

Europe Investor Meetings March 2024





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 most recent Form 10-K and as updated in reports CMS Energy and Consumers Energy file with the Securities and Exchange Commission. 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.

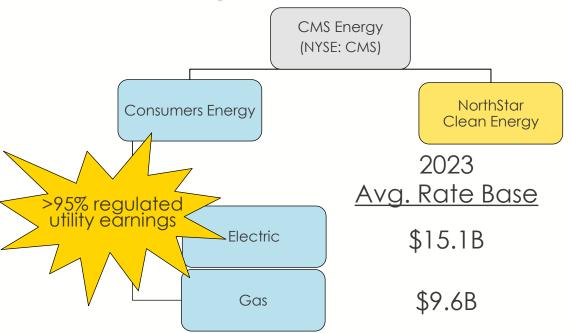
The presentation also includes non-GAAP measures when describing CMS Energy's results of operations and financial performance. A reconciliation of each of these measures to the most directly comparable GAAP measure is included in the appendix and posted on our website at www.cmsenergy.com.

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

CMS Energy Overview



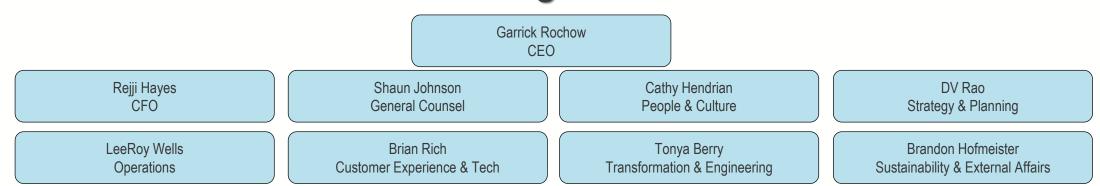
Corporate Structure



Key Information

*					
2023 Financial Statistics					
>8,300	Based in Jackson, MI Employees (44% unionized) ^a				
\$7.5B	Revenue				
\$907M	Adjusted net income ^b				
21 years	Industry-leading financial performance				
6% to 8%	Long-term adj. EPS ^b growth				
~60% ^c	Payout ratio over time				

Senior Management Team



Consumers Energy Positioned Well . . .



Service Territory

- Electric Utility
 - 1.9M electric customers
 - 9,260 MW of capacity
- Gas Utility
 - 1.8M gas customers
 - 309 Bcf gas storage
- Serving 6.8M Michigan residents

Planet Goals^a

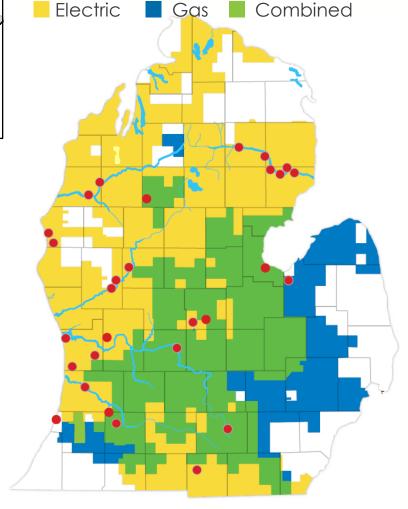
- Exit coal in 2025
- Net zero methane emissions by 2030
- Net zero carbon emissions by 2040
- Net zero GHG emissions by 2050



>1,300

MW

of new or expanding load since 2015^b



Electric generation and battery storage facilities

NorthStar Clean Energy Provides Clean Solutions . . . CMS EVERGY



Renewable Platform^a

- 368 MW of wind (OH, TX)
- 64 MW of biomass (MI, NC)
- 210 MW of solar (AR, MI, WI)

Dearborn Industrial Generation (DIG) & Other

- >1,000 MW in MI (including DIG & Peakers)
- Upside: tightening capacity markets with future retirements

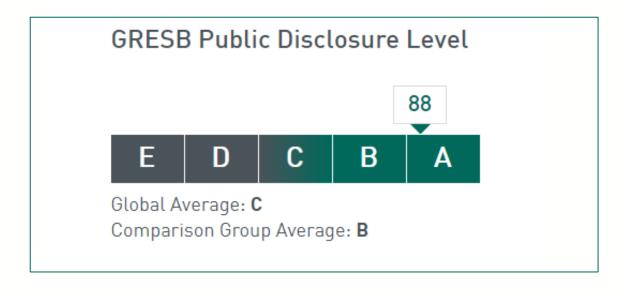


Our Commitment to Sustainability . . .











ESG Disclosures are Transparent . . .





- CMS Energy & Consumers Energy Websites
- SEC Filings (<u>10-K</u> & <u>Proxy</u>)
- Carbon Disclosure Project
 - Report Scope 1, 2 & 3 Emissions
 - Water
- Climate Assessment Report
 - Considers TCFD Guidelines
- <u>Biodiversity Report</u>
- Sustainability Report
- DE&I Website
- <u>EEO1 Report</u>

- SASB Index (Electric Utilities & Power Generation)
- SASB Index (Gas Utilities & Distributors)
- TCFD Index
- Global Reporting Initiative (GRI) Index
- Global Reporting Initiative (GRI) Human Capital Data
- Political Engagement
- Climate Change Risk, Vulnerability and Resiliency Report



Investment Thesis . . .







