

**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) April 29, 2021

**Commission
File Number**

**Registrant; State of Incorporation;
Address; and Telephone Number**

**IRS Employer
Identification No.**

1-9513

CMS ENERGY CORPORATION

38-2726431

(A Michigan Corporation)
One Energy Plaza
Jackson, Michigan 49201
(517) 788-0550

1-5611

CONSUMERS ENERGY COMPANY

38-0442310

(A Michigan Corporation)
One Energy Plaza
Jackson, Michigan 49201
(517) 788-0550

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

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

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
CMS Energy Corporation Common Stock, \$0.01 par value	CMS	New York Stock Exchange
CMS Energy Corporation 5.625% Junior Subordinated Notes due 2078	CMSA	New York Stock Exchange
CMS Energy Corporation 5.875% Junior Subordinated Notes due 2078	CMSC	New York Stock Exchange
CMS Energy Corporation 5.875% Junior Subordinated Notes due 2079	CMSD	New York Stock Exchange
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 April 29, 2021, CMS Energy Corporation (“CMS Energy”) issued a News Release, in which it announced its 2021 first quarter results. Attached as Exhibit 99.1 to this report and incorporated herein by reference is a copy of the CMS Energy News Release, furnished as a part of this report.

Exhibit 99.1 contains certain financial measures that are considered “non-GAAP financial measures” as defined in Securities and Exchange Commission rules. Other than forward-looking earnings guidance, Exhibit 99.1 contains a reconciliation of these non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, changes in accounting principles, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses, recognized in net income, from mark-to-market adjustments related to CMS Enterprises’ interest expense, 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 net income refer to net income available to common stockholders and references to earnings per share are on a diluted basis.

Item 7.01. Regulation FD Disclosure.

The information set forth in the CMS Energy News Release dated April 29, 2021, 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 2021 first quarter results and provide a business and financial outlook on April 29 at 9:30 a.m. (ET). A copy of the CMS Energy presentation is furnished as Exhibit 99.2 to this report. A webcast of the presentation will be available on the CMS Energy website, www.cmsenergy.com.

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

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Index

[99.1](#) [CMS Energy News Release dated April 29, 2021](#)

[99.2](#) [CMS Energy presentation dated April 29, 2021](#)

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: April 29, 2021

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

CONSUMERS ENERGY COMPANY

Dated: April 29, 2021

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

News Release

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

CMS Energy Announces First Quarter Earnings Results of \$1.21 Per Share, Reaffirms 2021 Guidance

JACKSON, Mich., April 29, 2021 – CMS Energy announced today reported earnings per share of \$1.21 for the first quarter of 2021, compared to \$0.85 per share for the same quarter in 2020. The company’s adjusted earnings per share for the first quarter of 2021 were \$1.21 per share, compared to \$0.86 per share for the same quarter in 2020. The primary drivers of CMS Energy’s financial performance were customer investments and sustained cost performance from 2020.

“We will continue to invest in Michigan and in our communities while leading the clean energy transformation with support from our 5-year, \$13.2 billion customer investment plan which focuses on building out renewable energy and enhancing the safety and reliability of our electric and gas systems as we move toward net zero carbon and methane emissions,” said Garrick Rochow, President and CEO of CMS Energy and Consumers Energy.

CMS Energy reaffirmed its guidance for 2021 adjusted earnings of \$2.83 - \$2.87* per share (*See below for important information about non-GAAP measures) reflecting continued strong growth of 6 to 8 percent, with a bias toward the midpoint.

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

###

CMS Energy will hold a webcast to discuss its 2021 first quarter results and provide a business and financial outlook on April 29 at 9:30 a.m. (EDT). To participate in the webcast, go to CMS Energy’s homepage ([cmsenergy.com](https://www.cmsenergy.com)) and select “Events and Presentations.”

