



A

# Investor Meetings August 31 – September 6, 2017



MERS



This presentation is made as of the date hereof and contains "forward-looking statements" as defined in Rule 3b-6 of the Securities Exchange Act of 1934, Rule 175 of the Securities Act of 1933, and relevant legal decisions. The forward-looking statements are subject to risks and uncertainties. All forward-looking statements should be considered in the context of the risk and other factors detailed from time to time in CMS Energy's and Consumers Energy's Securities and Exchange Commission filings. Forward-looking statements should be read in conjunction with "FORWARD-LOOKING STATEMENTS AND INFORMATION" and "RISK FACTORS" sections of CMS Energy's and Consumers Energy's Form 10-K for the year ended December 31, 2016 and as updated in subsequent 10-Qs. CMS Energy's and Consumers Energy's "FORWARD-LOOKING STATEMENTS AND INFORMATION" and "RISK FACTORS" sections are incorporated herein by reference and discuss important factors that could cause CMS Energy's and Consumers Energy's results to differ materially from those anticipated in such statements. CMS Energy and Consumers Energy undertake no obligation to update any of the information presented herein to reflect facts, events or circumstances after the date hereof.

The presentation also includes non-GAAP measures when describing CMS Energy's results of operations and financial performance. A reconciliation of each of these measures to the most directly comparable GAAP measure is included in the appendix and posted on our website at <u>www.cmsenergy.com</u>.

CMS Energy provides historical financial results on both a reported (GAAP) and adjusted (non-GAAP) basis and provides forward-looking guidance on an adjusted basis. During an oral presentation, references to "earnings" are on an adjusted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, regulatory items from prior years, or other items. Management views adjusted earnings as a key measure of the company's present operating financial performance and uses adjusted earnings for external communications with analysts and investors. Internally, the company uses adjusted earnings to measure and assess performance. Because the company is not able to estimate the impact of specific line items, which have the potential to significantly impact, favorably or unfavorably, the company's reported earnings in future periods, the company is not providing reported earnings guidance nor is it providing a reconciliation for the comparable future period earnings. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for the reported earnings. References to earnings guidance refer to such guidance as provided by the company on July 28, 2017. Similarly, management views the ratio of Funds From Operations (FFO)/Average Debt as a key measure of the company does not establish its target FFO/Average Debt ratio based on a specific target numerator and target denominator, the company is unable to provide a reconciliation to a comparable GAAP financial measure. Adjusted weather-normalized earnings are provided to show the impact of deviations from normal weather.

Investors and others should note that CMS Energy routinely posts important information on its website and considers the Investor Relations section, <a href="http://www.cmsenergy.com/investor-relations">www.cmsenergy.com/investor-relations</a>, a channel of distribution.





## **CMS Energy Coal Reduction**



### **Future Opportunities**

	Pre - C	lassic 7	Post -	Classic 7	Wind, Filer City, & Potential Coal Shutdown				
	Gwh	<u>% Coal</u>	Gwh	<u>% Coal</u>	<u> </u>	<u>% Coal</u>			
Coal	10,245		8,851		6,181				
Other	12,417		12,417		<u>15,207</u>				
Total	22,662	45%	21,268	42%	21,388	29%			
PPAs*	19,495	(21)	<u>19,495</u>	(20)	<u>19,495</u>	(14)			
Total	<u>42,157</u>	24%	<u>40,763</u>	22%	<u>40,883</u>	<u></u>			

\* PPAs uniquely large - - built by CMS <u>AND</u> controlled (most of the energy) by CMS.

# The Consumers Energy Way....





... a culture of continuous improvement.





. . . with a sustainable future.





#### ... continues to drive sustainable growth, with upside opportunities.

## **Ten-year Customer Investment Plan...**





... with opportunities to expand to \$21 - \$25 billion. 10

## **O&M Cost Performance Helps to Fund...**

**New Annual Cost Savings** Actual Cost Reduction (Peers 2016 over 2006) Three-Year Avg 2014 2017 - 2016 - 2019 Good Business Decisions (MM) (MM) \$ - 16 \$ - Attrition 16 - 20 Productivity (Coal →Gas) 5 Enhanced capitalization - 10 4 Smart Meters - 4 5 Peer Average ~4½% "Consumers Energy Way" Work Management & - 15 20 Eliminate Waste Increases Mortality, Disc. Rates, & +200 Other Consumers Service Upgr./Inflation + 30 +10 -3% a year **Net savings \$ - 35** 20 -**Percent savings** > 3% 2% Source: SNL, Form 1, Electric Non-fuel O&M, Consumers Internal

... needed customer investments. <sup>11</sup>

CMS ENERGY



#### ... investments with no block equity.

## Managing Work Every Year...

CMS ENERGY



# Renewables...

#### Wind

- Cross Winds II
   Expected COD: Jan 2018
   44 MW
- Cross Winds III
  - Expected COD: Jan 2020
  - 76 MW