Leader





Excellence through the **CE WAY**









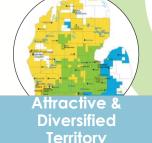




Constructive **Legislation &** Regulation



Top-tier regulatory jurisdiction^a





Affordable Prices

Over two decades of industry-leading financial performance

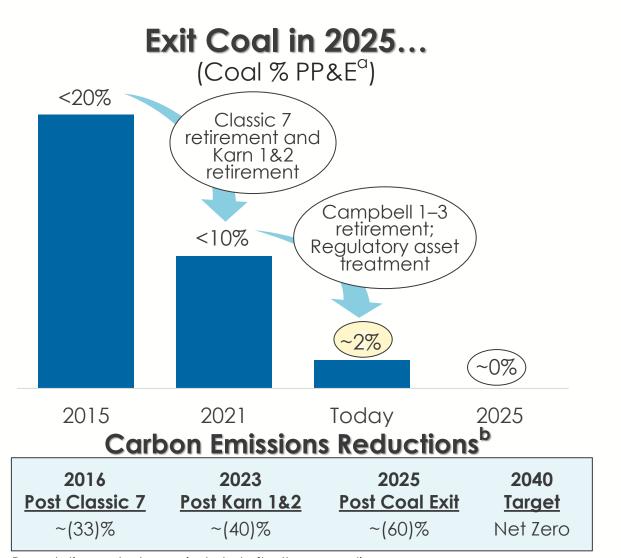


Premium total shareholder return

6% to 8% adjusted EPS growth + ~3% dividend yield

Our Clean Energy Transformation . . .





...While Ensuring Reliability

- Purchase ~1.2 GW of existing gas capacity (Covert)
- Maintain ~1.2 GW of peaking capacity through 2031 (Karn 3&4)
- Ongoing Energy Efficiency and Demand Response efforts
- Add 8 GW of solar and >0.5 GW of battery storage by 2040 through IRP
- 100% clean energy mandate by 2040 (includes renewables, gas w/ CCS and nuclear)

Infrastructure Renewal is Necessary . . .



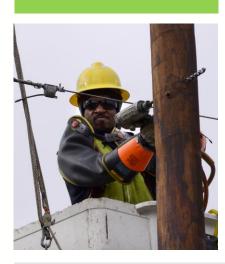
\$7B Electric
Reliability Roadmap

5-yr plan
Including up to 400
miles per year of
undergrounding



New Energy Legislation

Provides capital opportunity to meet 60% Renewable Portfolio Standard by 2035 and 100% Clean Energy Standard by 2040







Acquisition of ~1.2 GW of existing gas Zero coal generation beyond 2025 Add ~800 MW of battery storage by 2030 25 years of main replacement through Enhanced Infrastructure Replacement Program

Electric Reliability Roadmap . . .

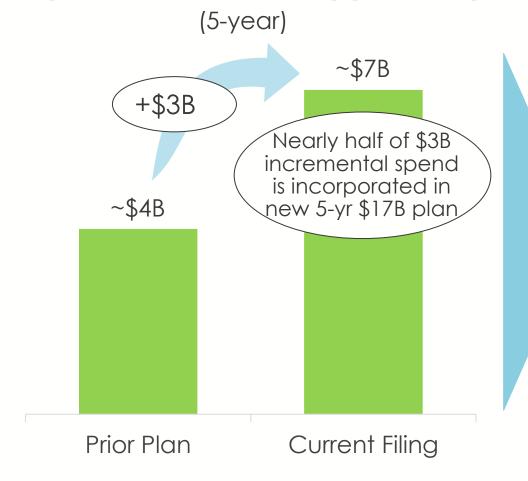


10 mile

undergrounding

pilot approved

Capital Investment Opportunity



Actions & Customer Benefits

Actions:

- Vegetation management to a 7-year trim cycle
- Up to 400 miles of annual undergrounding,
- Replace > 20K poles per year
- Rebuild ~10% of substations within 5 years
- Updated design standards & construction
- Advanced technology & grid automation

Customer Benefits (Short & Long-Term):

- Fewer and shorter power outages
- Delivering reliability performance into the 2nd quartile of utilities^a
- No outage will affect > 100K customers
- No customer will be without power for more than 24 hours

~90% of customers in 2023 were restored in <24 hours

Presentation endnotes are included after the appendix.

... improves reliability, resiliency, and supports a modernized grid.

New Michigan Energy Legislation . . .



<u>Key Items</u>	<u>Prior Law</u>	<u>New Law^a</u>	
 Renewable Portfolio Standard Next Renewable Energy Plan (REP) filing (H2 2024) 	15% by 2021 in Michigan	60% by 2035 in MISO (50% by 2030)	✓ Mainto affordo
 Clean Energy Standard (incl. renewables, gas w/ CCS, or nuclear) Next Integrated Resource Plan filing	NA	100% by 2040 (80% by 2035)	✓ Ensure resour
 Financial Compensation Mechanism (FCM) on PPAs 	After-tax WACC on regulatory capital structure (~5.6%)	Pre-tax WACC on permanent capital structure (~9%)	electric ✓ Enhan recov
 Energy Efficiency (EE) Incentive Annual energy waste reduction 	20% incentive / up to 2% YoY load reduction	25% incentive / >2.17% YoY load reduction	✓ Enhan
 2.5 GW Battery Storage State Target 	NA (550 MW planned by 2040)	800 MW by 2030	✓ Increa

Benefits

- ains customer dability
- es continued irce adequacy
- ırbonizes ic supply
- nces certainty of very
- nced FCM & entives
- ased capital investment opportunity

Presentation endnotes are included after the appendix.

. good for all stakeholders & accelerates the Clean Energy Transformation. $_{\scriptscriptstyle{13}}$

Michigan's Strong Regulatory Environment . . .

