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

FORM 8-K

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

Date of Report (Date of earliest event reported) **October 24, 2019**

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

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

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

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

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
Consumers Energy Company Cumulative Preferred Stock, \$1.00 par value:\$4.50 Series	CMS-PB	New York Stock Exchange

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

☐ Consumers Energy Company ☐

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

Item 2.02. Results of Operations and Financial Condition.

On October 24, 2019, CMS Energy Corporation (“CMS Energy”) issued a News Release, in which it announced its 2019 third quarter results. Attached as Exhibit 99.1 to this report and incorporated herein by reference is a copy of the CMS Energy News Release, furnished as a part of this report.

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

Item 7.01. Regulation FD Disclosure.

The information set forth in the CMS Energy News Release dated October 24, 2019, attached as Exhibit 99.1, is incorporated by reference in response to this Item 7.01.

CMS Energy will hold a webcast to discuss its 2019 third quarter results and provide a business and financial outlook on October 24 at 8:30 a.m. (EDT). A copy of the CMS Energy presentation is furnished as Exhibit 99.2 to this report. A webcast of the presentation will be available on the CMS Energy website, www.cmsenergy.com.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Index

[99.1 CMS Energy News Release dated October 24, 2019](#)

[99.2 CMS Energy presentation dated October 24, 2019](#)

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

SIGNATURES

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

CMS ENERGY CORPORATION

Dated: October 24, 2019

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

CONSUMERS ENERGY COMPANY

Dated: October 24, 2019

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



News Release

CMS Energy Announces Third Quarter Earnings of \$0.73 Per Share, Introduces 2020 Earnings Guidance and New \$25 Billion 10-Year Capital Plan

JACKSON, Mich., October 24, 2019 – CMS Energy announced today reported net income of \$207 million or \$0.73 per share, for the third quarter of 2019, compared to \$169 million or \$0.59 per share for the same quarter in 2018. For the first nine months of 2019, the company reported net income of \$513 million or \$1.81 per share, compared to \$549 million or \$1.94 for the comparable period in 2018. The key drivers of CMS Energy’s year-to-date financial performance were unfavorable weather and storm activity, partially offset by investment recovery and favorable sales mix.

CMS Energy reaffirmed its guidance for 2019 adjusted earnings of \$2.47 - \$2.51 per share (**See below for important information about non-GAAP measures*) or 6 to 8 percent annual adjusted earnings per share growth. Additionally, CMS Energy introduced 2020 adjusted earnings per share guidance of \$2.63 to \$2.68, reflecting continued strong growth of 6 to 8 percent.

“The company’s third quarter results confirm our commitment to finish the year strong both operationally and financially,” said Patti Poppe, President and CEO of CMS Energy and Consumers Energy. “As we look to 2020, we will continue to focus on the triple bottom line of people, planet and profit.”

CMS Energy noted several accomplishments during the quarter:

- Received a gas rate case order, supporting \$1.2 billion of gas infrastructure investment to improve safety and reliability
 - Issued a Request for Proposal to acquire 300 MW of solar projects as part of the Clean Energy Plan
 - Ranked #1 in J.D. Power Midwest Large Residential Gas Study
 - Committed to net-zero methane emissions by 2030 for our natural gas distribution system
-

CMS Energy (NYSE: CMS) is a Michigan-based company that has an electric and natural gas utility, Consumers Energy, as its primary business. It also owns and operates independent power generation businesses.

###

CMS Energy will hold a webcast to discuss its 2019 third quarter results and provide a business and financial outlook on October 24 at 8:30 a.m. (EDT). To participate in the webcast, go to CMS Energy's homepage (cmsenergy.com) and select "Investor Meeting."

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

*This news release contains non-Generally Accepted Accounting Principles (non-GAAP) measures, such as adjusted earnings. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items detailed in the attached summary financial statements. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The company's adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings. All references to earnings per share are on a diluted basis.

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

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

For more information on CMS Energy, please visit our website at cmsenergy.com. To sign up for email [alert notifications](#), please visit the Investor Relations section of our website.

Media Contacts: Katie Carey, 517/788-2395

Investment Analyst Contact: CMS Energy Investor Relations, 517/788-2590

CMS ENERGY CORPORATION
Consolidated Statements of Income
(Unaudited)

	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Nine Months Ended	
	9/30/19	9/30/18	9/30/19	9/30/18
Operating revenue	\$ 1,546	\$ 1,599	\$ 5,050	\$ 5,044
Operating expenses	1,195	1,305	4,122	4,132
Operating Income	351	294	928	912
Other income	31	22	81	73
Interest charges	133	114	385	337
Income Before Income Taxes	249	202	624	648
Income tax expense	42	33	110	98
Net Income	207	169	514	550
Income attributable to noncontrolling interests	-	-	1	1
Net Income Available to Common Stockholders	<u>\$ 207</u>	<u>\$ 169</u>	<u>\$ 513</u>	<u>\$ 549</u>
Basic Earnings Per Average Common Share	\$ 0.73	\$ 0.60	\$ 1.81	\$ 1.95
Diluted Earnings Per Average Common Share	0.73	0.59	1.81	1.94

CMS ENERGY CORPORATION
Summarized Consolidated Balance Sheets
(Unaudited)

	<i>In Millions</i>	
	As of	
	9/30/19	12/31/18
Assets		
Current assets		
Cash and cash equivalents	\$ 403	\$ 153
Restricted cash and cash equivalents	29	21
Other current assets	1,873	2,294
Total current assets	2,305	2,468
Non-current assets		
Plant, property, and equipment	18,524	18,126
Other non-current assets	5,180	3,935
Total Assets	\$ 26,009	\$ 24,529
Liabilities and Equity		
Current liabilities ⁽¹⁾	\$ 1,091	\$ 1,531
Non-current liabilities ⁽¹⁾	6,729	6,429
Capitalization		
Debt, capital leases, and financing obligation (excluding securitization debt) ⁽²⁾		
Debt, capital leases, and financing obligation (excluding non-recourse and securitization debt)	10,460	9,646
Non-recourse debt	2,471	1,854
Total debt, capital leases, and financing obligation (excluding securitization debt)	12,931	11,500
Noncontrolling interests	37	37
Common stockholders' equity	4,957	4,755
Total capitalization (excluding securitization debt)	17,925	16,292
Securitization debt ⁽²⁾	264	277
Total Liabilities and Equity	\$ 26,009	\$ 24,529

⁽¹⁾ Excludes debt, capital leases, and financing obligation.

⁽²⁾ Includes current and non-current portions.

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

	<i>In Millions</i>	
	Nine Months Ended	
	9/30/19	9/30/18
Beginning of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 175	\$ 204
Net cash provided by operating activities	1,395	1,565
Net cash used in investing activities	(2,212)	(1,815)
Cash flows from operating and investing activities	(817)	(250)
Net cash provided by financing activities	1,075	412
Total Cash Flows	\$ 258	\$ 162
End of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 433	\$ 366

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

	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Nine Months Ended	
	9/30/19	9/30/18	9/30/19	9/30/18
Net Income Available to Common Stockholders	\$ 207	\$ 169	\$ 513	\$ 549
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	1	*	1	1
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	-	-	(*)	(4)
Tax impact	-	-	*	1
Adjusted net income – non-GAAP	<u>\$ 208</u>	<u>\$ 169</u>	<u>\$ 514</u>	<u>\$ 547</u>
Average Common Shares Outstanding				
Basic	283.0	282.5	282.9	282.1
Diluted	284.6	283.2	284.2	282.8
Basic Earnings Per Average Common Share				
Reported net income per share	\$ 0.73	\$ 0.60	\$ 1.81	\$ 1.95
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	*	*	*	*
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	-	-	(*)	(0.01)
Tax impact	-	-	*	*
Adjusted net income per share – non-GAAP	<u>\$ 0.73</u>	<u>\$ 0.60</u>	<u>\$ 1.81</u>	<u>\$ 1.94</u>
Diluted Earnings Per Average Common Share				
Reported net income per share	\$ 0.73	\$ 0.59	\$ 1.81	\$ 1.94
<i>Reconciling items:</i>				
Other exclusions from adjusted earnings	*	*	*	*
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	-	-	(*)	(0.01)
Tax impact	-	-	*	*
Adjusted net income per share – non-GAAP	<u>\$ 0.73</u>	<u>\$ 0.59</u>	<u>\$ 1.81</u>	<u>\$ 1.93</u>

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

Management views adjusted (non-Generally Accepted Accounting Principles) earnings as a key measure of the Company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the Company uses adjusted earnings to measure and assess performance. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items detailed in these summary financial statements. Adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for reported earnings.

