

**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): **February 10, 2025**



Commission File Number: 1-11607

**DTE Energy Company**

**Michigan**

(State or other jurisdiction of incorporation or organization)

**38-3217752**

(I.R.S Employer Identification No.)

**Registrants address of principal executive offices: One Energy Plaza, Detroit, Michigan 48226-1279**

**Registrants telephone number, including area code: (313) 235-4000**

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 Exchange on which Registered
Common stock, without par value	DTE	New York Stock Exchange
2017 Series E 5.25% Junior Subordinated Debentures due 2077	DTW	New York Stock Exchange
2020 Series G 4.375% Junior Subordinated Debentures due 2080	DTB	New York Stock Exchange
2021 Series E 4.375% Junior Subordinated Debentures due 2081	DTG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under Exchange Act (17 CFR 240.12b-2).

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.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**Annual Incentive Plan**

On February 10 and 11, 2025, the Organization and Compensation Committee (the O&C Committee) of the Board of Directors of the Company approved 2025 performance measures, weightings and metrics under the Company's Annual Incentive Plan (AIP).

The following table summarizes the annual measures for 2025 under the AIP for executive officers of the Company in determining their total annual incentive award:

<u>Measures</u>	<u>Weight</u>
DTE Energy Operating Earnings Per Share	20%
DTE Energy Cash From Operations	20%
Customer Satisfaction Score	15%
DTE Energy Employee Engagement-Gallup	5%
DTE Energy Safety Performance	10%
Utility Operating Excellence Index	30%

The following table summarizes the annual measures for 2025 under the AIP for executive officers of DTE Vantage in determining their total annual incentive award:

<u>Measures</u>	<u>Weight</u>
DTE Energy Operating Earnings Per Share	10%
DTE Vantage Operating Earnings	30%
DTE Vantage Cash From Operations	5%
DTE Vantage Employee Engagement-Gallup	5%
DTE Vantage/Energy Safety Performance	10%
DTE Vantage Business Optimization & Development Index	40%

Based on market comparisons, each officer position is assigned a target award expressed as a percentage of base salary. For 2025, target awards for DTE Energy and DTE Vantage's named executive officers (executive officers who will appear in the summary compensation table of DTE Energy's 2025 Proxy Statement) range from 75% to 145%, including Mr. Norcia, the Company's Chairman and Chief Executive Officer. Award amounts paid to each AIP participant are determined as follows: (1) the executive's most recent year-end base salary is multiplied by an AIP target award percentage to arrive at the target award; (2) the overall performance payout percentage, which can range from 0% to 200%, is determined based on final results compared to threshold, target and maximum levels for each measure; and (3) the target award is then multiplied by the performance payout percentage to arrive at the final award amount.

---

## **Long-Term Incentive Plan**

On February 10 and 11, 2025, the O&C Committee approved 2027 performance measures, weightings and metrics for executive officers, including the named executive officers, under the DTE Energy Company Long Term Incentive Plan (LTIP). The LTIP, which was approved by our shareholders, rewards long-term growth and profitability by providing a vehicle through which officers, other key employees and outside directors may receive stock-based compensation. Stock-based compensation directly links individual performance with shareholder interests. Based on market comparisons, each officer position is assigned a target award expressed as a percentage of base salary. The target award may be modified by the O&C Committee and is then delivered in the form of restricted stock and performance shares. For long term incentive awards granted in 2025, which pay out in 2028, targets for these officers range from 190% to 625%, including the Chairman and Chief Executive Officer.

**Performance shares:** Performance shares entitle the executive to receive a specified number of shares, or a cash payment equal to the fair market value of the shares, or a combination thereof, depending on the level of achievement of performance measures. The performance measurement period for the 2027 award is January 1, 2025 through December 31, 2027. Payments earned under the 2027 award can range from 0% to 200% of target, based upon achievement of performance measures. The two measures and weightings for executive officers of DTE Energy are: (1) total shareholder return vs. total shareholder return of peer group companies (80%) and (2) DTE Energy 3-year cumulative operating EPS (20%). The four measures and weightings for executive officers of DTE Vantage are: (1) total shareholder return vs. total shareholder return of peer group companies (40%); (2) DTE Energy 3-year cumulative operating EPS (10%); (3) DTE Vantage long-range earnings growth (25%); and (4) DTE Vantage long-term business optimization (25%).

---

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 14, 2025

DTE Energy Company  
(Registrant)

/s/Diane M. Antishin

Diane M. Antishin

Senior Vice President - Human Resources and Chief Diversity  
and Inclusion Officer