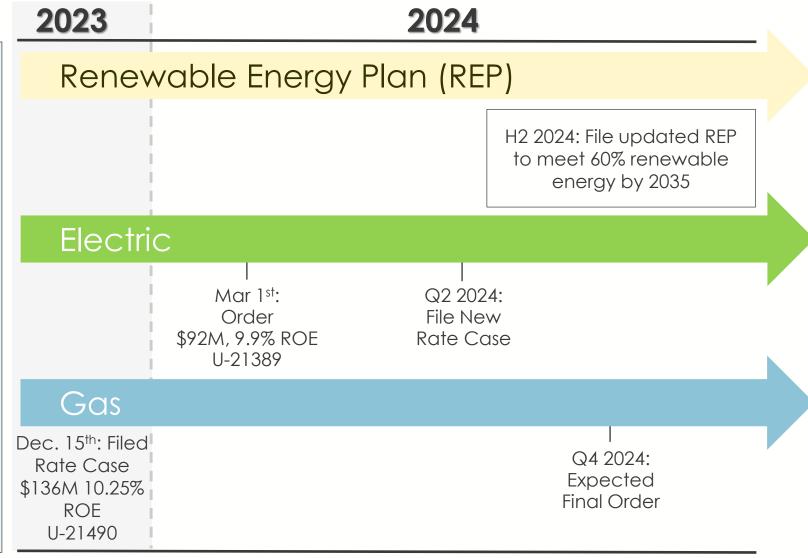


Supportive Energy Policy

- Timely recovery of investments
 - Forward-looking test years/earn authorized **ROEs**
 - 10-month rate cases
 - Monthly fuel adjustment trackers (PSCR/GCR)

Supportive incentives

- ✓ Constructive ROEs for Renewable Portfolio Standard
- Energy efficiency incentive
- ✓ FCM adder on PPAs
- **Appointed commissioners**
- Enhanced w/ 2023 Energy Legislation



De-risking Inflationary Pressures . . .



Near-term Risk Mitigation

Global Risks	<u>Countermeasures</u>
Labor	 ✓ Manageable wage inflation (>40% unionized)
	√ ~95% non-union retention rate ^a
	✓ Manageable supply chain risk
Materials	√ ~90% of material costs capitalized
	✓ Modular solar build-out
	 ✓ Owned generation hedges market volatility
Commodities	✓ Manageable power supply costs
	✓ Leverage gas storage assets

Episodic Cost Savings

<u>Year</u>	<u>Event</u>	<u>Savings</u>
√ 2022	Palisades retirement	>\$90M
√ 2023	Karn 1&2 coal unit retirements ^t	° \$30M
√ 2025	MCV contract change	>\$60M
2025	Campbell coal unit retirement	s ^b >\$60M
>\$2	00M identified future cost so	avings

~\$220M in *CE WAY* savings since 2020

Expansive Economic Development Efforts . . .



Switch

World-Renowned Data Center

Corning Incorporated

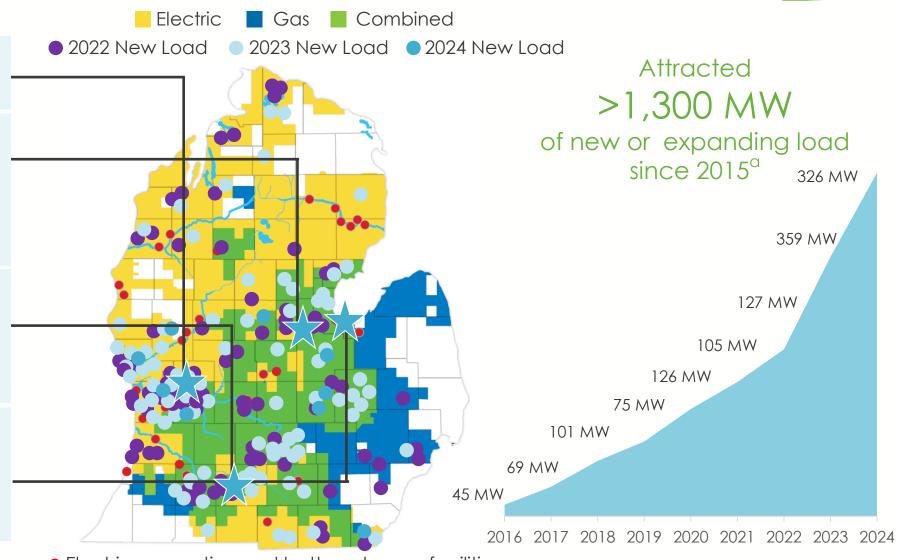
Leading Provider of Polysilicon ~\$900M investment ~1,100 jobs

Ford Blue Oval Battery Park

Multinational Auto Manufacturer ~\$2,600M investment ~1,700 jobs

Gotion

Global EV Battery Manufacturer ~\$2,400M investment >2,000 jobs



Presentation endnotes are included after the appendix. Electric generation and battery storage facilities

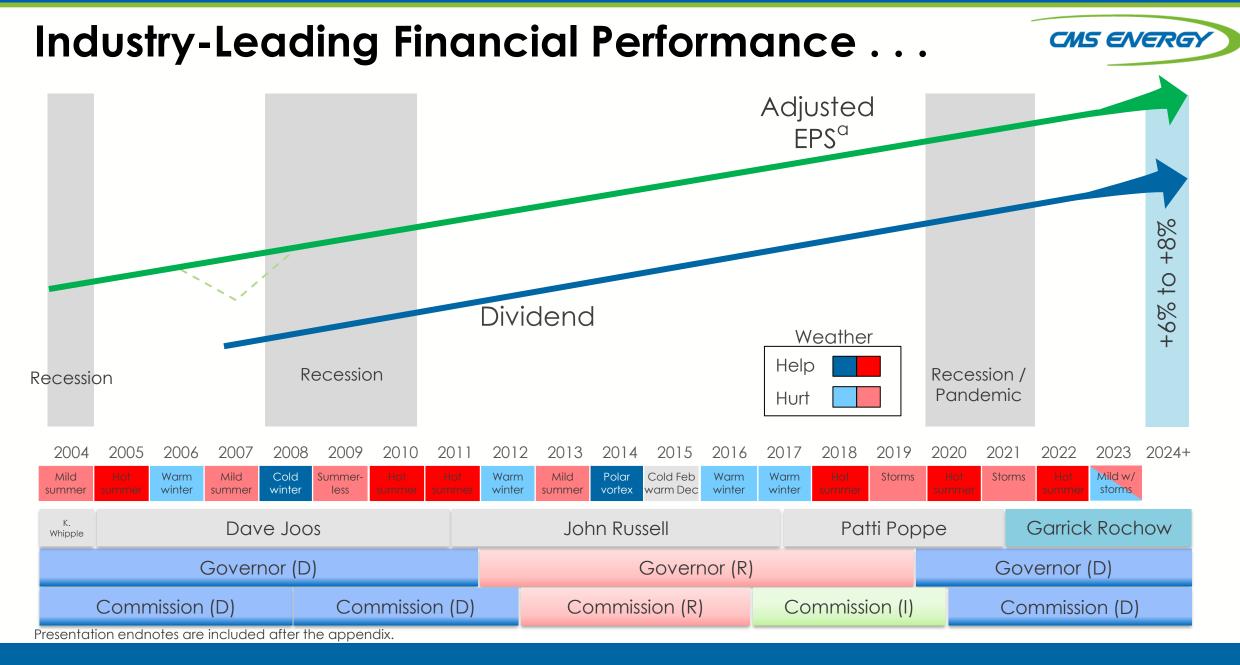
... drive growth across Michigan and reduce customer rates.

