

**DTE ENERGY COMPANY  
CORPORATE GOVERNANCE COMMITTEE CHARTER**

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- Purpose** To consider and recommend to the DTE Energy Company (“DTE”) Board of Directors (the “Board”) corporate governance guidelines; identify individuals qualified to become Board members; recommend to the Board nominees for the Board consistent with director qualification standards and policies approved by the Board; recommend nominees for each Committee; assist the Board in its annual review of the Board’s performance; review compensation of the Board; identify and report to the Board risks associated with the Company’s governance practices and the interaction of the Company’s governance with enterprise risk management; and perform such additional functions as designated by the Board.
- Membership & Authority**
1. The Committee shall be composed of three or more directors who qualify as “independent” in accordance with the Company’s categorical standards, all of which, at a minimum, meet the independence and experience requirements of the New York Stock Exchange, the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission (“SEC”). Committee members are appointed for one-year terms and can be re-appointed for additional terms.
  2. The Committee has the authority to perform the duties listed in this Charter, as it determines to be necessary and advisable from time to time in its business judgment.
  3. The Committee shall meet as necessary, but no fewer than four times each year. The Committee shall keep minutes or other records of its meetings.
  4. The Committee has the authority to retain independent outside professional advisors or experts as it deems advisable or necessary, including the sole authority to retain and terminate any such advisors or experts, to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms.

**Responsibilities & Duties**

The Committee will assist the Board of Directors in the following manner:

1. Develop director qualification standards and set policies qualifying individuals to become Board members, subject to approval by the Board.
2. Review the qualifications of all nominees presented by the shareholders in accordance with criteria recommended by the Committee and approved by the Board.
3. Recommend to the Board the slate of Director nominees for election at the annual meeting of shareholders.
4. Recommend to the Board the size and composition of the Board and its committees.
5. Periodically review the independence of members of the Board and recommend to the Board findings regarding the independence of each Board member.
6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and oversee the evaluation of the Board and management.
7. Monitor the performance evaluation of each Board committee, receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the Board.
8. Review shareholder proposals and make recommendations to the Board regarding the Company's response.
9. Review proxy materials and make recommendations to the Board regarding proxy material to be submitted to shareholders for consideration at the Company's annual meeting of shareholders.
10. Review and discuss with the Audit Committee transactions or dealings with related parties that are required to be disclosed pursuant to the applicable SEC rules and regulations.
11. Annually conduct a performance evaluation of itself and report results to the Board.
12. Consider, discuss and recommend ways to improve the Board's effectiveness. Review best practices in corporate governance and

**Responsibilities &  
Duties (Cont'd)**

recommend Board policies and practices, as appropriate. Review and discuss with the Board the Company's governance practices as they relate to the Company's enterprise risk management.

13. Review recommended compensation arrangements, director and officer indemnification and insurance for members of the Board.
14. Review other matters that may be delegated to the Committee by the Board.
15. Make reports to the Board of Directors and keep the Board informed of matters that come before the Committee as the Committee believes necessary and appropriate. Advise the Board of any developments that the Committee believes should have Board consideration.
16. Review and reassess the adequacy of the charter every two years.

Dated: December 2, 2015