#### Proposed New Tariff

- Large industrial program
- Purchase 20% to 100% of energy use
- Fully bundled service
- 3 to 20 year contracts with competitive fixed prices



CMS ENERGY

Solar Gardens

**PLANET** 

- Residential rooftop solar program
- MPSC evaluating net metering



#### ... building a clean future for our state.



<sup>b</sup> Includes Classic 7, includes PPA contracts cJ Excludes Classic 7, includes PPA contracts

<sup>d</sup> Based on ten-year plan with opportunities

#### ... AND adding more clean renewables.

## CLean AND "Lean" Energy Portfolio ....







CMS ENERGY



aJAdjusted EPS (non-GAAP)

# *2017 EPS* ....

CMS ENERGY

	First Half Flat	Six Months To Go 12¢ - 16¢ 6% - 8%
\$2.02 First Half \$1.04	4¢ 3¢ 4¢ (11)¢ Managing Work Our Model Customer base rates <2%	$\begin{array}{c} 12 \not c - 16 \not c \\ \hline 7 \not c \\ \hline (7) \not c \\ \hline \\ \hline \\ Second Half 2016 Discretionary Activities \\ Debt Pre-funding & 4 \not c \\ Foundation & Low Income & 5 \\ Other & 5 \\ Other & 5 \\ SubTotal & 14 \not c \\ 2017 Cost Savings & Other & (2) \not c - 2 \not c \\ Total & 12 \not c - 16 \not c \\ \hline \\ \end{array}$
2016	Weather & Cost Rates & Economy, Storms Savings Investment Enterprises, & Other	Absence of Rates & Cost 2017 2016 Investment Savings & Weather Other

a Adjusted EPS (non-GAAP)

#### .... guidance reaffirmed.

## 2017 Outlook . . .







		Full Yea	ar Impact
	<u>Sensitivity</u>	EPS	OCF
Sales <sup>a</sup>			(MM)
<ul> <li>Electric (37,031 GWh)</li> </ul>	<u>+</u> 1%	<u>+</u> 5¢	<u>+</u> \$ 20
• Gas (307 Bcf)	<u>+</u> 5	<u>+</u> 7	<u>+</u> 30
Gas prices (NYMEX)	<u>+</u> 50¢	<del>-</del> 0	<del>∓</del> 55
ROE (planned)			
• Electric (10.1%)	<u>+</u> 10 bps	<u>+</u> 1½	<u>+</u> 7
• Gas (10.1%)	<u>+</u> 10	<u>+</u> ½	<u>+</u> 3
Interest Rates	<u>+</u> 100 bps	<del>-</del>	<del>∓</del> 7
Energy Waste Reduction <sup>b</sup>	+ 1/2%	+ 2	+ 8

a Reflect 2017 sales forecast; weather adjusted b Full-year impact at \$16 mil

... reflect strong risk mitigation.

Adjusted EPS (non-GAAP) **Operating cash flow (MM) Dividend payout ratio** Customer price (excl. fuel) Electric Gas FFO/Average debt (non-GAAP)

**Customer investment (Bn)** 





## **Credit Ratings...**

CMS ENERGY



## *New Energy Law...*

CMS ENERGY



... strengthens our Plan <u>AND</u> benefits our customers.



## Another Step Towards Clean & Lean ....





... savings beneficial to customers <u>AND</u> investors. 26

## Potential Tax Reform ....

### Assumptions

CMS ENERGY

### Impact

- Lower federal tax rate at 15% (vs 35%)
- Loss of interest deductibility on all debt (may be less/better)
- Loss of state income tax
   deductibility
- Retention of property tax deductibility

• 100% asset expensing



#### ... can be accretive and reduce rates.

## *"DIG" (750 MW) & Peakers (200 MW)...*

CMS ENERGY



... capacity contracted for 2017.

Appendix

## Modular Customer Investment Plan...





a Plan assumes a modular renewable build-out with individual projects less than \$200 million.