Strong Balance Sheet . . .



Consumers Energy	S&P	Moody's	Fitch	Key Strengths
Senior Secured	А	A1	A+	✓ Forward-looking recovery
Commercial Paper	A-2	P-2	F-2	✓ Constructive rate construct
Outlook	Stable	Stable	Stable	✓ Strong operating cash flow generation
CMS Energy				
Senior Unsecured	BBB	Baa2	BBB	✓ 100% fixed rate debt
Junior Subordinated	BBB-	Baa3	BB+	✓ Hybrid debt (w/equity credit)
Outlook	Stable	Stable	Stable	✓ Limited near-term maturities
Last Review	√Aug. 2023	√May 2023	√ Jan. 2023	

... maintains credit metrics and solid investment-grade ratings.







Net Zero Targets



2030

Net zero methane emissions for our gas delivery system



2040

Net zero carbon emissions for our electric business (includes PPAs and market purchases)



2050

Net zero GHG emissions for our entire business

Proof Points

Today

- ✓ Retired Karn 1 & 2 coal units, 515 MW
- ✓ Acquired existing ~1.2 GW CCGT
- ✓ Grew VGP^a Program to ~365 MW
- ✓ Approved for ~\$11M in low-carbon energy infrastructure grants for RNG facilities
- ✓ Heartland wind COD 2023, 201 MW

2025

Retire Campbell 1-3 coal units (exit coal) • ~60% carbon emissions reduction^b

Future

- 8 GW of solar and 2.5 GW of demandside resources
- Accelerate vintage main and service replacements
- Renewable natural gas (RNG) and hydrogen fuel mix opportunities

Michigan Energy Legislation: 100% clean energy mandate by 2040, 60% renewable energy mandate by 2035

2023 Asset Mix...



Total	PP&E
(\$M)	(%)

Electric		
Generation	\$4,155	17%
Coal	400	~2%
Wind, solar, hydro	2,245	9
Gas & other	1,510	6
Distribution	8,899	35
Other	<u>737</u>	_3
Total electric	\$13,791	~55%
Gas		
Distribution	\$5,887	23%
Transmission	2,503	10
Underground storage facilities	1,145	5
Other	<u>412</u>	<u>2</u>
Total gas	\$9,947	40%
Other non-utility property	\$34	<1%
NorthStar Clean Energy	\$1,300	5%
Plant, property, and equipment, net	\$25,072	100%

A Just Transition Out of Coal . . .



We Have Done This Before

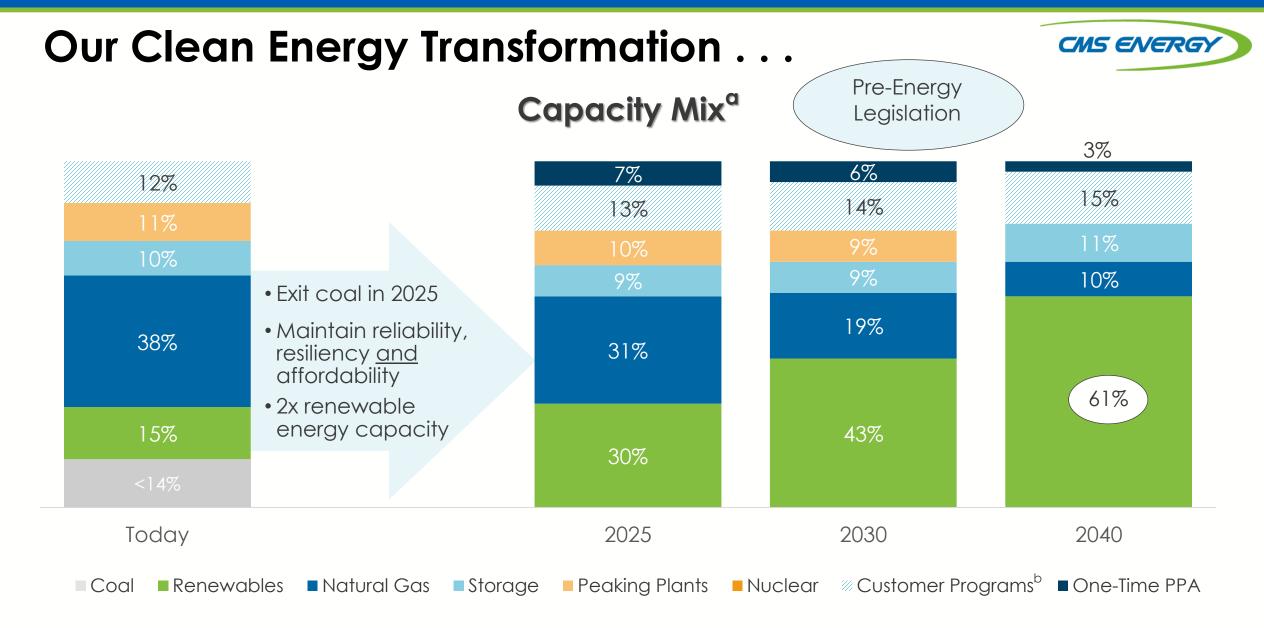
- ✓ Nine coal units retired to date
- ✓ Clear and ongoing communication with affected communities and stakeholders
- ✓ Co-workers provided retention incentives and placement plans for employees
- ✓ Work to redevelop communities and assist in the transition of local economies





Proven Examples

- Coal plant decommissioning included:
 - ✓ Environmental abatement
 - ✓ Dismantlement and demolition
 - ✓ Preparation of sites for redevelopment and other economic opportunities
- Environmental efforts included restoring areas around the facilities including:
 - ✓ Coal ash ponds
 - Creating new habitats for bees, butterflies and waterfowl



Our Energy Supply^a Will Be Cleaner . . .

