ENTERY CORPORATION
AUDIT COMMITTEE CHARTER

The Audit Committee is appointed by the Board of Directors (the Board) for the primary purpose of assisting the Board in overseeing:

- The integrity of the company’s accounting and financial reporting processes, financial statements, and financial statement audits.
- The independent auditor’s qualifications and independence.
- Compliance with legal and regulatory requirements.
- The performance of the internal and independent auditors.
- Entergy’s system of disclosure controls and procedures, assessment of internal control over financial reporting required by section 404 of the Sarbanes-Oxley Act and compliance with ethical standards adopted by Entergy.

Composition and Meetings

Membership will consist of not less than three directors who comply with the New York Stock Exchange and Securities and Exchange Commission (SEC) independence and experience requirements. At least one Audit Committee member will qualify as “audit committee financial expert” as defined by the SEC and determined by the Board and appropriate disclosure will be made. Members shall not serve on more than two other public company audit committees simultaneously unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Audit Committee. The Board shall appoint the Audit Committee Chairman, who generally shall serve at least two years.

The Audit Committee will meet at least four times per year. As part of its responsibility to foster open communication, the Audit Committee will meet periodically with management, the internal auditors and the independent auditor, in separate private sessions. Additionally, the internal auditors and the independent auditor may meet with the Audit Committee without restriction.

Responsibility and Authority

The Audit Committee’s principal responsibility is one of oversight. While the Audit Committee also has the responsibilities and powers set forth in this charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that Entergy’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (GAAP), applicable rules and regulations. These are responsibilities of management and the independent auditor. To fulfill its responsibilities, the Audit Committee will engage in the following activities:

Financial reporting:

1. Meet to review and discuss the annual financial statements and quarterly financial statements with management and the independent auditor, including Entergy’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

2. Discuss with management, the independent auditor, and internal auditors significant financial reporting issues and judgments made in connection with the preparation of Entergy’s financial statements, including critical accounting policies and estimates, off-balance sheet items, significant changes in the selection or application of accounting principles, significant transactions, the impact of proposed accounting rules or other regulatory actions, any major issues as to the adequacy of Entergy’s system of accounting and financial controls, and any special steps adopted in light of material control deficiencies.

3. Discuss with management Entergy’s earnings press releases, including “pro forma”, adjusted or other non-GAAP financial information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information disclosed and presentations made). The Audit Committee need not discuss in advance each
earnings release or each instance in which Entergy may provide earnings guidance. However, the Audit Committee should review and discuss with management, in advance of each quarterly earnings release, reports providing descriptions/amounts of prior-quarter significant transactions.

4. Review SEC-required disclosures made by Entergy’s certifying Officers in conjunction with their reviews of Entergy’s Form 10-K and Form 10-Q and other relevant filings.

5. Review and discuss management’s annual assessment of internal control over financial reporting required by section 404 of the Sarbanes-Oxley Act. Throughout the year, ensure that action is taken by management to remediate any material weaknesses or significant deficiencies in a timely manner.

6. Recommend to the Board whether the audited financial statements should be included in Entergy’s Form 10-K.

7. Prepare the Audit Committee Report, which is required by SEC rules to be included in Entergy’s annual Proxy Statement.

Business risks:

1. Discuss with management Entergy’s major risk exposures and the steps management has taken to monitor and control such exposures, including risk assessment and risk management policies.

2. Meet with the Entergy’s Vice President, Ethics and Compliance, on at least an annual basis, to discuss Entergy’s Ethics and Compliance Program activities, including related requirements.

3. Meet with Entergy’s Vice President and General Auditor, on at least an annual basis, to discuss Ethics and Compliance Program audits and controls and risk consulting projects performed by Entergy’s Internal Audit Services Department.

4. On at least a semi-annual basis, discuss with management Entergy’s risks related to cyber security and the Company’s response to cyber-attacks and related initiatives for continuous improvement.

5. Discuss with management, the independent auditor, and internal auditors, Entergy’s conformity with applicable legal and regulatory requirements and its Code of Conduct for management and employees. At least annually, review management reports regarding compliance with the Entergy Code of Conduct for management and employees and material legal and regulatory matters.