## Economic Development Growth...





#### ... is strong and diversified.





CMS Energy EVP and CFO	2017
ITC Holdings Corp. - CFO (2014 – 2016) - VP, Finance & Treasurer (2012 – 2014)	2012 – 2016
Exelon Corporation Asst. Treasurer & Dir. Corp. Finance & Financial Strategy	2009 – 2012
Lazard Frères & Co. LLC VP, M&A	2007 – 2009
Banc of America Securities VP, Global Investment Banking	2003 – 2007
Harvard Business School, MBA Amherst College, BA	

**GAAP Reconciliation** 



#### CMS ENERGY CORPORATION Earnings Per Share By Year GAAP Reconciliation (Unaudited)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
Reported earnings (loss) per share - GAAP	(\$0.30)	\$0.64	(\$0.44)	(\$0.41)	(\$1.02)	\$1.20	\$0.91	\$1.28	\$1.58	\$1.42	\$1.66	\$1.74	\$1.89	\$1.98
Pretax items:														
Electric and gas utility	0.32	(0.60)	-	-	(0.06)	0.08	0.55	0.05	-	0.27	-	-	-	0.04
Taximpact	(0.11)	0.21	-	-	(0.01)	(0.03)	(0.22)	(0.02)	-	(0.10)	-	-	-	(0.01)
Enterprises	0.93	0.97	0.06	(0.12)	1.67	(0.02)	0.14	(0.05)	*	(0.01)	*	0.05	*	*
Taximpact	(0.19)	(0.35)	(0.02)	0.10	(0.42)	*	(0.05)	0.02	(0.11)	*	(*)	(0.02)	(*)	(*)
Corporate interest and other	0.25	(0.06)	0.06	0.45	0.17	0.01	0.01	*	-	*	*	*	*	0.02
Taximpact	(0.09)	0.03	(0.02)	(0.18)	(0.49)	(0.03)	(*)	(*)	(0.01)	(*)	(*)	(*)	(*)	(0.01)
Discontinued operations (income) loss, net	(0.16)	0.02	(0.07)	(0.03)	0.40	(*)	(0.08)	0.08	(0.01)	(0.03)	*	(*)	(*)	*
Asset impairment charges	-	-	2.80	1.07	0.93	-	-	-	-	-	-	-	-	-
Taximpact	-	-	(0.98)	(0.31)	(0.33)	-	-	-	-	-	-	-	-	-
Cumulative accounting changes	0.25	0.02	-	-	-	-	-	-	-	-	-	-	-	-
Taximpact	(0.09)	(0.01)	-	-	-	-	-	-	-	-	-	-	-	-
Adjusted earnings per share, including MTM - non-GAAP	\$0.81	\$0.87	\$1.39	\$0.57	\$0.84	\$1.21 (a)	\$1.26	\$1.36	\$1.45	\$1.55	\$1.66	\$1.77	\$1.89	\$2.02
Mark-to-market		0.04	(0.65)	0.80										
Taximpact		(0.01)	0.22	(0.29)										
Adjusted earnings per share, excluding MTM - non-GAAP	NA	\$0.90	\$0.96	\$1.08	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

\* Less than \$0.01 per share.

(a) \$1.25 excluding discontinued Exeter operations and accounting changes related to convertible debt and restricted stock.

# CMS ENERGY

#### CMS ENERGY CORPORATION Earnings By Quarter and Year GAAP Reconciliation (Unaudited)

(In Millions, Except Per Share Amounts)					
	1Q	2Q	3Q	4Q	YTD Dec
Reported net income - GAAP	AAP \$164 y - * d other * (*)		\$186	\$77	\$551
Pretax items:					
Electric and gas utility	-	-	11	*	11
Tax impact	-	-	(4)	(*)	(4)
Enterprises	*	*	*	1	1
Tax impact	(*)	(*)	(*)	(*)	(*)
Corporate interest and other	*	*	2	5	7
Tax impact	(*)	(*)	(1)	(2)	(3)
Discontinued operations (income) loss	*	*	(*)	(*)	*
Adjusted income - non-GAAP	\$164	\$124	\$194	\$81	\$563
Average shares outstanding, basic	276.7	278.2	278.2	278.3	277.9
Average shares outstanding, diluted	277.9	279.3	279.2	279.3	278.9
Reported earnings per share - GAAP	\$0.59	\$0.45	\$0.67	\$0.28	\$1.98
Pretax items:					
Electric and gas utility	-	-	0.04	*	0.04
Tax impact	-	-	(0.01)	(*)	(0.01)
Enterprises	*	*	*	*	*
Corporate interest and other	*	*	*	0.02	0.02
Tax impact	(*)	(*)	(*)	(0.01)	(0.01)
Discontinued operations (income) loss	*	*	(*)	(*)	*
Adjusted earnings per share - non-GAAP	\$0.59	\$0.45	\$0.70	\$0.29	\$2.02

(In Millions, Except Per Share Amounts)	2017	
	1Q	2Q
Reported net income - GAAP	\$199	\$92
Pretax items:		
Electric and gas utility	-	-
Enterprises	*	*
Tax impact	(*)	(*)
Corporate interest and other	1	1
Tax impact	(*)	(1)
Discontinued operations loss	*	*
Adjusted income - non-GAAP	\$200	\$92
Average shares outstanding, basic	278.9	279.5
Average shares outstanding, diluted	279.9	280.3
Reported earnings per share - GAAP	\$0.71	\$0.33
Pretax items:		
Electric and gas utility	-	-
Enterprises	*	*
Corporate interest and other	*	*
Tax impact	(*)	(*)
Discontinued operations loss	*	*
Adjusted earnings per share - non-GAAP	\$0.71	\$0.33

Note: Year-to-date (YTD) EPS may not equal sum of quarters due to share count differences.