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

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

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

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

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

Media Contacts: Katie Carey, 517/740-1739

Investment Analyst Contact: Travis Uphaus, 517/788-2590

CMS ENERGY CORPORATION
Consolidated Statements of Income
(Unaudited)

	<i>In Millions, Except Per Share Amounts</i>	
	Three Months Ended	
	3/31/21	3/31/20
Operating revenue	\$ 2,083	\$ 1,864
Operating expenses	1,598	1,496
Operating Income	485	368
Other income	44	39
Interest charges	136	137
Income Before Income Taxes	393	270
Income tax expense	51	27
Net Income	342	243
Loss attributable to noncontrolling interests	(7)	-
Net Income Available to Common Stockholders	\$ 349	\$ 243
Basic Earnings Per Average Common Share	\$ 1.21	\$ 0.86
Diluted Earnings Per Average Common Share	1.21	0.85

CMS ENERGY CORPORATION
Summarized Consolidated Balance Sheets
(Unaudited)

	<i>In Millions</i>	
	As of	
	3/31/21	12/31/20
Assets		
Current assets		
Cash and cash equivalents	\$ 496	\$ 168
Restricted cash and cash equivalents	28	17
Other current assets	1,989	2,219
Total current assets	2,513	2,404
Non-current assets		
Plant, property, and equipment	21,207	21,039
Other non-current assets	6,003	6,223
Total Assets	\$ 29,723	\$ 29,666
Liabilities and Equity		
Current liabilities ⁽¹⁾	\$ 1,379	\$ 1,568
Non-current liabilities ⁽¹⁾	6,924	6,825
Capitalization		
Debt, finance leases, and other financing (excluding securitization debt) ⁽²⁾		
Debt, finance leases, and other financing (excluding non-recourse and securitization debt)	12,080	12,083
Non-recourse debt	2,813	2,888
Total debt, finance leases, and other financing (excluding securitization debt)	14,893	14,971
Noncontrolling interests	575	581
Common stockholders' equity	5,727	5,496
Total capitalization (excluding securitization debt)	21,195	21,048
Securitization debt ⁽²⁾	225	225
Total Liabilities and Equity	\$ 29,723	\$ 29,666

(1) Excludes debt, finance leases, and other financing.

(2) Includes current and non-current portions.

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

	<i>In Millions</i>	
	Three Months Ended	
	3/31/21	3/31/20
Beginning of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 185	\$ 157
Net cash provided by operating activities ⁽³⁾	832	201
Net cash used in investing activities	(283)	(559)
Cash flows from operating and investing activities	549	(358)
Net cash provided by (used in) financing activities	(210)	1,062
Total Cash Flows	\$ 339	\$ 704
End of Period Cash and Cash Equivalents, Including Restricted Amounts	\$ 524	\$ 861

(3) Includes the impact of a \$531 million pension contribution in 2020.

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	
	3/31/21	3/31/20
Net Income Available to Common Stockholders	\$ 349	\$ 243
<i>Reconciling items:</i>		
Other exclusions from adjusted earnings**	(1)	3
Tax impact	*	(*)
Tax reform	-	(9)
Voluntary separation program	-	11
Tax impact	-	(3)
Adjusted net income – non-GAAP	<u>\$ 348</u>	<u>\$ 245</u>
Average Common Shares Outstanding		
Basic	288.6	283.3
Diluted	289.1	285.2
Basic Earnings Per Average Common Share		
Reported net income per share	\$ 1.21	\$ 0.86
<i>Reconciling items:</i>		
Other exclusions from adjusted earnings**	(*)	0.01
Tax impact	*	(*)
Tax reform	-	(0.03)
Voluntary separation program	-	0.04
Tax impact	-	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 1.21</u>	<u>\$ 0.87</u>
Diluted Earnings Per Average Common Share		
Reported net income per share	\$ 1.21	\$ 0.85
<i>Reconciling items:</i>		
Other exclusions from adjusted earnings**	(*)	0.01
Tax impact	*	(*)
Tax reform	-	(0.03)
Voluntary separation program	-	0.04
Tax impact	-	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 1.21</u>	<u>\$ 0.86</u>

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

** Includes restructuring costs and unrealized gains or losses, recognized in net income, from mark-to-market adjustments related to CMS Enterprises' interest expense.

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



**First Quarter 2021
Results and Outlook**
Leading the Clean Energy Transformation

CMS ENERGY

April 29, 2021



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 net income refer to net income available to common stockholders and references to earnings per share are on a diluted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, changes in accounting principles, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses, recognized in net income, from mark-to-market adjustments related to CMS Enterprises' interest expense, or other items. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings. Management also views adjusted operating and maintenance (O&M) expenses as an important measure of operating efficiency. This measure excludes expenses related to energy efficiency because they have no impact on net income, as well as certain historical amounts that reduce comparability to the current period. Other adjustments could include restructuring costs and regulatory items from prior years. Because the company is not able to estimate the impact of specific line items that have the potential to significantly impact reported maintenance and other operating expenses, the company is not providing a reconciliation for the comparable future period expenses.

