

**DTE ENERGY COMPANY
ORGANIZATION AND COMPENSATION COMMITTEE CHARTER**

- Purpose**
- To determine and approve the Chief Executive Officer's (the "CEO") compensation and approve the compensation of DTE Energy Company's (the "Company") other Executives. Executives for this purpose are Executive Officers as defined by Rules 3b-7 and 16a-1(f) of the Securities Exchange Act of 1934, as amended and other key employees of the Company, as designated by management from time to time.
- To oversee the Company's overall Executive compensation and benefit plan philosophy, structure and practices, and the risks involved in Executive compensation plans.
- To review and recommend, as appropriate, employee compensation and benefit plans and Executive compensation and benefit plans for Board approval.
- To review the Compensation Discussion and Analysis required under Securities and Exchange Commission (the "SEC") rules and regulations and prepare the Compensation Committee Report required by SEC rules to be included in the proxy statement or annual report on Form 10-K.
- To recommend, subject to Board of Directors (the "Board") approval, the election of the Company's officers, officer succession plans and management development.
- 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 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 a year. The Committee shall keep minutes or other records of its meetings.

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

4. The Committee has the authority to retain independent outside professional advisors or experts, including the independent compensation consultant, as it deems advisable or necessary, and the sole authority to retain and terminate any such advisors or experts, to carry out its duties. The Committee shall select an adviser or expert after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Securities Exchange Act and corresponding rules that may be amended from time to time: (i) the provision of other services to the Company by the person that employs the advisor or expert; (ii) the amount of fees received from the Company by the person that employs the advisor or expert, as a percentage of the total revenue of the person that employs the advisor or expert; (iii) the policies and procedures of the person that employs the advisor or expert that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the advisor or expert with a member of the Committee; (v) any stock of the Company owned by the advisor or expert; and (vi) any business or personal relationship of the advisor or expert (or the person employing the advisor or expert) with an executive officer of the Company. 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. Determine that the Company's Executive compensation programs throughout the enterprise (including affiliates and subsidiaries) are designed and administered to attract, retain and motivate key Executives of the organization.
2. Annually review and approve corporate goals and objectives for the CEO and evaluate the CEO's performance against those goals. Based on this evaluation, determine and approve the CEO's compensation. The Lead Independent Director, if one has been elected and is an independent director, will participate in the Committee's review and evaluation of the CEO. In determining the long-term incentive component of the CEO's compensation, the Committee may consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.
3. Approve the compensation of the Company's Executives other than the CEO and approve Executive compensation and benefit programs, including (a) Executive base salaries; (b) annual and long-term incentives including the approval of awards, measures and targets and the certification of attainment of performance

goals for awards; (c) supplemental benefit plans; (d) deferred compensation programs; and (e) Executive perquisites.

4. Review and approve Executive employment agreements, severance agreements or change in control agreements, and amendments to these agreements.
5. Assess and discuss with the Board the relationship between the inherent risk in Executive compensation plans, Executive compensation arrangements and Executive performance goals and payouts, and how the level of risk corresponds to the Company's business strategies.
6. Review the Company's policies and programs promoting diversity and inclusion among the Company's employees and officers.

Responsibilities & Duties (Cont'd)

7. Annually review and recommend to the Board for approval the slate of officers to be elected by the Board at the annual Directors' meeting. Review and recommend to the Board for approval all officer changes between the annual Directors' meetings.
8. Review the organization's succession plans at least once annually and make recommendations to the Board regarding successors for senior officers and plans for their development.
9. Review the Compensation Discussion and Analysis required under the SEC rules, recommend to the Board based on the review whether the Compensation Discussion and Analysis should be included in the proxy statement or annual report on Form 10-K, and prepare the Compensation Committee Report required by SEC rules to be included in the proxy statement or annual report on Form 10-K.
10. At least annually, evaluate the independence of the independent compensation consultant. Review and discuss with management transactions or dealings with the independent compensation consultant or its affiliates that are required to be disclosed pursuant to the applicable New York Stock Exchange rules and the rules and regulations of the SEC.
11. Review and reassess the adequacy of the charter every two years and recommend any proposed changes to the Corporate Governance Committee.
12. Annually conduct a performance evaluation of itself and report results to the Board.
13. Review other matters that may be delegated to the Committee by

the Board.

14. 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.

Dated: December 2, 2015