Third Quarter 2019 Results and Outlook

October 24, 2019

**WORLD CLASS
PERFORMANCE**
DELIVERING
**HOMETOWN
SERVICE**



FOCUSED ON WORLD CLASS PERFORMANCE

CMS ENERGY

**CMS
LISTED
NYSE**

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

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

CMS Energy provides historical financial results on both a reported (GAAP) and adjusted (non-GAAP) basis and provides forward-looking guidance on an adjusted basis. During an oral presentation, references to "earnings" are on an adjusted basis. All references to earnings per share are on a diluted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings. Similarly, management views the ratio of Funds From Operations (FFO)/Average Debt as a key measure of the company's operating financial performance and its financial position, and uses the ratio for external communications with analysts and investors. Because the company does not establish its target FFO/Average Debt ratio based on a specific target numerator and target denominator, the company is unable to provide a reconciliation to a comparable GAAP financial measure for future periods.

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

- Outlook & Business Update

Patti Poppe
President & CEO



- Financial Results

Rejji Hayes
Executive VP & CFO

- First nine months 2019:
at **\$1.81** remains on track with Plan
- 2019 Full-year guidance reaffirmed:
at \$2.47 - \$2.51, up 6% to 8%
- 2020 Full-year guidance introduced:
at **\$2.63 - \$2.68**, up 6% to 8%
- Future long-term annual growth:
at **+6% to +8%**

^{aj}Adjusted EPS (non-GAAP)

... reaffirmed and consistent with long-term growth.

Utility Customer Investment Plan...

CMS ENERGY

Investment Plan

	Prior '19-'23 Plan	Revised '19-'23 Plan	New ^{a)} 10-Yr Plan
Capital Investment (Bn):			
Electric Utility	\$ 5	\$ 5	\$ 11
New Utility Renewables	1	1 ³ / ₄	4
Gas Utility	<u>5</u>	<u>5</u>	<u>10</u>
Total	\$11	\$ 11³/₄	\$ 25

Upside Opportunities

	<u>10-Yr Plan</u> (Bn)
Electric Reliability	\$1 - 1¹/₂
Grid Modernization	~ 1/2
Gas Distribution	1 - 1¹/₂
Gas Pipeline	~ 1/2
Total	<u>\$3 - \$4</u>

\$25 Bn 10-Yr Plan with \$3 - \$4 Bn of Opportunities

^{a)} 10-yr Plan includes years 2019 through 2028

... includes increased renewables and maintains focus on safety & reliability.

Regulatory Outlook...

CMS ENERGY

2019

2020

Regulatory / Policy

2016 Energy
Law fully
implemented

9/26: ✓
Calc. C
order
U-20309

Electric

Q1:
File next
electric rate
case

Dec.
Expected
final order

Gas

9/26: ✓
Final order \$156.5 MM
U-20322²¹
9.9% ROE

Dec.
File next
gas rate
case

Q4:
Expected
final order

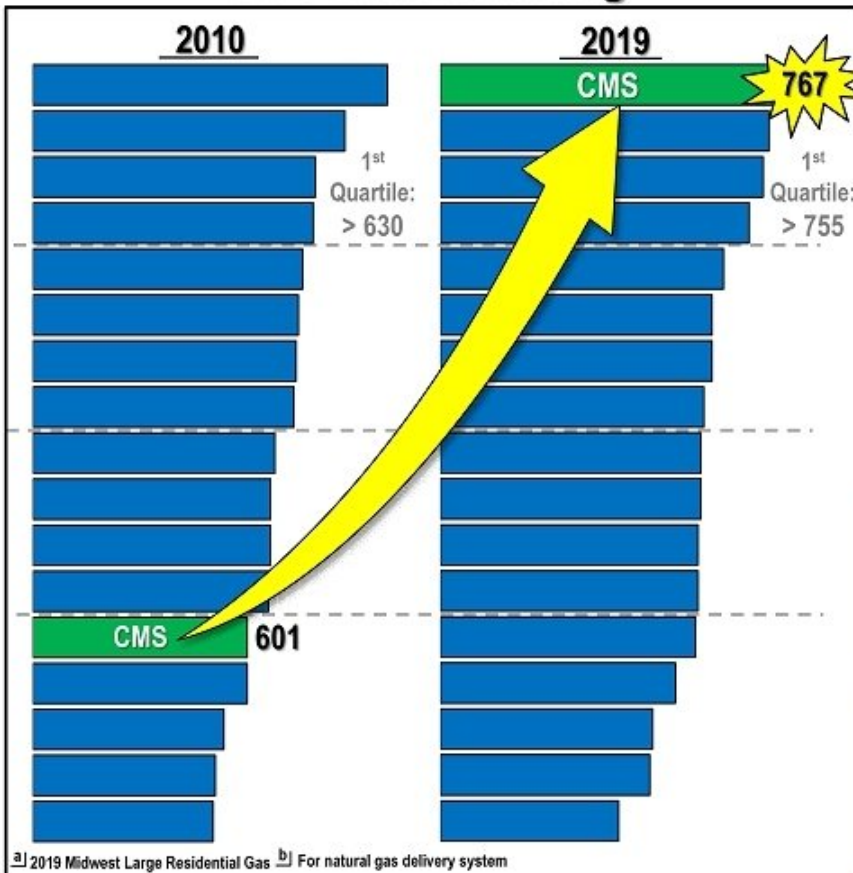
²¹ \$13 MM of Calc. C included in rates, offset by lower tax expense

... limited to general rate cases. 6

Story of the Month...

CMS ENERGY

JD Power Ranking^{a)}



Driven by Triple Bottom Line

- **#1** rank from fourth quartile
- Better customer experience driven by digital and infrastructure improvements
- Lower vintage service line unit costs and improved on time delivery
- Net-zero methane emissions goal by 2030^{b)}
- Support for future investment from recent gas rate case order