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

Presentation endnotes are included after the appendix.

A Simple Investment Thesis . . .



Industry-leading clean energy commitment
Net Zero Carbon (2040) & Net Zero Methane (2030)^a

Excellence through the **CE WAY**

Top-tier regulatory jurisdiction^b

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

Presentation endnotes are included after the appendix.

. . . delivers results for ALL our stakeholders.

Solid First Quarter . . .

Q1 2021 Results

Amount

Commentary

Adjusted EPS	\$1.21	Executing on plan
Dividend Per Share (DPS) Paid	43.5¢	Consistent growth

2021 Outlook

Adjusted EPS Guidance	\$2.83 – \$2.87	Up 6% to 8%
Annual DPS	\$1.74	In-line with earnings

Long-term Outlook

Adjusted EPS and DPS growth	+6% to +8%	Maintains top-tier growth
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. . . and on track to achieve 6% to 8% adjusted EPS growth.

Compelling ESG Story . . .

ESG Focus

- Industry-leading net zero methane emissions by 2030 and net zero carbon emissions by 2040^a
- Track record of decarbonization with equitable transitions for co-workers and communities
- Safety and climate goals tied to incentive compensation – ranked top quartile by EEI in safety performance^b
- Diversity, equity and inclusion embedded in all processes – #1 utility for best employers for diversity by Forbes in 2021 (Board, management and workforce)
- Top quartile employee engagement^c with strong union relationships
- Robust governance and disclosures – separate CEO and non-executive Chair

Presentation endnotes are included after the appendix.

ESG Recognition

MSCI
ESG RATINGS

CCC	B	BB	BBB	A	AA	AAA
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DOUBLE A RATED

SUSTAINALYTICS
a Morningstar company

TOP QUARTILE FOR GLOBAL UTILITIES

. . . recognized by top-tier ratings.

Growing Utility Renewable Portfolio . . .

Recent Updates

- 15% Renewable Portfolio Standard (RPS):
 - Heartland Wind, 201 MW approved in March (COD 2022), \$326 MM, 10.7% ROE
- Current Integrated Resource Plan (IRP):
 - 1,100 MW of solar through 2024 (3 tranches); ~300 MW of solar approved in April (Expected COD 2022)
 - Owned: 150 MW, \$261 MM
 - PPA with incentive: 140 MW



2021 Pending IRP Objectives

- Deliver across the Triple Bottom Line
- Accelerate decarbonization
- Ensure reliability and resilience while maintaining affordability
- Increase use of renewable energy and demand-side resources
- Maintain strong balance sheet

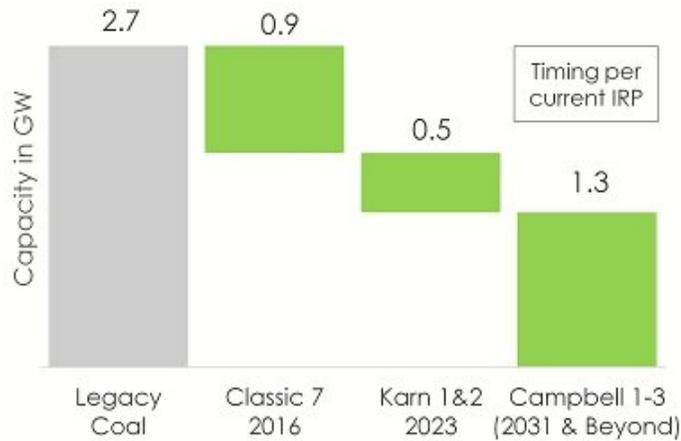
. . . supports our clean energy transformation.

Aggressive Decarbonization Efforts . . .



