordability, and regulatory compliance.

J.H. Campbell Emergency Orders: In May 2025, before the planned closure of J.H. Campbell, the U.S. Secretary of Energy issued an emergency order under section 202(c) of the Federal Power Act requiring J.H. Campbell to continue operating for 90 days, through August 20, 2025. Subsequently, the U.S. Secretary of Energy has issued three additional emergency orders for 90 days each, currently requiring continued operation of J.H. Campbell through May 18, 2026. These orders stated that continued operation of J.H. Campbell was required to meet an energy emergency across MISO's North and Central regions. Consistent with the Federal Power Act and DOE regulations, the orders authorize Consumers to obtain cost recovery at FERC.

As directed, Consumers has continued to make J.H. Campbell available in the MISO market and, in June 2025, filed a complaint at FERC seeking a modification of the MISO Tariff that would enable Consumers to recover the costs of complying with the emergency orders. Consumers' complaint sought a mechanism in the MISO Tariff that would allow allocation of those compliance costs across the MISO North and Central regions, consistent with the nature of the energy emergency declared in the U.S. Secretary of Energy orders. In August 2025, FERC granted Consumers' complaint and ordered MISO to revise its tariff accordingly. MISO submitted a compliance filing with FERC in September 2025 and FERC rejected that filing in March 2026. MISO submitted a revised compliance filing in April 2026 and FERC approval of that filing remains pending.

In January 2026, Consumers filed a request at FERC seeking recovery and allocation of the net financial impact of complying with the May 2025 emergency order, which was $42 million after applying MISO revenues of $78 million. FERC approval of this filing, which encompasses recovery sought by the joint owners of J.H. Campbell, remains pending.

For the second emergency order period through March 31, 2026, the net financial impact of compliance was $138 million after applying MISO revenues of $143 million. Consumers will seek recovery of these compliance costs at a later date, consistent with rate recovery sought for the May 2025 emergency order. The ultimate financial impact remains subject to the outcome of the FERC proceeding and any future guidance or interpretation.

Following the May 2025 emergency order, several third-party stakeholders, including the Michigan Attorney General, the Organization of MISO States, and a group of environmental and public interest groups, asked the U.S. Secretary of Energy to reconsider the May 2025 emergency order. In July 2025, after the U.S. Secretary of Energy took no action on those requests, several parties filed petitions for review of the May 2025 emergency order in federal court. The requests for rehearing were subsequently denied, and similar challenges to the subsequent orders are underway. Third parties have also challenged FERC's August 2025 order granting Consumers' complaint seeking revisions to the MISO Tariff. That legal challenge is on hold pending the separate legal challenges to the emergency orders. The U.S. Secretary of Energy will likely issue more orders to require the continued operation of J.H. Campbell. While the timing and content of future orders and the outcome of third-party legal challenges are not yet known, Consumers is committed to pursuing cost recovery as provided for under applicable laws, orders, and proceedings.

To ensure appropriate staffing levels at J.H. Campbell, Consumers has implemented retention measures and expects to incur up to $4 million during each 90-day emergency order period. Consumers will seek recovery of these retention costs from FERC, consistent with rate recovery sought for other costs of complying with the emergency orders. For additional details on this program, see Notes to the Unaudited Consolidated Financial Statements—Note 13, Exit Activities and Asset Sales.

Electric Customer Deliveries and Revenue: Consumers' electric customer deliveries are seasonal and largely dependent on Michigan's economy. The consumption of electric energy typically increases in the summer months, due primarily to the use of air conditioners and other cooling equipment. In addition, Consumers' electric rates, which follow a seasonal rate design, are higher in the summer months than in the remaining months of the year. Each year in June, electric residential customers transition to a summer peak time-of-use rate that allows them to take advantage of lower-cost energy during off-peak times during the summer months. Thus, customers can reduce their electric bills by shifting their consumption from on-peak to off-peak times.

Over the next five years, Consumers expects weather-normalized electric deliveries to increase compared to 2025. This outlook reflects strong growth in electric demand, offset partially by the effects of energy waste reduction programs. Actual delivery levels will depend on:

- energy conservation measures and results of energy waste reduction programs
- weather fluctuations
- Michigan's economic conditions, including data center expansion; utilization, expansion, or contraction of large commercial and industrial facilities; economic development; population trends; electric vehicle adoption; and housing activity

Electric ROA: Michigan law allows electric customers in Consumers' service territory to buy electric generation service from alternative electric suppliers in an aggregate amount capped at 10 percent of Consumers' sales, with certain exceptions. At March 31, 2026, electric deliveries under the ROA program were at the 10-percent limit. Fewer than 300 of Consumers' electric customers purchased electric generation service under the ROA program.

In 2016, Michigan law established a path to ensure that forward capacity is secured for all electric customers in Michigan, including customers served by alternative electric suppliers under ROA. The law also authorized the MPSC to ensure that alternative electric suppliers have procured enough capacity to cover their anticipated capacity requirements for the four-year forward period. In 2017, the MPSC issued an order establishing a state reliability mechanism for Consumers. Under this mechanism, if an alternative electric supplier does not demonstrate that it has procured its capacity requirements for the four-year forward period, its customers will pay a set charge to the utility for capacity that is not provided by the alternative electric supplier.

During 2017, the MPSC issued orders finding that it has statutory authority to determine and implement a local clearing requirement, which requires all electric suppliers to demonstrate that a portion of the capacity used to serve customers is located in the MISO footprint in Michigan's Lower Peninsula. In 2020, the Michigan Supreme Court affirmed the MPSC's statutory authority to implement a local clearing requirement on individual electric providers.

In 2020, ABATE and another intervenor filed a complaint against the MPSC in the U.S. District Court for the Eastern District of Michigan challenging the constitutionality of a local clearing requirement. The complaint requested the federal court to issue a permanent injunction prohibiting the MPSC from implementing a local clearing requirement on individual electric providers. In 2023, the U.S. District Court for the Eastern District of Michigan dismissed the complaint. ABATE and the other intervenor filed a claim of appeal of the Eastern District Court's decision with the U.S. Court of Appeals for the Sixth Circuit.

In January 2025, the Sixth Circuit Court of Appeals issued an opinion finding that the MPSC's imposition of a local clearing requirement on individual electric suppliers would discriminate against interstate commerce. The Court of Appeals remanded to the District Court for a determination of whether the local clearing requirement discriminated against interstate commerce and whether the MPSC's regulation survives a strict scrutiny standard, which depends on a determination of whether the local clearing requirement is the only means of achieving the state's goal of securing reliable energy supply. In January 2025, Consumers filed a petition for rehearing and en banc review with the Sixth Circuit Court of Appeals, requesting the Court to reconsider and reverse the panel's opinion. In February 2025, the Sixth Circuit Court of Appeals issued an order denying Consumers' petition for rehearing and en banc review. The case has therefore been remanded to the District Court for the Eastern District of Michigan for consideration of whether the MPSC's local clearing requirement meets the strict scrutiny standard pursuant to the Court of Appeals' decision. The remanded proceeding is pending at the Eastern District Court; there is no deadline for decision.

Sale of Hydroelectric Facilities: In September 2025, Consumers signed an agreement to sell its 13 river hydroelectric dams, which are located throughout Michigan, to a non-affiliated company. Additionally, Consumers signed an agreement to purchase power generated by the facilities for 30 years, at a price that reflects the counterparty's acceptance of the risks and rewards of ownership of the facilities, including FERC licensing obligations. The agreements are contingent upon MPSC and FERC approval, for which Consumers filed in October 2025. Timing of the regulatory review process is uncertain and could extend 12 to 18 months or longer. In Consumers' most recent electric rate cases, the MPSC has approved deferred accounting treatment for costs of owning and operating the hydroelectric dams pending and until completion of the transaction. At March 31, 2026, the net book value of the hydroelectric facilities was immaterial.

To ensure necessary staffing at the hydroelectric facilities through the anticipated sale, Consumers has provided current employees at the facilities with a retention incentive program. Subsequently, to ensure continued safe operation of the facilities after the sale, the buyer will offer employment to the current hydroelectric employees for a period of at least a year. The retention incentive benefits are contingent upon MPSC and FERC approval of the sale transaction.

Electric Rate Matters: Rate matters are critical to Consumers' electric utility business. For additional details on rate matters, see Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters and Note 3, Contingencies and Commitments.

2025 Electric Rate Case: In June 2025, Consumers filed an application with the MPSC requesting authority to recover costs related to new infrastructure investment primarily in distribution system reliability. Consumers refined its request in October 2025, requesting an annual rate increase of $423 million, based on a 10.25-percent authorized return on equity for the projected 12-month period ending April 30, 2027. Of the annual rate increase requested, Consumers requested deferred accounting treatment for $21 million of operating and maintenance costs associated with accelerated low-voltage distribution vegetation management and $15 million associated with ERP implementation costs, resulting in a net requested annual rate increase of $387 million. Additionally, Consumers requested approval of a $24 million surcharge for the recovery of distribution investments made during the 12 months ended February 28, 2025 that exceeded the rate amounts authorized in accordance with previous electric rate orders.

In March 2026, the MPSC issued an order stating an annual rate increase of $277 million, based on a 9.90-percent authorized return on equity. The MPSC also approved deferred accounting treatment for $22 million of incremental costs associated with accelerated low-voltage distribution vegetation management and $15 million of ERP implementation costs. Additionally, the MPSC approved a $24 million surcharge for the recovery of distribution investments made during the 12 months ended February 28, 2025 that exceeded the rate amounts authorized in accordance with previous electric rate orders. The new rates become effective in May 2026.

Subsequent to issuance of the final order, Consumers identified an error affecting the calculation of the rate increase requested and reflected in the case. On a corrected basis, Consumers' requested rate increase was $328 million. Consumers' rate increase reflected in the MPSC's order was $217 million, with no change to the total revenue requirement, approved costs, or customer rates. In April 2026, the MPSC issued an Errata to its March 2026 order to reflect this correction in the public record.

Depreciation Rate Case: In December 2025, Consumers filed a depreciation case related to its electric and common utility property. In this case, Consumers requested to increase depreciation expense, and its recovery of that expense, by $34 million annually based on December 31, 2024 balances.

Electric Environmental Outlook: Consumers' electric operations are subject to various federal, state, and local environmental laws and regulations. Consumers estimates that it will incur capital expenditures of $245 million from 2026 through 2030 to continue to comply with RCRA, the Clean Air Act, and numerous other environmental regulations. Consumers expects to recover these costs in customer rates, but cannot guarantee this result. Multiple environmental laws and regulations are subject to litigation. Consumers' primary environmental compliance focus includes, but is not limited to, the following matters.

Air Quality: Multiple air quality regulations apply, or may apply, to Consumers' electric utility.

MATS, emission standards for electric generating units published by the EPA based on Section 112 of the Clean Air Act, continue to apply to Consumers. In February 2026, the EPA issued a final rule repealing changes made to the MATS rule in 2024. The company has complied, and continues to comply, with the MATS regulation and this repeal will have minimal impacts on Consumers' electric generating units. Consumers does not expect MATS to impact its environmental strategy materially.

CSAPR requires Michigan and many other states to improve air quality by reducing power plant emissions that, according to EPA modeling, contribute to ground-level ozone in other downwind states. Consumers complies with this regulation and expects it to have minimal financial and operational impact in the near and/or long term.

In 2015, the EPA lowered the NAAQS for ozone and made it more difficult to construct or modify power plants and other emission sources in areas of the country that do not meet the ozone standard. Three counties in western Michigan have been designated as "serious" ozone nonattainment. Based on recent air-quality data, EGLE has submitted a Clean Data Determination for two of those counties, a step toward redesignating those two counties to ozone attainment. The EPA has proposed approving the Clean Data Determination. Separately, a December 2025 court decision vacated the EPA's 2023 redesignation of a seven-county area in southeast Michigan from moderate ozone nonattainment to attainment. None of Consumers' fossil-fuel-fired generating units are located in the affected western or southeastern Michigan areas. Consumers will continue to monitor developments related to the court decision and any resulting regulatory actions but does not expect them to have any impact on its generating assets.

In 2024, the EPA published a lower fine particulate matter NAAQS, which could result in newly designated nonattainment areas in Michigan starting in 2026. In 2025, EGLE proposed nonattainment areas for Kalamazoo and Wayne counties, with a decision by the EPA expected in 2026. Consumers does not have any fossil-fuel-fired generating assets in these counties and therefore does not expect this rule to have significant impacts on its existing generating assets or its clean energy strategy. Consumers will continue to monitor NAAQS rulemakings and litigation to evaluate potential impacts to its generating assets.

In January 2026, the EPA published a final rule amending new source performance standards for new, modified, and reconstructed stationary combustion turbines to lower emission limits for NOx. This final rule requires new large simple-cycle turbine units with higher capacity factors to install control equipment for NOx emissions. This rule will apply to any future stationary combustion turbines.

Consumers continues to evaluate these rules in conjunction with other EPA and EGLE rulemakings, litigation, executive orders, treaties, and congressional actions. This evaluation could result in:

- a change in Consumers' fuel mix
- changes in the types of generating units Consumers may purchase or build in the future
- changes in how certain units are operated, including the installation of additional emission control equipment
- the retirement, mothballing, extended operation, or repowering with an alternative fuel of some of Consumers' generating units
- changes in Consumers' environmental compliance costs
- the purchase or sale of emission allowances

Greenhouse Gases: There have been numerous legislative, executive, and regulatory initiatives at the state, regional, national, and international levels that involve the potential regulation and reporting of greenhouse gases. Consumers continues to monitor and comment on these initiatives, as appropriate.

In September 2025, the EPA proposed a rule to reconsider the Greenhouse Gas Reporting Program by eliminating the reporting obligations from numerous emission sources, including Consumers' electric generation sites and distribution equipment. In February 2026, the EPA finalized a portion of the proposed rule that delayed reporting deadlines for reporting year 2025 from March to October 2026 but did not substantively address whether the program would be retained or eliminated. Reporting of carbon dioxide to the EPA, however, will continue for sources subject to the Clean Air Act Acid Rain Program, which includes Consumers' fossil-fuel-fired electric generation. This change could result in inconsistent approaches in voluntary greenhouse gas accounting for industrial sources.

