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

Report of Organizational Actions
Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
Consumers Energy Company	38-0442310

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
1/1/2023	Distribution on preferred stock

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
210518304		CMS-PB	

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 January 1, 2023, Consumers Energy Company ("Consumers") paid a quarterly distribution of $1.125 per share to its shareholders of record as of December 5, 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 Consumers' 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 Energy Corporation's public website. Estimates can change throughout the year and, if they do, Consumers 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 January 1, 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 preferred 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. Consumers 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 Consumers' earnings and profits computed for U.S. federal income tax purposes. Consumers' estimated current and accumulated earnings and profits applicable to 2023 distributions supports the disclosure that 100% of the January 1, 2023 distribution is a nontaxable return of capital to the extent of the shareholders' tax basis.

For Paperwork Reduction Act Notice, see the separate Instructions.   Cat. No. 37752P   Form **8937** (12-2017)

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).

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18   Can any resulting loss be recognized? ▶   N/A

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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. Consumers is providing this form for informational
purposes only and not as legal or tax advice.

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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 ▶ *[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.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054