PEOPLE • PLANET • PROFIT

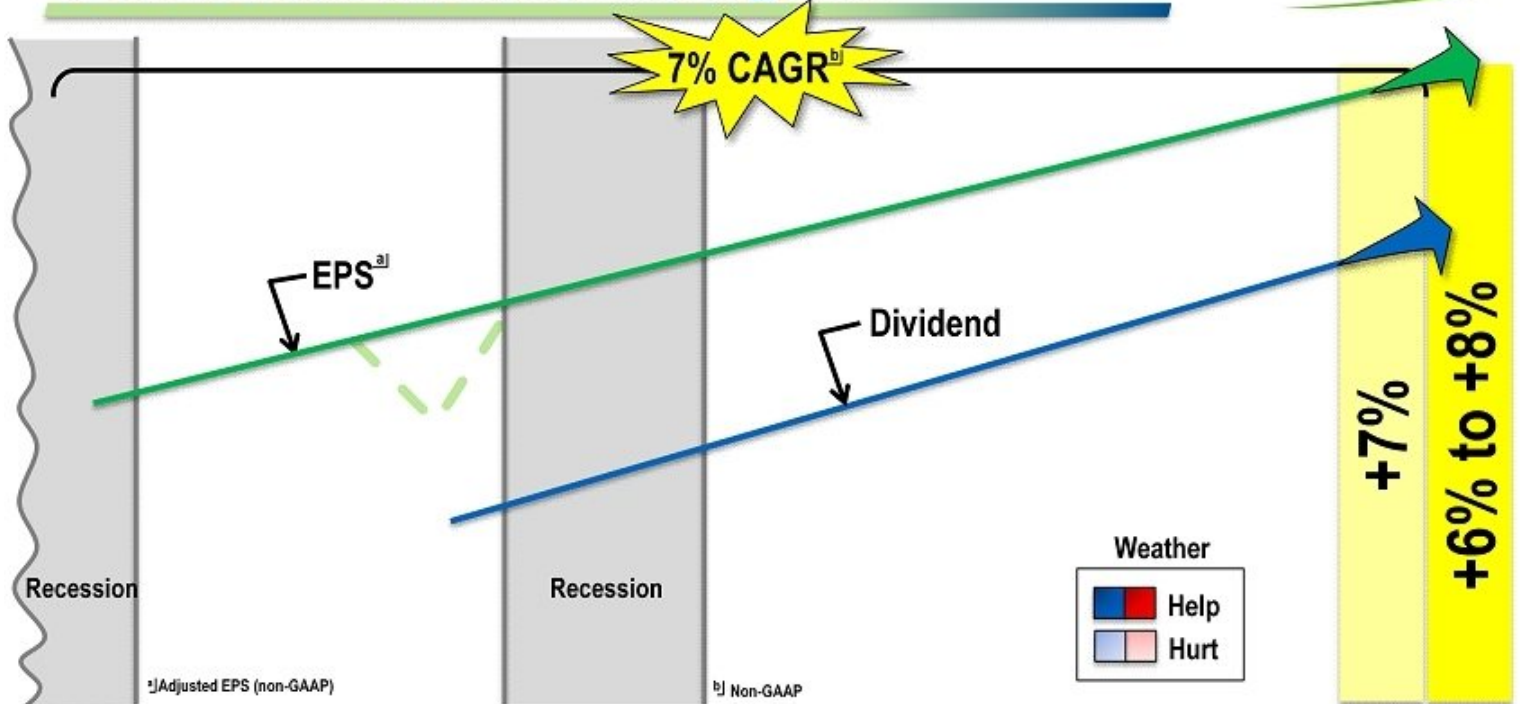


PERFORMANCE

... #1 for gas in the Midwest. ⁷

Consistent Growth Through...

CMS ENERGY



2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Cold winter	Mild summer	Hot summer	Warm winter	Mild summer	Cold winter	Summer "less"	Hot summer	Hot summer	Warm winter	Mild summer	Polar vortex	Cold Feb. Warm Dec.	Warm winter	Warm winter	Hot summer	
Governor (D)								Governor (R)								(D)
Commission (D)				Commission (D)				Commission (R)				Commission (I)		(D)		
... changing circumstances.																

2019 YTD Performance...

CMS ENERGY

Results

Year-to-Date	2018	2019
EPS – (GAAP)	\$1.94	\$1.81
Adjustment	(0.01)	--
Adjusted (non-GAAP)	\$1.93	\$1.81
Weather-normalized ^{a)}	\$1.73	\$1.77

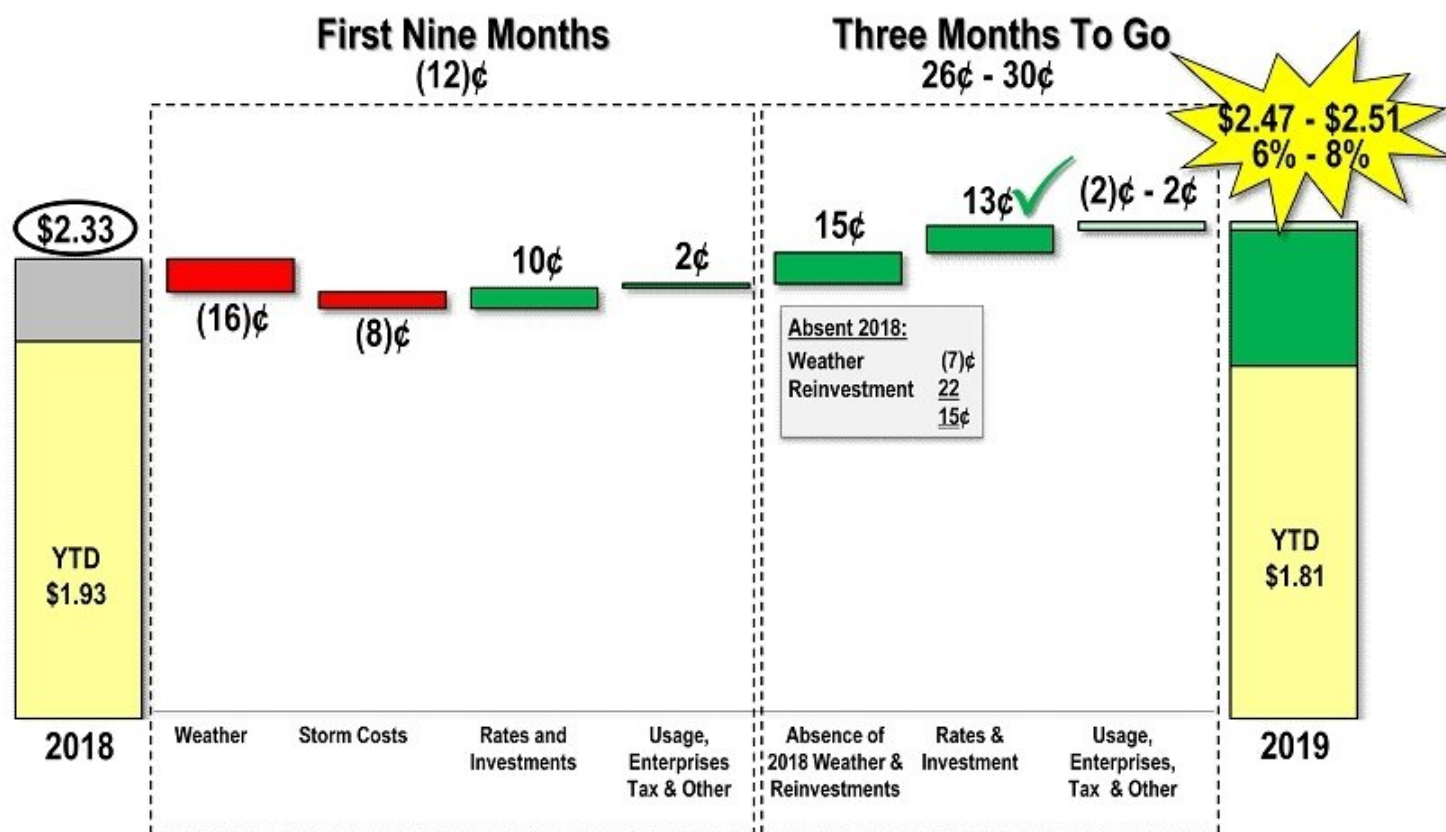
Third Quarter		
EPS – (GAAP)	59¢	73¢
Adjustment	--	--
Adjusted (non-GAAP)	59¢	73¢
Weather-normalized ^{a)}	47¢	68¢

^{a)}Adjusted EPS (non-GAAP)

By Business Segment

	EPS ^{a)}
Utility	\$1.89
Enterprises	0.06
Interest & other	(0.14)
CMS Energy	\$1.81

... on track with Plan.

