

### **Summary of Code of Conduct Revisions**

On January 17, 2018, the Boards of Directors of CMS Energy Corporation and Consumers Energy Company (collectively, the “Company”), upon the recommendation of the Governance and Public Responsibility Committees, approved the CMS Energy 2018 Code of Conduct and Guide to Ethical Business Behavior (“CMS Energy Code”) and the EnerBank USA 2018 Code of Conduct and Guide to Ethical Business Behavior (“EnerBank Code,” collectively, the “2018 Codes”).

The CMS Energy Code applies to all employees of the Company (including the chief executive officer, chief financial officer, and principal accounting officer and controller or persons performing similar functions).

The 2018 Codes revised the prior codes in order to: 1) add an access to facilities provision; 2) incorporate minor policy changes; and 3) revise the introduction messages. The 2018 Codes will be effective January 17, 2018.

The CMS Energy Code and EnerBank Code policy changes are highlighted below:

- Access to Facilities provision – This policy is new and requires employees to swipe badges prior to accessing a company facility. In addition to ensuring that only authorized personnel have access to company facilities, the measure also allows the company to have a baseline of employees at a location in the event of an emergency.
- Managing Records provision – This policy was updated to align with the new Information Governance policy that was implemented in 2017.
- Harassment provision – This policy was updated to clarify the language related to the prohibition of sexual or romantic relationships between leaders and subordinates. In this update, a sexual or romantic relationship within a chain of command is prohibited for both leaders and employees.
- Corporate Political Activity provision – This policy was updated to clarify the distinction between lobbying requirements and political activities at both the state and federal level, as well as to reinforce the importance of aligning with Governmental Affairs.
- Charitable Donations provision – This policy was updated to require employees to confirm that the Company is not in active negotiations with a vendor prior to soliciting for a donation. The intent with this change is to minimize the risk of a potential conflict of interest.
- Weapons provision – This policy was updated to expand the exceptions to include company property required by FERC to be held open to the public for recreational use, including hunting.

In addition to the above changes, the EnerBank Code also contains the following updates:

- Vendor Management and Relationships with Strategic Partners provision – This policy was renamed the Third Party Risk Management and Relationships with Strategic Partners provision.
- Disability Accommodation provision – This policy was updated to align with the language in the CMS Energy Code.

The foregoing summary of the amendments is subject to and qualified in its entirety by reference to the full text of the 2018 Codes, which are located in the Compliance and Ethics section of the Company's website at [www.cmsenergy.com](http://www.cmsenergy.com).