

**AMENDED AND RESTATED CHARTER OF THE
GOVERNANCE, SUSTAINABILITY AND PUBLIC RESPONSIBILITY COMMITTEE
OF THE BOARDS OF DIRECTORS OF CMS ENERGY CORPORATION AND
CONSUMERS ENERGY COMPANY (the “Corporation”)***

***As Amended and Restated January 17, 2018**

Purpose and Responsibilities

The Governance, Sustainability and Public Responsibility Committee (“Committee”) 1) oversees the Corporate Governance Principles, governance issues and related policies and procedures; 2) identifies candidates for membership on the Board and its Committees; 3) assesses Board and Committee performance, independence, compensation, composition and procedures; 4) reviews public responsibility matters; 5) oversees sustainability matters; and 6) reviews the Codes of Conduct.

Establish Corporate Governance Principles/Review Governance Issues

The Committee will:

- Recommend the Corporate Governance Principles for Board approval;
- Review the Corporate Governance Principles on an ongoing basis, recommending revisions as appropriate;
- Monitor conformity of the practices of the Board with the Corporate Governance Principles; and
- Review all shareholder proposals, including those related to corporate governance, environmental and corporate social responsibility issues and make recommendations to the Board.

Identify Candidates

The Committee will:

- Seek candidates to serve on the Board consistent with criteria approved by the Board;
- Recommend a slate of Board candidates for election at each shareholders meeting;
- When a vacancy occurs on the Board (either due to a Director departure or an increase in Board membership), recommend a Director candidate to fill the vacancy, or determine not to fill the vacancy, and recommend reducing the size of the Board;
- Consider Director candidates nominated by shareholders if they: are submitted in writing to the Secretary of the Corporation within the required time frame preceding the shareholders meeting; include the candidate’s written consent to serve; and include relevant information about the candidate as provided in the Bylaws and as determined by the Committee;
- Assess, on a regular basis, the qualifications needed by the Board in light of the Board’s current composition and recommend changes to the Board when appropriate; and
- Determine from time to time other criteria for selection and retention of Board members.

Assess Performance

The Committee will:

- Annually review the performance of the Committees, and report the results to the Board;
- Recommend ways for the Board to enhance its overall performance and effectiveness;
- Review the Board's and its Committees' structure and operation, size, charters, composition, Committee Chairmanships and compensation (including compensation of the Presiding Director and Chairman of the Board), and recommend to the Board changes when appropriate;
- Annually review each Director's compliance with the Director Stock Ownership Guidelines;
- Periodically evaluate the Board and Committee retirement policy and rotation and tenure practices and recommend modifications, as appropriate, to the Board;
- Oversee new Director orientation and continuing education for existing Directors;
- Review and approve requests by Directors to join additional for-profit boards or serve on the audit or compensation committees of any for-profit board;
- Review and recommend to the Board a Director's request to serve on more than three audit committees of any for profit boards; and
- Review resignations of Directors due to a change in their principal occupation/retirement from principal occupation, unavailability for active participation or failure to receive a Majority Vote and make recommendations to the Board to address these issues.

Review Public Responsibility Matters

The Committee will:

- Review the Corporation's stakeholder outreach, stewardship and corporate social responsibility strategies to help develop and shape public policies relevant to the Corporation's business operations;
- Review, revise as needed, and approve the Corporation's political and charitable contributions policy; and
- Review political and charitable contributions made on behalf of the Corporation, including payments to tax-exempt organizations, and report to the Board, and recommend Board approval of political contributions as required.

Oversee Sustainability Matters

The Committee will:

- Review, at least annually, the Corporation's programs, practices and strategies on sustainability matters;
- Review the Corporation's sustainability reporting as it relates to engagement with shareholders; and
- Make recommendations to the Board with respect to sustainability matters as appropriate.

Review Directors' Code of Conduct and Employee Code of Conduct and Guide to Ethical Business Behavior

The Committee will:

- Review the Directors' Code of Conduct and the Employee Code of Conduct and Guide to Ethical Business Behavior on a periodic basis and recommend changes, as appropriate, to the Board; and
- Recommend actions to the Board in situations where Directors may have violated the Directors' Code of Conduct.

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.
- Retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

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.