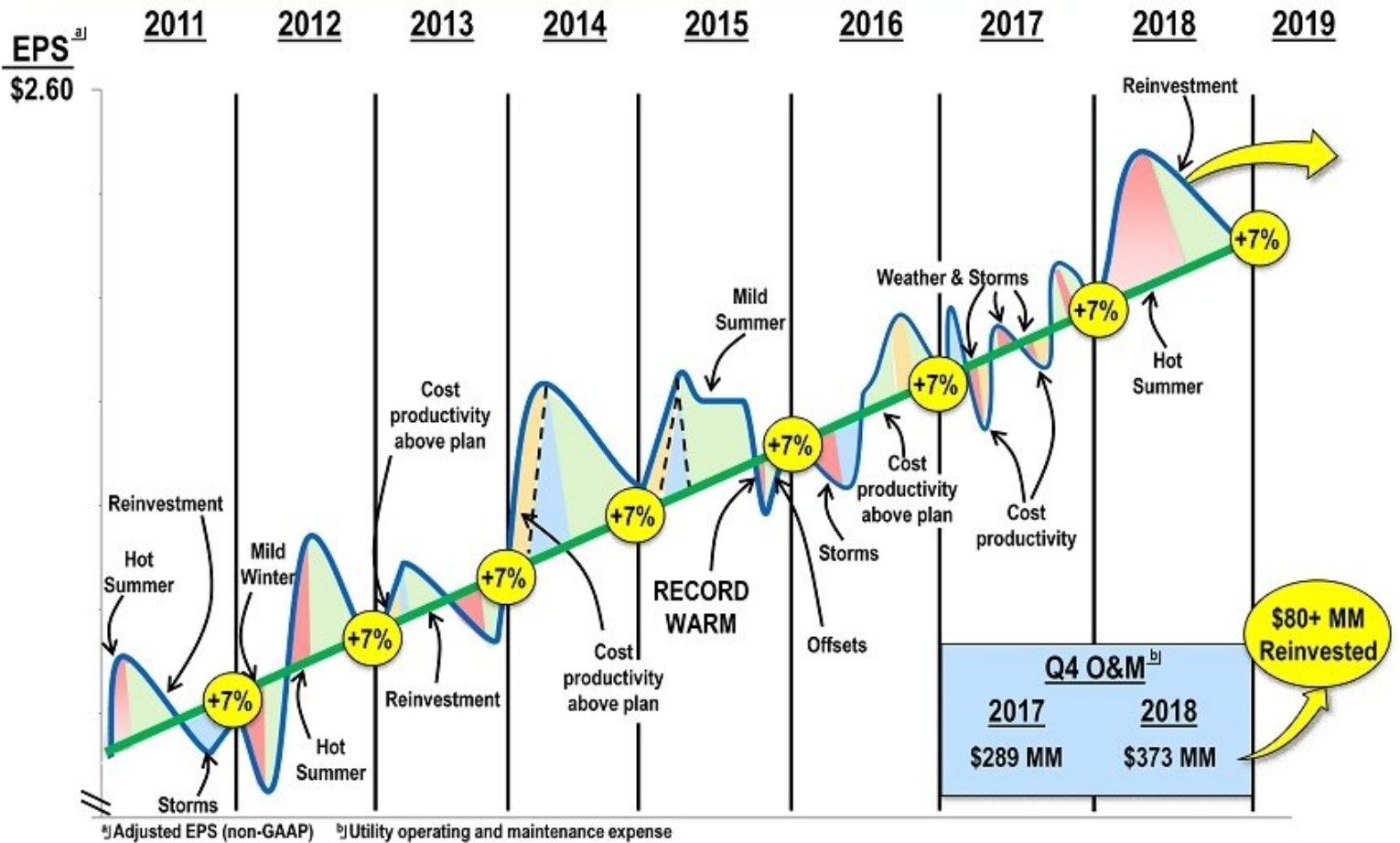


Adjusted EPS (non-GAAP)

... on track with three months to go.

Managing Work Every Year...

CMS ENERGY



... maximizes benefits for customers and investors.

Plan

EPS^{aj} Growth

6% - 8%

Self-Funding:

- Cost management (O&M, fuel, purchased power) 2 - 3 pts
- Sales (economic development, energy efficiency) 1
- Other (Enterprises, tax planning, etc.) 2

INVESTMENT SELF-FUNDED

5 - 6 pts

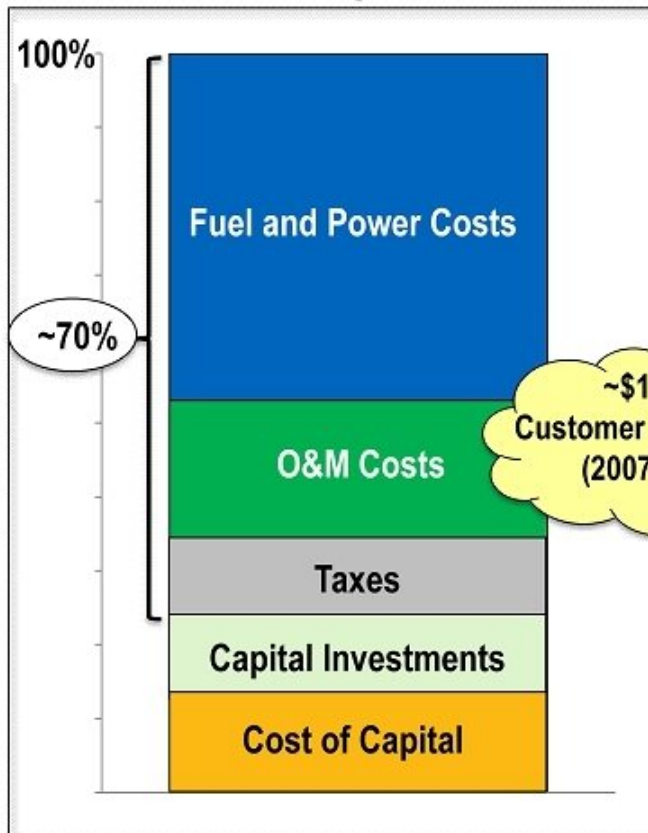
Customer Prices "at or below inflation"

< 2%

^{aj}Adjusted EPS (non-GAAP)

... delivers consistent growth while maintaining affordability.

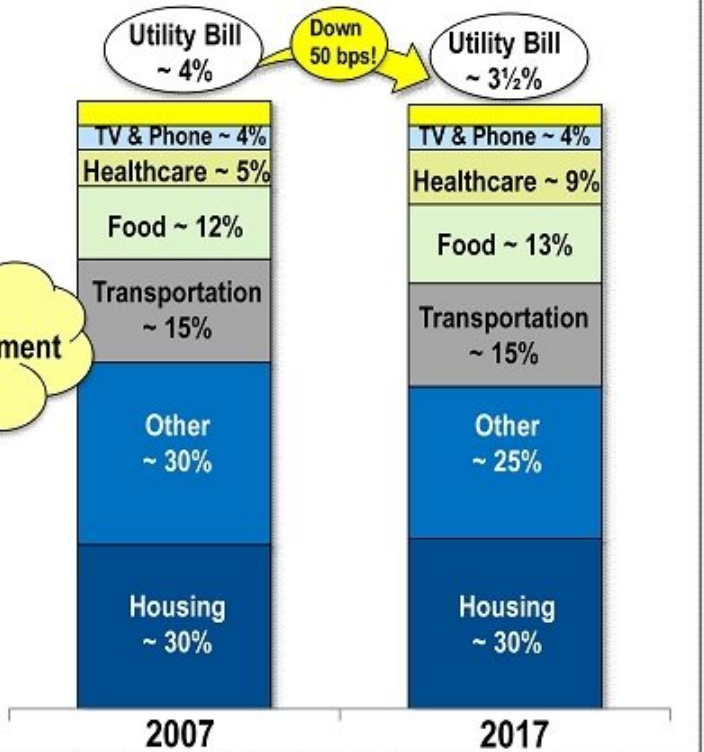
Cost Components



~\$15 Bn
Customer Investment
(2007-2017)