In 2024, the EPA finalized its rule under Section 111 of the Clean Air Act to address greenhouse gas emissions from new combustion turbine electric generating units and existing coal-, gas-, and oil-fueled steam electric generating units. These rules do not address existing combustion turbine electric generating units. In June 2025, the EPA issued a proposed rule containing two different pathways to rescind these requirements. Consumers does not expect these proposed changes will have a significant impact on its existing gas- and oil-fueled steam electric generating assets. Consumers will continue to follow the EPA rules that address greenhouse gas emissions and will continue to evaluate potential impacts to its operations.

Increased frequency or intensity of severe or extreme weather events, including those due to climate change, could materially impact Consumers' facilities, energy sales, and results of operations. Consumers is unable to predict these events; however, Consumers evaluates the potential physical impacts of climate change on its operations, including increased frequency or intensity of storm activity; increased precipitation; increased temperature; and changes in lake and river levels. Consumers released a report addressing the physical risks of climate change on its infrastructure in 2022. Consumers is taking steps to mitigate these risks as appropriate.

While Consumers cannot predict the outcome of changes in U.S. policy or of other legislative, executive, or regulatory initiatives involving the potential regulation or reporting of greenhouse gases, it intends to move forward with its compliance with Michigan's clean energy requirements, its own sustainability goals, and its emphasis on reliable and resilient electric supply. Litigation, international treaties, executive orders, federal laws and regulations (including regulations by the EPA), and state laws and regulations, if enacted or ratified, could ultimately impact Consumers. Consumers may be required to:

- replace equipment
- install additional emission control equipment
- purchase emission allowances or credits (including potential greenhouse gas offset credits)
- curtail operations or modify existing facility retirement schedules
- arrange for alternative sources of supply
- purchase or build facilities that generate fewer emissions
- mothball, sell, or retire facilities that generate certain emissions
- pursue energy efficiency or demand response measures more swiftly
- take other steps to manage, sequester, or lower the emission of greenhouse gases

Although associated capital or operating costs relating to greenhouse gas regulation or legislation could be material and cost recovery cannot be assured, Consumers expects to recover these costs in rates consistent with the recovery of other reasonable costs of complying with environmental laws and regulations.

CCRs: In 2015, the EPA published a rule regulating CCRs under RCRA. This rule adopts minimum standards for the disposal of non-hazardous CCRs in CCR landfills and surface impoundments and criteria for the beneficial use of CCRs. The rule also sets out conditions under which some CCR units would be forced to cease receiving CCRs and related process water and to initiate closure. Due to continued litigation, many aspects of the rule have been remanded to the EPA, resulting in more proposed and final rules.

In 2024, the EPA finalized a rule regulating legacy CCR surface impoundments and CCR management units in response to litigation that exempted inactive impoundments at inactive facilities from the 2015 CCR rule. The new rule adopts minimum standards for impoundments at electric generating facilities that became inactive before the 2015 CCR rule's effective date. During 2024, owners and operators were required to assess whether an inactive facility contains a legacy surface impoundment and then, for identified locations, proceed with the compliance schedule.

Additionally, the EPA established groundwater monitoring, corrective action, closure, and post-closure care requirements for CCR surface impoundments and landfills closed prior to the effective date of the 2015 CCR rule, but that do not meet the closure technical and performance standards of the 2024 rule. These include inactive CCR landfills that were previously exempted from regulation but that are now considered CCR management units. Owners are required to conduct an evaluation at active facilities or any inactive facilities with at least one legacy impoundment to identify CCR management units and determine an appropriate course of action (closure, groundwater treatment, etc.) for each identified unit according to established compliance milestone schedules. In February 2026, the EPA issued a final rule extending the compliance milestone schedule for CCR management units. This extension does not have a material impact on Consumers' compliance strategy.

Separately, Congress passed legislation in 2016 allowing participating states to develop permitting programs for CCRs under RCRA Subtitle D. The EPA was granted authority to review these permitting programs to determine if permits issued under the proposed program would be as protective as the federal rule. Once approved, permits issued from an authorized state would serve as the basis for compliance, replacing the requirement to self-certify each aspect of the 2015 CCR rule.

Consumers, with agreement from EGLE, completed the work necessary to initiate closure by excavating CCRs or placing a final cover over each of its relevant CCR units prior to the closure initiation deadline set forth in the 2015 CCR rule. Consumers has historically been authorized to recover in electric rates costs related to coal ash disposal sites that supported power generation. Consumers completed an assessment of inactive facilities as required by the 2024 CCR rule, and did not identify any legacy impoundments. A proposed rule was issued in April 2026 requesting that entities subject to the regulations provide supporting information for proposed changes to requirements related to CCRMUs and other CCR closure obligations. Consumers is evaluating the proposed rule, including the potential submission of comments, which are due in June 2026. Any changes to strategy will depend on the content of the issued final rule.

Water: Multiple water-related regulations apply, or may apply, to Consumers.

The EPA regulates cooling water intake systems of existing electric generating plants under Section 316(b) of the Clean Water Act. The rules seek to reduce alleged harmful impacts on aquatic organisms, such as fish. In 2018, Consumers submitted to EGLE studies and recommended plans to comply with Section 316(b) for its coal-fueled units but has not yet received final approval.

The EPA also regulates the discharge of wastewater through its effluent limitation guidelines for steam electric generating plants. Consumers has submitted the appropriate notices of planned participation in compliance with this rule. Consumers has also submitted timely NPDES permit applications and will be working with EGLE to incorporate applicable provisions during the permit renewal process.

Many of Consumers' facilities maintain NPDES permits, which are vital to the facilities' operations. Consumers applies for renewal of these permits every five years. Failure of EGLE to renew any NPDES permit, a successful appeal against a permit, a change in the interpretation or scope of NPDES permitting, or onerous terms contained in a permit could have a significant detrimental effect on the operations of a facility.

Protected Wildlife: Multiple regulations apply, or may apply, to Consumers relating to protected species and habitats.

Statutes like the federal Endangered Species Act, the Migratory Bird Treaty Act, and the Bald and Golden Eagle Protection Act of 1940 and changes to permitting may impact operations at Consumers' facilities. In 2024, the U.S. Fish and Wildlife Service published a final rule providing for bald eagle general permits for qualifying wind farms and electric distribution systems. Consumers has received, or is pursuing, bald eagle general permits for all its wind farms. While any resulting permitting and monitoring fees and/or restrictions on operations could impact Consumers' existing and future operations, Consumers does not expect any material changes to its environmental strategy or Electric Supply Plan as a result of this rule.

Additionally, Consumers regularly monitors proposed changes to the listing status of several species within its operational area. A change in species listed under the Endangered Species Act, or under Michigan's equivalent law, may impact Consumers' costs to mitigate its impact on protected species and habitats at certain existing facilities as well as siting choices for new facilities.

Other Matters: Other electric environmental matters could have a material impact on Consumers' outlook. For additional details on other electric environmental matters, see Notes to the Unaudited Consolidated Financial Statements—Note 3, Contingencies and Commitments—Consumers Electric Utility Contingencies—Electric Environmental Matters.

Consumers Gas Utility Outlook and Uncertainties

Gas Deliveries: Consumers' gas customer deliveries are seasonal. The peak demand for natural gas occurs in the winter due to colder temperatures and the resulting use of natural gas as heating fuel.

Over the next five years, Consumers expects weather-normalized gas deliveries to remain stable relative to 2025. This outlook reflects modest growth in gas demand, offset by the effects of energy waste reduction programs. Actual delivery levels will depend on:

- weather fluctuations
- use by power producers
- availability and development of renewable energy sources
- gas price changes
- Michigan's economic conditions, including population trends and housing activity
- the price or demand of competing energy sources or fuels
- energy efficiency and conservation impacts

Gas Rate Matters: Rate matters are critical to Consumers' gas utility business. For additional details on rate matters, see Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters and Note 3, Contingencies and Commitments.

2025 Gas Rate Case: In December 2025, Consumers filed an application with the MPSC seeking an annual rate increase of $240 million based on a 10.25-percent authorized return on equity for the projected 12-month period ending October 31, 2027.

Presented in the following table are the components of the requested increase in revenue:

		In Millions
Projected 12-Month Period Ending October 31		2027
Investment in rate base	$	108
Operating and maintenance costs		65
Cost of capital		66
Sales/gross margin		1
Total	$	240

The MPSC must issue a final order in this case before or in October 2026.

Gas Pipeline and Storage Integrity and Safety: Consumers' gas operations are governed by federal and state pipeline safety rules, and there are robust processes and procedures in place to maintain compliance with these regulations. The U.S. Department of Transportation's Pipeline and Hazardous Materials Safety Administration has published rules that revise federal safety standards for gas transmission pipelines and underground storage facilities. Consumers has implemented measures to achieve compliance with the revised regulations. Proposed rules expanding federal gas safety requirements for distribution lines remain subject to further regulatory review. Consumers will continue to monitor developments related to the proposed rules and assess impacts to its gas pipeline and storage assets. While Consumers expects to recover any costs of complying with new regulations in customer rates, it cannot guarantee that result.

Gas Environmental Outlook: Consumers expects to incur response activity costs at a number of sites, including 23 former MGP sites. For additional details, see Notes to the Unaudited Consolidated Financial Statements—Note 3, Contingencies and Commitments—Consumers Gas Utility Contingencies.

Consumers' gas operations are subject to various federal, state, and local environmental laws and regulations. Multiple environmental laws and regulations are subject to litigation. Consumers' primary environmental compliance focus includes, but is not limited to, the following matters.

Air Quality: Multiple air quality regulations apply, or may apply, to Consumers' gas utility.

In 2015, the EPA lowered the NAAQS for ozone and made it more difficult to construct or modify natural gas compressor stations and other emission sources in areas of the country that do not meet the ozone standard. Three counties in western Michigan have been designated as "serious" ozone nonattainment. Based on recent air-quality data, EGLE has submitted a Clean Data Determination for two of those counties, a step toward redesignating those two counties to ozone attainment. However, Consumers has one compressor station located in the remaining nonattainment area. Consequently, Consumers is retrofitting equipment at this compressor station to lower NOx emissions.

Additionally, a December 2025 court decision vacated the EPA's 2023 redesignation of the seven-county area in southeast Michigan from moderate ozone nonattainment to attainment. Four of Consumers' compressor stations are located in these counties, with one station having assets that may be impacted by the redesignation change. Consumers will continue to monitor the recent court decision's impact on the seven-county area in southeast Michigan, including resulting agency actions, and the potential impacts to compressor station assets.

Consumers will continue to monitor NAAQS rulemakings and litigation, and evaluate potential impacts to its compressor stations and other applicable natural gas storage and delivery assets.

In 2024, the EPA published a lower fine particulate matter NAAQS, which could result in newly designated nonattainment areas in Michigan starting in 2026. In 2025, EGLE proposed nonattainment areas for Kalamazoo and Wayne counties, with a decision by the EPA expected in 2026. Consumers has one compressor station located in Wayne County and will continue to monitor NAAQS rulemakings and litigation to evaluate potential impacts to the natural gas compressor station assets.

Greenhouse Gases: Some interest exists at the various levels of government in regulating greenhouse gases or their sources. Future regulations, if adopted, may involve requirements to reduce methane emissions from Consumers' gas utility operations and carbon dioxide emissions from customer use of natural gas. Consumers will continue to monitor such potential rules for impacts.

In September 2025, the EPA proposed a rule to reconsider the Greenhouse Gas Reporting Program by removing the natural gas distribution segment from the reporting obligations under the petroleum and natural gas source category, and proposed to delay the reporting obligations until 2034 for the remaining sources in this category. In February 2026, the EPA finalized a portion of the proposed rule that delayed reporting deadlines for reporting year 2025 from March to October 2026 but did not substantively address whether the program would be retained or eliminated. If this proposal is finalized as proposed, it could result in inconsistent approaches in voluntary greenhouse gas accounting for industrial sources.

Consumers is making voluntary efforts to reduce its gas utility's methane emissions. Under its Methane Reduction Plan, Consumers has set a goal of net-zero methane emissions from its natural gas delivery system by 2030. Consumers plans to reduce methane emissions from its system by about 80 percent from 2012 baseline levels by accelerating the replacement of aging pipe, rehabilitating or retiring outdated infrastructure, and adopting new technologies and practices. The remaining emissions will likely be offset through clean fuel alternatives or nature-based carbon removal pathways. To date, Consumers has reduced methane emissions by more than 40 percent.

Consumers has also set a goal to reduce customer greenhouse gas emissions by 25 percent by 2035. Consumers' Natural Gas Delivery Plan, a rolling ten-year investment plan to deliver safe, reliable, clean, and affordable natural gas to customers, outlines ways in which Consumers can make early progress toward these goals in a cost-effective manner, including energy waste reduction, carbon offsets, and renewable natural gas supply.

Consumers has already initiated work in these key areas by continuing to expand its energy waste reduction targets and by offering gas customers the ability to offset their carbon footprint associated with natural gas use by purchasing renewable natural gas and/or carbon credits associated with Michigan forest preservation. Consumers has renewable natural gas facilities under construction scheduled for commercial operation in 2026 and is monitoring regulatory developments and market conditions closely as part of its ongoing evaluation of the projects. As part of this evaluation, two early-phase renewable natural gas development projects have been paused indefinitely, and Consumers recognized an impairment charge of $15 million related to these projects in 2025. Consumers is evaluating and monitoring newer technologies to determine their role in achieving Consumers' interim and long-term net-zero goals, including biofuels, geothermal, synthetic methane, carbon capture sequestration systems, and other innovative technologies.

NorthStar Clean Energy Outlook and Uncertainties

CMS Energy's primary focus with respect to its NorthStar Clean Energy businesses is to maximize the value of generating assets representing 1,665 MW of capacity, and to pursue opportunities for the development of renewable generation projects, including leveraging strategic partnerships and available tax incentives.

In March 2026, NorthStar Clean Energy executed agreements to sell a Class A membership interest in HL Solar Holdings to a tax equity investor. HL Solar Holdings is the holding company of a 120-MW solar generation project being constructed in Hart Township, Michigan, and a 100-MW solar generation project being constructed in St. Clair County, Michigan. The nameplate capacity of both projects has been committed under long-term renewable energy purchase agreements. The tax equity financing will also incorporate the sale of investment tax credits once the projects are placed into service for tax purposes, expected in 2026.

NorthStar Clean Energy will retain a Class B membership interest in HL Solar Holdings. Earnings, tax attributes, and cash flows generated by HL Solar Holdings will be allocated among and distributed to the membership classes in accordance with the ratios specified in the associated limited liability company operating agreement; these ratios will change over time and will not be representative of the ownership interest percentages of each membership class.

