

On January 29, 2010, the Boards of Directors of CMS Energy Corporation and Consumers Energy Company (collectively, the “Company”), upon the recommendation of the Governance and Public Responsibility Committee, approved amendments to the employee “Code of Conduct and Guide to Ethical Business Behavior” (“Code of Conduct”) which applies to all employees of the Company. The following is a summary of the substantive amendments to the Code of Conduct, which will be effective March 1, 2010 and restated and titled “Code of Conduct and Guide to Ethical Business Behavior – 2010”:

- The financial investments policy was amended to align the Code of Conduct with actual compliance practice for restricting stock ownership in Company competitors. The financial investments policy now states that an investment of a maximum value of \$25,000 is allowed, formerly the policy allowed an original investment of up to \$25,000.
- Several summaries of policies were added to the Code of Conduct and include: solicitation, endorsements, procurement, antitrust, nepotism, environment and safety. The solicitation policy provides the Company’s prohibition on solicitation in the workplace and clearly lists exceptions when solicitation is permitted. The endorsement policy states that the Company employees are prohibited from providing endorsements to third parties unless properly approved. The procurement policy summarizes the requirements for initiating a contract between the Company and a third party. The antitrust policy outlines the Company’s commitment to abide by antitrust laws. The nepotism policy states that employees are not permitted to have a relative working within their chain of command. The environmental policy makes more explicit the Company’s commitment to complying with all applicable environmental regulations and outlines several employee expectations for being an environmental steward. Finally, the safety policy outlines the Company’s expectation that safety is our number one priority and that employees must follow the Company’s rules relating to drugs, alcohol and weapons in the workplace.
- Various other changes were made to update information or improve the readability and clarity of the Code of Conduct, including but not limited to provision of summaries instead of full policy text and the addition of a series of tools aimed at improving employee comprehension such as Reality Checks and Quick Finds.
- Salaried employees will continue to be required to certify on an annual basis that they have read, understand and agree to abide by the Code of Conduct.

The foregoing summary of the amendments to the Code of Conduct is subject to and qualified in its entirety by reference to the full text of the Code of Conduct, as so amended, which is in Compliance and Ethics section of the Company's website at www.cmsenergy.com.