\* Represents net (after-tax) impact of less than \$500 thousand or \$0.01 per share (unless segment is specifically referenced by tax impacts).



#### CMS Energy Reconciliation of Gross Operating Cash Flow to GAAP Operating Activities (unaudited) (mils)

	2015		2016		2017		2018		2019		2020		2021
Consumers Operating Income + Depreciation & Amortization	\$	1,866	\$	2,037	\$	2,134	\$	2,246	\$	2,547	\$	2,678	\$ 2,816
Enterprises Project Cash Flows		20		46		58		58		53		53	 54
Gross Operating Cash Flow	\$	1,886	\$	2,083	\$	2,192	\$	2,304	\$	2,600	\$	2,731	\$ 2,870
Other operating activities including taxes, interest payments and working capital		(246)		(454)		(542)		(554)		(750)		(781)	(820)
Net cash provided by operating activities	\$	1,640	\$	1,629	\$	1,650	\$	1,750	\$	1,850	\$	1,950	\$ 2,050



#### CMS Energy Corporation Reconciliations of GAAP Net Income to Non-GAAP Adjusted Net Income (Unaudited)

	In Millions, Except Per Share Amour Three Months Ended Six Months Ended									
June 30		2017		2016		2017		2016		
Net Income Available to Common Stockholders	\$	92	\$	124	\$	291	\$	288		
Reconciling Items:										
Discontinued Operations Loss		*		*		*		*		
Restructuring Costs and Other		1		*		2		*		
Tax Impact		(1)		(*)		(1)		(*)		
Adjusted Net Income - Non-GAAP Basis	\$	92	\$	124	\$	292	\$	288		
Non-Normal Weather Impacts		10		(15)		72		39		
Tax Impact		(4)		6		(28)		(15)		
Adjusted Weather-Normalized Net Income - Non-GAAP Basis	\$	98	\$	115	\$	336	\$	312		
Average Number of Common Shares Outstanding										
Basic Diluted		280 280		278 279		279 280		277 279		
		280		219		280		219		
Basic Earnings Per Average Common Share										
Net Income Per Share as Reported	\$	0.33	\$	0.45	\$	1.04	\$	1.04		
Reconciling Items:										
Discontinued Operations Loss		*		*		*		*		
Restructuring Costs and Other		*		*		*		*		
Tax Impact		(*)		(*)		(*)		(*)		
Adjusted Net Income - Non-GAAP Basis	\$	0.33	\$	0.45	\$	1.04	\$	1.04		
Non-Normal Weather Impacts		0.03		(0.06)		0.26		0.14		
Tax Impact		(0.01)		0.02		(0.10)		(0.06)		
Adjusted Weather-Normalized Net Income - Non-GAAP Basis	\$	0.35	\$	0.41	\$	1.20	\$	1.12		
Diluted Earnings Per Average Common Share										
Net Income Per Share as Reported	\$	0.33	\$	0.45	\$	1.04	\$	1.04		
Reconciling Items:										
Discontinued Operations Loss		*		*		*		*		
Restructuring Costs and Other		*		*		*		*		
Tax Impact		(*)		(*)		(*)		(*)		
Adjusted Net Income - Non-GAAP Basis	\$	0.33	\$	0.45	\$	1.04	\$	1.04		
Non-Normal Weather Impacts		0.03		(0.06)		0.26		0.14		
Tax Impact		(0.01)		0.02		(0.10)		(0.06)		
Adjusted Weather-Normalized Net Income - Non-GAAP Basis	\$	0.35	\$	0.41	\$	1.20	\$	1.12		
	-						-			







# **OUR MODEL; OUR PLAN**

OUTPERFORMED FOR A DECADE: NEXT DECADE EVEN BRIGHTER

- 15 year track record (+7% EPS<sup>ª</sup>, OCF, and dividend growth)
  - Capex -- \$18 billion, 100% organic (\$3 - \$7 billion capex opportunities)
  - Self-funded -- No block equity dilution!
  - Best cost performance in sector (Down 3%/year since 2006)

### The "Consumers Energy Way"

- Safety: Every day is a safe day
  - Quality: We get it right the first time
  - Cost: We see and eliminate waste
  - Delivery: We get it done on time
  - Morale: We are proud to serve
  - .... a culture of continuous improvement.

# September 2017



References to earnings guidance refer to such guidance as provided by the company on July 28, 2017.