Trends, uncertainties, and other matters related to NorthStar Clean Energy that could have a material impact on CMS Energy's consolidated income, cash flows, or financial position include:

- investment in and financial benefits received from renewable energy and energy storage projects, including changes to tax and trade policy
- delays or difficulties in financing, constructing, and developing projects, including those arising from the performance of contractors, suppliers, or other counterparties
- changes in energy, capacity, and other commodity prices
- severe weather events and climate change associated with increasing levels of greenhouse gases
- changes in various environmental laws, regulations, principles, or practices, or in their interpretation
- indemnity obligations assumed in connection with ownership interests in facilities that involve tax equity financing
- representations, warranties, and indemnities provided in connection with sales of assets
- delays or difficulties in obtaining environmental permits

For additional details regarding NorthStar Clean Energy's uncertainties, see Notes to the Unaudited Consolidated Financial Statements—Note 3, Contingencies and Commitments—Guarantees.

NorthStar Clean Energy Environmental Outlook: NorthStar Clean Energy's operations are subject to various federal, state, and local environmental laws and regulations. Multiple environmental laws and regulations are subject to litigation. NorthStar Clean Energy's primary environmental compliance focus includes, but is not limited to, the following matters.

MATS, emission standards for electric generating units published by the EPA based on Section 112 of the Clean Air Act, continue to apply to one of the NorthStar Clean Energy electric generating sites. In February 2026, the EPA issued a final rule repealing changes made to the MATS rule in 2024. The company has complied, and continues to comply, with the MATS regulation and this repeal will have minimal impacts on NorthStar Clean Energy's electric generating units. NorthStar Clean Energy does not expect MATS to impact its environmental strategy materially.

CSAPR requires Michigan and many other states to improve air quality by reducing power plant emissions that, according to EPA modeling, contribute to ground-level ozone in other downwind states. NorthStar Clean Energy complies with this regulation and expects it to have minimal financial and operational impact in the near and/or long term.

In 2024, the EPA published a lower fine particulate matter NAAQS, which could result in newly designated nonattainment areas in Michigan starting in 2026. In 2025, EGLE proposed nonattainment areas for Kalamazoo and Wayne counties, with a decision by the EPA expected in 2026. NorthStar Clean Energy has two fossil-fuel-fired generating units in these counties and will continue to monitor NAAQS rulemaking and litigation to evaluate potential impacts to its generating assets.

In January 2026, the EPA published a final rule amending new source performance standards for new, modified, and reconstructed stationary combustion turbines to lower emission limits for NOx. This final rule requires new large simple-cycle turbine units with higher capacity factors to install control equipment for NOx emissions. NorthStar Clean Energy's existing generation is not impacted by this rule, but the rule could apply to any future generation.

A December 2025 court decision vacated the EPA's 2023 redesignation of the seven-county area in southeast Michigan from moderate ozone nonattainment to attainment. NorthStar Clean Energy has one electric generating station located within this area. NorthStar Clean Energy will continue to monitor the recent court decision's impact on the seven-county area in southeast Michigan, including resulting agency actions, and the potential impacts to compressor station assets.

For additional details regarding the ozone NAAQS, see Consumers Electric Utility Outlook and Uncertainties—Electric Environmental Outlook.

In September 2025, the EPA proposed a rule to reconsider the Greenhouse Gas Reporting Program by eliminating the reporting obligations from numerous emission sources. Reporting of carbon dioxide to the EPA, however, will continue for sources subject to the Clean Air Act Acid Rain Program. In February 2026, the EPA finalized a portion of the proposed rule that delayed reporting deadlines for reporting year 2025 from March to October 2026 but did not substantively address whether the program would be retained or eliminated. This change could result in inconsistent approaches in voluntary greenhouse gas accounting for industrial sources.

In 2024, the EPA finalized its rule under Section 111 of the Clean Air Act to address greenhouse gas emissions from new combustion turbine electric generating units and existing coal-, gas-, and oil-fueled steam electric generating units. These rules do not address existing combustion turbine electric generating units. In June 2025, the EPA issued a proposed rule containing two different pathways to rescind these requirements. Neither pathway impacts NorthStar Clean Energy's existing facilities. NorthStar Clean Energy will continue to follow the EPA rules that address greenhouse gas emissions and will continue to evaluate potential impacts to its operations.

Many of NorthStar Clean Energy's facilities maintain NPDES permits, which are vital to the facilities' operations. NorthStar Clean Energy applies for renewal of these permits every five years. Failure of EGLE to renew any NPDES permit, a successful appeal against a permit, a change in the interpretation or scope of NPDES permitting, or onerous terms contained in a permit could have a significant detrimental effect on the operations of a facility.

Other Outlook and Uncertainties

Litigation: CMS Energy, Consumers, and certain of their subsidiaries are parties to various litigation matters, as well as to administrative proceedings before various courts and governmental agencies, arising in the ordinary course of business. For additional details regarding certain legal matters, see Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters, Note 3, Contingencies and Commitments, and Note 8, Income Taxes.

New Accounting Standards

For details regarding new accounting standards issued but not yet effective, see Notes to the Unaudited Consolidated Financial Statements—Note 1, New Accounting Standards.

CMS Energy Corporation
Consolidated Statements of Income (Unaudited)

In Millions, Except Per Share Amounts

Three Months Ended March 31	2026	2025
Operating Revenue	$ 2,730	$ 2,447
Operating Expenses		
Fuel for electric generation	220	217
Purchased and interchange power	451	380
Purchased power – related parties	20	18
Cost of gas sold	516	383
Maintenance and other operating expenses	448	405
Depreciation and amortization	412	388
General taxes	173	162
Total operating expenses	2,240	1,953
Operating Income	490	494
Other Income (Expense)		
Non-operating retirement benefits, net	51	42
Other income	28	14
Other expense	(4)	(6)
Total other income	75	50
Interest Charges		
Interest on long-term debt	209	187
Interest expense – related parties	3	3
Other interest expense	(1)	(1)
Allowance for borrowed funds used during construction	(8)	(3)
Total interest charges	203	186
Income Before Income Taxes	362	358
Income Tax Expense	85	63
Net Income	277	295
Loss Attributable to Noncontrolling Interests	(63)	(9)
Net Income Attributable to CMS Energy	340	304
Preferred Stock Dividends	2	2
Net Income Available to Common Stockholders	$ 338	$ 302
Basic Earnings Per Average Common Share	$ 1.10	$ 1.01
Diluted Earnings Per Average Common Share	$ 1.10	$ 1.01

The accompanying notes are an integral part of these statements.

CMS Energy Corporation
Consolidated Statements of Comprehensive Income (Unaudited)

		In Millions
Three Months Ended March 31	2026	2025
Net Income	$ 277	$ 295
Retirement Benefits Liability		
Amortization of net actuarial loss, net of tax of $— for both periods	1	—
Other Comprehensive Income	1	—
Comprehensive Income	278	295
Comprehensive Loss Attributable to Noncontrolling Interests	(63)	(9)
Comprehensive Income Attributable to CMS Energy	$ 341	$ 304

The accompanying notes are an integral part of these statements.

CMS Energy Corporation
Consolidated Statements of Cash Flows (Unaudited)

In Millions

Three Months Ended March 31	2026	2025
Cash Flows from Operating Activities		
Net income	$ 277	$ 295
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	412	388
Deferred income taxes and investment tax credits	82	60
Other non-cash operating activities and reconciling adjustments	(55)	(46)
Changes in assets and liabilities		
Accounts receivable and accrued revenue	(24)	(5)
Inventories	148	190
Accounts payable and accrued rate refunds	(137)	13
Other current assets and liabilities	(63)	41
Other non-current assets and liabilities	65	64
Net cash provided by operating activities	705	1,000
Cash Flows from Investing Activities		
Capital expenditures (excludes assets placed under finance lease)	(1,039)	(888)
Cost to retire property and other investing activities	(34)	(30)
Net cash used in investing activities	(1,073)	(918)
Cash Flows from Financing Activities		
Proceeds from issuance of debt	258	1,200
Retirement of debt	(204)	(717)
Decrease in notes payable	—	(65)
Issuance of common stock	166	3
Payment of dividends on common and preferred stock	(178)	(166)
Proceeds from the sale of membership interests in VIEs	—	44
Other financing costs	(26)	(33)
Net cash provided by financing activities	16	266
Net Increase (Decrease) in Cash and Cash Equivalents, Including Restricted Amounts	(352)	348
Cash and Cash Equivalents, Including Restricted Amounts, Beginning of Period	615	178
Cash and Cash Equivalents, Including Restricted Amounts, End of Period	$ 263	$ 526
Other Cash Flow Activities and Non-cash Investing and Financing Activities		
Non-cash transactions		
Capital expenditures not paid	601	315
Deemed contribution from sale of membership interest	$ 82	$ —

The accompanying notes are an integral part of these statements.

CMS Energy Corporation
Consolidated Balance Sheets (Unaudited)

ASSETS

In Millions

	March 31 2026	December 31 2025
Current Assets		
Cash and cash equivalents	$ 175	$ 509
Restricted cash and cash equivalents	88	106
Accounts receivable and accrued revenue, less allowance of $32 in 2026 and $27 in 2025	1,402	1,306
Accounts receivable – related parties	14	17
Inventories at average cost		
Gas in underground storage	257	427
Materials and supplies	338	329
Generating plant fuel stock	47	35
Deferred property taxes	385	479
Regulatory assets	94	104
Prepayments and other current assets	225	160
Total current assets	3,025	3,472
Plant, Property, and Equipment		
Plant, property, and equipment, gross	38,323	37,763
Less accumulated depreciation and amortization	10,384	10,135
Plant, property, and equipment, net	27,939	27,628
Construction work in progress	3,594	3,052
Total plant, property, and equipment	31,533	30,680
Other Non-current Assets		
Regulatory assets	3,298	3,355
Accounts receivable	18	18
Investments	65	61
Postretirement benefits	2,005	1,957
Other	341	398
Total other non-current assets	5,727	5,789
Total Assets	$ 40,285	$ 39,941

LIABILITIES AND EQUITY

		In Millions
	March 31 2026	December 31 2025
Current Liabilities		
Current portion of long-term debt and finance leases	$ 1,360	$ 956
Accounts payable	1,231	1,395
Accounts payable – related parties	7	9
Accrued rate refunds	—	28
Accrued interest	207	182
Accrued taxes	516	708
Regulatory liabilities	87	85
Other current liabilities	184	185
Total current liabilities	3,592	3,548
Non-current Liabilities		
Long-term debt	17,456	17,807
Non-current portion of finance leases	262	135
Regulatory liabilities	4,154	4,091
Postretirement benefits	94	95
AROs	797	792
Deferred investment tax credit	117	118
Deferred income taxes	3,345	3,252
Other non-current liabilities	417	392
Total non-current liabilities	26,642	26,682
Commitments and Contingencies (Notes 2, 3, and 8)		
Equity		
Common stockholders' equity		
Common stock, authorized 350.0 shares in both periods; outstanding 308.9 shares in 2026 and 306.4 shares in 2025	3	3
Other paid-in capital	6,669	6,510
Accumulated other comprehensive loss	(35)	(36)
Retained earnings	2,605	2,443
Total common stockholders' equity	9,242	8,920
Cumulative redeemable perpetual preferred stock, Series C, authorized 9.2 depositary shares; outstanding 9.2 depositary shares in both periods	224	224
Total stockholders' equity	9,466	9,144
Noncontrolling interests	585	567
Total equity	10,051	9,711
Total Liabilities and Equity	$ 40,285	$ 39,941

The accompanying notes are an integral part of these statements.

CMS Energy Corporation
Consolidated Statements of Changes in Equity (Unaudited)

In Millions, Except Per Share Amounts

Three Months Ended March 31	2026	2025
Total Equity at Beginning of Period	$ 9,711	$ 8,748
Common Stock		
At beginning and end of period	3	3
Other Paid-in Capital		
At beginning of period	6,510	6,009
Common stock issued	172	12
Common stock repurchased	(13)	(12)
Adjustment for sale of membership interests in VIEs	—	(34)
At end of period	6,669	5,975
Accumulated Other Comprehensive Income (Loss)		
Retirement benefits liability		
At beginning of period	(36)	(41)
Amortization of net actuarial loss	1	—
At end of period	(35)	(41)
Retained Earnings		
At beginning of period	2,443	2,035
Net income attributable to CMS Energy	340	304
Dividends declared on common stock	(176)	(163)
Dividends declared on preferred stock	(2)	(2)
At end of period	2,605	2,174
Cumulative Redeemable Perpetual Preferred Stock, Series C		
At beginning and end of period	224	224
Noncontrolling Interests		
At beginning of period	567	518
Sale of membership interests in VIEs	—	78
Sale of membership interest in VIE to tax equity investor	82	—
Loss attributable to noncontrolling interests	(63)	(9)
Other changes in noncontrolling interests	(1)	1
At end of period	585	588
Total Equity at End of Period	$ 10,051	$ 8,923
Dividends declared per common share	$ 0.5700	$ 0.5425
Dividends declared per preferred stock Series C depositary share	$ 0.2625	$ 0.2625

The accompanying notes are an integral part of these statements.

Consumers Energy Company
Consolidated Statements of Income (Unaudited)

In Millions

Three Months Ended March 31	2026	2025
Operating Revenue	$ 2,612	$ 2,348
Operating Expenses		
Fuel for electric generation	161	193
Purchased and interchange power	419	335
Purchased power – related parties	20	18
Cost of gas sold	514	382
Maintenance and other operating expenses	416	373
Depreciation and amortization	400	375
General taxes	170	159
Total operating expenses	2,100	1,835
Operating Income	512	513
Other Income (Expense)		
Non-operating retirement benefits, net	48	39
Other income	21	10
Other expense	(3)	(3)
Total other income	66	46
Interest Charges		
Interest on long-term debt	133	122
Interest expense – related parties	14	10
Allowance for borrowed funds used during construction	(8)	(2)
Total interest charges	139	130
Income Before Income Taxes	439	429
Income Tax Expense	93	83
Net Income Available to Common Stockholder	$ 346	$ 346

The accompanying notes are an integral part of these statements.

Consumers Energy Company
Consolidated Statements of Comprehensive Income (Unaudited)

In Millions

Three Months Ended March 31	2026	2025
Net Income	$ 346	$ 346
Other Comprehensive Income	—	—
Comprehensive Income	$ 346	$ 346

The accompanying notes are an integral part of these statements.

