ENTERGY CORPORATION
CORPORATE GOVERNANCE GUIDELINES

1. Responsibility of the Board

The primary responsibility of the Board of Directors of Entergy Corporation is to provide strong, effective leadership and oversight that advances the mission of the Company to operate a world-class energy business that creates sustainable value for our customers, communities, employees and owners. The Board believes this responsibility is best served by establishing a corporate culture of accountability, responsibility and ethical behavior through the careful selection, development and evaluation of senior management and members of the Board and by carrying out the Board's responsibilities with honesty and integrity.

In discharging their obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. Board members are expected to rigorously prepare for, attend, and participate in all Board meetings and meetings of Board committees on which they serve and to devote the time necessary to appropriately discharge their responsibilities. Each Board member is expected to ensure that other commitments do not materially interfere with the member's service as a director. These guidelines provide further guidance with respect to the Board's structure and operations and director responsibilities.

2. Board Leadership Structure

The Entergy Board appoints both the Chairman of the Board and the Chief Executive Officer. When the roles of Chairman of the Board and the CEO are combined, the Board of Directors will also appoint from among its independent members a Lead Director. The Lead Director will be recommended by the Corporate Governance Committee and appointed by a majority of the independent members of the Board of Directors. The Lead Director, subject to his or her annual election to the Board of Directors, will serve for a term of 3 years.

The Lead Director will have the following responsibilities:

(a) Preside at executive sessions of independent directors as well as all meetings of the Board at which the Chairman of the Board and CEO is not present;

(b) Serve as liaison with Chairman of the Board and CEO when requested by the independent directors;

(c) Review and advise on Board meeting agendas (and consult with the Chairman of the Board and CEO on the preparation of agendas as set forth in Section 7);

(d) May call meetings of the independent directors;

(e) Provide feedback from the Board to the Chairman of the Board and the CEO following each executive session of independent directors, and in conjunction with the Chair of the Talent and Compensation Committee, provide the Chairman of the Board and CEO with an annual performance review; and

(f) Such additional responsibilities as the Board of Directors may assign, and the Lead Director may accept, from time to time.

3. Committees and Committee Meetings

a. Standing Committees; Independent Advisors

A committee structure of six standing committees is appropriate: Executive, Audit, Nuclear, Talent and Compensation, Corporate Governance and Finance. The Board may create or disband committees to accommodate changing circumstances. Members of the Audit Committee, the Talent and Compensation Committee and the Corporate Governance Committee will be independent under criteria established by the New York Stock Exchange. The Board and each committee may, as it deems necessary and appropriate, retain independent counsel and other independent advisors.

b. Assignment and Rotation of Committee Members

The Corporate Governance Committee, in consultation with the Chairman of the Board and the Lead Director, annually shall recommend to the Board proposed committee memberships and committee chairs. The Corporate Governance Committee will review these recommendations and report the matter to the full Board for action. In general, rotation of memberships and chairmanships is deemed desirable. Unless specified in a committee's charter, there is no mandated periodic rotation of committee members, as the Board should have the flexibility to change committee memberships as needed to ensure appropriate breadth of background and experience for each committee.

c. Frequency and Length of Committee Meetings

The Committee Chair, in consultation with Committee members, will determine the frequency and length of the meetings of a Committee.

d. Committee Agendas

The Committee Chair, in consultation with the appropriate members of management and staff, will develop the Committee's agenda.

4. Conduct of Meetings

a. Selection of Agenda Items for Board Meetings

The Chairman of the Board and the CEO, in consultation with the Lead Director, set agenda items for Board meetings with input from appropriate members of management and staff. In addition, each Board member is free and encouraged to suggest items for the agenda.

b. Board and Committee Presentations and Materials Distributed in Advance

It is the sense of the Board that information and data that is important to the Board or its Committees be distributed to the appropriate directors before the Board and Committees meet. The meeting agendas, summaries and other relevant information should be sent to directors at least one week in advance of Board and Committee meetings. Directors are expected to have carefully reviewed this information prior to attending the Board and Committee meetings. This information should include an assessment by the Chairman of the Board or CEO as to issues, policies, strategies, or events to which the Board should give particular attention at upcoming meetings.

c. Regular Attendance of Non-Directors at Board Meetings

Key members of management, as designated by the CEO, may attend each meeting of the Board. The Board encourages the CEO to bring managers into Board meetings who: (a) can provide additional insight into agenda items and/or (b) have future potential that warrants exposure to the Board. The Board meets in executive session to consider matters of a confidential nature which may not be appropriate to discuss in the presence of non-directors.