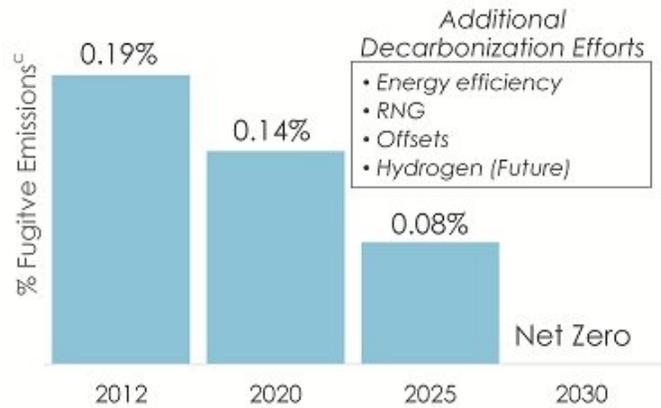
Coal Retirements

	2018	2024	Future
CO ₂ Emissions Reduction ^a	(38)%	(45)%	>(90)%



Fugitive Methane Emissions Rate

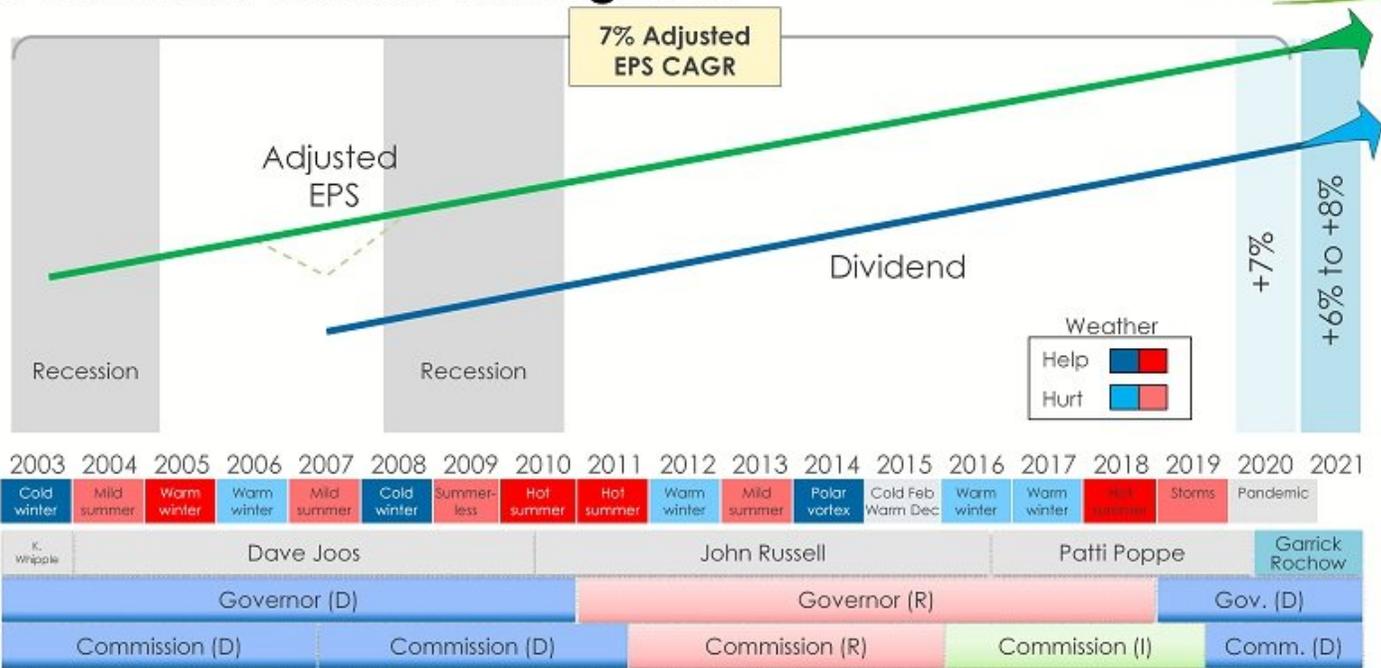
Net Methane Emissions Reduction ^b	(16)%	~(40)%	(100)%
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Presentation endnotes are included after the appendix.

. . . are focused on cleaner generation and gas infrastructure.

Consistent Growth Through . . .



. . . changing circumstances.

2021 First Quarter EPS Results . . .



Results

	<u>2020</u>	<u>2021</u>
EPS - (GAAP)	\$0.85	\$1.21
Adjustments ^a	0.01	=
Adjusted (non-GAAP)	<u>\$0.86</u>	<u>\$1.21</u>

