

**AMENDED AND RESTATED CHARTER OF THE FINANCE 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 Finance Committee (“Committee”) helps ensure the Corporation’s long-term success by overseeing issues related to corporate finance. The Committee advises the Board and management on a wide range of topics, such as the Corporation’s financial strategy, position, policies and activities. The Committee helps Directors stay accountable to shareholder interests by focusing on financial issues.

The Committee will:

- Approve short- and long-term financing plans, including the sale or repurchase of common equity, preferred equity and long-term debt and recommend that the Board adopt resolutions to execute those plans;
- Approve financial policies relating to cash flow, capital structure, and dividends and recommend that the Board adopt resolutions to execute those plans, as appropriate, and recommend Board action to declare dividends;
- Review, at least annually, the Financial Authorities Policy that sets out the Board/Committee approval requirements for various financial transactions and recommend appropriate changes to the Board as needed;
- Review potential project investments and other significant capital expenditures in order to recommend to the Board the financial feasibility of such investment or expenditure and monitor the status/progress of the significant capital projects; and
- Review at least annually the (i) actuarial assumptions and funding status of the defined benefit retirement program funds and their impact on the financial statement, and (ii) the investment performance, funding, and asset allocation policies for funded employee benefit plans.

Miscellaneous

The Committee will:

- Have at least two members who are appointed by the Board.
- Will meet as needed, but at least twice a year.

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.