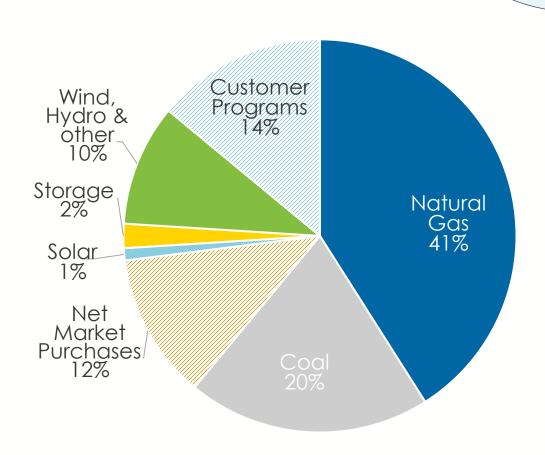


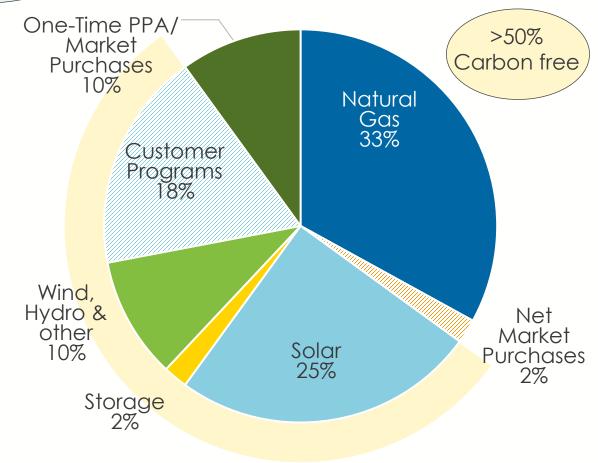




Future Energy Mix (2031)

(Post-MCV PPA Expiration)





Our VGP^a Renewable Programs . . .



Large Customer Program

Large Customer Renewable Energy Program

- >450MW subscribed of >1,000 MW approved
- Planned expansion as demand grows
- 10 to 20-year contract options
- PPA with ~9% FCM and rate base opportunity



Other Programs

(Available to Residential and Commercial)

MI Clean Air

- >650 residential and business customers enrolled
- Open to natural gas and combination customers
- Allows customers to pay for certified carbon-reducing projects

Solar Gardens (Utility-Led Community Solar)

- 4.5 MW subscribed capacity and actively pursuing sites for additional 5.5 MW that are preapproved
- ~97% subscribed (~2½K customers)

Sunrise

- 50 customers enrolled designed to aid income qualified customers achieve green goals
- Subscription cost covered by grants through non-profit organizations

Decarbonization of Gas Infrastructure . . .



Net zero methane by 2030...

- >100 miles/yr main replacement
- ~5.5K/yr vintage services replacement
- Renewable natural gas (RNG) as clean fuel replacement
- ~1% energy efficiency (~\$90M/yr)
 - Pre-tax incentive ~\$18M/yr
- Reducing methane emissions by ~80% with RNG offset on system to reach net zero

Methane Emissions Reductions^a

2015	2023	2027	2030
<u>Actual</u>	<u>Actual</u>	<u>Estimate</u>	<u>Target</u>
(22)%	>(25)%	(50)%	Net Zero

...with additional opportunities.

- New Michigan Energy Legislation 100% Clean Energy (renewables, gas w/ CCS and nuclear) by 2040
- Largest LDC underground storage in U.S. (309) Bcf)
 - 15 gas storage fields, 8 compressor stations and ~150K horsepower for system reliability/resiliency and mitigate gas price volatility
- Potential to deploy hydrogen and CCUS
- Partnering with EPRI/GTI and utilities across the world to study the expansion of RNG and hydrogen

Energy Waste Reduction Program...



Energy Efficiency Programs

- √ ~\$6.3B of customer savings on energy bills since 2009
- √ ~6,600 GWh of reduced usage since 2009 equivalent to ~1 power plant^a
- √ ~34K/yr appliances recycled and ~100K/yr residential rebates provided

\$1 of spend is equal to ~\$1.50 customer savings



11th year

Electric

- ~2% annually
- Next 5 years:
 - Spend ~\$210M/yr
 - Pre-tax incentive ~\$42M/yr

Gas

- ~1% annually
- Next 5 years:
 - Spend ~\$90M/yr
 - Pre-tax incentive ~\$18M/yr

Received U.S. Environmental Protection Agency's 2023 ENERGY STAR ® Partner of the Year – Sustained Excellence Award

Presentation endnotes are included after the appendix.

 \dots extend clean energy options and help keep our customer bills affordable. $_{27}$

Goal to Power > 1M EVs by 2030 . . .





1M EVs by 2030 could add \sim 5% to \sim 10% growth to today's electric load (roughly half in plan)

PowerMIDrive | Residential

PowerMIDrive **Public Charging**



- ~31K EVs in Consumers Energy territory today ~3x the that of 2020
- >80% of all charging is off-peak with best in class >90% residential off-peak
- >50 EV fast chargers installed and working to rebate ~80 more
- >60% of National Electric Vehicle Infrastructure (NEVI) awards granted by the state are at 26 sites in Consumers Energy territory
- Targeting 200 EV charges, including 100 fast charges, across the Lower Peninsula of Michigan
- Powered by an entirely carbon-neutral grid by 2040 one of the nation's fastest timetables

Committed to Physical Safety . . .