Consumers Energy Company
Consolidated Statements of Cash Flows (Unaudited)

In Millions

Three Months Ended March 31	2026	2025
Cash Flows from Operating Activities		
Net income	$ 346	$ 346
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	400	375
Deferred income taxes and investment tax credits	63	61
Other non-cash operating activities and reconciling adjustments	(52)	(43)
Changes in assets and liabilities		
Accounts and notes receivable and accrued revenue	(14)	5
Inventories	142	187
Accounts payable and accrued rate refunds	(126)	39
Other current assets and liabilities	(72)	9
Other non-current assets and liabilities	49	52
Net cash provided by operating activities	736	1,031
Cash Flows from Investing Activities		
Capital expenditures (excludes assets placed under finance lease)	(960)	(769)
Cost to retire property and other investing activities	(33)	(31)
Net cash used in investing activities	(993)	(800)
Cash Flows from Financing Activities		
Retirement of debt	(44)	(42)
Decrease in notes payable	—	(65)
Increase in notes payable – related parties	177	—
Stockholder contribution	400	150
Payment of dividends on common stock	(308)	(271)
Other financing costs	(2)	(1)
Net cash provided by (used in) financing activities	223	(229)
Net Increase (Decrease) in Cash and Cash Equivalents, Including Restricted Amounts	(34)	2
Cash and Cash Equivalents, Including Restricted Amounts, Beginning of Period	111	119
Cash and Cash Equivalents, Including Restricted Amounts, End of Period	$ 77	$ 121
Other Cash Flow Activities and Non-cash Investing and Financing Activities		
Non-cash transactions		
Capital expenditures not paid	$ 483	$ 249

The accompanying notes are an integral part of these statements.

Consumers Energy Company
Consolidated Balance Sheets (Unaudited)

ASSETS

In Millions

	March 31 2026	December 31 2025
Current Assets		
Cash and cash equivalents	$ 9	$ 25
Restricted cash and cash equivalents	68	86
Accounts receivable and accrued revenue, less allowance of $32 in 2026 and $27 in 2025	1,216	1,210
Accounts and notes receivable – related parties	10	15
Inventories at average cost		
Gas in underground storage	257	427
Materials and supplies	329	316
Generating plant fuel stock	45	31
Deferred property taxes	385	479
Regulatory assets	94	104
Prepayments and other current assets	184	132
Total current assets	2,597	2,825
Plant, Property, and Equipment		
Plant, property, and equipment, gross	36,656	36,120
Less accumulated depreciation and amortization	10,078	9,842
Plant, property, and equipment, net	26,578	26,278
Construction work in progress	2,820	2,354
Total plant, property, and equipment	29,398	28,632
Other Non-current Assets		
Regulatory assets	3,298	3,355
Accounts receivable	24	24
Accounts and notes receivable – related parties	87	88
Postretirement benefits	1,866	1,821
Other	292	346
Total other non-current assets	5,567	5,634
Total Assets	$ 37,562	$ 37,091

LIABILITIES AND EQUITY

		In Millions
	March 31 2026	December 31 2025
Current Liabilities		
Current portion of long-term debt and finance leases	$ 580	$ 579
Notes payable – related parties	517	340
Accounts payable	1,081	1,229
Accounts payable – related parties	16	14
Accrued rate refunds	—	28
Accrued interest	141	149
Accrued taxes	582	747
Regulatory liabilities	87	85
Other current liabilities	146	163
Total current liabilities	3,150	3,334
Non-current Liabilities		
Long-term debt	11,480	11,524
Long-term debt – related parties	1,005	1,005
Non-current portion of finance leases	179	81
Regulatory liabilities	4,154	4,091
Postretirement benefits	69	70
AROs	757	753
Deferred investment tax credit	117	118
Deferred income taxes	3,276	3,201
Other non-current liabilities	359	336
Total non-current liabilities	21,396	21,179
Commitments and Contingencies (Notes 2, 3, and 8)		
Equity		
Common stockholder's equity		
Common stock, authorized 125.0 shares; outstanding 84.1 shares in both periods	841	841
Other paid-in capital	9,494	9,094
Accumulated other comprehensive loss	(13)	(13)
Retained earnings	2,657	2,619
Total common stockholder's equity	12,979	12,541
Cumulative preferred stock, $4.50 series, authorized 7.5 shares; outstanding 0.4 shares in both periods	37	37
Total equity	13,016	12,578
Total Liabilities and Equity	$ 37,562	$ 37,091

The accompanying notes are an integral part of these statements.

Consumers Energy Company
Consolidated Statements of Changes in Equity (Unaudited)

In Millions

Three Months Ended March 31	2026	2025
Total Equity at Beginning of Period	$ 12,578	$ 11,431
Common Stock		
At beginning and end of period	841	841
Other Paid-in Capital		
At beginning of period	9,094	8,174
Stockholder contribution	400	150
At end of period	9,494	8,324
Accumulated Other Comprehensive Loss		
Retirement benefits liability		
At beginning and end of period	(13)	(11)
Retained Earnings		
At beginning of period	2,619	2,390
Net income	346	346
Dividends declared on common stock	(308)	(271)
At end of period	2,657	2,465
Cumulative Preferred Stock		
At beginning and end of period	37	37
Total Equity at End of Period	$ 13,016	$ 11,656

The accompanying notes are an integral part of these statements.

CMS Energy Corporation
Consumers Energy Company
Notes to the Unaudited Consolidated Financial Statements

These interim consolidated financial statements have been prepared by CMS Energy and Consumers in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. As a result, CMS Energy and Consumers have condensed or omitted certain information and note disclosures normally included in consolidated financial statements prepared in accordance with GAAP. CMS Energy and Consumers have reclassified certain prior period amounts to conform to the presentation in the present period.

CMS Energy and Consumers are required to make estimates using assumptions that may affect reported amounts and disclosures; actual results could differ from these estimates. In management’s opinion, the unaudited information contained in this report reflects all adjustments of a normal recurring nature necessary to ensure that CMS Energy’s and Consumers’ financial position, results of operations, and cash flows for the periods presented are fairly stated. The notes to the unaudited consolidated financial statements and the related unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the 2025 Form 10-K. Due to the seasonal nature of CMS Energy’s and Consumers’ operations, the results presented for this interim period are not necessarily indicative of results to be achieved for the fiscal year.

1: New Accounting Standards

New Accounting Standards Not Yet Effective

ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses: This standard requires public companies to provide disaggregated information about certain expense categories presented on the income statement. The guidance calls for annual and interim disclosures that separate specified components, such as employee compensation, depreciation, and amortization, within relevant expense line items in the notes to the financial statements. The standard is effective for annual reporting periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027, with early adoption permitted. CMS Energy and Consumers will adopt the guidance upon the effective date. The standard will not have an impact on CMS Energy’s or Consumers’ consolidated net income, cash flows, or financial position.

ASU 2025-06, Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software: This standard updates guidance for capitalizing costs related to internal-use software development. The amendments remove references to the previous “project stage” model and clarify the threshold for when capitalization should begin, focusing on whether completion of the project is probable. The amendments are effective for annual and interim reporting periods beginning after December 15, 2027. The guidance may be applied on a prospective, retrospective, or modified transition basis. Early adoption is permitted. CMS Energy and Consumers are currently evaluating the new standard.

2: Regulatory Matters

Regulatory matters are critical to Consumers. The Michigan Attorney General, ABATE, the MPSC Staff, residential customer advocacy groups, environmental organizations, and certain other parties typically participate in MPSC proceedings concerning Consumers, such as Consumers' rate cases and PSCR and GCR processes. Intervenors also participate in certain FERC matters, including FERC's regulation of certain wholesale rates that affect Consumers' power supply costs. These parties often challenge various aspects of those proceedings, including the prudence of Consumers' policies and practices, and seek cost disallowances and other relief. The parties also have appealed significant MPSC and FERC orders. Depending upon the specific issues, the outcomes of rate cases and proceedings, including judicial proceedings challenging MPSC and FERC orders or other actions, could negatively affect CMS Energy's and Consumers' liquidity, financial condition, and results of operations. Consumers cannot predict the outcome of these proceedings.

J.H. Campbell Emergency Orders: In May 2025, before the planned closure of J.H. Campbell, the U.S. Secretary of Energy issued an emergency order under section 202(c) of the Federal Power Act requiring J.H. Campbell to continue operating for 90 days, through August 20, 2025. Subsequently, the U.S. Secretary of Energy has issued three additional emergency orders for 90 days each, currently requiring continued operation of J.H. Campbell through May 18, 2026. These orders stated that continued operation of J.H. Campbell was required to meet an energy emergency across MISO's North and Central regions. Consistent with the Federal Power Act and DOE regulations, the orders authorize Consumers to obtain cost recovery at FERC.

As directed, Consumers has continued to make J.H. Campbell available in the MISO market and, in June 2025, filed a complaint at FERC seeking a modification of the MISO Tariff that would enable Consumers to recover the costs of complying with the emergency orders. Consumers' complaint sought a mechanism in the MISO Tariff that would allow allocation of those compliance costs across the MISO North and Central regions, consistent with the nature of the energy emergency declared in the U.S. Secretary of Energy orders. In August 2025, FERC granted Consumers' complaint and ordered MISO to revise its tariff accordingly. MISO submitted a compliance filing with FERC in September 2025 and FERC rejected that filing in March 2026. MISO submitted a revised compliance filing in April 2026 and FERC approval of that filing remains pending.

In January 2026, Consumers filed a request at FERC seeking recovery and allocation of the net financial impact of complying with the May 2025 emergency order, which was $42 million after applying MISO revenues of $78 million. FERC approval of this filing, which encompasses recovery sought by the joint owners of J.H. Campbell, remains pending.

For the second emergency order period through March 31, 2026, the net financial impact of compliance was $138 million after applying MISO revenues of $143 million. Consumers will seek recovery of these compliance costs at a later date, consistent with rate recovery sought for the May 2025 emergency order. The ultimate financial impact remains subject to the outcome of the FERC proceeding and any future guidance or interpretation.

Following the May 2025 emergency order, several third-party stakeholders, including the Michigan Attorney General, the Organization of MISO States, and a group of environmental and public interest groups, asked the U.S. Secretary of Energy to reconsider the May 2025 emergency order. In July 2025, after the U.S. Secretary of Energy took no action on those requests, several parties filed petitions for review of the May 2025 emergency order in federal court. The requests for rehearing were subsequently denied, and similar challenges to the subsequent orders are underway. Third parties have also challenged FERC's August 2025 order granting Consumers' complaint seeking revisions to the MISO Tariff. That legal challenge is on hold pending the separate legal challenges to the emergency orders. The U.S. Secretary of Energy will likely issue more orders to require the continued operation of J.H. Campbell. While the timing and content of future orders and the outcome of third-party legal challenges are not yet known, Consumers is committed to pursuing cost recovery as provided for under applicable laws, orders, and proceedings.

3: Contingencies and Commitments

CMS Energy and Consumers are involved in various matters that give rise to contingent liabilities. Depending on the specific issues, the resolution of these contingencies could negatively affect CMS Energy's and Consumers' liquidity, financial condition, and results of operations. In their disclosures of these matters, CMS Energy and Consumers provide an estimate of the possible loss or range of loss when such an estimate can be made. Disclosures stating that CMS Energy or Consumers cannot predict the outcome of a matter indicate that they are unable to estimate a possible loss or range of loss for the matter.

CMS Energy Contingencies

CMS Land retained environmental remediation obligations for the collection and treatment of leachate at Bay Harbor after selling its interests in the development in 2002. Leachate is produced when water enters into cement kiln dust piles left over from former cement plant operations at the site. In 2012, CMS Land and EGLE finalized an agreement establishing the final remedies and the future water quality criteria at the site. CMS Land completed all construction necessary to implement the remedies required by the agreement and will continue to maintain and operate a system to discharge treated leachate into Little Traverse Bay under an NPDES permit, which was valid through 2025. CMS Land submitted a renewal request in March 2025, and will continue to operate under the existing permit until a renewal is issued.

At March 31, 2026, CMS Energy had a recorded liability of $48 million for its remaining obligations for environmental remediation. CMS Energy calculated this liability based on discounted projected costs, using a discount rate of 4.34 percent and an inflation rate of 1 percent on annual operating and maintenance costs. The undiscounted amount of the remaining obligation is $61 million. CMS Energy expects to pay the following amounts for long-term leachate disposal and operating and maintenance costs during the remainder of 2026 and in each of the next five years:

In Millions

	2026	2027	2028	2029	2030	2031
Long-term leachate disposal and operating and maintenance costs	$ 3	$ 4	$ 4	$ 4	$ 4	$ 4

CMS Energy's estimate of response activity costs and the timing of expenditures could change if there are changes in circumstances or assumptions used in calculating the liability. Although a liability for its present estimate of remaining response activity costs has been recorded, CMS Energy cannot predict the ultimate financial impact or outcome of this matter.

Consumers Electric Utility Contingencies

Electric Environmental Matters: Consumers' operations are subject to environmental laws and regulations. Historically, Consumers has generally been able to recover, in customer rates, the costs to operate its facilities in compliance with these laws and regulations.

Cleanup and Solid Waste: Consumers expects to incur remediation and other response activity costs at a number of sites under NREPA. Consumers believes that these costs should be recoverable in rates, but cannot guarantee that outcome. Consumers estimates its liability for NREPA sites for which it can estimate a range of loss to be between $2 million and $3 million. At March 31, 2026, Consumers had a recorded liability of $2 million, the minimum amount in the range of its estimated probable NREPA liability, as no amount in the range was considered a better estimate than any other amount.

Consumers is a potentially responsible party at a number of contaminated sites subject to response actions under CERCLA. CERCLA liability may exist at Superfund sites as well as other current, former, or potential response sites. From time to time, Consumers receives notices, information requests, or other communications from governmental agencies or third parties regarding alleged or potential responsibility for contamination at certain current or former electric generating sites or other locations.

In 2010, Consumers received official notification from the EPA that identified Consumers as a potentially responsible party for cleanup of PCBs at the Kalamazoo River CERCLA site. The notification claimed that the EPA had reason to believe that Consumers disposed of PCBs and arranged for the disposal and treatment of PCB-containing materials at portions of the site. In 2011, Consumers received a follow-up letter from the EPA requesting that Consumers agree to participate in a removal action plan along with several other companies for an area of lower Portage Creek, which is connected to the Kalamazoo River. All parties asked to participate in the removal action plan, including Consumers, declined to accept liability. Until further information is received from the EPA, Consumers is unable to estimate a range of potential liability for cleanup of the river.