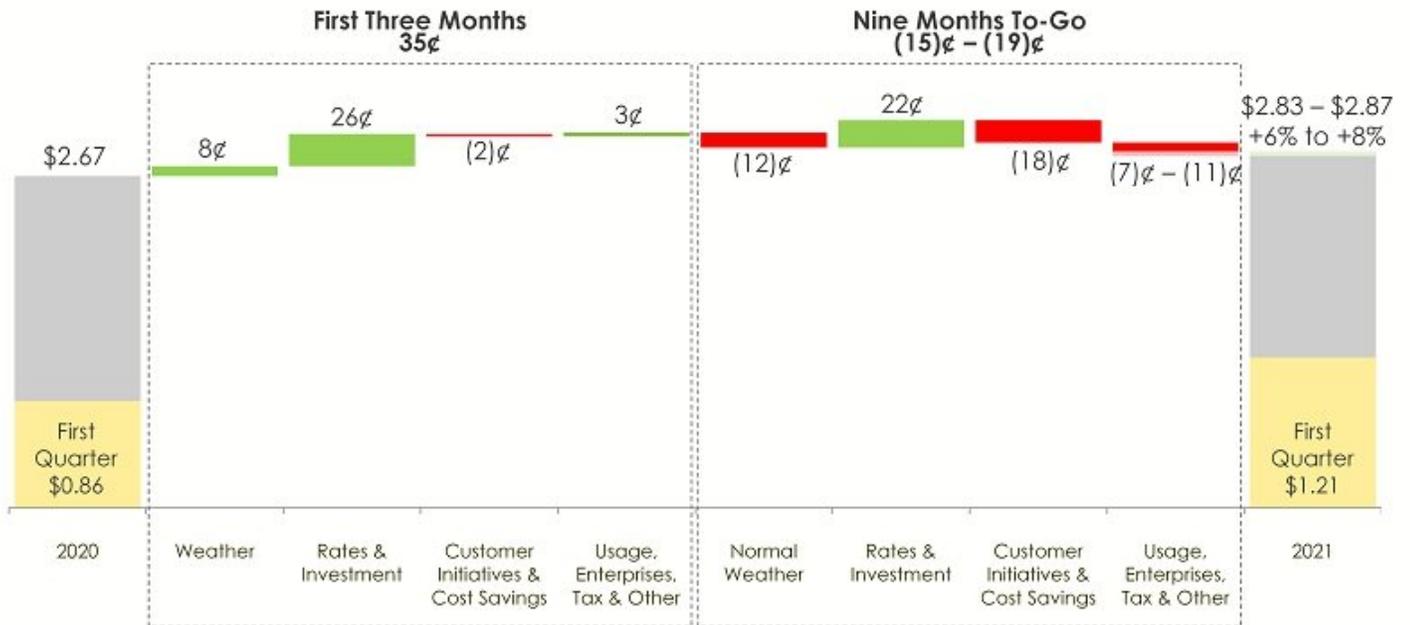
By Business Segment

	Adjusted <u>EPS</u>
Utility	\$1.16
Enterprises	0.05
EnerBank	0.11
Parent & Other	<u>(0.11)</u>
CMS Energy	<u>\$1.21</u>

Presentation endnotes are included after the appendix.

. . . driven by customer investments and sustained cost performance. 9

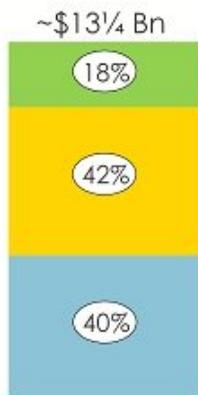
2021 Adjusted EPS . . .



. . . supports another year of 6% to 8% growth.

Utility Investment Plan

- Clean Energy Generation
- Electric
- Gas



'21-'25 Plan

Delivers:

- ✓ 40% investment in clean energy transformation^a
- ✓ >7% annual rate base growth^b
- ✓ Incentives above authorized ROE

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

Presentation endnotes are included after the appendix.

Electric Rate Case

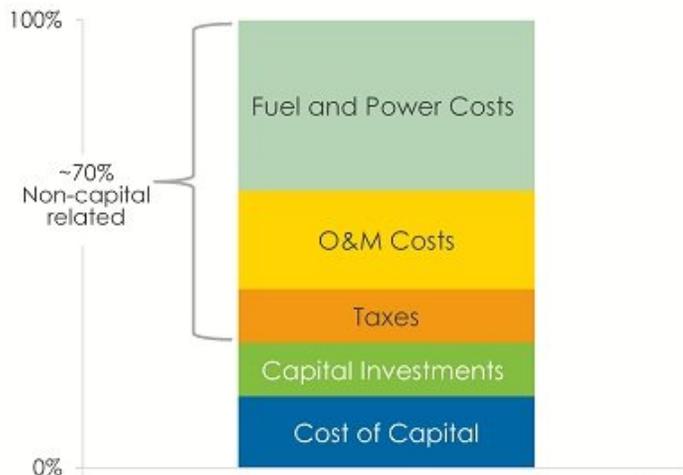
- Filed Mar. 1 for \$225 MM
- Test year ending Dec. 2022
- Seeking recovery for investments in:
 - System reliability
 - IRP solar & clean energy transformation
 - Enhanced customer experience
- Includes 10.5% ROE and 52.0% financial equity ratio
- \$12.9 Bn rate base^c
- Final order by Dec. 2021

. . . while focusing on safety, reliability and affordability.