Residential Bills as % of Wallet^{a)}

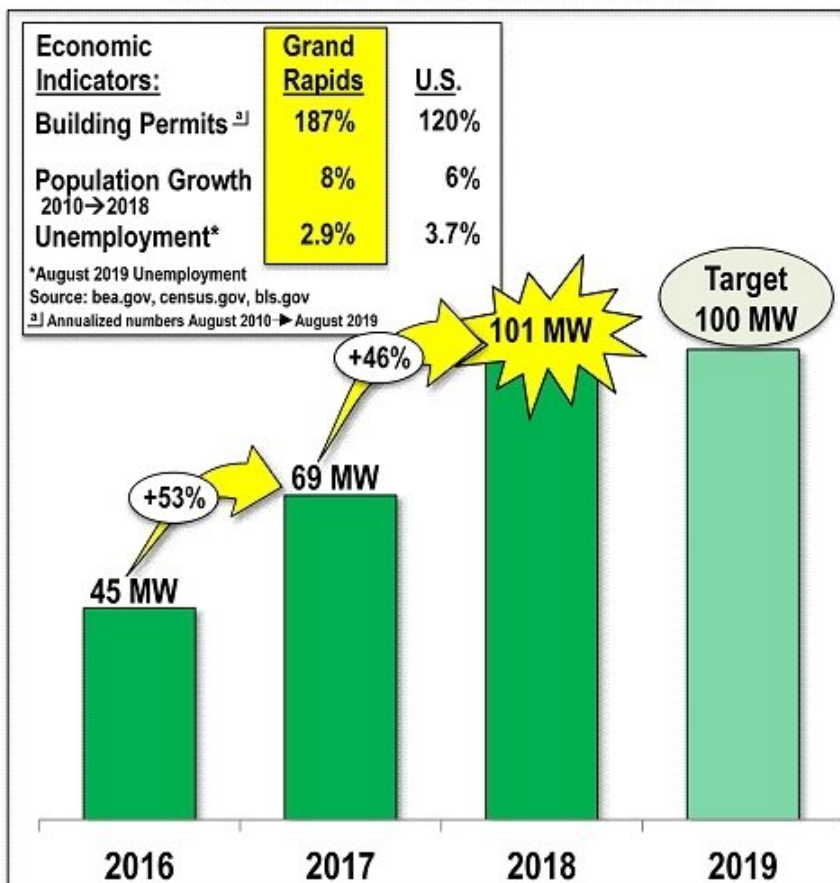
(Electric & Gas)



^{a)} Consumers Energy Bill as % of Michigan Household Income, Adj. Dollars.
Source: Fred.stlouisfed.org, BLS.gov, Consumers Internal Bills; Percentages may not total 100% due to rounding.

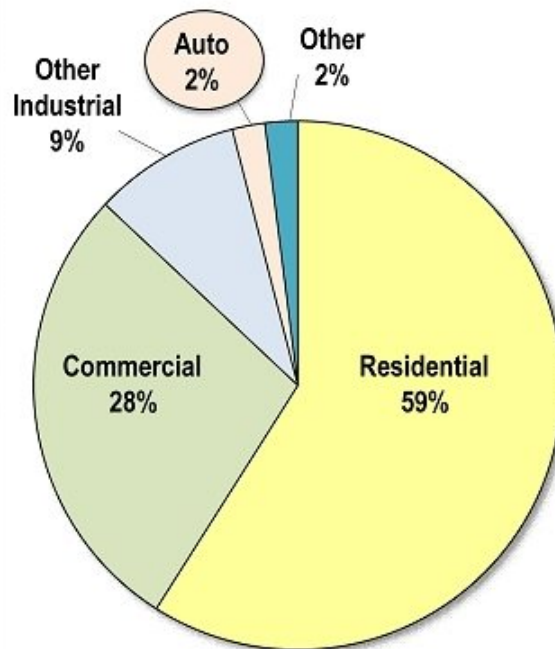
... provides headroom for additional customer investment.¹³

Customer Committed Load



Diversified Customer Base

(2018 Electric & Gas Rate Mix)^b



^b Tariff net of PSQR and GCR

... and helps drive our model.

		Full Year Impact	
	<u>Sensitivity</u>	<u>EPS^{a)}</u>	<u>OCF</u> (MM)
Sales^{b)}			
• Electric (37,789 GWh)	± 1%	± 6¢	± \$ 25
• Gas (303 Bcf)	± 5	± 9	± 35
Gas prices (NYMEX)	± 50¢	± 0	± 55
Utility ROE (planned)			
• Electric (10.0%)	± 10 bps	± 1½	± 6
• Gas (10.0%)	± 10	± < ½	± ~1
Interest rates ^{c)}	± 25 bps	± <1	± 2
Effective tax rate (19%)	+100 bps	± 3	± 0

Order received 9/26

Settled
order
1/9

Order
received
9/26

^{a)} Adjusted (non-GAAP) ^{b)} Reflect 2019 sales forecast; weather - normalized ^{c)} After the impact of pension expense

... reflect strong risk mitigation.

Compelling Investment Thesis...

CMS ENERGY



... adaptive to changing conditions.

Q & A

Thank You!



See you at EEI

Appendix

2019 and Long-Term Financial Targets...

	2019	Five-Year Plan
Adjusted EPS (non-GAAP)	\$2.47 to \$2.51 +6% to +8%	+6% to +8%
DPS growth	In-line w/ earnings	In-line w/ earnings
Operating cash flow (MM)	\$1,650	Up \$100 ^{a)}
Customer bills ^{b)}		
Electric	2%	< Inflation
Gas	(4)%	
FFO/average debt (non-GAAP)	~ 17% (solid investment grade)	~ 17% (solid investment grade)
Utility investment (Bn)	\$2.2	~ \$2.2/ yr.
Planned equity issuance (MM)	\$70	Avg. ~ \$150/ yr.

^{a)} Beginning in 2020 ^{b)} 2018 normalized weather

... provide sustainable benefits for customer and investors. 19

Revised 5-year Plan

	(Bn)					
	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>Total</u>
Electric Utility	\$ 1.0	\$ 1.0	\$ 1.0	\$ 1.0	\$ 1.1	\$5.1
New Renewables	0.2	0.5	0.3	0.3	0.3	1.6
Gas Utility	<u>1.0</u>	<u>1.1</u>	<u>1.0</u>	<u>1.0</u>	<u>1.0</u>	<u>5.1</u>
Total	<u>\$2.2</u>	<u>\$2.6</u>	<u>\$2.3</u>	<u>\$2.3</u>	<u>\$2.4</u>	<u>\$11.8</u>
Depreciation & Amortization	\$1.0	\$1.0	\$1.1	\$1.1	\$1.2	\$5.4