Based on its experience, Consumers estimates its share of the total liability for known CERCLA sites to be between $21 million and $57 million. Various factors, including the number and creditworthiness of potentially responsible parties involved with each site, affect Consumers’ share of the total liability. At March 31, 2026, Consumers had a recorded liability of $21 million for its share of the total liability at these sites, the minimum amount in the range of its estimated probable CERCLA liability, as no amount in the range was considered a better estimate than any other amount.

The timing of payments related to Consumers’ remediation and other response activities at its CERCLA and NREPA sites is uncertain. Consumers periodically reviews these cost estimates. A change in the underlying assumptions, such as an increase in the number of sites, different remediation techniques, the nature and extent of contamination, and legal and regulatory requirements, could affect its estimates of NREPA and CERCLA liability.

Ludington Overhaul Contract Dispute: Consumers and DTE Electric, co-owners of Ludington, entered into a 2010 engineering, procurement, and construction agreement with Toshiba International, under which Toshiba International contracted to perform a major overhaul and upgrade of Ludington. Toshiba International later assigned the contract and all of its obligations to TAES. TAES’ work under the contract was incomplete, defective, and non-conforming. Consumers and DTE Electric repeatedly documented TAES’ failure to perform under the contract and demanded that TAES provide a comprehensive plan to resolve those matters, including adherence to its warranty commitments and other contractual obligations. Consumers and DTE Electric engaged in extensive efforts to resolve these issues with TAES, including formal demands to TAES’ parent, Toshiba, under a parent guaranty it provided. TAES did not provide a comprehensive plan or otherwise meet its performance obligations. As a result of TAES’ defaults, Consumers and DTE Electric terminated the contract.

In order to enforce their rights under the contract and parent guaranty, and to pursue appropriate damages, Consumers and DTE Electric filed a complaint against TAES and Toshiba in the U.S. District Court for the Eastern District of Michigan in 2022. TAES and Toshiba filed a motion to dismiss the complaint, along with an answer and counterclaims seeking approximately $15 million in damages related to payments allegedly owed under the parties' contract. The court denied the motion to dismiss filed by TAES and Toshiba.

The case against TAES went to trial before a jury and, in December 2025, the jury rendered a verdict in Consumers' and DTE Electric's favor. The jury found that TAES breached the parties' contract and awarded damages of $383 million. The parties separately stipulated to $11 million in additional liquidated damages for late performance by TAES. These amounts are subject to pre- and post-judgment interest. In addition, the jury rejected TAES' counterclaim, determining that Consumers and DTE Electric did not breach the contract. The parent guaranty provided by Toshiba allows Consumers and DTE Electric to recover legal costs in addition to damages. The parties are still engaged in post-verdict proceedings at the District Court and the jury verdict may be appealed; these processes could take two years or more to conclude with finality. Notwithstanding the favorable jury verdict for Consumers, the ultimate outcome remains subject to the related additional proceedings, which could have a material adverse effect on CMS Energy's and Consumers' financial condition, results of operations, or liquidity. Additionally, Consumers and DTE Electric must still resolve their claim against Toshiba under the parent guaranty, which is still pending but which was bifurcated by the Court from the claims against TAES.

Previously, Toshiba announced that TBJH became the majority shareholder and new parent company of Toshiba through a common stock purchase. TBJH is a subsidiary of a Japanese private equity firm. Consumers and DTE Electric do not believe that this affects their rights under the parent guaranty provided by Toshiba.

With MPSC approval, Consumers and DTE Electric were authorized to defer as a regulatory asset the costs associated with repairing or replacing the defective work performed by TAES while the litigation with TAES and Toshiba remains pending. Consumers currently estimates that its share of repair, replacement, and other damages resulting from TAES' defective work is approximately $350 million, which is expected to be offset in part or entirely by future litigation proceeds received from TAES or Toshiba. Consumers and DTE Electric will have the opportunity to seek appropriate recovery and ratemaking treatment for amounts recorded as a regulatory asset following final resolution of the litigation and appeals, including any amounts not recovered from TAES or Toshiba. Consumers cannot predict the financial impact or outcome of such proceedings.

Consumers Gas Utility Contingencies

Consumers expects to incur remediation and other response activity costs at a number of sites under NREPA. These sites include 23 former MGP facilities. Consumers operated the facilities on these sites for some part of their operating lives. For some of these sites, Consumers has no present ownership interest or may own only a portion of the original site.

At March 31, 2026, Consumers had a recorded liability of $59 million for its remaining obligations for these sites. Consumers expects to pay the following amounts for remediation and other response activity costs during the remainder of 2026 and in each of the next five years:

In Millions

	2026	2027	2028	2029	2030	2031
Remediation and other response activity costs	$ 3	$ 8	$ 25	$ 11	$ 3	$ 1

Consumers periodically reviews these cost estimates. Any significant change in the underlying assumptions, such as an increase in the number of sites, changes in remediation techniques, or legal and regulatory requirements, could affect Consumers' estimates of annual response activity costs and the MGP liability.

Pursuant to orders issued by the MPSC, Consumers defers its MGP-related remediation costs and recovers them from its customers over a ten-year period. At March 31, 2026, Consumers had a regulatory asset of $80 million related to the MGP sites.

Guarantees

Presented in the following table are CMS Energy's and Consumers' guarantees at March 31, 2026:

In Millions

Guarantee Description	Issue Date	Expiration Date	Maximum Obligation	Carrying Amount
CMS Energy, including Consumers				
Indemnity obligations from sale of membership interests in VIEs[1]	various	various	$ 220	$ —
Indemnity obligations from stock and asset sale agreements[2]	various	indefinite	152	—
Guarantee[3]	2011	indefinite	30	—
Consumers				
Guarantee[3]	2011	indefinite	$ 30	$ —

1 These obligations arose from the sale of membership interests in Aviator Wind, BG Solar Holdings, Newport Solar Holdings, and NWO Holdco to tax equity investors. NorthStar Clean Energy provided certain indemnity obligations that protect the tax equity investors against losses incurred as a result of breaches of representations and warranties under the associated limited liability company agreements. These obligations are generally capped at an amount equal to the tax equity investor's capital contributions plus a specified return, less any distributions and tax benefits it receives, in connection with its membership interest. For any indemnity obligations related to Aviator Wind, NorthStar Clean Energy would recover 49 percent of any amounts paid to the tax equity investor from the other owner of Aviator Wind Equity Holdings. Additionally, Aviator Wind holds insurance coverage that would partially protect against losses incurred as a result of certain failures to qualify for production tax credits. For further details on NorthStar Clean Energy's ownership interest in these entities, see Note 12, Variable Interest Entities.

2 These obligations arose from stock and asset sale agreements under which CMS Energy or a subsidiary of CMS Energy indemnified the purchaser for losses resulting from various matters, including claims related to taxes. The maximum obligation amount is mostly related to an Equatorial Guinea tax claim.

3 This obligation comprises a guarantee provided by Consumers to the DOE in connection with a settlement agreement regarding damages resulting from the department's failure to accept spent nuclear fuel from nuclear power plants formerly owned by Consumers.

Additionally, in the normal course of business, CMS Energy, Consumers, and certain other subsidiaries of CMS Energy have entered into various agreements containing tax and other indemnity provisions for which they are unable to estimate the maximum potential obligation. CMS Energy and Consumers consider the likelihood that they would be required to perform or incur substantial losses related to these indemnities and those disclosed in the table to be remote.

Other Contingencies

In addition to the matters disclosed in this Note and Note 2, Regulatory Matters, there are certain other lawsuits and administrative proceedings before various courts and governmental agencies, as well as unasserted claims that may result in such proceedings, arising in the ordinary course of business to which CMS Energy, Consumers, and certain other subsidiaries of CMS Energy are parties. These other lawsuits, proceedings, and unasserted claims may involve personal injury, property damage, contracts, environmental matters, federal and state taxes, rates, licensing, employment, and other matters. Certain of these matters, while potentially substantial, are covered by insurance and the insurer or insurers are involved in the relevant proceedings. Further, CMS Energy and Consumers occasionally self-report certain regulatory non-compliance matters that may or may not eventually result in administrative proceedings. CMS Energy and Consumers believe that the outcome of any one of these proceedings and potential claims will not have a material negative effect on their consolidated results of operations, financial condition, or liquidity.

4: Financings and Capitalization

Financings: Presented in the following table is a summary of major long-term debt issuances during the three months ended March 31, 2026:

	Principal (In Millions)	Interest Rate (%)	Issuance Date	Maturity Date
NorthStar Clean Energy				
Construction financing agreement[1]	$ 47	variable	February 2025	Five years after conversion date
Construction financing agreement[2]	214	variable	March 2026	Five years after conversion date
Total NorthStar Clean Energy	$ 261			

1 Represents additional borrowings under a construction financing agreement executed in February 2025. At March 31, 2026, total outstanding borrowings were $270 million. At completion of project construction, scheduled for the first half of 2026, NorthStar Clean Energy expects to convert $114 million of these outstanding borrowings into term loans maturing five years after the conversion date and to repay the remaining $156 million.

2 At completion of project construction, scheduled for the second half of 2026, NorthStar Clean Energy expects to convert $133 million of these outstanding borrowings into term loans maturing five years after the conversion date and to repay the remaining $81 million.

Credit Facilities: The following credit facilities with banks were available at March 31, 2026:

In Millions

Expiration Date	Amount of Facility	Amount Borrowed	Letters of Credit Outstanding	Amount Available
CMS Energy, parent only				
Unsecured revolving credit facility, expiring November 2030[1]	$ 750	$ —	$ 35	$ 715
Unsecured letter of credit facility, expiring September 2026	50	—	50	—
NorthStar Clean Energy				
Secured revolving credit facility, expiring May 2028[2]	$ 300	$ 75	$ 28	$ 197
Secured letter of credit facility, expiring September 2028[3]	37	—	37	—
Secured letter of credit facility[4]	19	—	12	7
Secured letter of credit facility[4]	22	—	7	15
Consumers				
Secured revolving credit facility, expiring November 2030[5,6]	$ 1,100	$ —	$ 31	$ 1,069
Secured revolving credit facility, expiring November 2028[5,6]	300	—	—	300
Secured letter of credit facility, expiring May 2027[5]	100	—	100	—
Unsecured letter of credit facility, expiring March 2028	50	—	43	7
Unsecured letter of credit facility[7]	100	—	97	3
Unsecured letter of credit facility[7]	100	—	100	—

1 There were no borrowings under this facility during the three months ended March 31, 2026.

2 Obligations under this facility are secured by certain pledged equity interests in subsidiaries of NorthStar Clean Energy; under the terms of this facility, the interests may not be sold by NorthStar Clean Energy unless there is an agreed-upon substitution for the pledged equity interests. At March 31, 2026, the net book value of the pledged equity interests was $607 million. Also under the terms of this facility, NorthStar Clean Energy may be restricted from remitting cash dividends to CMS Energy in the event of default.

3 This letter of credit facility is available to a subsidiary of Aviator Wind Equity Holdings and is secured by assets of Aviator Wind. For more information regarding Aviator Wind Equity Holdings and Aviator Wind, see Note 12, Variable Interest Entities.

4 The letter of credit facility is available to certain subsidiaries of NorthStar Clean Energy. The letter of credit facility is secured under a construction-to-term financing agreement and will expire five years after the term conversion date.

5 Obligations under these facilities are secured by first mortgage bonds of Consumers.

6 There were no borrowings under these facilities during the three months ended March 31, 2026.

7 Uncommitted letter of credit facility with automatic renewal provisions and therefore no expiration.

Regulatory Authorization for Financings: Consumers is required to maintain FERC authorization for financings. Any long-term issuances during the authorization period are exempt from FERC's competitive bidding and negotiated placement requirements. Its short-term authorization ends on May 2, 2026. In January 2026, Consumers filed an application with FERC for authority to issue long-term and short-term debt securities between May 1, 2026 and April 30, 2028.

Short-term Borrowings: Under Consumers' commercial paper program, Consumers may issue, in one or more placements, investment-grade commercial paper notes with maturities of up to 365 days at market interest rates. These issuances are supported by Consumers' revolving credit facilities and may have an aggregate principal amount outstanding of up to $500 million. While the amount of outstanding commercial paper does not reduce the available capacity of the revolving credit facilities, Consumers does not intend to issue commercial paper in an amount exceeding the available capacity of the facilities. At March 31, 2026, there were no commercial paper notes outstanding under this program.

In December 2025, Consumers renewed a short-term credit agreement with CMS Energy, permitting Consumers to borrow up to $500 million at an interest rate of the prior month's average one-month Term SOFR minus 0.100 percent. In March 2026, Consumers increased the limit at which it could borrow under the agreement to $750 million. At March 31, 2026, outstanding borrowings under the agreement were $517 million bearing interest at 3.568 percent, recorded as current notes payable – related parties on Consumers' consolidated balance sheets.

NorthStar Clean Energy's Supplier Financing Program: Under a supplier financing program, NorthStar Clean Energy agrees to pay a bank that is acting as its payment agent the stated amount of confirmed invoices from participating suppliers on the original maturity dates of the invoices. The bank is required to pay the supplier invoices that have been confirmed as valid under the program in full within 135 days of the invoice date. NorthStar Clean Energy does not provide collateral or a guarantee to the bank in support of its payment obligations under the agreement, nor does it pay a fee for the service. NorthStar Clean Energy or the bank may terminate the supplier financing program agreement upon 30 days prior written notice to the other party. Obligations under this program, which are accounted for in accounts payable on CMS Energy's consolidated balance sheets, were $78 million at March 31, 2026 and December 31, 2025.

Dividend Restrictions: At March 31, 2026, payment of dividends by CMS Energy on its common stock was limited to $9.2 billion under provisions of the Michigan Business Corporation Act of 1972.

Under the provisions of its articles of incorporation, at March 31, 2026, Consumers had $2.6 billion of unrestricted retained earnings available to pay dividends on its common stock to CMS Energy. Provisions of the Federal Power Act and the Natural Gas Act appear to restrict dividends payable by Consumers to the amount of Consumers' retained earnings. Several decisions from FERC suggest that, under a variety of circumstances, dividends from Consumers on its common stock would not be limited to amounts in Consumers' retained earnings. Any decision by Consumers to pay dividends on its common stock in excess of retained earnings would be based on specific facts and circumstances and would be subject to a formal regulatory filing process.