Safety Performance

(Recordable Safety Incidents)



2023

- >50% reduction in high-risk injuries vs. 2022 3rd year in a row of reduction in high-risk injuries
- Safety performance awarded for executive and employee compensation for 2nd year in a row
- Proactive, risk-based injury program in partnership with EEI and other utilities



Cyber and Physical Security Program . . .



Program Focus & Approach

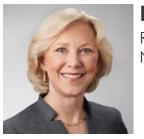
- Protect critical infrastructure, customer data and employee safety
- Dedicated team monitors environment and regularly shares threat information with peers, and state and federal partners
- Company projects are reviewed against Security standards to ensure cyber and physical requirements are included
- Conduct regular drills, exercises, vulnerability assessments, and penetration tests to assess the security of our systems
- Conduct monthly phishing tests through "Don't Take the Bait" program
- Annual co-worker training related to awareness, risk prevention and detection, event management and policy compliance

Robust Corporate Governance

- Board oversight of security risks including cyber and physical security, compliance and data privacy
- Company-wide phishing tests & department updates
- 2 Board members with security experience



Myrna Soto >20 years of IT & security experience



Deborah Butler Retired CIO from Norfolk Southern





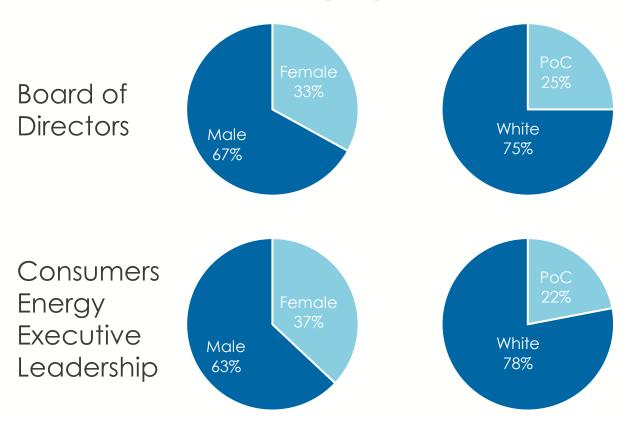
Visit Our Scorecard



DE&I Strategy and Movement . . .



Diversity by the Numbers



Our commitment to DE&I begins with our CEO who pledged to take action to advance diversity and inclusion in the workplace through the CEO Action for Diversity and Inclusion™ coalition a national effort that brings corporate leaders together to address DE&I at the societal level, driving action and meaningful change



Our Supplier Diversity Initiatives . . .









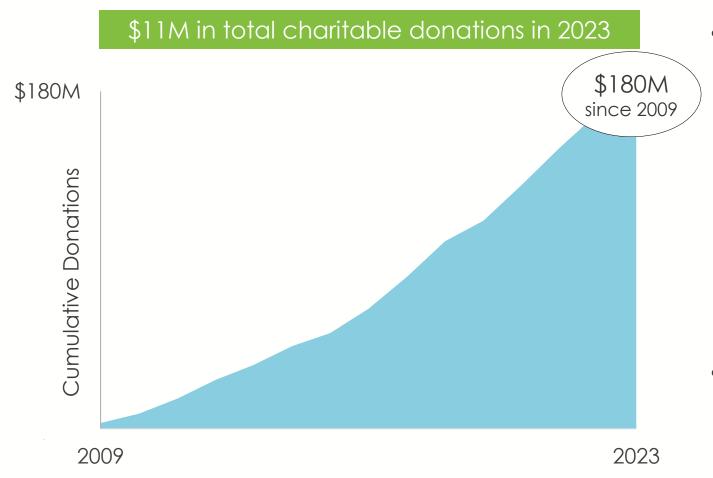
2023 Key Wins

- ✓ Increased annual spend with diverse suppliers by 3x since the inception of the program
- ✓ Exceeded Tier II target of \$100M and increased suppliers reporting Tier II spend by 20%
- ✓ Added new requirement that all large contract awards <u>must</u> include language in contracts requiring vendors to report Tier II spend
- √ >1K companies in our diverse supplier universe, up 30% since 2022

Continued Corporate Giving . . .



Charitable Organizations^a



Highlights

- \$7.8M donated through Consumers Energy Foundation
 - \$1.5M in signature grants focused on neighborhood revitalization, providing economic security for community members, protecting endangered species and restoring natural green spaces.
 - \$200K for the DE&I Grantmaking program to support DE&I initiatives across the state
- \$755K donated by employees and retirees as part of the annual company-wide United Way campaign

We're Helping Michigan Thrive . . .



Competitive Advantages in the State

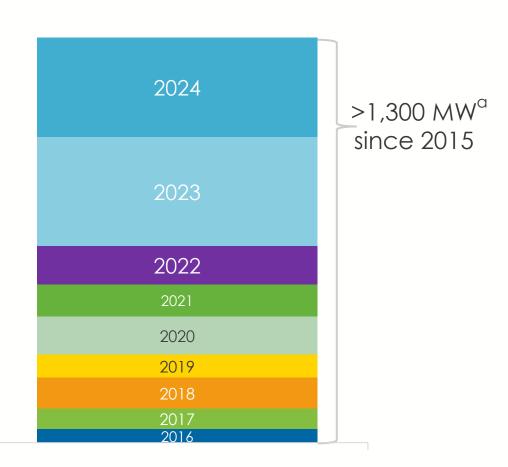
- √ \$1B of state incentives
- ✓ Energy intensive economic development rate
- ✓ 2023 (6th consecutive year in a row) Editor's Choice Top Utility
 - Business Facilities





In 2023, new and expanding load expected to attract ~\$6B Michigan investment and ~5K jobs

New and Expanding Load



Exceptional Board Governance . . .