2019

Regulatory / Policy

✓ 2/7: REP approved for 525 MW of wind

✓ 3/23: Filed settlement agreement for IRP

✓ 6/7: IRP settlement order approved U-20165

✓ 7/18: Demand Response order U-20164

✓ 9/26: Calc. C order U-20309

Electric

✓ 1/9: Settlement approved U-20134 10% ROE

Next Electric Filing

2020

Gas

✓ 9/26: Final order \$156.5 MM U-20322^{a)} 9.9% ROE

Q4: File next gas rate case

^{a)} \$13 MM of Calc. C included in rates, offset by lower tax expense

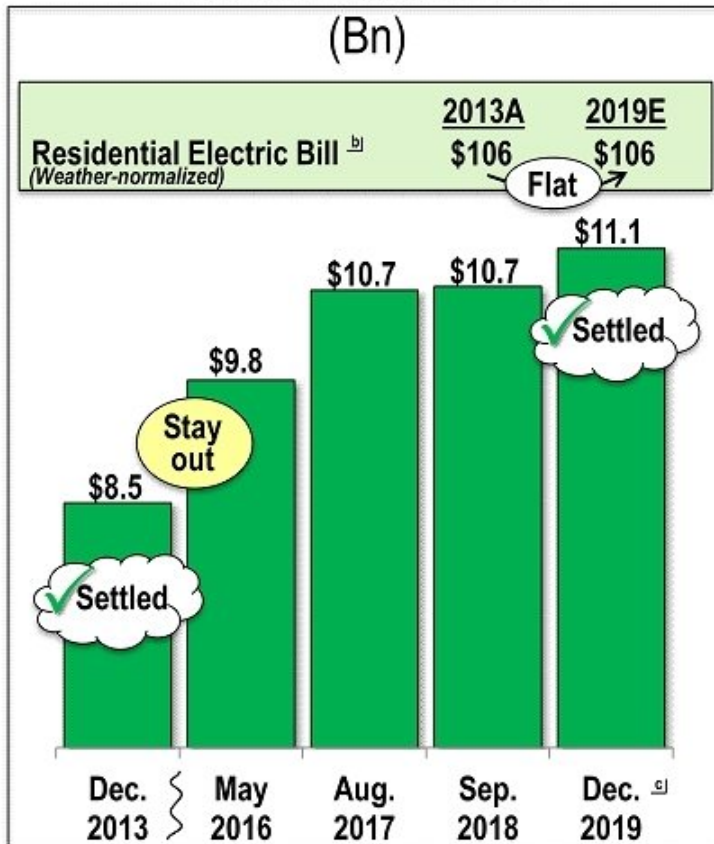
... builds on recent momentum and provides long-term visibility.

Solid Rate Case History...

CMS ENERGY

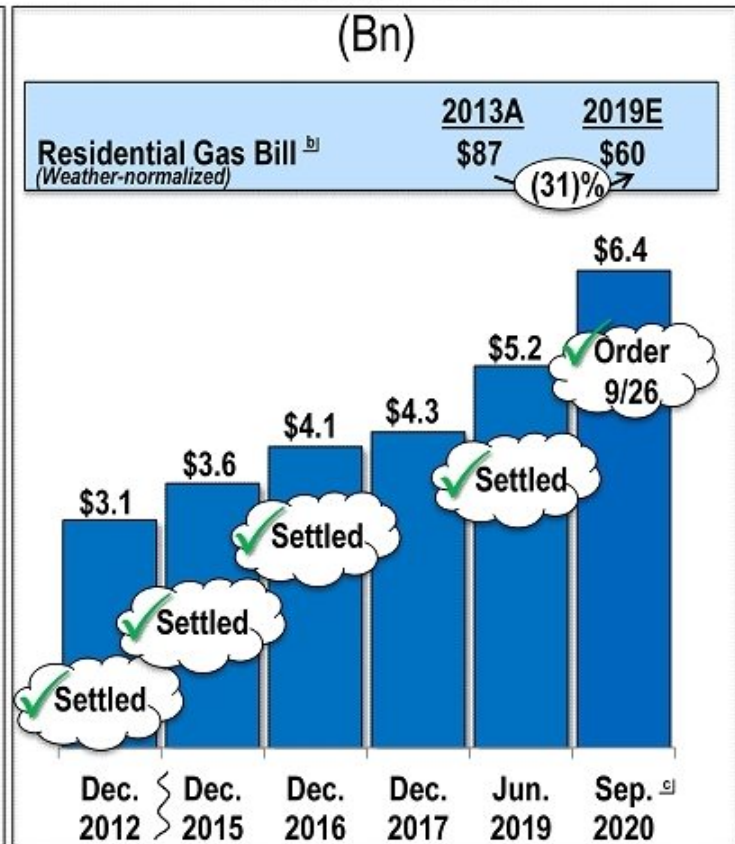
Electric Rate Base ^{a)}

(Bn)



Gas Rate Base

(Bn)

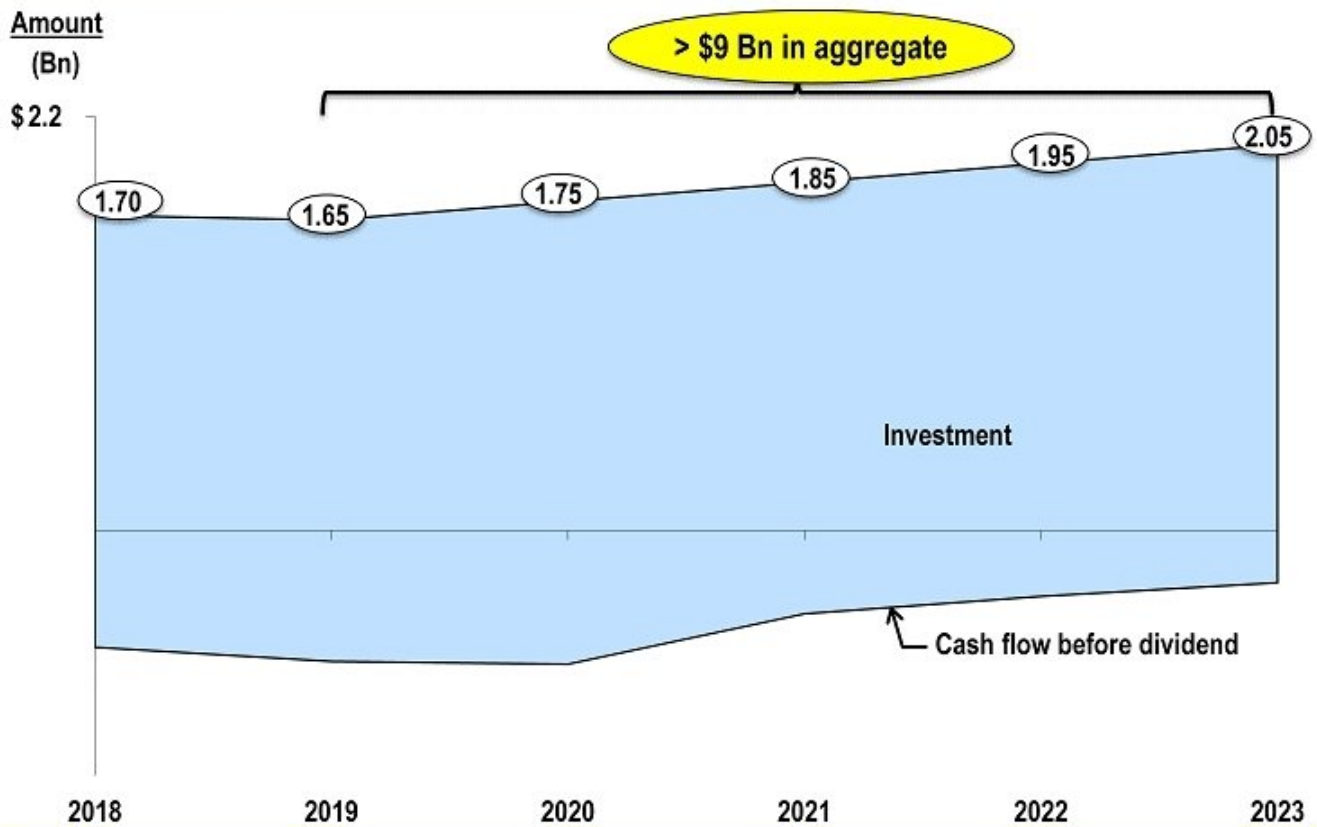


^{a)}Includes Renewables, 2019 assumes \$500 MM in Renewables ^{b)}Source: bls.gov for historical data, Bloomberg for 2019 estimate; current dollars ^{c)}Data as of test-year end

... demonstrates our ability to prioritize customers and investors. 22

Operating Cash Flow Generation...

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... remains strong and supports our capital plan.