During the three months ended March 31, 2026, Consumers paid $308 million in dividends on its common stock to CMS Energy.

Issuance of Common Stock: In 2023, CMS Energy entered into an equity offering program under which it may sell shares of its common stock having an aggregate sales price of up to $1 billion in privately negotiated transactions, in "at the market" offerings, or through forward sales transactions.

Under the forward sales transactions, CMS Energy may either settle physically by issuing shares of its common stock at the then-applicable forward sale price specified by the agreement or settle net by delivering or receiving cash or shares. CMS Energy may settle the contracts at any time through their maturity dates, and presently intends to physically settle the contracts by delivering shares of its common stock.

During the three months ended March 31, 2026, CMS Energy entered into forward sale agreements for approximately 6.4 million shares at a weighted average initial forward price of $75.63 per share. During the same period, CMS Energy settled forward sale contracts under this program by issuing approximately 1.9 million shares at a weighted average price of $75.28 per share, resulting in net proceeds of $142 million. Following these transactions, outstanding forward contracts under the program have an aggregate sales price of $353 million, maturing August 2027.

The initial forward price in the forward equity sale contracts includes a deduction for commissions and will be adjusted on a daily basis over the term based on an interest rate factor and decreased on certain dates by certain predetermined amounts to reflect expected dividend payments. No amounts are recorded on CMS Energy's consolidated balance sheets until settlements of the forward equity sale contracts occur. If CMS Energy had elected to net share settle or net cash settle the contracts as of March 31, 2026, it would have been required to deliver 97,180 shares or pay $8 million in cash.

5: Fair Value Measurements

Accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. When measuring fair value, CMS Energy and Consumers are required to incorporate all assumptions that market participants would use in pricing an asset or liability, including assumptions about risk. A fair value hierarchy prioritizes inputs used to measure fair value according to their observability in the market. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs are observable, market-based inputs, other than Level 1 prices. Level 2 inputs may include quoted prices for similar assets or liabilities in active markets, quoted prices in inactive markets, and inputs derived from or corroborated by observable market data.
- Level 3 inputs are unobservable inputs that reflect CMS Energy's or Consumers' own assumptions about how market participants would value their assets and liabilities.

CMS Energy and Consumers classify fair value measurements within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement in its entirety.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Presented in the following table are CMS Energy’s and Consumers’ assets and liabilities recorded at fair value on a recurring basis:

In Millions

	CMS Energy, including Consumers		Consumers	
	March 31 2026	December 31 2025	March 31 2026	December 31 2025
Assets[1]				
Cash equivalents	$ 52	$ 154	$ —	$ —
Restricted cash equivalents	88	106	68	86
Nonqualified deferred compensation plan assets	34	36	26	27
Derivative instruments	1	2	1	2
Total assets	$ 175	$ 298	$ 95	$ 115
Liabilities[1]				
Nonqualified deferred compensation plan liabilities	$ 34	$ 36	$ 26	$ 27
Derivative instruments	3	3	—	—
Total liabilities	$ 37	$ 39	$ 26	$ 27

[1] All assets and liabilities were classified as Level 1 with the exception of derivative contracts, which were classified as Level 2 and 3.

Cash Equivalents: Cash equivalents and restricted cash equivalents consist of money market funds with daily liquidity.

Nonqualified Deferred Compensation Plan Assets and Liabilities: The nonqualified deferred compensation plan assets consist of mutual funds, which are bought and sold only at the discretion of plan participants. The assets are valued using the daily quoted net asset values. CMS Energy and Consumers value their nonqualified deferred compensation plan liabilities based on the fair values of the plan assets, as they reflect the amount owed to the plan participants in accordance with their investment elections. CMS Energy and Consumers report the assets in other non-current assets and the liabilities in other non-current liabilities on their consolidated balance sheets.

Derivative Instruments: CMS Energy and Consumers value their derivative instruments using either a market approach that incorporates information from market transactions, or an income approach that discounts future expected cash flows to a present value amount. CMS Energy’s and Consumers’ derivatives are classified as Level 2 and 3.

The derivatives classified as Level 2 are interest rate swaps at NorthStar Clean Energy, which are valued using market-based inputs.

Subsidiaries of NorthStar Clean Energy have entered into floating-to-fixed interest rate swaps to reduce the impact of interest rate fluctuations associated with interest payments on certain future long-term variable-rate debt. The interest rate swaps economically hedge the future variability of interest payments on debt with a notional amount of $209 million. Gains or losses on these swaps are reported in other expense on CMS Energy’s consolidated statements of income. The amount recorded in other expense was less than $1 million for the three months ended March 31, 2026 and $3 million for the three months ended

March 31, 2025. The fair value of these swaps recorded in other non-current liabilities on CMS Energy's consolidated balance sheets totaled $3 million at March 31, 2026 and at December 31, 2025.

The majority of derivatives classified as Level 3 are FTRs held by Consumers. Due to the lack of quoted pricing information, Consumers determines the fair value of its FTRs based on Consumers' average historical settlements. Consumers reports derivatives associated with FTRs in other current assets on its consolidated balance sheets. There was no material activity within the Level 3 category of derivatives during the periods presented.

6: Financial Instruments

Presented in the following table are the carrying amounts and fair values, by level within the fair value hierarchy, of CMS Energy's and Consumers' financial instruments that are not recorded at fair value. The table excludes cash, cash equivalents, short-term financial instruments, and trade accounts receivable and payable whose carrying amounts approximate their fair values. For information about assets and liabilities recorded at fair value and for additional details regarding the fair value hierarchy, see Note 5, Fair Value Measurements.

In Millions

	March 31, 2026					December 31, 2025				
		Fair Value					Fair Value			
			Level					Level		
	Carrying Amount	Total	1	2	3	Carrying Amount	Total	1	2	3
CMS Energy, including Consumers										
Assets										
Long-term receivables[1]	$ 6	$ 5	$ —	$ —	$ 5	$ 7	$ 6	$ —	$ —	$ 6
Liabilities										
Long-term debt[2]	18,811	17,558	1,989	13,646	1,923	18,757	17,645	2,042	13,663	1,940
Long-term payables[3]	6	6	—	—	6	7	7	—	—	7
Consumers										
Assets										
Long-term receivables[1]	$ 6	$ 5	$ —	$ —	$ 5	$ 7	$ 6	$ —	$ —	$ 6
Notes receivable – related party[4]	89	89	—	—	89	90	90	—	—	90
Liabilities										
Long-term debt[5]	12,055	10,837	—	8,914	1,923	12,097	11,031	—	9,091	1,940
Long-term debt – related party[6]	1,005	644	—	644	—	1,005	657	—	657	—
Long-term payables	2	2	—	—	2	2	2	—	—	2

1 Includes current portion of long-term accounts receivable and notes receivable of $2 million at March 31, 2026 and $3 million at December 31, 2025.

[2] Includes current portion of long-term debt of $1.4 billion at March 31, 2026 and $950 million at December 31, 2025.

[3] Includes current portion of long-term payables of $1 million at March 31, 2026 and $2 million at December 31, 2025.

[4] Includes current portion of notes receivable – related party of $7 million at March 31, 2026 and December 31, 2025.

[5] Includes current portion of long-term debt of $575 million at March 31, 2026 and $573 million at December 31, 2025.

[6] For more information on CMS Energy's repurchases of Consumers' first mortgage bonds, see Note 4, Financings and Capitalization—CMS Energy's Purchase of Consumers' First Mortgage Bonds.

Notes receivable – related party represents Consumers' portion of the DB SERP demand note payable issued by CMS Energy to the DB SERP rabbi trust. The demand note bears interest at an annual rate of 4.10 percent and has a maturity date of 2028.

7: Retirement Benefits

CMS Energy and Consumers provide pension, OPEB, and other retirement benefits to eligible employees under a number of different plans.

Costs: Presented in the following table are the costs (credits) and other changes in plan assets and benefit obligations incurred in CMS Energy's and Consumers' retirement benefit plans:

In Millions

	DB Pension Plans		OPEB Plan	
Three Months Ended March 31	2026	2025	2026	2025
CMS Energy, including Consumers				
Net periodic credit				
Service cost	$ 6	$ 6	$ 2	$ 2
Interest cost	25	27	10	11
Expected return on plan assets	(60)	(57)	(31)	(28)
Amortization of:				
Net loss	4	3	—	1
Prior service cost (credit)	1	1	(8)	(9)
Settlement loss	3	3	—	—
Net periodic credit	$ (21)	$ (17)	$ (27)	$ (23)
Consumers				
Net periodic credit				
Service cost	$ 6	$ 6	$ 2	$ 2
Interest cost	23	26	10	10
Expected return on plan assets	(56)	(54)	(29)	(26)
Amortization of:				
Net loss	3	2	—	1
Prior service cost (credit)	1	1	(8)	(8)
Settlement loss	3	3	—	—
Net periodic credit	$ (20)	$ (16)	$ (25)	$ (21)

In Consumers' electric and gas rate cases, the MPSC approved a mechanism allowing Consumers to defer for future recovery or refund pension and OPEB expenses above or below the amounts used to set existing rates. Amounts deferred will be collected from or refunded to customers over ten years. At March 31, 2026, CMS Energy, including Consumers, had deferred $1 million of pension credits and $3 million of OPEB credits under this mechanism related to 2026 expense. At March 31, 2025, CMS Energy, including Consumers, had deferred $1 million of pension credits and $4 million of OPEB credits under this mechanism related to 2025 expense.

8: Income Taxes

Presented in the following table is a reconciliation of the statutory U.S. federal income tax rate to the effective income tax rate from continuing operations:

Three Months Ended March 31	2026	2025
CMS Energy, including Consumers		
Income tax expense at statutory rate	21.0 %	21.0 %
Increase (decrease) in income taxes from:		
State and local income taxes, net of federal income tax effect	5.2	5.0
Tax credits		
Renewable energy tax credits	(6.9)	(5.6)
Other	(0.6)	(0.3)
Changes in unrecognized tax benefits[1]	5.2	0.8
Other adjustments		
Taxes attributable to noncontrolling interests	4.6	0.6
TCJA excess deferred taxes	(3.3)	(3.4)
Property differences	(1.7)	(0.3)
Other, net	—	(0.2)
Effective tax rate	23.5 %	17.6 %
Consumers		
Income tax expense at statutory rate	21.0 %	21.0 %
Increase (decrease) in income taxes from:		
State and local income taxes, net of federal income tax effect	4.3	4.7
Tax credits		
Renewable energy tax credits	(4.3)	(3.0)
Other	(0.5)	(0.5)
Changes in unrecognized tax benefits[1]	4.3	0.7
Other adjustments		
TCJA excess deferred taxes	(2.5)	(3.0)
Property differences	(1.1)	(0.3)
Other, net	—	(0.3)
Effective tax rate	21.2 %	19.3 %

[1] The change in unrecognized tax benefits was primarily associated with Consumers' state income tax claim.

State Income Tax Claim: In February 2025, CMS Energy received an adverse ruling from the Michigan Tax Tribunal in regards to the methodology of state apportionment for Consumers' electricity sales to MISO. In March 2025, CMS Energy filed an appeal with the Michigan Court of Appeals. The Court issued an opinion in the appeal in February 2026, affirming the Michigan Tax Tribunal's ruling. CMS Energy plans to file a request for leave to appeal the Michigan Court of Appeals' decision to the Michigan Supreme Court (which may or may not be granted).

CMS Energy and Consumers evaluated and increased their uncertain tax positions associated with this matter, recognizing an $18 million increase to income tax expense during 2026. While CMS Energy and Consumers are confident in the merits of their position, if the appeal to the Michigan Supreme Court was unsuccessful, the companies would be required to revise the estimated value of their state deferred tax liabilities, which could result in a material impact to their results of operations.

9: Earnings Per Share—CMS Energy

Presented in the following table are CMS Energy's basic and diluted EPS computations based on income from continuing operations:

				In Millions, Except Per Share Amounts
Three Months Ended March 31		2026		2025
Income available to common stockholders				
Income from continuing operations	$	277	$	295
Less loss attributable to noncontrolling interests		(63)		(9)
Less preferred stock dividends		2		2
Income from continuing operations available to common stockholders – basic and diluted	$	338	$	302
Average common shares outstanding				
Weighted-average shares – basic		306.4		298.2
Add dilutive nonvested stock awards		0.5		0.9
Add dilutive contingently convertible securities		0.2		—
Weighted-average shares – diluted		307.1		299.1
Income from continuing operations per average common share available to common stockholders				
Basic	$	1.10	$	1.01
Diluted		1.10		1.01

Nonvested Stock Awards

CMS Energy's nonvested stock awards are composed of participating and non-participating securities. The participating securities accrue cash dividends when common stockholders receive dividends. Since the recipient is not required to return the dividends to CMS Energy if the recipient forfeits the award, the nonvested stock awards are considered participating securities. As such, the participating nonvested stock awards were included in the computation of basic EPS. The non-participating securities accrue stock dividends that vest concurrently with the stock award. If the recipient forfeits the award, the stock dividends accrued on the non-participating securities are also forfeited. Accordingly, the non-participating awards and stock dividends were included in the computation of diluted EPS, but not in the computation of basic EPS.

Forward Equity Sale Contracts

CMS Energy has entered into forward equity sale contracts. These forward equity sale contracts are non-participating securities. While the forward sale price in the forward equity sale contract is decreased on certain dates by certain predetermined amounts to reflect expected dividend payments, these price adjustments were set upon inception of the agreement and the forward contract does not give the owner the right to participate in undistributed earnings. Accordingly, the forward equity sale contracts were included in the computation of diluted EPS, but not in the computation of basic EPS. The impact to diluted EPS was de minimis.

The potentially dilutive impact from these forward equity sale contracts is reflected in diluted EPS using the treasury stock method. There will be a dilutive effect on EPS when the average market price of common stock shares is above the applicable adjusted forward sale price. Additionally, any physical settlement or net share settlement of the agreements would dilute EPS. For further details on the forward equity sale contracts, see Note 4, Financings and Capitalization.

Convertible Securities

CMS Energy has issued convertible senior notes. Potentially dilutive common shares issuable upon conversion of the convertible senior notes are determined using the if-converted method for calculating diluted EPS. Upon conversion, the convertible senior notes are required to be paid in cash with only amounts exceeding the principal permitted to be settled in shares. Accordingly, the convertible senior notes were included in the computation of diluted EPS, but not in the computation of basic EPS.