Members

Gender, racial & ethnic 42% diversity

92% Independent

JOHN RUSSELL



KURT DARROW



MYRNA SOTO



GARRICK ROCHOW



WILLIAM HARVEY



JOHN SZNEWAJS



JON BARFIELD





RALPH IZZO SUZANNE SHANK



RONALD TANSKI



DEBORAH BUTLER

LAURA WRIGHT



Diverse, Engaged and Experienced Board . . .



Demographics

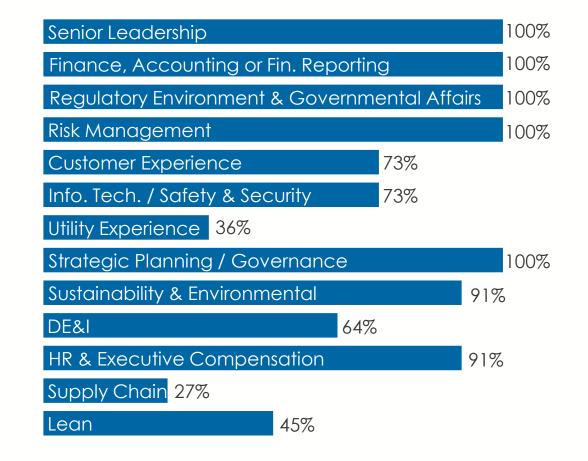
Experience

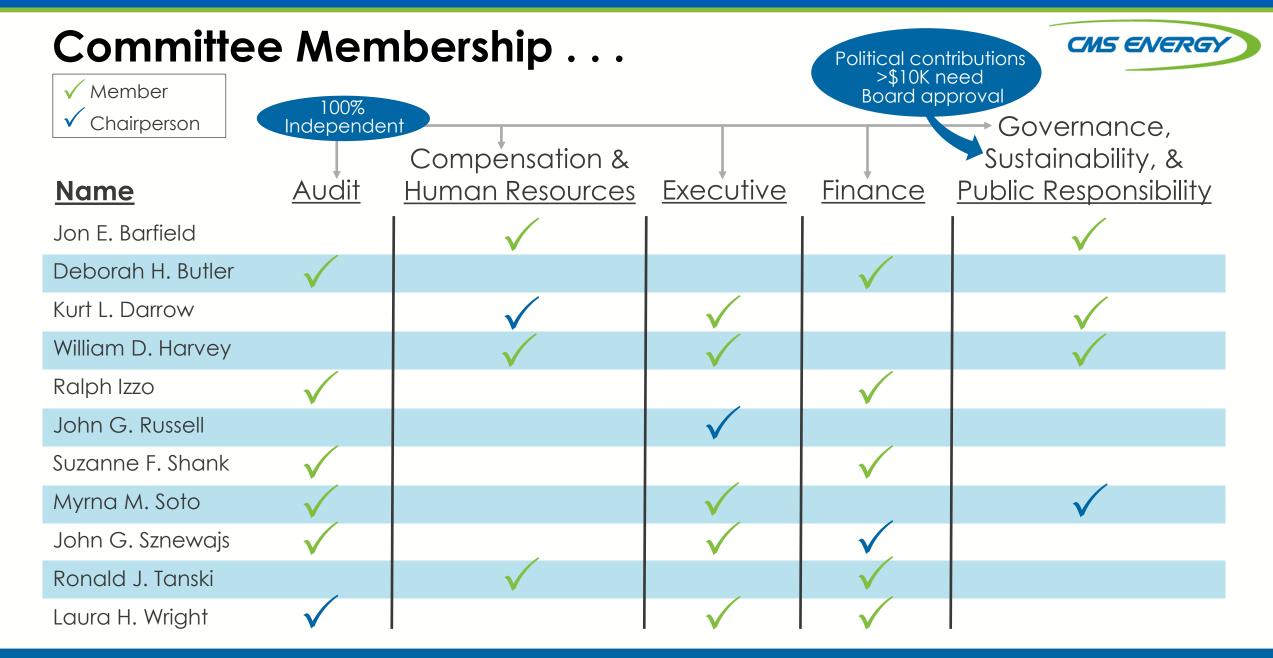
64 Average age (49 – 72 yrs. old)

33% Female

25% Ethnically Diverse

42% Gender, racial & ethnic diversity



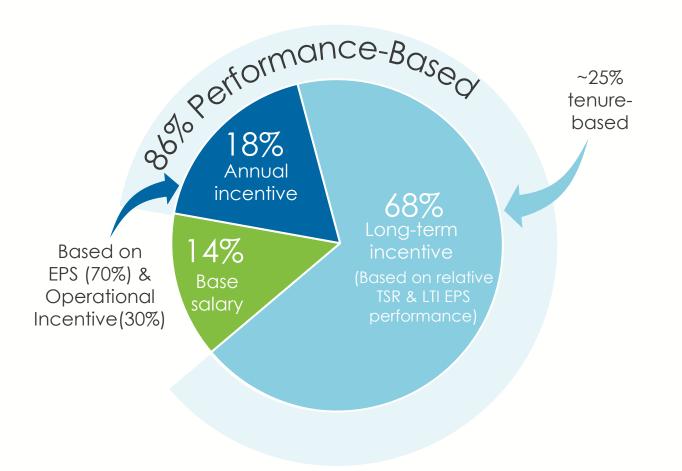


... is focused on key strengths of each Board member.

CEO Compensation...



Compensation Mix for CEO



Operational Goals

Culture Index

Employee Safety

- Customer Experience Index
- Electric Reliability

PLANET

PEOPLE

ROFIT

Methane Emission Reduction

Waste Elimination

Risks are Carefully Considered . . .



