

Amended Form 8937 for August 31, 2023 Distribution

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
CMS Energy Corporation		38-2726431	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
CMS Energy Investor Relations	517-788-2590	investrel@cmsenergy.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
One Energy Plaza (EP 10-203)		Jackson, MI 49201	
8 Date of action		9 Classification and description	
8/31/2023		Distribution on common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 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 August 31, 2023, CMS Energy Corporation ("CMS") paid a quarterly distribution of \$0.4875 per share to its shareholders of record as of August 4, 2023.

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 estimate of earnings and profits for the full year. The information set forth in this form is based on estimates as of the date the form is posted to CMS's public website. Estimates can change throughout the year and, if they do, CMS will file a corrected form for impacted distributions pursuant to applicable Treasury Regulations.

Based on the current estimates, approximately 100% of the distributions paid on August 31, 2023 are not dividends and will be treated as a return of capital to the extent of the shareholders' 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.

This amended Form 8937 supersedes the prior Form posted for the August 31, 2023 distribution.

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 estimated current and accumulated earnings and profits applicable to 2023 distributions supports the disclosure that 100% of the August 31, 2023 distribution is a nontaxable return of capital to the extent of the shareholders' 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 ▶

1/11/2024

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.