

**DTE ENERGY COMPANY
AUDIT COMMITTEE CHARTER**

Purpose

The purpose of the Audit Committee is to assist the Board of Directors in its oversight of the:

1. Integrity of the Company's financial statements;
2. Company's compliance with legal and regulatory requirements;
3. Company's independent registered public accounting firm's qualifications and independence; and
4. Performance of the Company's internal audit function and oversight of the independent registered public accounting firm.

**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. At least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC. All members of the Committee shall be financially literate.
3. Committee members will not simultaneously serve on the audit committee of more than two other public companies unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee, and such determination is disclosed in the Company's proxy statement.
4. The Committee will have the sole authority and direct responsibility for the appointment, compensation, retention and oversight of the work of the independent registered public accounting firm (subject, if applicable, to shareholder ratification). These responsibilities include the resolution of disagreements between management and the independent registered public accounting firm relating to preparing or issuing an audit report or performing other audit, review or attestation services. The independent registered public accounting firm will report directly to the Committee.
5. The Committee will meet a minimum of four times per year. The Committee will keep minutes or other records of its meetings.

**Membership &
Authority
(Cont'd)**

6. 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. The Company shall provide appropriate funding with respect to outside professionals and experts retained by the Committee.
7. The Committee Chair will review with the Chief Financial Officer the Chief Audit Executive's compensation prior to such compensation being submitted to the Organization and Compensation Committee for approval.
8. The Committee may establish subcommittees consisting of one or more members, and may delegate the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittees will be presented to the full Committee at its next scheduled meeting.
9. The Committee has the authority to perform the duties listed in this Charter, as it determines to be necessary or advisable in its business judgment, with full access to all books, records, facilities and personnel of the Company and its subsidiaries. The Committee is empowered to investigate any activity of the Company and its subsidiaries.
10. The Committee does not itself prepare financial statements, perform audits, or determine that the Company's financial statements are complete, accurate and in accordance with Generally Accepted Accounting Principles ("GAAP") or laws and regulations. This is the responsibility of management.

**Responsibilities
& Duties**

A. Risk Assessment

The Committee will oversee the risk assessment process, along with the Company's system of internal controls and any related issues or concerns as follows:

1. Meet at least semi-annually with the Chief Financial Officer, the General Auditor & Chief Risk Officer and the independent registered public accounting firm in separate executive sessions. Meet at least annually with the General Counsel, and the Chief Ethics & Compliance Officer in separate executive sessions.
2. Review and discuss the Company's policies regarding risk assessment and risk management, major accounting risk exposures, and the action management takes to monitor and control such exposures. Review and discuss with the appropriate Board committee those areas of enterprise risk management which are relevant to that particular committee's area

of oversight, along with the policies that govern that area of the risk process.

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

3. Review summaries of significant reports to management prepared by the independent registered public accounting firm (including any audit scope or access restrictions) and management's response.
4. Review with the Company's General Counsel any legal or regulatory matter that could have a significant impact on the financial statements.
5. Review with management and the independent registered public accounting firm significant correspondence with regulators or governmental agencies, and published reports or employee complaints that raise material issues regarding the Company's financial statements or accounting policies.
6. Review and discuss with management, the Corporate Governance Committee and the independent registered public accounting firm transactions or dealings with related parties if the transactions are significant in size or involve terms that differ from those that would likely be negotiated with independent parties.
7. Establish procedures for the confidential and anonymous receipt, retention and treatment of complaints regarding the Company's accounting, internal controls and auditing matters.
8. Review the policies, programs, performance and activities relating to the Company's compliance and ethics programs and meet periodically with the Chief Ethics & Compliance Officer to review compliance with local, state and federal laws and regulations.

B. Review of Internal Controls

1. Review the Company's system of internal control over financial reporting, including those for computerized information systems, and its accounting policies and procedures with management, internal auditors, and the independent registered public accounting firm.
2. Review each management report on internal control over financial reporting and the corresponding audit report by the independent registered public accounting firm.

