

**ENTERGY CORPORATION  
AUDIT COMMITTEE CHARTER  
(APPROVED MAY 2017)**

**Purpose**

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-approve all auditing services and permitted non-audit services to be performed for Entergy by its independent auditor.
3. Adopt policies that help assure the independent auditor's independence, including policies for Entergy's hiring of the independent auditor's employees or former employees.
4. Review and discuss the independent auditor's annual audit plan including their risk assessment, approach, focus, and resources.
5. Discuss with the independent auditor the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 1301, as may be further modified or supplemented, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of the activities or access to requested information, any significant disagreements with management, and any significant issues discussed with the independent auditor's national office.
6. Periodically, and at least in conjunction with the annual audit of Entergy's financial statements, receive reports from the independent auditor on:
  - a. All critical accounting policies and practices to be used.
  - b. All material alternative treatments of financial information within GAAP that have been discussed with management and ramifications of the use of such alternative disclosures and treatments.
  - c. Other material written communications between the independent auditor and management, such as any management representation letter or schedule of unadjusted differences and disclosures.
7. Review and discuss the independent auditor's reports on Entergy's internal control over financial reporting as required by section 404 of the Sarbanes-Oxley Act and SEC rules, including any material weaknesses or significant deficiencies communicated throughout the year.
8. Obtain and review a report from the independent auditor at least annually regarding:
  - a. The independent auditor's internal quality control procedures;
  - b. Any material issues raised by the most recent internal quality control review or PCAOB inspection of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
  - c. Any steps taken to deal with any such issues; and
  - d. All relationships between the independent auditor and Entergy.
9. Annually, evaluate the qualifications, performance and independence of the independent auditor, including the audit team lead partner, taking into account the opinions of management and internal auditors, and report the Audit Committee's conclusions to the Board.
10. Take steps as required in connection with the rotation of the audit team lead partner, the reviewing partner, and any other audit partner, as required by the Sarbanes-Oxley Act and SEC rules.

#### Internal Audit:

1. Review the appointment or dismissal of the Vice President and General Auditor or person performing a similar function.
2. Discuss with the independent auditor and management the internal audit function's organization, responsibilities, budget and staffing, and any recommended changes in the planned scope of internal audit.

3. Review and approve any revisions to the Internal Audit Charter.
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 4<sup>th</sup> day of May, 2017 by the Audit Committee of the Board of Directors, Entergy Corporation.