

ENTERGY CORPORATION

TALENT AND COMPENSATION COMMITTEE

Purposes

The Talent and Compensation Committee (“Committee”) is appointed by the Entergy Corporation Board of Directors (“Board”) to discharge the Board’s responsibilities relating to the compensation of the executive officers of Entergy Corporation (“Company”), including the Chairman of the Board (if a member of the Company’s management), the Chief Executive Officer (“CEO”), Chief Financial Officer and other executive members of the Office of the Chief Executive and to oversee the Company’s compensation philosophy and practices and personnel initiatives. The Committee reports to the Board on at least a quarterly basis.

The Committee has overall responsibility for establishing and administering the compensation plans, policies, programs and procedures of the Company as they affect the Company’s executive officers. The Committee serves as the sole decision-maker in determining compensation for executive officers in accordance with applicable tax and securities laws.

The Committee monitors performance and developmental activities of the executive officer team, including the strength of the leadership and talent pipeline, and succession planning for the executive officer team, including emergency and long-term plans for the CEO and the CEO’s executive officer direct reports.

The Committee reviews other major employee matters, including workforce diversity and inclusion, safety, organizational health, and compensation. As part of its review, the Committee receives periodic reports from management on human resource programs and practices and assesses program effectiveness and the relative alignment of the Company’s human capital strategy with the Company’s strategic objectives.

Committee Membership

The Committee shall consist of no fewer than three members. Each Committee member must satisfy the applicable independence requirements set forth in the New York Stock Exchange (“NYSE”) Rules and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “Non-Employee Directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

The Board shall appoint the members of the Committee, including the Committee Chair (“Chair”), based on recommendation of the Corporate Governance Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. The Chair shall generally serve at least two years as Chair.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities, but in no case shall this be less than four times per year. The Chair shall preside over meetings of the Committee and report Committee actions to the Board. If the Chair is not present, the Committee may designate an acting Chair.

The Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the Committee members will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law or by the Company's certificate of incorporation or its bylaws.

The Chair will, in consultation with the other members of the Committee and appropriate Company management, establish the agenda for each Committee meeting. Any Committee member may suggest items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. At the discretion of the Chair, the members of the Committee will meet periodically, as necessary, in executive session.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Committee Responsibilities and Authority

The Committee shall perform the following functions and such additional functions warranted by changing business, legislative, regulatory, legal or other conditions.

1. Establish Executive Compensation Policies and Programs. The Committee shall develop and implement the Company's compensation policies and programs for executive officers, including base salaries, merit increases, variable compensation, and compensation to newly hired or promoted executive officers. The Committee shall review and approve, at least annually, the Company goals and objectives relevant to the compensation of the Company's executive officers.
2. Review and Approve CEO Compensation. The Committee shall evaluate CEO performance in light of Company goals and objectives and determine and approve compensation levels for the CEO based on that evaluation. In determining the incentive components of CEO compensation, the Committee may consider such factors as it deems appropriate, including, but not limited to, Company 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. Review and Approve Executive Officer Compensation. The Committee shall review and approve the annual base salaries and annual incentive opportunities of the Company's executive officers and shall be solely responsible for establishing, implementing and determining the following as they affect those executive officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits, perquisites or other personal benefits. The Committee will also oversee the performance evaluations of the Company's executive officers.

4. Incentive Compensation Plans. The Committee shall approve, adopt and amend all cash-based incentive plans for executive officers and all equity-based plans of the Company applicable to officers and employees. The Committee will be responsible for the administration of the Company's equity-based incentive compensation plans and all other plans adopted by the Board that contemplate administration by the Committee.
5. Oversee Regulatory Compliance. The Committee shall, in consultation with appropriate Company management, oversee regulatory compliance with respect to compensation matters, including overseeing any compensation programs intended to preserve tax deductibility, and as may be required, determine whether performance goals have been attained for purposes of applicable tax law.
6. Monitor of Delegates. The Committee shall monitor the activities of any person or group to whom it delegates its authority, and the discharge of the obligations of these delegates.
7. Additional Authority Regarding Plans. The Committee shall take any additional actions it deems appropriate to exercise the full power and authority granted to it by the Board to act on behalf of the Board regarding the establishment, administration, amendment or termination of all existing and any new Company-sponsored employee benefit plans, programs and arrangements.
8. Workforce Diversity and Inclusion, Organizational Health and Safety. The Committee shall, in consultation with appropriate Company management, oversee and monitor the effectiveness of the Company's human capital strategies, including its workforce diversity, inclusion, organizational health, and safety strategies, programs and initiatives.
9. Succession Planning. The Committee shall, at least annually, report to the Board on succession planning. As part of this responsibility, the Committee shall review the identification and development of appropriate leadership talent who have the capacity to succeed members of the executive officer team. The Company's succession plan will include appropriate contingencies in case the CEO retires or is incapacitated. The Committee will evaluate potential successors to the CEO. The CEO should make available to the Committee and to the Board recommendations and evaluations of potential successors. Notwithstanding the foregoing, succession planning with respect to Board membership, including with respect to a CEO or other member of management serving on the Board, shall be solely the responsibility of the Corporate Governance Committee.
10. Stock Ownership Guidelines. The Committee shall review and approve stock ownership guidelines applicable to the executive officers and shall periodically review compliance with such guidelines. Adoption and maintenance of stock ownership guidelines for the Company's non-employee directors shall be the responsibility of the Corporate Governance Committee.
11. Clawback Policy. The Committee shall oversee the Company's clawback policy providing for recoupment of compensation paid to executive officers under certain circumstances and shall approve any revisions to such policy.

12. Review of CD&A. The Committee shall review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s annual proxy statement or Annual Report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the “SEC”), and based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
13. Preparation of Compensation Committee Report. The Committee shall prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company’s annual proxy statement or Annual Report on Form 10-K.
14. Review of Compensation Risks. The Committee shall annually assess whether its compensation policies, programs and practices are reasonably likely to have a material adverse effect on the Company.
15. Oversight of Compensation Related Proxy Submissions. The Committee shall oversee (i) the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other shareholder groups on executive compensation matters. The Committee also shall review the results of such advisory votes and consider any implications.
16. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Delegation

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee or, to the extent permitted by applicable law, regulation or listing standard, to any other body or individual.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amounts as the Committee deems necessary, to compensate any consultants or any other advisors retained by the Committee. The Committee will have the sole authority to retain and terminate compensation consultants to assist in the evaluation of executive officer compensation and the sole authority to approve the fees and other retention terms of such compensation consultants. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any counsel or advisor retained by the Committee and shall have sole authority to approve the fees and other terms and conditions of any such retention. Prior to engaging any compensation consultant, counsel or other advisor, and thereafter on an annual basis, the Committee will consider all factors relevant to the consultant, counsel or other advisor’s independence, including the independence-related factors specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee may also direct management to assist the Committee in any of its duties.

Annual Review

At least annually, the Committee will (a) review this Charter and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Consistent with NYSE listing requirements, this Charter will be included on the Company's website and will be made available in print upon a request sent to the Company's Secretary. The Company's proxy statement will state that this Charter is available on the Company's website and that it will be available in print upon a request sent to the Company's Secretary.

December 2, 2022