10: Revenue

Presented in the following tables are the components of operating revenue:

In Millions

Three Months Ended March 31, 2026	Electric Utility	Gas Utility	NorthStar Clean Energy[1]	Consolidated
CMS Energy, including Consumers				
Consumers utility revenue	$ 1,365	$ 1,242	$ —	$ 2,607
Other	—	—	68	68
Revenue recognized from contracts with customers	$ 1,365	$ 1,242	$ 68	$ 2,675
Leasing income	—	—	50	50
Financing income	2	2	—	4
Consumers alternative-revenue programs	1	—	—	1
Total operating revenue – CMS Energy	$ 1,368	$ 1,244	$ 118	$ 2,730
Consumers				
Consumers utility revenue				
Residential	$ 663	$ 890		$ 1,553
Commercial	448	275		723
Industrial	202	33		235
Other	52	44		96
Revenue recognized from contracts with customers	$ 1,365	$ 1,242		$ 2,607
Financing income	2	2		4
Alternative-revenue programs	1	—		1
Total operating revenue – Consumers	$ 1,368	$ 1,244		$ 2,612

[1] Amounts represent NorthStar Clean Energy's operating revenue from independent power production and its sales of energy commodities. Certain of NorthStar Clean Energy's power sales agreements are accounted for as operating leases. In addition to fixed payments, these agreements have variable payments based on energy delivered. NorthStar Clean Energy's leasing income included variable lease payments of $37 million for the three months ended March 31, 2026.

In Millions

Three Months Ended March 31, 2025	Electric Utility	Gas Utility	NorthStar Clean Energy[1]	Consolidated
CMS Energy, including Consumers				
Consumers utility revenue	$ 1,294	$ 1,047	$ —	$ 2,341
Other	—	—	57	57
Revenue recognized from contracts with customers	$ 1,294	$ 1,047	$ 57	$ 2,398
Leasing income	—	—	42	42
Financing income	3	2	—	5
Consumers alternative-revenue programs	2	—	—	2
Total operating revenue – CMS Energy	$ 1,299	$ 1,049	$ 99	$ 2,447
Consumers				
Consumers utility revenue				
Residential	$ 594	$ 731		$ 1,325
Commercial	418	239		657
Industrial	173	30		203
Other	109	47		156
Revenue recognized from contracts with customers	$ 1,294	$ 1,047		$ 2,341
Financing income	3	2		5
Alternative-revenue programs	2	—		2
Total operating revenue – Consumers	$ 1,299	$ 1,049		$ 2,348

1 Amounts represent NorthStar Clean Energy's operating revenue from independent power production and its sales of energy commodities. Certain of NorthStar Clean Energy's power sales agreements are accounted for as operating leases. In addition to fixed payments, these agreements have variable payments based on energy delivered. NorthStar Clean Energy's leasing income included variable lease payments of $31 million for the three months ended March 31, 2025.

Electric and Gas Utilities

Consumers Utility Revenue: Consumers recognizes revenue primarily from the sale of electric and gas utility services at tariff-based rates regulated by the MPSC. Consumers' customer base consists of a mix of residential, commercial, and diversified industrial customers. Consumers' tariff-based sales performance obligations are described below.

- Consumers has performance obligations for the service of standing ready to deliver electricity or natural gas to customers, and it satisfies these performance obligations over time. Consumers recognizes revenue at a fixed rate as it provides these services. These arrangements generally do not have fixed terms and remain in effect as long as the customer consumes the utility service. The rates are set by the MPSC through the rate-making process and represent the stand-alone selling price of Consumers' service to stand ready to deliver.

- Consumers has performance obligations for the service of delivering the commodity of electricity or natural gas to customers, and it satisfies these performance obligations upon delivery. Consumers recognizes revenue at a price per unit of electricity or natural gas delivered, based on the tariffs established by the MPSC. These arrangements generally do not have fixed terms and remain in effect as long as the customer consumes the utility service. The rates are set by the MPSC through the rate-making process and represent the stand-alone selling price of a bundled product comprising the commodity, electricity or natural gas, and the service of delivering such commodity.

In some instances, Consumers has specific fixed-term contracts with large commercial and industrial customers to provide electricity or gas at certain tariff rates or to provide gas transportation services at contracted rates. The amount of electricity and gas to be delivered under these contracts and the associated future revenue to be received are generally dependent on the customers' needs. Accordingly, Consumers recognizes revenues at the tariff or contracted rate as electricity or gas is delivered to the customer. Consumers also has other miscellaneous contracts with customers related to pole and other property rentals and utility contract work. Generally, these contracts are short term or evergreen in nature.

Accounts Receivable and Unbilled Revenues: Accounts receivable comprise trade receivables and unbilled receivables. CMS Energy and Consumers record their accounts receivable at cost less an allowance for uncollectible accounts. The allowance is increased for uncollectible accounts expense and decreased for account write-offs net of recoveries. CMS Energy and Consumers establish the allowance based on historical losses, management's assessment of existing economic conditions, customer payment trends, and reasonable and supported forecast information. CMS Energy and Consumers assess late payment fees on trade receivables based on contractual past-due terms established with customers. Accounts are written off when deemed uncollectible, which is generally when they become six months past due.

CMS Energy and Consumers recorded uncollectible accounts expense of $13 million for the three months ended March 31, 2026 and $12 million for the three months ended March 31, 2025.

Consumers' customers are billed monthly in cycles having billing dates that do not generally coincide with the end of a calendar month. This results in customers having received electricity or natural gas that they have not been billed for as of the month-end. Consumers estimates its unbilled revenues by applying an average billed rate to total unbilled deliveries for each customer class. Unbilled revenues, which are recorded as accounts receivable and accrued revenue on CMS Energy's and Consumers' consolidated balance sheets, were $520 million at March 31, 2026 and $659 million at December 31, 2025.

Alternative-revenue Program: Consumers accounts for its financial compensation mechanism as an alternative-revenue program. Consumers recognizes revenue related to the financial compensation mechanism as payments are made on MPSC-approved PPAs.

Consumers does not reclassify revenue from its alternative-revenue program to revenue from contracts with customers at the time the amounts are collected from customers.

11: Reportable Segments

Reportable segments consist of business units defined by the products and services they offer. CMS Energy's and Consumers' chief operating decision-maker is the CEO. The chief operating decision-maker evaluates segment performance and profitability using net income available to CMS Energy's common stockholders. This metric provides a clear, consistent basis for analyzing the financial results of each segment and supports decision-making regarding the allocation of resources.

Resource allocation to CMS Energy's and Consumers' segments begins with the annual budgeting process, which establishes initial funding and resource levels for each segment. The budget incorporates key financial and operational inputs, including anticipated revenues, expenses, and capital requirements, aligning with CMS Energy's and Consumers' strategic objectives and regulatory obligations. The chief operating decision-maker reviews budget-to-actual variances on a monthly basis and makes interim decisions to reallocate resources among segments as needed, ensuring a timely and effective response to changing conditions. For the electric utility and gas utility segments, the chief operating decision-maker uses this assessment to determine whether the segments are achieving their regulatory authorized return on equity.

CMS Energy

The segments reported for CMS Energy are:

- electric utility, consisting of regulated activities associated with the generation, purchase, distribution, and sale of electricity in Michigan
- gas utility, consisting of regulated activities associated with the purchase, transmission, storage, distribution, and sale of natural gas in Michigan
- NorthStar Clean Energy, consisting of various subsidiaries engaging in domestic independent power production, including the development and operation of renewable generation, and the marketing of independent power production

CMS Energy presents corporate interest and other expenses, discontinued operations, and Consumers' other consolidated entities within other reconciling items.

Consumers

The segments reported for Consumers are:

- electric utility, consisting of regulated activities associated with the generation, purchase, distribution, and sale of electricity in Michigan
- gas utility, consisting of regulated activities associated with the purchase, transmission, storage, distribution, and sale of natural gas in Michigan

Consumers' other consolidated entities are presented within other reconciling items.

Presented in the following tables is financial information by segment:

In Millions

Three Months Ended March 31, 2026	Electric Utility	Gas Utility	NorthStar Clean Energy	Segments Total	Other Reconciling Items	Consolidated
CMS Energy, including Consumers						
Operating revenue	$ 1,368	$ 1,244	$ 118	$ 2,730	$ —	$ 2,730
Operating expenses						
Power supply cost[1]	600	—	91	691	—	691
Cost of gas sold	—	514	2	516	—	516
Maintenance and other operating expenses	277	139	30	446	2	448
Depreciation and amortization	233	167	12	412	—	412
General taxes	79	91	3	173	—	173
Total operating expenses	1,189	911	138	2,238	2	2,240
Operating Income (Loss)	179	333	(20)	492	(2)	490
Other income	43	23	7	73	2	75
Interest charges	83	56	2	141	62	203
Income (Loss) Before Income Taxes	139	300	(15)	424	(62)	362
Income tax expense (benefit)	29	80	7	116	(31)	85
Income (Loss) From Continuing Operations	110	220	(22)	308	(31)	277
Other segment items[2]	—	—	63	63	(2)	61
Net Income (Loss) Available to Common Stockholders	$ 110	$ 220	$ 41	$ 371	$ (33)	$ 338
Property, plant, and equipment, gross	$ 22,253 [3]	$ 14,371 [3]	$ 1,673	$ 38,297	$ 26	$ 38,323
Total assets	23,427 [3]	13,989 [3]	2,742	40,158	127	40,285

1 Power supply costs comprise fuel for electric generation, purchased and interchange power, and purchased power – related parties.

2 Other segment items comprise loss attributable to noncontrolling interests and preferred stock dividends.

3 Amounts include a portion of Consumers' other common assets attributable to both the electric and gas utility businesses.

In Millions

Three Months Ended March 31, 2026	Electric Utility	Gas Utility	Segments Total	Other Reconciling Items	Consolidated
Consumers					
Operating revenue	$ 1,368	$ 1,244	$ 2,612	$ —	$ 2,612
Operating expenses					
Power supply cost[1]	600	—	600	—	600
Cost of gas sold	—	514	514	—	514
Maintenance and other operating expenses	277	139	416	—	416
Depreciation and amortization	233	167	400	—	400
General taxes	79	91	170	—	170
Total operating expenses	1,189	911	2,100	—	2,100
Operating Income	179	333	512	—	512
Other income	43	23	66	—	66
Interest charges	83	56	139	—	139
Income Before Income Taxes	139	300	439	—	439
Income tax expense (benefit)	29	80	109	(16)	93
Net Income Available to Common Stockholder	$ 110	$ 220	$ 330	$ 16	$ 346
Property, plant, and equipment, gross	$ 22,253 [2]	$ 14,371 [2]	$ 36,624	$ 32	$ 36,656
Total assets	23,481 [2]	14,029 [2]	37,510	52	37,562

1 Power supply costs comprise fuel for electric generation, purchased and interchange power, and purchased power – related parties.

2 Amounts include a portion of Consumers' other common assets attributable to both the electric and gas utility businesses.

In Millions

Three Months Ended March 31, 2025	Electric Utility	Gas Utility	NorthStar Clean Energy	Segments Total	Other Reconciling Items	Consolidated
CMS Energy, including Consumers						
Operating revenue	$ 1,299	$ 1,049	$ 99	$ 2,447	$ —	$ 2,447
Operating expenses						
Power supply cost[1]	546	—	69	615	—	615
Cost of gas sold	—	382	1	383	—	383
Maintenance and other operating expenses	257	116	30	403	2	405
Depreciation and amortization	221	154	13	388	—	388
General taxes	73	86	3	162	—	162
Total operating expenses	1,097	738	116	1,951	2	1,953
Operating Income (Loss)	202	311	(17)	496	(2)	494
Other income	27	19	1	47	3	50
Interest charges	82	48	—	130	56	186
Income (Loss) Before Income Taxes	147	282	(16)	413	(55)	358
Income tax expense (benefit)	23	69	11	103	(40)	63
Income (Loss) From Continuing Operations	124	213	(27)	310	(15)	295
Other segment items[2]	—	—	9	9	(2)	7
Net Income (Loss) Available to Common Stockholders	$ 124	$ 213	$ (18)	$ 319	$ (17)	$ 302
Property, plant, and equipment, gross	$ 20,340 [3]	$ 13,412 [3]	$ 1,505	$ 35,257	$ 24	$ 35,281
Total assets	20,875 [3]	13,025 [3]	1,977	35,877	418	36,295

1 Power supply costs comprise fuel for electric generation, purchased and interchange power, and purchased power – related parties.

2 Other segment items comprise loss attributable to noncontrolling interests and preferred stock dividends.

3 Amounts include a portion of Consumers' other common assets attributable to both the electric and gas utility businesses.

In Millions

Three Months Ended March 31, 2025	Electric Utility	Gas Utility	Segments Total	Other Reconciling Items	Consolidated
Consumers					
Operating revenue	$ 1,299	$ 1,049	$ 2,348	$ —	$ 2,348
Operating expenses					
Power supply cost[1]	546	—	546	—	546
Cost of gas sold	—	382	382	—	382
Maintenance and other operating expenses	257	116	373	—	373
Depreciation and amortization	221	154	375	—	375
General taxes	73	86	159	—	159
Total operating expenses	1,097	738	1,835	—	1,835
Operating Income	202	311	513	—	513
Other income	27	19	46	—	46
Interest charges	82	48	130	—	130
Income Before Income Taxes	147	282	429	—	429
Income tax expense (benefit)	23	69	92	(9)	83
Net Income Available to Common Stockholder	$ 124	$ 213	$ 337	$ 9	$ 346
Property, plant, and equipment, gross	$ 20,340 [2]	$ 13,412 [2]	$ 33,752	$ 30	$ 33,782
Total assets	20,930 [2]	13,068 [2]	33,998	31	34,029

1 Power supply costs comprise fuel for electric generation, purchased and interchange power, and purchased power – related parties.

2 Amounts include a portion of Consumers' other common assets attributable to both the electric and gas utility businesses.

