

**AMENDED AND RESTATED CHARTER OF THE  
COMPENSATION AND HUMAN RESOURCES COMMITTEE  
OF THE BOARDS OF DIRECTORS OF CMS ENERGY CORPORATION AND  
CONSUMERS ENERGY COMPANY (the “Corporation”)\***

**\*As Amended and Restated January 18, 2017**

**Purpose and Responsibilities**

The Compensation and Human Resources Committee (“Committee”) is an independent forum for determining the appropriateness of the Corporation’s executive compensation structure, benefit and compensation plans and critical human resource programs.

The Committee will:

- Review and approve the Corporation's executive compensation structure and policies, including the establishment and adjustment of executive officers’ base salaries, annual and long-term incentive targets and incentive payments consistent with the achievement of such total pay opportunity to ensure competitiveness, the ability to attract and retain, internal equity and risk control;
- Review and approve the grant of stock, and other stock-based awards pursuant to the Corporation's incentive plans, and the terms thereof, including the vesting schedule, performance goals, exercisability and term, to the Corporation's employees, including officers;
- Review and approve corporate financial and business goals and target awards pursuant to the Corporation’s incentive plans, and approve the payment of performance bonuses to employees, consistent with achievement of such goals;
- Set the Chief Executive Officer’s (“CEO”) compensation level based among other things on the Board’s evaluation of the CEO’s overall performance;
- Review and approve Officer stock ownership guideline policy and compliance;
- Review and discuss with management the Corporation’s Compensation Discussion & Analysis (“CD&A”) and make recommendations to the Board regarding the information to be included in the CD&A in the Corporation’s annual proxy statement or other applicable Securities and Exchange Commission (“SEC”) filing;
- Prepare a report for inclusion in the Corporation’s proxy statement or other applicable SEC filing in accordance with SEC rules and regulations;
- Review and recommend to the Board incentive compensation plans, equity-based plans, tax-qualified retirement and investment plans, supplemental benefit plans, including supplemental executive retirement plans, deferred compensation programs, as well as

employment, separation, and change-in-control severance agreements. The Committee also recommends amendments to these plans and agreements except for certain amendments that are delegated to the officers or administrators specified under the terms of the plans;

- Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees;
- Review and approve proposals regarding other compensation, perquisites and benefit programs, plans and guidelines;
- Recommend candidates for officer positions to the Board for annual or ad hoc election as officers;
- Human Capital Strategy, including:
  - Review and advise the Board concerning the Corporation's management succession plan, including long-range plans for development and selection of key managers and plans for emergency succession in case of unexpected disability or departure of a senior executive officer;
  - Review organizational and leadership development plans and programs, as well as programs designed to identify, attract and retain high potential employees;
  - Review of and compliance with the Corporation's diversity programs;
  - other human resource programs having significant change, or effect on operations;
- Review the potential risks associated with the Corporation's compensation policies and practices. Review summary of key terms and conditions of non-executive incentive plans. Review management's assessment of the likelihood that the Corporation's incentive compensation plans will have a material adverse impact on the Corporation;
- Consider shareholder votes (and other factors it deems relevant) in discharging its responsibility with respect to executive compensation programs and arrangements; and
- Perform other functions assigned to the Committee under the terms of the Corporation's employee benefit and compensation plans.

### **Miscellaneous**

The Committee will:

- The Committee will have at least two members who are appointed by the Board.
- The Committee will meet as needed, but at least twice a year.

- The Committee is authorized to confer with Corporation management, other employees and retain outside consultants to the extent it may deem necessary or appropriate to fulfill its duties. The Committee has sole discretion to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee and to the extent any such consultant, counsel or adviser performs services for the Corporation they must be pre-approved by the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other adviser retained by the Committee. In the event that the Committee retains a compensation consultant, independent legal counsel or other adviser, the Committee will perform independence assessments to ensure that conflicts of interest do not exist.

### **Additional Information**

Certain information common to the operations and responsibilities of all Board Committees are included in the Corporation's Corporate Governance Principles, which are incorporated in this Charter by reference.