d. Executive Sessions of Non-Management and Independent Directors

At each Board meeting, an Executive Session is held with only directors attending. At the request of the Lead Director, the Chairman of the Board or a majority of the Board, the General Counsel or the Secretary may attend an Executive Session. At least four times each year, an Executive Session is held with only the non-management directors in attendance to discuss any matters determined by them as appropriate for such a meeting. If non-management directors include directors that are not independent, at least one Executive Session must be held annually including only independent directors. If the Chairman of the Board is not an independent director, the Lead Director will chair these executive sessions. Among the matters that may be discussed at such Executive Sessions are succession planning, the CEO's evaluation of his or her direct reports and any self-assessment by the Board. Board members are free to meet or communicate with one another any time they wish.

5. Board Composition and Membership

a. Number of Directors

Entergy Corporation's Articles of Incorporation state that the Board of Directors shall consist of not less than 9 nor more than 19 members, with the numbers of Directors to be determined by resolution of the Board of Directors.

b. Non-Employee and Independent Directors

There should be a substantial majority of non-employee directors and a majority of independent directors. All corporate governance decisions should be approved by a majority of the independent directors.

c. Board Definition of What Constitutes Independence for Non-employee Directors

The Board supports and complies with the New York Stock Exchange statement of director independence specified in the NYSE's Listed Company Manual. Specifically, among other things:

(i) No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

(ii) In addition, a director is not independent if:

(A) The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company.

(B) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

(C) The director or an immediate family member is a current partner of a firm that is the internal or external auditor of the Company; the director is a current employee of such a firm; the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on audit of the Company within that time.

(D) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.

(E) The director is a current employee, or an immediate family member is a current executive officer, of a company that makes payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues.

(iii) No director who is a member of the Audit Committee or the Talent and Compensation Committee shall (A) accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company, provided that compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); or (B) be an affiliated person of the Company.

d. Identification and Selection of New Directors

The Corporate Governance Committee will be responsible for the search, screening and selection process for new director candidates, with input from the Chairman of the Board and CEO, the Lead Director and other sources as appropriate. If the new director candidate is being considered for the position of Lead Director or non-executive Chairman of the Board, the Board may authorize the Talent and Compensation Committee to be responsible for the search, screening and selection process for these candidates, with input from the Chairman of the Board and CEO, Lead Director, Chair of the Corporate Governance Committee and other sources as appropriate. The entire Board will then vote on approval of the nominee. The invitation to join the Board will be jointly extended by the Board, the Chairman of the Board, the Lead Director and the Chair of the Corporate Governance Committee. The nominee shall be elected to the Board in a manner set forth in the Bylaws, the Certificate of Incorporation and relevant state statutes.

e. Board Succession Planning and Membership Criteria

The Corporate Governance Committee is responsible for Board member succession planning, which will include periodically reviewing with the Board the appropriate skills, background and experiences required of Board members, taking into account the Company's business strategy and its current and anticipated business, strategic and operational challenges and opportunities. The Board should be comprised at all times of qualified, dedicated, and highly regarded individuals who have skills, backgrounds and experiences that are relevant to Entergy's strategy and operations and understand the complexities of the Company's business environment. The Board also should reflect a diversity of backgrounds and experiences, including with respect to race, gender, age, geography, and specialized experience. In assessing Board membership criteria and individual candidates, the Corporate Governance Committee and the Board should also consider factors such as judgment, integrity, independence, experience with businesses and other organizations of comparable size, the extent to which the candidate's experience would complement the experience of other Board members, and the extent to which the candidate would otherwise be a desirable addition to the Board and any committees of the Board. Additionally, the Board recognizes that Section 8 of the Clayton Act (15 USC § 19) prohibits, in certain circumstances, an individual from serving on the boards of directors of competing corporations.

f. Term Limits; Strategic Refreshment

The Board has not established term limits. While acknowledging that term limits may bring new ideas and views to the Board, the Board believes that term limits may cause the Company to lose the insight and knowledge of the organization and its operations that are developed over a period of time and thereby allow a director to make increasing contributions to the Board. However, in conjunction with its annual recommendation of Board nominees, the Corporate Governance Committee will consider whether each director continues to have the skills, background and experiences to enable the director to contribute effectively to the Board of Directors, taking into account the Company's business strategy and its current and anticipated business, strategic and operational challenges and opportunities.

g. Retirement Age

A person may not be nominated for election or re-election to the Board of Directors if he or she has reached the age of 74 on or before January 1 of the year in which such person would be elected or re-elected, as the case may be, unless specifically recommended to serve beyond the age of 74 by the Corporate Governance Committee and approved by the Board of Directors.