2019 Financing Plan...

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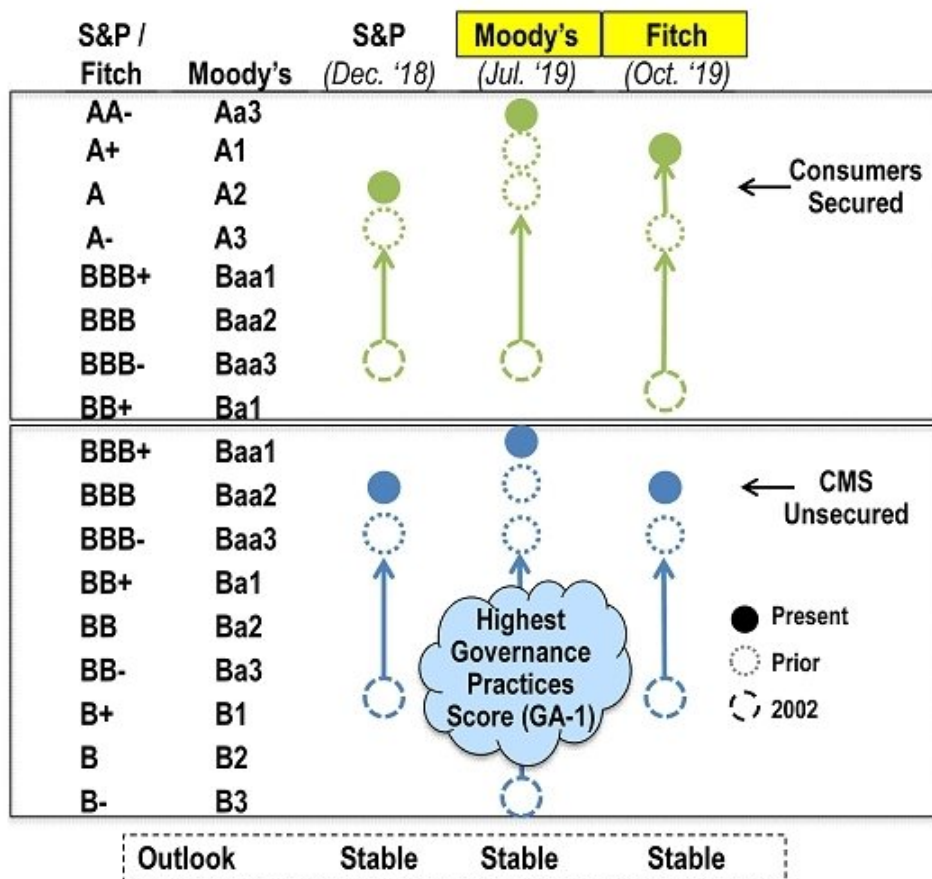
	<u>Plan</u> (MM)	<u>YTD</u> ^{a)} (MM)	
New Issuances:			
Consumers Energy:			
First Mortgage Bonds	\$600	✓ \$1,001	<ul style="list-style-type: none"> • Supports Utility investment
CMS Parent:			
Term Loan (drawn)	\$300	✓ \$465	<ul style="list-style-type: none"> • Provides short-term liquidity
Long-term Debt	630	✓ 630	<ul style="list-style-type: none"> • Senior unsecured & hybrids
Planned Equity	70	--	<ul style="list-style-type: none"> • Healthy balance sheet
Retirements:			
Consumers Energy	\$ 0	✓ \$300	<ul style="list-style-type: none"> • Refinance 2020, 5.65% FMBs
CMS Parent	480	✓ 550	<ul style="list-style-type: none"> • Pay-down term loans

\$300 MM FMBs (3.75%)
 550 MM FMBs (3.10%)
 76 MM ESOP FRN (1.86%)^{b)}
 75 MM Tax Exempt (1.80%)^{c)}
 \$1,001 MM

All priced through 2020

^{a)} As of 10/24/2019 ^{b)} As of 9/30/2019 ^{c)} Variable rated limited obligation revenue bond

... largely executed.



Ratings Drivers

- Strong financial position
- Growing operating cash flow
- Return on regulated investment
- Supportive regulatory environment

... at solid investment-grade levels.

GAAP Reconciliation

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

	<i>In Millions, Except Per Share Amounts</i>			
	Three Months Ended		Nine Months Ended	
	9/30/19	9/30/18	9/30/19	9/30/18
Electric Utility				
Reported net income per share	\$ 0.78	\$ 0.70	\$ 1.47	\$ 1.65
Reconciling items:				
Other exclusions from adjusted earnings	-	-	-	-
Adjusted net income per share – non-GAAP	<u>\$ 0.78</u>	<u>\$ 0.70</u>	<u>\$ 1.47</u>	<u>\$ 1.65</u>
Gas Utility				
Reported net income (loss) per share	\$ (0.05)	\$ (0.07)	\$ 0.42	\$ 0.37
Reconciling items:				
Other exclusions from adjusted earnings	-	-	-	-
Adjusted net income per share – non-GAAP	<u>\$ (0.05)</u>	<u>\$ (0.07)</u>	<u>\$ 0.42</u>	<u>\$ 0.37</u>
Enterprises				
Reported net income per share	\$ 0.02	\$ 0.01	\$ 0.06	\$ 0.12
Reconciling items:				
Other exclusions from adjusted earnings	*	*	*	*
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	-	-	(*)	(0.01)
Tax impact	-	-	*	*
Adjusted net income per share – non-GAAP	<u>\$ 0.02</u>	<u>\$ 0.01</u>	<u>\$ 0.06</u>	<u>\$ 0.11</u>
Corporate Interest and Other				
Reported net loss per share	\$ (0.04)	\$ (0.05)	\$ (0.14)	\$ (0.20)
Reconciling items:				
Other exclusions from adjusted earnings	*	*	*	*
Tax impact	(*)	(*)	(*)	(*)
Adjusted net loss per share – non-GAAP	<u>\$ (0.04)</u>	<u>\$ (0.05)</u>	<u>\$ (0.14)</u>	<u>\$ (0.20)</u>
Consolidated				
Reported net income per share	\$ 0.73	\$ 0.59	\$ 1.81	\$ 1.94
Reconciling items:				
Other exclusions from adjusted earnings	*	*	*	*
Tax impact	(*)	(*)	(*)	(*)
Gain on assets previously sold	-	-	(*)	(0.01)
Tax impact	-	-	*	*
Adjusted net income per share – non-GAAP	<u>\$ 0.73</u>	<u>\$ 0.59</u>	<u>\$ 1.81</u>	<u>\$ 1.93</u>
Average Common Shares Outstanding – Diluted	<u>784.6</u>	<u>782.7</u>	<u>784.7</u>	<u>787.8</u>

* Less than \$0.01 per share.

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

	<i>In Millions, Except Per Share Amounts</i>		
	2019		
	1Q	2Q	3Q
Net Income Available to Common Stockholders	\$ 213	\$ 93	\$ 207
<i>Reconciliation items:</i>			
Electric utility and gas utility	-	-	-
Tax impact	-	-	-
Enterprises	(*)	*	1
Tax impact	*	(*)	(*)
Corporate interest and other	*	*	*
Tax impact	(*)	(*)	(*)
Adjusted Net Income – Non-GAAP	<u>\$ 213</u>	<u>\$ 93</u>	<u>\$ 208</u>
Average Common Shares Outstanding – Diluted	283.6	284.0	284.6
Diluted Earnings Per Average Common Share	\$ 0.75	\$ 0.33	\$ 0.73
<i>Reconciliation items:</i>			
Electric utility and gas utility	-	-	-
Tax impact	-	-	-
Enterprises	(*)	*	*
Tax impact	*	(*)	(*)
Corporate interest and other	*	*	*
Tax impact	(*)	(*)	(*)
Adjusted Diluted Earnings Per Average Common Share – Non-GAAP	<u>\$ 0.75</u>	<u>\$ 0.33</u>	<u>\$ 0.73</u>