Our Entire Cost Structure . . .



Cost Components



Estimated Cost Savings

Year	Event	Savings
2022	Palisades retirement	\$90 MM
2023	Karn 1&2 coal unit retirements (adj. O&M savings ^b)	\$30 MM
2025	MCV contract change	✓ >\$60 MM
2031 & Beyond	Campbell coal unit retirements (adj. O&M savings ^b)	\$60 MM

>\$200 MM identified future cost savings

CE residential utility bill as % of wallet at **~3%**^a
 (down 100 bps from 2007 while investing ~\$19 Bn)

PLUS CE WAY PRODUCTIVITY

Presentation endnotes are included after the appendix.

. . . offers cost reduction opportunities to maintain customer affordability.

Q&A

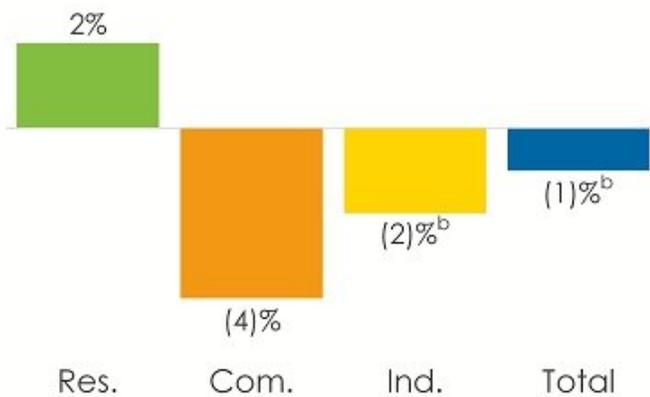
Thank You

Appendix

Utility Sales Continue to Recover . . .



Weather-Normalized Electric Deliveries^a (Q1 2021 vs. Q1 2020)



Presentation endnotes are included after the appendix.

2021 Adjusted EPS Sensitivities (1% Full Year Δ in Volume)

	<u>Electric</u>	<u>Gas</u>
Residential	4¢	2¢
Commercial	2½¢	½¢
Industrial	½¢	½¢

. . . and are supported by favorable mix.

2021 Sensitivities . . .

	<u>Sensitivity</u>	<u>Full-Year Impact</u>	
		<u>Adj. EPS</u>	<u>OCF</u>
Sales ^a		(¢)	(\$MM)
Electric (~35,200 GWh)	± 1%	± 7	± 27
Gas (~303 Bcf)	± 1	± 3	± 13
Gas Prices	± 50¢	± 0	± 60
Utility Earned ROE			
Electric	± 10 bps	± 2	± 7
Gas	± 10	± 1	± 4
Interest Rates	± 25 bps	∓ <1	∓ 1
Effective Tax Rate (12%)	± 100 bps	∓ 3	∓ 0
EE ^b Incentives (20% of spend)	± 25 MM	± 1	± 5

Presentation endnotes are included after the appendix.

. . . reflect effective risk mitigation.

Credit Metrics Maintained . . .

Consumers Energy	S&P	Moody's	Fitch
Senior Secured	A	Aa3	A+
Commercial Paper	A-2	P-1	F-2
Outlook	Stable	Negative	Stable
CMS Energy			
Senior Unsecured	BBB	Baa1	BBB
Junior Subordinated	BBB-	Baa2	BB+
Outlook	Stable	Negative	Stable
Last Review	Jan. 2021	Jul. 2020	Dec. 2020

Ratings Drivers

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

. . . at solid investment-grade levels.

Operating Cash Flow Generation . . .



Presentation endnotes are included after the appendix.

. . . remains strong and supports our capital plan.

Endnotes

Presentation Endnotes (pg 1)

Slide 3: ^aMethane emissions from our natural gas delivery system and carbon emissions company-wide ^bUBS Research, 2020 state rankings and D.C.

