

**AMENDED AND RESTATED CHARTER OF THE  
COMPENSATION AND HUMAN RESOURCES COMMITTEE  
OF THE BOARDS OF DIRECTORS OF CMS ENERGY CORPORATION AND  
CONSUMERS ENERGY COMPANY (the "Corporation")\***

**\*As Amended and Restated January 26, 2012**

**Purpose**

The Compensation and Human Resources Committee of the Board of Directors is an independent forum for determining the appropriateness of the Corporation's executive compensation structure, benefit and compensation plans and critical human resource programs.

**Responsibilities**

- Review and approve the Corporation's executive compensation structure and policies, including the establishment and adjustment of executive officers' base salaries, annual and long-term incentive targets and incentive payments consistent with the achievement of such targets to ensure competitiveness, the ability to attract and retain, internal equity and risk control;
- Review and approve the grant of stock, and other stock-based awards pursuant to the Corporation's incentive plans, and the terms thereof, including the vesting schedule, performance goals, exercisability and term, to the Corporation's employees, including officers;
- Review and approve corporate financial and business goals and target awards pursuant to the Corporation's incentive plans, and approve the payment of performance bonuses to employees, consistent with achievement of such goals;
- Set the Chief Executive Officer's ("CEO") compensation level based among other things on the Board's evaluation of the CEO's overall performance;
- Review and discuss with management the Corporation's Compensation Discussion & Analysis ("CD&A") and make recommendations to the Board regarding the information to be included in the CD&A in the Corporation's annual proxy statement or other applicable Securities and Exchange Commission ("SEC") filing;
- Prepare a report for inclusion in the Corporation's proxy statement or other applicable SEC filing in accordance with SEC rules and regulations;
- Review and recommend to the Board incentive compensation plans, equity-based plans, tax-qualified retirement and investment plans, supplemental benefit plans, including supplemental executive retirement plans, deferred compensation programs, as well as employment, separation, and change-in-control severance agreements. The Committee

also recommends amendments to these plans and agreements except for certain amendments that are delegated to the officers or administrators specified under the terms of the plans;

- Review and approve proposals regarding other compensation, perquisites and benefit programs, plans and guidelines;
- Review and approve candidates for officer positions and recommend such candidates to the Board for annual or ad hoc election as officers, and recommend to the Board whether to accept or decline tenders of resignation pursuant to the Corporation's Executive Officer Retirement Policy;
- Review and advise the Board concerning the Corporation's management succession plan, including long-range plans for development and selection of key managers and plans for emergency succession in case of unexpected disability or departure of a senior executive officer;
- Review organizational and leadership development plans and programs, as well as programs designed to identify, attract and retain high potential employees;
- Review of and compliance with the Corporation's diversity programs;
- Review the potential risks associated with the Corporation's compensation policies and practices. Review management's assessment of the likelihood that the Corporation's incentive compensation plans will have a material adverse impact on the Corporation;
- Consider shareholder votes (and other factors it deems relevant) in discharging its responsibility with respect to executive compensation programs and arrangements; and
- Perform other functions assigned to the Committee under the terms of the Corporation's employee benefit and compensation plans.

### **Resources and Authority**

The Committee is authorized to confer with Corporation management, other employees and retain outside consultants to the extent it may deem necessary or appropriate to fulfill its duties. This includes sole authority to select and retain, approve the fees and other retention terms of, review and pre-approve other services provided by consultant to the Corporation, and terminate any compensation consultant engaged to assist in the evaluation of director, CEO or other executive compensation.

### **Additional Information**

Certain information common to the operations and responsibilities of all Board Committees are included in the Corporation's Corporate Governance Principles, which are incorporated in this Charter by reference.