Risks

Mitigation Efforts

Regulatory Environment

Participation in legislative and regulatory policy development

Climate Carbon Emissions (Regulation)

 New Michigan Energy Legislation – 60% renewable portfolio mandate by 2035 and 100% clean energy (incl. renewables, gas with CCS and nuclear) by 2040

Severe Weather (Ice, Thunder, Snow) EWR and Demand Response Programs

Water Levels

 Increased investment in infrastructure and smart electric systems; 5-year, \$7B Electric Reliability Roadmap

Member of EPRI's Climate READi program

Natural Disasters

Geographically located in low-risk area

Monitor lake levels at generation plants

Economic Conditions

- Targeting efforts via donations to reduce uncollectible accounts
- Helping local businesses navigate federal and state assistance programs
- Targeted Economic development efforts, attracted >1,300 MW of new or expanding load since 2015^a

Political Giving . . .



Political Giving Focus

- Meeting Michigan's energy needs
- Helping the state's communities thrive
- Providing safe, reliable, affordable and increasingly clean energy-related services



Enhanced Disclosures

- Publishing annually on the company's website:
 - Expenditures made to influence the outcome of ballot initiatives
 - Direct corporate contributions to an entity organized under Section 527 and Section 501(c)(4) of the Internal Revenue Code, and non-deductible portion of trade association and other organization dues when annual contributions or mandatory membership dues are >\$25K
- All corporate political contributions come from general funds and are not recovered in customer rates
- The Board of Directors oversees political engagement policies, programs and practices

Click Here for link to Corporate Political Engagement



ENDNOTES

Presentation Endnotes (pg 1 of 2)



Slide 3: a Excludes seasonal and contract workers b Adjusted, (non-GAAP) b Dividend Policy: Payout Ratio of ~60% overtime

Slide 4: ^aNet zero methane emissions for our gas delivery system, net zero carbon emissions for our electric business (includes PPAs and MISO market purchases), net zero GHG emissions for our entire business ^bNew or expanding load since 2015 as of February 2024

Slide 5: aRepresents the amount of capacity related to CMS Energy's ownership interest

Slide 9: aRRA state regulatory energy rankings, May 2023. Regulatory Research Associates, a group within S&P Global Commodity Insights

Slide 10: ^aPP&E associated with coal based on calendar year; Today refers to 2023, \$400M of fully depreciated total remaining utility coal assets ^bNet zero carbon emissions for our electric business (includes PPAs and MISO market purchases) from 2005 baseline; estimates based upon one full year of operation post coal unit retirements

Slide 12: a134 minutes for IEEE benchmark year 2023, results for 2022 data in 2029

Slide 13: ^aNew energy law effective June 1, 2024

Slide 15: ^aConsumers Energy, non-union employees, average 5-yr retention rate, excludes 2023 VSP ^bAdjusted O&M savings, excludes potential fuel savings

Slide 16: ^aNew or expanding load since 2015 as of February 2024

Slide 18: ^aExcludes discontinued operations

Slide 20: ^aVoluntary Green Pricing ^bCarbon emissions for our electric business (includes PPAs and MISO market purchases) from 2005 baseline

Slide 23: ^aUtility-owned and PPAs, Today as of 2023 ^bIncludes energy waste reduction and conservation voltage reduction programs

Slide 24: aUtility-owned, PPAs and MISO market purchases, Current as of 2023

Presentation Endnotes (pg 2 of 2)



Slide 25: aVoluntary Green Pricing

Slide 26: ^aMethane emissions from our natural gas delivery system since 2012

Slide 27: ^aAssumes roughly 1,159 MW saved (6,000 GWh ÷ (65% efficiency rate x 8,760 annual hours) = 1,159 MW)

Slide 33: ^aIncludes contributions made by Consumers Energy, Consumers Energy employees and Consumers Energy Foundation

Slide 34: ^aNew or expanding load since 2015 as of February 2024

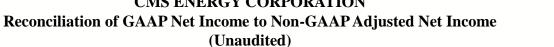
Slide 39: ^aNew or expanding load since 2015 as of February 2024



MS 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. All references to net income refer to net income available to common stockholders and references to earnings per share are on a diluted basis. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense, 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.

GAAP Reconciliation

CMS ENERGY CORPORATION





	In Millions, Except Per Share Amounts							
	Three Months Ended			Twelve Months Ende			Cnded	
	12/31/23		12/31/22		12/31/23		12/31/22	
Net Income Available to Common Stockholders	\$	306	\$	168	\$	877	\$	827
Reconciling items:								
Disposal of discontinued operations (gain) loss		*		-		(1)		(5)
Tax impact		(*)		-		*		1
Other exclusions from adjusted earnings**		3		9		9		8
Tax impact		(1)		(2)		(3)		(2)
Voluntary separation program		*		1		33		12
Tax impact		(*)		(*)		(8)		(3)
Adjusted net income – non-GAAP	\$	308	\$	176	\$	907	\$	838
Average Common Shares Outstanding - Diluted		292.7		290.1		291.7		290.0
Diluted Earnings Per Average Common Share								
Reported net income per share	\$	1.05	\$	0.58	\$	3.01	\$	2.85
Reconciling items:								
Disposal of discontinued operations (gain) loss		*		-		(*)		(0.01)
Tax impact		(*)		-		*		*
Other exclusions from adjusted earnings**		0.01		0.03		0.03		0.03
Tax impact		(0.01)		(0.01)		(0.01)		(0.01)
Voluntary separation program		*		*		0.11		0.04
Tax impact		(*)		(*)		(0.03)		(0.01)
Adjusted net income per share – non-GAAP	\$	1.05	\$	0.60	\$	3.11	\$	2.89

^{*} Less than \$0.5 million or \$0.01 per share.

Management views adjusted (non-Generally Accepted Accounting Principles) 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. Adjustments could include items such as discontinued operations, asset sales, impairments, restructuring costs, business optimization initiative, changes in accounting principles, voluntary separation program, changes in federal tax policy, regulatory items from prior years, unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense, or other items. The adjusted earnings should be considered supplemental information to assist in understanding our business results, rather than as a substitute for reported earnings.

^{**} Includes restructuring costs, business optimization initiative, and unrealized gains or losses from mark-to-market adjustments, recognized in net income related to NorthStar Clean Energy's interest expense.