h. Former CEO's Board Membership

When the CEO resigns, he/she should also offer his/her resignation as director at the same time. The Board, with due consideration of input from the new CEO, may allow the former CEO to continue to serve as a director.

i. Directors Who Change Their Present Job Responsibility

Non-employee directors should offer their resignations when they change employment or the major responsibilities they held when they joined the Board. This does not necessarily mean that such directors should leave the Board. There should, however, be an opportunity for the Board, through the recommendation of the Corporate Governance Committee, to review the appropriateness of their continued service or nomination for re-election to the Board under these circumstances.

6. Majority Voting for Directors

In an uncontested election of directors, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board and the Lead Director for consideration by the Corporate Governance Committee (the "Committee"). As used in this Section, an "uncontested election of directors" is an election in which the only nominees are persons nominated by the Board of Directors.

The Committee will consider such tendered resignation and, within 45 days following the date of the shareholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee including, without limitation, the stated reason or reasons why shareholders who cast "withhold" votes for the director did so, the qualifications of the Director (including, among other things, whether the director serves on the Audit Committee of the Board as an "Audit Committee Financial Expert" and whether there are one or more other directors qualified, eligible and available to serve on the audit committee in such capacity), and whether the director's resignation from the Board would be in the best interests of the Company and its shareholders.

The Committee also will consider a range of possible alternatives concerning the director's tendered resignation as the members of the Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Committee to have substantially resulted in the "withheld" votes.

The Board will take formal action on the Committee's recommendation no later than 75 days following the date of the shareholders' meeting at which the election occurred. In considering the Committee's recommendation, the Board will consider the information, factors and alternatives considered by the Committee and such additional information, factors and alternatives as the Board deems relevant.

Following the Board's decision on the Committee's recommendation, the Company, within four business days after such decision is made, will publicly disclose, in a Form 8-K filed with the Securities and Exchange Commission, the Board's decision, together with an explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No director who, in accordance with this Section, is required to tender his or her resignation, shall participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Committee received a greater number of votes "withheld" from their election than votes "for" their election, then the independent directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" from their election, and the directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignation. The Ad Hoc Committee shall serve in place of the Committee and perform its duties for purposes of this Section. Notwithstanding the foregoing, if fewer than three directors would be eligible to serve on the Ad Hoc Committee, the entire Board (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Committee and without the creation of an Ad Hoc Committee.

7. Directors' Responsibilities

a. Directors' Responsibility of Oversight

The directors of the Company, in their role of the oversight of management, have a responsibility to: 1) approve fundamental operating, financial and other corporate plans, strategies and objectives; 2) evaluate the performance of the Company and its senior management and take appropriate action, including removal, when warranted; 3) select, regularly evaluate and fix compensation of senior executives (Talent and Compensation Committee function); 4) require, approve and implement senior executive succession plans; 5) adopt policies of corporate conduct, including compliance with applicable laws and regulations, and maintain accounting, financial and other controls; 6) review the process of providing appropriate financial and operational information to decision makers (including Board members) and 7) evaluate the overall effectiveness of the Board.

b. Directors' Responsibility of Diligence and Knowledge

The directors of the Company have the responsibility to have an understanding of the: 1) principal operational and financial objectives, strategies and plans of the Company; 2) results of operations and financial condition of the Company and any significant subsidiaries; 3) relative standing of the business segments and subsidiaries within the Company.

The directors of the Company have the responsibility to satisfy themselves that an effective system is in place for periodic and timely reporting to the Board on the following matters: 1) current business and financial performance, including the degree of achievement of approved objectives and the need to address forward planning issues; 2) financial statements, with appropriate segment or divisional breakdowns; 3) compliance with laws and corporate policies; 4) material litigation and regulatory matters.