C. Audit Planning & Management

1. In connection with its oversight of the Company's relationship with the independent registered public accounting firm, the Committee will:

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

- a. Review and evaluate the lead partner of the independent registered public accounting firm's team.
 - b. At least annually, obtain and review a report by the independent registered public accounting firm in relation to:
 - i. the independent registered public accounting firms' internal quality-control procedures;
 - ii. any material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years regarding one or more independent audits carried out by the firm;
 - iii. any steps taken to deal with any such issues; and
 - iv. all relationships between the independent registered public accounting firm and the Company.
 - c. At least annually, evaluate the qualifications, performance and independence of the independent registered public accounting firm and present conclusions to the Board of Directors.
 - d. Ensure the rotation of the independent audit partners as required by law.
 - e. Set policies for hiring employees or former employees of the independent registered public accounting firm who participated in the audit of the Company.
 - f. Meet with the independent registered public accounting firm to discuss the planning and staffing of the audit and to approve the scope of the audit and the fees to be charged.
 - g. Periodically consider whether the Company should implement a rotation of the independent registered public accounting firm.
2. Discuss with the independent registered public accounting firm matters required by auditing standards of the Public Company Accounting Oversight Board ("PCAOB") and required under SEC rules and regulations, as may be amended.
 3. Annually confirm and obtain receipt from the independent registered public accounting firm of the written independence disclosure required by the Independence Standards Board Standard No. 1.

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

4. Review and pre-approve permitted non-audit services (including the fees and terms thereof) to be provided by the independent registered public accounting firm.
5. Review and approve fees charged by the independent registered public accounting firm in excess of any fees previously agreed upon in the most recent annual engagement letter.
6. Meet and review with management and the independent registered public accounting firm the Company's quarterly and annual financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the report of the annual audit (including the management comment letter, the schedule of unadjusted differences and any other material communications), prior to submission to the Board of Directors. Based on this review, the Committee should make a recommendation to the Board of Directors regarding inclusion of the audited financial statements in the Company's Annual Report on Form 10-K.
7. In connection with its oversight of the Company's relationship with the Internal Audit Department, the Committee will:
 - a. At least annually review the internal auditors audit plan (including responsibilities, budget and staffing), its scope and coverage for the upcoming year, and performance from the prior year.
 - b. Provide advice and consent to the Chief Executive Officer regarding the appointment of any person to, and removal of any person from, the position of General Auditor.
8. The Committee will oversee the implementation and the effectiveness of the Company's ethics and compliance program. The Committee will also provide advice and consent to the Chief Executive Officer regarding the appointment of any person to, and removal of any person from, the position of Chief Ethics & Compliance Officer.

D. Financial Statement Reporting

The Committee will oversee the Company's financial reporting process and:

1. Discuss with management (a) earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, and (b) material financial information and earnings guidance (when established or modified) provided to analysts and rating agencies.
2. Review with management major issues regarding accounting principles and financial statement presentations, including any significant changes

in the Company's selection or application of accounting principles, and major issues regarding the adequacy of internal control over financial reporting and any special audit steps adopted in light of material control deficiencies.

3. Review analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
4. Discuss critical accounting policies and practices and all alternative treatments of financial information within GAAP that have been discussed by management and the independent registered public accounting firm, ramifications of the use of such alternative disclosure and treatments, and the treatment preferred by the independent registered public accounting firm.
5. Review contemplated changes in accounting policies proposed by the Company and any related views of its independent registered public accounting firm, as well as proposed changes in accounting, reporting and auditing policy promulgated by professional bodies that may have a significant impact on the Company's financial statements.

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

E. Reports to the Board of Directors

The Committee will report regularly to the Board of Directors, and will:

1. Prepare and publish an annual Committee report in the Company's proxy statement.
2. Review any issues that arise with respect to the quality or integrity of the company's financial statements or the Company's compliance with legal or regulatory requirements.
3. Present its conclusions with respect to the qualifications, performance and independence of the independent registered public accounting firm, or the performance of the internal audit function, to the Board of Directors.
4. Review other matters that may be delegated to the Committee by the Board.

F. Miscellaneous Duties

At least annually, the Committee will:

1. Conduct a performance evaluation of itself and report results to the Board.
2. Review with management and the Company's independent registered public accounting firm new regulatory and accounting requirements, as well as off-balance sheet structures, that may affect the Company's financial statements or that may affect the Committee's duties or obligations.
3. Review and reassess the adequacy of the charter every 2 years and recommend any proposed changes to the Corporate Governance Committee.

Dated: December 6, 2017