Slide 5: ^aMethane emissions from our natural gas delivery system and carbon emissions company-wide ^bRanked top quartile by EEI utility standards in safety performance in 2019 ^cBy CultureIQ, top quartile for U.S. utilities in 2020

Slide 7: ^aConsumers Energy emissions reductions from 2005 baseline ^bMethane emissions from our natural gas delivery system from 2012 baseline ^cFugitive methane emissions rate as measured for distribution segment

Slide 9: ^aSee GAAP reconciliation on slide 24

Slide 11: ^aIncludes electric clean generation, distribution, grid modernization and gas infrastructure modernization ^bAssumes ~\$21½ Bn rate base in 2021, \$28 Bn in 2025, CAGR ^cExcludes \$1.2 Bn of RPS renewables

Slide 12: ^a2019 Consumers Energy bill as % of Michigan household income, in current dollars. Source: Fred.stlouisfed.org, Bls.gov ^bExcludes potential fuel savings

Slide 15: ^aQ1 2021 vs. Q1 2020, year over year change in GWh, excludes ROA and other ^bExcludes one large, low-margin industrial customer

Slide 16: ^aReflects 2021 sales forecast: weather-normalized ^bEnergy Efficiency

Slide 18: ^aExcludes \$700 MM discretionary pension contributions in 2020 [non-GAAP] ^bAfter-tax

GAAP Reconciliation

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



In Millions, Except Per Share Amounts
Three Months Ended
3/31/11 3/31/10

Electric Utility		
Reported net income per share	\$ 0.34	\$ 0.41
Accounting items:		
Other exclusions from adjusted earnings	-	0.04
Tax impact	-	(*)
Voluntary separation program	-	0.05
Tax impact	-	(0.04)
Adjusted net income per share - non-GAAP	<u>\$ 0.34</u>	<u>\$ 0.44</u>
Gas Utility		
Reported net income per share	\$ 0.62	\$ 0.41
Accounting items:		
Other exclusions from adjusted earnings	-	*
Tax impact	-	(*)
Voluntary separation program	-	0.04
Tax impact	-	(*)
Adjusted net income per share - non-GAAP	<u>\$ 0.62</u>	<u>\$ 0.42</u>
Enterprises		
Reported net income per share	\$ 0.85	\$ 0.87
Accounting items:		
Other exclusions from adjusted earnings	(*)	*
Tax impact	*	(*)
Tax reform	-	(0.01)
Voluntary separation program	-	*
Tax impact	-	(*)
Adjusted net income per share - non-GAAP	<u>\$ 0.85</u>	<u>\$ 0.86</u>
Transmission		
Reported net income per share	\$ 0.11	\$ 0.05
Accounting items:		
Other exclusions from adjusted earnings	-	-
Tax impact	-	-
Adjusted net income per share - non-GAAP	<u>\$ 0.11</u>	<u>\$ 0.05</u>
Corporate Interest and Other		
Reported net loss per share	\$ (0.11)	\$ (0.09)
Accounting items:		
Other exclusions from adjusted earnings	-	(*)
Tax impact	-	*
Tax reform	-	(0.02)
Adjusted net loss per share - non-GAAP	<u>\$ (0.11)</u>	<u>\$ (0.11)</u>
Consolidated		
Reported net income per share	\$ 1.21	\$ 0.85
Accounting items:		
Other exclusions from adjusted earnings	(*)	0.04
Tax impact	*	(*)
Tax reform	-	(0.02)
Voluntary separation program	-	0.04
Tax impact	-	(0.01)
Adjusted net income per share - non-GAAP	<u>\$ 1.21</u>	<u>\$ 0.90</u>
Average Common Shares Outstanding - Diluted	<u>261.1</u>	<u>262.2</u>

* Less than \$0.01 per share.

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



	<i>In Millions, Except Per Share Amounts</i>	
	<u>Three Months Ended</u>	
	<u>3/31/21</u>	<u>3/31/20</u>
Net Income Available to Common Stockholders	\$ 149	\$ 283
<i>Reconciling items:</i>		
Other exclusions from adjusted earnings**	(1)	3
Tax impact	*	(*)
Tax reform	-	(9)
Voluntary separation program	-	11
Tax impact	-	(3)
Adjusted net income – non-GAAP	<u>\$ 148</u>	<u>\$ 285</u>
Average Common Shares Outstanding		
Basic	280.6	283.3
Diluted	293.1	285.2
Basic Earnings Per Average Common Share		
Reported net income per share	\$ 1.21	\$ 0.96
<i>Reconciling items:</i>		
Other exclusions from adjusted earnings**	(*)	0.01
Tax impact	*	(*)
Tax reform	-	(0.03)
Voluntary separation program	-	0.04
Tax impact	-	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 1.21</u>	<u>\$ 0.87</u>
Diluted Earnings Per Average Common Share		
Reported net income per share	\$ 1.21	\$ 0.85
<i>Reconciling items:</i>		
Other exclusions from adjusted earnings**	(*)	0.01
Tax impact	*	(*)
Tax reform	-	(0.03)
Voluntary separation program	-	0.04
Tax impact	-	(0.01)
Adjusted net income per share – non-GAAP	<u>\$ 1.21</u>	<u>\$ 0.86</u>