12: Variable Interest Entities

Consolidated VIEs: NorthStar Clean Energy consolidates entities that it does not wholly own, but for which it manages and controls the entities' operating activities. NorthStar Clean Energy is the primary beneficiary of these entities because it has the power to direct the activities that most significantly impact the economic performance of the companies, as well as the obligation to absorb losses or the right to receive benefits from the companies. Presented in the following table is information about the VIEs NorthStar Clean Energy consolidates:

Consolidated VIE	NorthStar Clean Energy's ownership interest	Description of VIE
Aviator Wind Equity Holdings	51-percent ownership interest[1]	Holds a Class B membership interest in Aviator Wind
Aviator Wind	Class B membership interest[2]	Holding company of a 525-MW wind generation project in Coke County, Texas
BG Solar Holdings[3]	Class B membership interest[2]	Holding company of a 200-MW solar generation project in Branch County, Michigan
Delta Solar Equity Holdings	50-percent ownership interest[1]	Holding company of a 24-MW solar generation project in Delta Township, Michigan
Newport Solar Holdings	Class B membership interest[2]	Holding company of a 180-MW solar generation project in Jackson County, Arkansas
NWO Wind Equity Holdings	50 percent ownership interest[1]	Holds a Class B membership interest in NWO Holdco
NWO Holdco	Class B membership interest[2]	Holding company of a 100-MW wind generation project in Paulding County, Ohio

1 The remaining ownership interest is presented as noncontrolling interest on CMS Energy's consolidated balance sheets.

2 The Class A membership interest in the entity is held by a tax equity investor and is presented as noncontrolling interest on CMS Energy's consolidated balance sheets. Under the associated limited liability company agreement, the tax equity investor is guaranteed preferred returns from the entity.

3 During 2025, the tax equity investor contributed $15 million and recognized a deemed contribution of $35 million associated with BG Solar Holdings' sale of investment tax credits related to a portion of the project placed into service for tax purposes in 2025. The remaining portion of the project was placed into service for tax purposes during 2026, and the tax equity investor recognized a deemed contribution of $82 million. The tax equity investor will contribute additional amounts upon commercial operation of the project in 2026.

Earnings, tax attributes, and cash flows generated by the entities in which NorthStar Clean Energy holds a Class B membership are allocated among and distributed to the membership classes in accordance with the ratios specified in the associated limited liability company agreements; these ratios change over time and are not representative of the ownership interest percentages of each membership class. Since these entities' income and cash flows are not distributed among their investors based on ownership interest percentages, NorthStar Clean Energy allocates the entities' income (loss) among the investors by applying the hypothetical liquidation at book value method. This method calculates each investor's earnings based on a hypothetical liquidation of the entities at the net book value of underlying assets as of the balance sheet date. The liquidation tax gain (loss) is allocated to each investor's capital account, resulting in income (loss) equal to the period change in the investor's capital account balance.

Presented in the following table are the carrying values of the VIEs' assets and liabilities included on CMS Energy's consolidated balance sheets:

In Millions

	March 31, 2026	December 31, 2025
Current		
Cash and cash equivalents	$ 45	$ 20
Restricted cash	19	19
Accounts receivable[1]	126	42
Prepayments and other current assets	17	5
Non-current		
Plant, property, and equipment, net	1,026	1,037
Construction work in progress	360	357
Other non-current assets	6	5
Total assets[2]	$ 1,599	$ 1,485
Current		
Current portion of long-term debt and finance leases	$ 138	$ 65
Accounts payable	21	29
Non-current		
Long-term debt	88	118
Non-current portion of finance leases	39	39
AROs	39	38
Other non-current liabilities	3	3
Total liabilities	$ 328	$ 292

1 Primarily associated with sales of investment tax credits.

2 Assets may be used only to meet VIEs' obligations and commitments.

NorthStar Clean Energy is obligated under certain indemnities that protect the tax equity investors against losses incurred as a result of breaches of representations and warranties under the associated limited liability company agreements. For additional details on these indemnity obligations, see Note 3, Contingencies and Commitments—Guarantees.

Consumers' wholly-owned subsidiaries, Consumers 2014 Securitization Funding and Consumers 2023 Securitization Funding, are VIEs designed to collateralize Consumers' securitization bonds. These entities are considered VIEs primarily because their equity capitalization is insufficient to support their operations. Consumers is the primary beneficiary of and consolidates these VIEs, as it has the power to direct the activities that most significantly impact the economic performance of the companies, as well as the obligation to absorb losses or the right to receive benefits from the companies. The VIEs' primary assets and liabilities comprise non-current regulatory assets and long-term debt. The carrying value of the regulatory assets on Consumers' consolidated balance sheets was $520 million at March 31, 2026 and $549 million at December 31, 2025. The carrying value of securitization bonds on Consumers' consolidated balance sheets was $540 million at March 31, 2026 and $585 million at December 31, 2025.

Non-consolidated VIEs: NorthStar Clean Energy has variable interests in T.E.S. Filer City, Grayling, Genesee, and Craven. While NorthStar Clean Energy owns 50 percent of each partnership, it is not the primary beneficiary of any of these partnerships because decision making is shared among unrelated parties, and no one party has the ability to direct the activities that most significantly impact the entities' economic performance, such as operations and maintenance, plant dispatch, and fuel strategy. The partners must agree on all major decisions for each of the partnerships.

Presented in the following table is information about these partnerships, which are accounted for using the equity method:

Name	Nature of the Entity	Nature of CMS Energy's Involvement
T.E.S. Filer City	Coal-fueled power generator	Long-term PPA between partnership and Consumers Employee assignment agreement
Grayling	Wood waste-fueled power generator	Long-term PPA between partnership and Consumers Reduced dispatch agreement with Consumers[1] Operating and management contract
Genesee	Wood waste-fueled power generator	Long-term PPA between partnership and Consumers Reduced dispatch agreement with Consumers[1] Operating and management contract
Craven	Wood waste-fueled power generator	Operating and management contract

1 Reduced dispatch agreements allow the facilities to be dispatched based on the market price of power compared with the cost of production of the plants. This results in fuel cost savings that each partnership shares with Consumers' customers.

The creditors of these partnerships do not have recourse to the general credit of CMS Energy, NorthStar Clean Energy, or Consumers. NorthStar Clean Energy's maximum risk exposure to these partnerships is generally limited to its investment in the partnerships, which is included in investments on CMS Energy's consolidated balance sheets in the amount of $55 million at March 31, 2026 and $54 million at December 31, 2025.

13: Exit Activities and Asset Sales

J.H. Campbell Retirement: The retirement of J.H. Campbell is subject to temporary extensions under emergency orders issued by the U.S. Secretary of Energy. As a result, Consumers has implemented retention measures to ensure appropriate staffing levels and expects to incur up to $4 million during each 90-day emergency order period. Consumers will seek recovery of these retention costs from FERC, consistent with rate recovery sought for other costs of complying with the emergency orders. For additional information on the emergency orders associated with J.H. Campbell, see Note 2, Regulatory Matters.

Presented in the following table is a reconciliation of the retention benefit liability recorded in other current liabilities on Consumers' consolidated balance sheets:

In Millions

Three Months Ended March 31	2026	2025 [1]
Retention benefit liability at beginning of period	$ 2	$ 14
Costs deferred as a regulatory asset	4	2
Costs paid or settled	(4)	—
Retention benefit liability at the end of the period	$ 2	$ 16

[1] Includes amounts associated with a retention incentive program established under Consumers' integrated resource plan in connection with the planned retirement of J.H. Campbell in May 2025. Final payments under this program were made in November 2025.

Sale of Hydroelectric Facilities: In September 2025, Consumers signed an agreement to sell its 13 river hydroelectric dams, which are located throughout Michigan, to a non-affiliated company. Additionally, Consumers signed an agreement to purchase power generated by the facilities for 30 years, at a price that reflects the counterparty's acceptance of the risks and rewards of ownership of the facilities, including FERC licensing obligations. The agreements are contingent upon MPSC and FERC approval, for which Consumers filed in October 2025. Timing of the regulatory review process is uncertain and could extend 12 to 18 months or longer. In Consumers' most recent electric rate cases, the MPSC has approved deferred accounting treatment for costs of owning and operating the hydroelectric dams pending and until completion of the transaction. At March 31, 2026, the net book value of the hydroelectric facilities was immaterial.

To ensure necessary staffing at the hydroelectric facilities through the anticipated sale, Consumers has provided current employees at the facilities with a retention incentive program. Subsequently, to ensure continued safe operation of the facilities after the sale, the buyer will offer employment to the current hydroelectric employees for a period of at least a year. The retention incentive benefits are contingent upon MPSC and FERC approval of the sale transaction.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

See Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Form 10-Q beginning on page 16.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to market risk as previously disclosed in Part II—Item 7A. Quantitative and Qualitative Disclosures About Market Risk, in the 2025 Form 10-K.

Item 4. Controls and Procedures

CMS Energy

Disclosure Controls and Procedures: CMS Energy’s management, with the participation of its CEO and CFO, has evaluated the effectiveness of its disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, CMS Energy’s CEO and CFO have concluded that, as of the end of such period, its disclosure controls and procedures are effective.

Internal Control Over Financial Reporting: There have not been any changes in CMS Energy’s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the last fiscal quarter that have materially affected, or are reasonably likely to affect materially, its internal control over financial reporting.

Consumers

Disclosure Controls and Procedures: Consumers’ management, with the participation of its CEO and CFO, has evaluated the effectiveness of its disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, Consumers’ CEO and CFO have concluded that, as of the end of such period, its disclosure controls and procedures are effective.

Internal Control Over Financial Reporting: There have not been any changes in Consumers’ internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the last fiscal quarter that have materially affected, or are reasonably likely to affect materially, its internal control over financial reporting.

Part II—Other Information

Item 1. Legal Proceedings

CMS Energy, Consumers, and certain of their affiliates are parties to various lawsuits and regulatory matters in the ordinary course of business. For information regarding material legal proceedings, including updates to information reported under Part I—Item 3. Legal Proceedings of the 2025 Form 10-K, see Part I—Item 1. Financial Statements—Notes to the Unaudited Consolidated Financial Statements—Note 2, Regulatory Matters and Note 3, Contingencies and Commitments.

Item 1A. Risk Factors

There have been no material changes to the Risk Factors as previously disclosed in Part I—Item 1A. Risk Factors in the 2025 Form 10-K, which Risk Factors are incorporated herein by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

None.

Issuer Repurchases of Equity Securities

Presented in the following table are CMS Energy's repurchases of common stock for the three months ended March 31, 2026:

Period	Total Number of Shares Purchased[1]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under Publicly Announced Plans or Programs
January 1, 2026 to January 31, 2026	93,246	$ 71.53	—	—
February 1, 2026 to February 28, 2026	544	75.75	—	—
March 1, 2026 to March 31, 2026	84,756	76.33	—	—
Total	178,546	$ 73.82	—	—

[1] All of the common shares were repurchased to satisfy the minimum statutory income tax withholding obligation for common shares that have vested under the Performance Incentive Stock Plan. The value of shares repurchased is based on the market price on the vesting date.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

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Item 6. Exhibits

CMS Energy's and Consumers' Exhibit Index

The agreements included as exhibits to this Form 10-Q filing are included solely to provide information regarding the terms of the agreements and are not intended to provide any other factual or disclosure information about CMS Energy, Consumers, or other parties to the agreements. The agreements may contain representations and warranties made by each of the parties to each of the agreements that were made exclusively for the benefit of the parties involved in each of the agreements and should not be treated as statements of fact. The representations and warranties were made as a way to allocate risk if one or more of those statements prove to be incorrect. The statements were qualified by disclosures of the parties to each of the agreements that may not be reflected in each of the agreements. The agreements may apply standards of materiality that are different than standards applied to other investors. Additionally, the statements were made as of the date of the agreements or as specified in the agreements and have not been updated. The representations and warranties may not describe the actual state of affairs of the parties to each agreement.

Additional information about CMS Energy and Consumers may be found in this filing, at www.cmsenergy.com, at www.consumersenergy.com, and through the SEC's website at www.sec.gov.

Exhibits		Description
31.1	—	CMS Energy's certification of the CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	—	CMS Energy's certification of the CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.3	—	Consumers' certification of the CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.4	—	Consumers' certification of the CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	—	CMS Energy's certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	—	Consumers' certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	—	Inline XBRL Instance Document
101.SCH	—	Inline XBRL Taxonomy Extension Schema
101.CAL	—	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	—	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	—	Inline XBRL Taxonomy Extension Labels Linkbase
101.PRE	—	Inline XBRL Taxonomy Extension Presentation Linkbase
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, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiary.

		CMS ENERGY CORPORATION
Dated: April 28, 2026	By:	/s/ Rejji P. Hayes
		Rejji P. Hayes
		Executive Vice President and Chief Financial Officer
		CONSUMERS ENERGY COMPANY
Dated: April 28, 2026	By:	/s/ Rejji P. Hayes
		Rejji P. Hayes
		Executive Vice President and Chief Financial Officer

Certification of Garrick J. Rochow

I, Garrick J. Rochow, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CMS Energy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 28, 2026	By:	/s/ Garrick J. Rochow
		Garrick J. Rochow President and Chief Executive Officer

Certification of Rejji P. Hayes

I, Rejji P. Hayes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CMS Energy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 28, 2026 By: /s/ Rejji P. Hayes

Rejji P. Hayes
Executive Vice President and Chief Financial Officer

Exhibit 31.3

Certification of Garrick J. Rochow

I, Garrick J. Rochow, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Consumers Energy Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 28, 2026

By: /s/ Garrick J. Rochow

Garrick J. Rochow
President and Chief Executive Officer

Certification of Rejji P. Hayes

I, Rejji P. Hayes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Consumers Energy Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 28, 2026	By:	/s/ Rejji P. Hayes
		Rejji P. Hayes
		Executive Vice President and Chief Financial Officer

Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of CMS Energy Corporation (the "Company") for the quarterly period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Garrick J. Rochow, as President and Chief Executive Officer of the Company, and Rejji P. Hayes, as Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Garrick J. Rochow

Name:	Garrick J. Rochow
Title:	President and Chief Executive Officer
Date:	April 28, 2026

/s/ Rejji P. Hayes

Name:	Rejji P. Hayes
Title:	Executive Vice President and Chief Financial Officer
Date:	April 28, 2026

Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of Consumers Energy Company (the "Company") for the quarterly period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Garrick J. Rochow, as President and Chief Executive Officer of the Company, and Rejji P. Hayes, as Executive Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Garrick J. Rochow

Name:	Garrick J. Rochow
Title:	President and Chief Executive Officer
Date:	April 28, 2026

/s/ Rejji P. Hayes

Name:	Rejji P. Hayes
Title:	Executive Vice President and Chief Financial Officer
Date:	April 28, 2026