

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
CMS Energy Corporation		38-2726431	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
CMS Energy Investor Relations	517-788-2590	investrel@cmsenergy.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
One Energy Plaza (EP 10-203)		Jackson, MI 49201	
<b>8</b> Date of action		<b>9</b> Classification and description	
2/28/2022		Distribution on common stock	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
125896100		CMS	

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► On February 28, 2022, CMS Energy Corporation ("CMS") paid a quarterly distribution of \$0.46 per share to its shareholders of record as of February 11, 2022.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► The character of a distribution as either a dividend or return of capital for federal income tax purposes depends on CMS's actual earnings and profits for the 2022 calendar year. The information set forth in this final, revised form for the 2022 tax year is based on earnings and profits as reported on CMS's final 2022 tax return and may differ from previously posted information on the CMS website which was based on estimated amounts. This final, corrected form for the 2022 tax year is filed in accordance with applicable Treasury regulations.

Based on the actual earnings and profits, as reported by CMS on its final 2022 tax return, 5% of the distributions paid on February 28, 2022 are not dividends and will be treated as a return of capital to the extent of the shareholders's tax basis. Tax basis in the common shares will be reduced by the amount of the nontaxable portion of the distribution. Any amount in excess of a shareholder's tax basis will be treated as gain for U.S. federal income tax purposes. Shareholders should consult their own tax advisors to determine the income tax consequences of their specific situation. CMS is providing this Form for informational purposes only and not as legal or tax advice.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► Pursuant to Internal Revenue Code sections 301(c) and 316(a), the taxability of the distribution is based on CMS's earnings and profits computed for U.S. federal income tax purposes. CMS's actual earnings and profits, as reported by CMS on its final 2022 tax return, support the disclosure that 5% of the February 28, 2022 distribution is a nontaxable return of capital to the extent of the shareholder's tax basis.

**Part II** **Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► Internal Revenue Code sections 301(c) and 316(a).

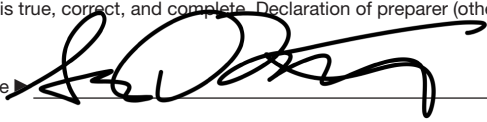
**18** Can any resulting loss be recognized? ► N/A

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► Shareholders should consult their own tax advisors to determine the income tax consequences of their specific situation. CMS is providing this form for informational purposes only and not as legal or tax advice.

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ► 09/11/2023

Print your name ► Scott McIntosh

Title ► VP, Controller and CAO

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.