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

** Includes restructuring costs and unrealized gains or losses, recognized in net income, from mark-to-market adjustments related to CMS Enterprises' interest expense.

Management views adjusted (non-GAAP) 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, changes in accounting principles, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses, recognized in net income, from mark-to-market adjustments related to CMS Enterprises' interest expense, or other items. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for reported earnings.

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



	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	GAAP 2020 over 2019 CAGR NM	GAAP 2020 over 2019 Growth 10.5%
Reported earnings (loss) per share - GAAP	(\$0.70)	\$0.64	(\$0.44)	(\$0.41)	(\$1.02)	\$1.20	\$0.90	\$1.28	\$1.58	\$1.42	\$1.66	\$1.74	\$1.89	\$1.98	\$1.64	\$2.32	\$2.39	\$2.64		
Per tax items:																				
Electric and gas utility	0.32	(0.00)	-	-	(0.00)	0.08	0.55	0.05	-	0.27	-	-	-	0.04	-	-	0.02	0.08		
Tax impact	(0.11)	0.21	-	-	(0.01)	(0.00)	(0.22)	(0.02)	-	(0.10)	-	-	-	(0.01)	0.12 (b)	0.01	(*)	(0.02)		
Enterprises	0.65	0.97	0.06	(0.12)	1.67	(0.02)	0.14	(0.05)	*	(0.01)	*	0.05	*	*	*	0.02	*	*		
Tax impact	(0.19)	(0.35)	(0.02)	0.10	(0.42)	*	(0.06)	0.02	(0.11)	*	(*)	(0.01)	(*)	(*)	0.20 (b)	(0.02)	(*)	(0.01) (b)		
EnergyBank	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Tax impact	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01 (b)	*	-		
Corporate interest and other	0.25	(0.00)	0.06	0.45	0.17	0.00	0.00	*	-	*	*	*	*	0.02	0.01	*	0.11	(*)		
Tax impact	(0.09)	0.03	(0.02)	(0.18)	(0.49)	(0.00)	(*)	(*)	(0.01)	(*)	(*)	(*)	(*)	(0.01)	0.19 (b)	(*)	(0.00)	(0.02) (b)		
Discontinued operations (income) loss, net	(0.16)	0.02	(0.07)	(0.00)	0.40	(*)	(0.08)	0.08	(0.00)	(0.05)	*	(*)	(*)	*	*	(*)	*	*		
Asset impairment charges	-	-	2.80	1.07	0.93	-	-	-	-	-	-	-	-	-	-	-	-	-		
Tax impact	-	-	(0.88)	(0.31)	(0.33)	-	-	-	-	-	-	-	-	-	-	-	-	-		
Cumulative accounting changes	0.25	0.02	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Tax impact	(0.09)	(0.01)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Adjusted earnings per share, including MTM- non-GAAP	\$0.51	\$0.87	\$1.39	\$0.57	\$0.54	\$1.21 (a)	\$1.26	\$1.36	\$1.45	\$1.55	\$1.66	\$1.77	\$1.89	\$2.02	\$2.17	\$2.35	\$2.49	\$2.67	Adjusted 2020 over 2019 CAGR 7.3%	Adjusted 2020 over 2019 Growth 7.2%
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	NA	NA		

* Less than \$0.01 per share.

(a) \$1.25 excluding discontinued Energy operations and accounting changes related to convertible debt and restricted stock.

(b) Reflects the impact of tax reform.

CMS ENERGY CORPORATION
Reconciliation of GAAP Operating Activities
to Non-GAAP Operating Activities
(Unaudited)
(MM)



	<u>2020</u>
GAAP Net cash provided by operating activities	\$ 1,276
Add back discretionary pension contribution	<u>700</u>
Non-GAAP Net cash provided by operating activities	\$ 1,976