	<i>In Millions, Except Per Share Amounts</i>			
	2018			
	1Q	2Q	3Q	4Q
Net Income Available to Common Stockholders	\$ 241	\$ 129	\$ 169	\$ 108
<i>Reconciliation items:</i>				
Electric utility and gas utility	-	-	-	-
Tax impact	-	-	-	2
Enterprises	*	(3)	*	8
Tax impact	(*)	1	(*)	(5)
Corporate interest and other	*	*	*	*
Tax impact	(*)	(*)	(*)	(1)
Adjusted Net Income – Non-GAAP	<u>\$ 241</u>	<u>\$ 127</u>	<u>\$ 169</u>	<u>\$ 112</u>
Average Common Shares Outstanding – Diluted	282.2	282.6	283.2	283.3
Diluted Earnings Per Average Common Share	\$ 0.86	\$ 0.49	\$ 0.59	\$ 0.38
<i>Reconciliation items:</i>				
Electric utility and gas utility	-	-	-	-
Tax impact	-	-	-	*
Enterprises	*	(0.01)	*	0.03
Tax impact	(*)	*	(*)	(0.01)
Corporate interest and other	*	*	*	*
Tax impact	(*)	(*)	(*)	(*)
Adjusted Diluted Earnings Per Average Common Share – Non-GAAP	<u>\$ 0.86</u>	<u>\$ 0.48</u>	<u>\$ 0.59</u>	<u>\$ 0.40</u>

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

CMS ENERGY CORPORATION **Earnings Per Share By Year GAAP Reconciliation** **(Unaudited)**

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	GAAP 2018 over 2003 CAGR NM	GAAP 2018 over 2017 Growth 41%
Reported earnings (loss) per share - GAAP	(\$0.50)	\$0.64	(\$0.44)	(\$0.41)	(\$1.02)	\$1.20	\$0.91	\$1.28	\$1.58	\$1.42	\$1.66	\$1.74	\$1.89	\$1.98	\$1.64	\$2.32		
Pre-tax items:																		
Electric and gas utility	0.32	(0.69)	-	-	(0.06)	0.08	0.55	0.05	-	0.27	-	-	-	0.04	-	-		
Tax impact	(0.11)	0.21	-	-	(0.01)	(0.03)	(0.22)	(0.02)	-	(0.10)	-	-	-	(0.01)	0.12	(b)		
Enterprises	0.93	0.97	0.06	(0.12)	1.67	(0.02)	0.14	(0.05)	-	(0.01)	-	0.05	-	-	-	-		
Tax impact	(0.19)	(0.35)	(0.02)	0.10	(0.42)	-	(0.05)	0.02	(0.11)	-	(*)	(0.02)	(*)	(*)	0.20	(b)		
Corporate interest and other	0.25	(0.08)	0.06	0.45	0.17	0.01	0.01	-	-	-	-	-	-	0.02	0.01	-		
Tax impact	(0.09)	0.03	(0.02)	(0.18)	(0.49)	(0.03)	(*)	(*)	(0.01)	(*)	(*)	(*)	(*)	(*)	0.01	(*)		
Discontinued operations (income) loss, net	(0.16)	0.02	(0.07)	(0.05)	0.40	(*)	(0.08)	0.08	(0.01)	(0.05)	-	(*)	(*)	-	-	(*)		
Asset impairment charges	-	-	2.80	1.07	0.93	-	-	-	-	-	-	-	-	-	-	-		
Tax impact	-	-	(0.98)	(0.31)	(0.33)	-	-	-	-	-	-	-	-	-	-	-		
Cumulative accounting charges	0.25	0.02	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Tax impact	(0.09)	(0.01)	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Adjusted earnings per share, including MTM - non-GAAP	\$0.81	\$0.87	\$1.39	\$0.57	\$0.84	\$1.21 (a)	\$1.26	\$1.36	\$1.45	\$1.55	\$1.66	\$1.77	\$1.89	\$2.02	\$2.17	\$2.33	Adjusted 2018 over 2003 CAGR 7%	Adjusted 2018 over 2017 Growth 7%
Mark-to-market		0.04	(0.65)	0.80														
Tax impact		(0.01)	0.22	(0.29)														
Adjusted earnings per share, excluding MTM - non-GAAP	NA	\$0.90	\$0.96	\$1.08	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		

* Less than \$0.01 per share.

(a) \$1.29 excluding discontinued Enter operations and accounting charges related to convertible debt and restricted stock.

(b) Reflects the impact of tax returns.

NM is not calculable.

CMS ENERGY CORPORATION
Weather Impact on Year Over Year Earnings
(Unaudited)

	<i>In Millions, Except Per Share Amounts</i>		
	Nine Months Ended		
	9/30/2019	9/30/2018	Change
Net Income Available to Common Stockholders	\$ 513	\$ 549	\$ (36)
<i>Reconciling items:</i>			
Other exclusions from adjusted earnings	1	1	-
Tax impact	(*)	(*)	-
Gain on assets previously sold	(*)	(4)	4
Tax impact	*	1	(1)
Adjusted Net Income	\$ 514	\$ 547	\$ (33)
<i>Reconciling items:</i>			
Non-normal weather impact	(14)	(75)	61
Tax impact	4	19	(15)
Non-Normal Weather Impact (Net)	\$ (10)	\$ (56)	\$ 46
Adjusted Weather-Normalized Net Income	\$ 504	\$ 491	\$ 13
Reported Net Income Per Share	\$ 1.81	\$ 1.94	\$ (0.13)
<i>Reconciling items:</i>			
Other exclusions from adjusted earnings	*	*	-
Tax impact	(*)	(*)	-
Gain on assets previously sold	(*)	(0.01)	0.01
Tax impact	*	*	-
Adjusted Net Income Per Share	\$ 1.81	\$ 1.93	\$ (0.12)
<i>Reconciling items:</i>			
Non-normal weather impact	(0.05)	(0.27)	0.22
Tax impact	0.01	0.07	(0.06)
Non-Normal Weather Impact (Net)	\$ (0.04)	\$ (0.20)	\$ 0.16
Adjusted Weather-Normalized Net Income Per Share	\$ 1.77	\$ 1.73	\$ 0.04
Average Common Shares Outstanding - Diluted	284.2	282.8	

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

CMS ENERGY CORPORATION
Weather Impact on Year Over Year Earnings
(Unaudited)

	<i>In Millions, Except Per Share Amounts</i>		
	Three Months Ended		
	9/30/2019	9/30/2018	Change
Net Income Available to Common Stockholders	\$ 207	\$ 169	\$ 38
<i>Reconciling items:</i>			
Other exclusions from adjusted earnings	1	*	1
Tax impact	(*)	(*)	-
Gain on assets previously sold	-	-	-
Tax impact	-	-	-
Adjusted Net Income	\$ 208	\$ 169	\$ 39
<i>Reconciling items:</i>			
Non-normal weather impact	(17)	(43)	26
Tax impact	5	11	(6)
Non-Normal Weather Impact (Net)	\$ (12)	\$ (32)	\$ 20
Adjusted Weather-Normalized Net Income	\$ 196	\$ 137	\$ 59
Reported Net Income Per Share	\$ 0.73	\$ 0.59	\$ 0.14
<i>Reconciling items:</i>			
Other exclusions from adjusted earnings	*	*	-
Tax impact	(*)	(*)	-
Gain on assets previously sold	-	-	-
Tax impact	-	-	-
Adjusted Net Income Per Share	\$ 0.73	\$ 0.59	\$ 0.14
<i>Reconciling items:</i>			
Non-normal weather impact	(0.06)	(0.16)	0.10
Tax impact	0.01	0.04	(0.03)
Non-Normal Weather Impact (Net)	\$ (0.05)	\$ (0.12)	\$ 0.07
Adjusted Weather-Normalized Net Income Per Share	\$ 0.68	\$ 0.47	\$ 0.21
Average Common Shares Outstanding - Diluted	284.6	283.2	

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