

**AMENDED AND RESTATED CHARTER OF THE FINANCE COMMITTEE OF THE
BOARDS OF DIRECTORS OF CMS ENERGY CORPORATION AND CONSUMERS
ENERGY COMPANY (the “Corporation”)***

***As Amended and Restated January 27, 2011**

Purpose

The Finance Committee (“Committee”) helps ensure the Corporation’s long-term success by overseeing issues related to corporate finance. The Committee advises the Board and management on a wide range of topics, such as the Corporation’s financial strategy, position, policies and activities. The Committee helps Directors stay accountable to shareholder interests by focusing on financial issues.

Responsibilities

- Approve short- and long-term financing plans, including the sale or repurchase of common equity, preferred equity and long-term debt and recommend that the Board adopt resolutions to execute those plans;
- Approve financial policies relating to cash flow, capital structure, and dividends and recommend that the Board adopt resolutions to execute those plans, as appropriate, and recommend Board action to declare dividends;
- Review potential project investments and other significant capital expenditures in order to recommend to the Board the financial feasibility of such investment or expenditure and monitor the status/progress of the significant capital projects; and
- Review at least annually the (i) actuarial assumptions and funding status of the defined benefit retirement program funds and their impact on the financial statement, and (ii) the investment performance, funding, and asset allocation policies for funded employee benefit plans.

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.