6. Review with Entergy’s Executive Vice President and General Counsel, at least annually, the status of major legal matters and developments such as pending claims, litigation, compliance with regulatory guidelines, and other legal issues that, in each case, may have a material impact on the financial statements or Entergy’s compliance policies and internal controls.

7. Establish procedures for the receipt, retention, and treatment of complaints received by Entergy regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Independent Auditor:

1. Appoint, compensate, retain, and oversee the work performed by the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services.
2. Pre批准所有审计服务和允许的非审计服务，应由Entergy的独立审计师执行。

3. 采用政策，以确保独立审计师的独立性，包括针对Entergy的雇员或前雇员的政策。

4. 审核并讨论独立审计师的年度审计计划，包括其风险评估，方法，重点和资源。

5. 讨论与独立审计师讨论的必须讨论的事项，包括由公共公司会计监督委员会（PCAOB）审计标准No. 1301，可能进一步修改或补充，与审计有关，包括在实施审计工作过程中遇到的任何困难，任何限制在活动的范围或访问所需信息的任何显著分歧与管理层，以及任何重要的问题与独立审计师的国家办事处讨论。

6. 定期，至少与Entergy的年度财务报表审计有关，向独立审计师报告：
   a. 所有关键的会计政策和实践使用的。
   b. 与审计意见相关的重大审计事项。
   c. 所有在GAAP框架内的重要非财务信息讨论与管理层和法规使用的。
   d. 其他与独立审计师和管理层的任何书面沟通，包括任何管理代表声明或不调整差异和披露。

7. 审核并讨论独立审计师的报告，关于Entergy的内部控制，财务报告作为要求的第404节Sarbanes-Oxley Act和SEC规则，任何重要的弱点或显著的不足与沟通。

8. 获得并审阅独立审计师的年度审计报告至少一次，包括：
   a. 独立审计师的内部质量控制程序。
   b. 与最近内部质量控制审查或PCAOB对独立审计师的独立审计相关的内部质量控制审查。
   c. 任何步骤，以处理与任何此类问题，以及;
   d. 所有与独立审计师和Entergy的关系。

9. 每年评估独立审计师的资格，表现和独立性，包括审计团队的领导合伙人，考虑管理层和内部审计师的意见，根据审计委员会的结论向董事会报告。

10. 采取必要的步骤，根据审计团队的领导合伙人，审查合伙人，以及任何其他审计合伙人，根据Sarbanes-Oxley Act和SEC规则。

**Internal Audit:**

1. 审核并批准副总经理和总审计师或执行类似职能的人的任命或解雇。

2. 讨论与独立审计师和管理层有关的内部审计部门的组织，责任，预算和人员配置，以及任何推荐的更改在计划的内部审计范围。

3. 审核并批准任何内审部门的修订。
4. Periodically review, with the Vice President and General Auditor, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.

5. Review the adequacy of Entergy's system of internal controls by reviewing audit results with the internal auditors and obtaining auditors' opinions on the adequacy of internal controls.

6. Ensure internal audit's adequate performance through review of the risk assessment process, annual audit plan, budget, staffing, and audit results.

7. Review significant internal reports to management (or summaries thereof) prepared by the internal audit function, as well any significant unresolved issues.

Audit Committee Effectiveness and Scope:

1. The Audit Committee shall assess its performance and Charter annually.

2. In carrying out their oversight responsibilities, the Audit Committee and the Board will necessarily rely on the expertise, knowledge, and integrity of Entergy's management, and internal and independent auditors.

Other

1. Conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisers, as necessary, to perform its duties and responsibilities.

2. Determine the appropriate funding by the company for compensation to the independent auditor, to any advisers that the Audit Committee chooses to engage, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

3. Advise the Board with respect to policies and procedures regarding compliance with applicable laws and regulations and with Entergy's Code of Conduct for management and employees.

Consistent with New York Stock Exchange listing requirements, this Charter will be included on Entergy's website and will be made available in print upon a request sent to Entergy's Secretary. Entergy's Proxy Statement filed with the SEC will state that this Charter is available on Entergy's website and that it will also be available in print upon a request sent to Entergy's Secretary.

Approved this 2nd day of May, 2019 by the Audit Committee of the Board of Directors, Entergy Corporation.