Directors are expected to review Board and committee agendas and material sufficiently to enable them to participate in the meetings in an informed manner.

c. Directors' Responsibility in Disagreement

If, after a thorough discussion, a director disagrees with any significant action to be taken by the Board, the director may vote against the proposal and request that the dissenting vote be recorded in the minutes of the meeting.

d. Directors' Responsibility of Participation

Directors are expected to attend and participate in Board and committee meetings. If, during the course of a Board year, a director does not attend 75% of the aggregate number of meetings of the Board or committees on which the director serves, the Corporate Governance Committee shall meet with that director in an attempt to resolve the situation. If the situation cannot be resolved to the satisfaction of the Corporate Governance Committee, the Committee may take any action it deems appropriate, including a recommendation to the full Board not to renominate that director for election.

e. Directors' Responsibility of Loyalty

Directors should not use their corporate position to make personal profit or to gain a personal advantage. When a director, directly or indirectly, has a financial or personal interest in a transaction to which the Company is to be a party, the director should obtain the approval of the Corporate Governance Committee to participate in the transaction or should refrain from participating in the transaction.

f. Directors' Responsibility of Confidentiality

A director will deal in confidence with all matters involving the Company until such time that there has been general public disclosure.

g. Evaluation of the CEO

As set forth in the Charter of the Talent and Compensation Committee, the Talent and Compensation Committee will conduct an annual review of the performance of the CEO and will set the CEO's compensation. The results of the review and evaluation are communicated to the CEO by the Chairman of the Board if the Chairman of the Board is an independent director. If the CEO is the Chairman of the Board, the results will be communicated by the Lead Director and the chair of the Talent and Compensation Committee.

h. Succession Planning

The Talent and Compensation Committee shall, at least annually, report to the Board on senior management succession planning. The Company's succession plan will include appropriate contingencies in case the CEO retires or is incapacitated. The Talent and Compensation Committee will evaluate potential successors to the CEO. The CEO should make available to the Talent and Compensation Committee and to the Board recommendations and evaluations of potential successors.

i. Management Development

The CEO will present to the Board (or the Talent and Compensation Committee) annually a report on the Company's program for management development. The Board of Directors will thereafter review and discuss the CEO's report.

j. Board Access to Senior Management

Board members have complete access to Entergy's management. Board members will use good judgment to assure that these contacts are not disruptive to the business operations of the Company and, if the content of the contact is significant, it should be brought to the attention of the Chairman of the Board and CEO.

k. Board Interaction with Institutional Investors, the Press, Customers, etc.

The Board believes that senior management is the principal spokesman for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company at the request of the Board or senior management.

l. Service on Other Public Company Boards

Directors shall advise the Chairman of the Board, the Lead Director, the Chair of the Corporate Governance Committee and the General Counsel in advance of accepting an invitation to sit on the board of another publicly held company. Without the approval of the Corporate Governance Committee, (i) no director who also serves as an executive officer of the Company or any other public company may serve on more than three public company boards (including the Board of the Company) and (ii) no other director may serve on more than five public company boards (including the Board of the Company).

8. Onboarding, Training and Development

The Corporate Governance Committee will be responsible for the onboarding of new directors, including specifying the desired components of new director orientation. The new director orientation process will be designed to provide each new director with information about the Company, its organization, its business and operations and its industry that is needed to enable the new director to be a productive and effective Board member. The orientation will take into account the skills, background and experiences the new director brings to the Board, the skills and knowledge required to serve effectively on the committees on which the new director initially will serve, as well as potential future committee assignments.

The Corporate Governance Committee, in consultation with the Lead Director and the Chairman of the Board, also will oversee a process for the ongoing training and development of directors that takes into account the director's skills, background, experiences and interests and the director's current and anticipated committee assignments. This process should include the development of recommendations for internal or external training and development opportunities that enhance director performance generally and prepare the director to serve on committees for which specialized training and development may be beneficial.

9. Assessing Performance

The Board, with the assistance of the Corporate Governance Committee, will conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively and identify any improvements that may be appropriate. The assessment should include evaluation of the Board's contribution as a whole, specific areas in which the Board believes a better contribution could be made, and individual director performance. The purpose of the review is to increase the overall effectiveness of the Board and its committees.

10. Code of Conduct

The Board shall adopt a code of conduct for directors, officers and employees. Any request for an exception to any board-adopted code of conduct involving a director or an executive officer shall be considered by the Corporate Governance Committee and approved by the Board.

11. Board Compensation

a. The Corporate Governance Committee will annually review the status of the Company's Board compensation, which should be commensurate with director compensation at similar U.S. public companies of a comparable size. Changes in Board compensation, if any, should be made by the Board of Directors at the recommendation of the Corporate Governance Committee.

b. The Corporate Governance Committee shall review any substantial charitable contribution by the Company or its affiliates to any organization with which a director is affiliated.

12. Amendments and Availability

These Corporate Governance Guidelines should be reviewed periodically by the Corporate Governance Committee and may be amended by a majority vote of the independent members of the Board of Directors. Consistent with the requirements of the New York Stock Exchange, these guidelines will be included on the Company's website and will be made available in print upon a request sent to the Company's Secretary.

January 27, 2023