

# ENTERGY CORPORATION

## CORPORATE GOVERNANCE COMMITTEE CHARTER

### Purpose

The purpose of the Committee is to a) oversee a broad range of issues surrounding the composition and operation of the Board of Directors, including identifying individuals qualified to become Board members, recommending to the Board director nominees to be elected at the annual meeting of shareholders and developing and recommending to the Board a set of corporate governance principles applicable to the Company, b) oversee the evaluation of the Board and management, and c) advise management regarding governmental, regulatory and public relations matters. The Committee reports to the Board on an annual or as-needed basis.

### Composition

**Size.** The size of the Committee shall be determined by the Board, but it must always have at least three members.

**Qualifications.** Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange.

**Appointment and Removal.** The Board selects Committee members, including the Committee's Chair, based on recommendations 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.

### Duties and Responsibilities

The duties and responsibilities of the Committee shall include the following:

1. To review annually with the Board the size and composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, independence, characteristics, expertise and diversity appropriate for the Board.
2. To review, determine and report at least annually that the Board and each of its committees meet the requirements for independence, expertise or otherwise imposed by the SEC, the NYSE or any other body with authority over the Board and its composition.
3. To identify, review and recommend to the Board the nominees to be proposed for election as Directors.
4. To consider the qualification of members of the Board to serve on Board committees and to recommend annually to the Board proposed committee membership and committee chairs.
5. To make recommendations on the frequency, content and structure of Board meetings and Board committee meetings.
6. To review periodically and recommend to the Board a Code of Conduct applicable to the Company's directors.
7. To make recommendations concerning any other aspect of the procedures of the Board and Board committees or matters pertaining to the Board or Board committees that the Committee considers warranted, including but not limited to procedures with respect to

the unusual circumstance of any waiver by the Board concerning the Code of Business Conduct and Ethics applicable to the Company's directors or to the waiver of any other Company corporate governance rule, guideline, procedure or principle.

8. To review periodically the Corporate Governance Guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.
9. To review current developments in the corporate governance area and to make recommendations as appropriate.
10. To make recommendations to the Board concerning the Board's duty to conduct an annual self-evaluation and assist the Board in its self-evaluation.
11. To periodically review and recommend to the Board compensation to be paid to non-employee Directors.
12. To specify the desired components of director orientation and to oversee and make periodic recommendations concerning director continuing education programs.
13. To review annually with the Board whether the roles of Chairman of the Board and CEO should be separate or combined.
14. To recommend to the Board of Directors a Lead Director when the roles of Chairman of the Board and CEO are combined.
15. To review any substantial charitable contributions by the Company or its affiliates to any organization with which a director is affiliated.
16. To meet with any director who does not attend at least 75% of the aggregate number of meetings of the Board or committees on which the director serves and, if the situation cannot be resolved, to take any action that the Committee deems appropriate, including a recommendation to the full board not to re-nominate that director for election.
17. To review and to counsel management concerning governmental, regulatory, and public relations matters.
18. To review and to counsel management concerning public policy issues and concerning equal opportunity in all corporate relationships.
19. To review shareholder proposals submitted to the Company that relate to corporate governance, including a director nomination by a shareholder, and make recommendations to the Board regarding the response to such proposals to be taken by the Board in the Company's annual proxy statement.
20. To ensure alignment with company policy and overall values, review the Company's policy advocacy efforts, including annually reviewing and approving the Company's disclosure of political contributions and annually reviewing the Public Policy and Advocacy Policy and the Company's participation in trade associations that engage in significant lobbying activity.
21. To review and make recommendations to the Board, as needed, with respect to the Company's sustainability strategies, policies, and practices, including without limitation those relating to climate change and corporate social responsibility.

22. To perform an annual performance evaluation of the Committee.

## **Meetings**

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair will, in consultation with the other members of the Committee and appropriate officers of the Company, 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. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board 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 Committee Chair will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time.

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. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

## **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee.

## **Resources and Authority**

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, except that if the Board authorizes the Talent and Compensation Committee to conduct a search for a nominee for non-executive Chairman of the Board, that Committee shall have authority to retain and terminate any search firm. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities. The Committee shall have appropriate resources and sole authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amounts as the Committee deems necessary, to compensate any search firm, consultant, independent counsel or any other advisor retained by the Committee. The Committee may direct management to assist the Committee in any of its duties.

## **Annual Review**

At least annually, the Committee will (a) review this Charter with the Board 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 New York Stock Exchange 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.

January 27, 2023