

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 7, 2021

Entergy Corporation
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>1-11299</u> (Commission File Number)	<u>72-1229752</u> (IRS Employer Identification No.)
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<u>639 Loyola Avenue, New Orleans, Louisiana</u> (Address of principal executive offices)	<u>70113</u> (Zip Code)
Registrant's telephone number, including area code	<u>(504) 576-4000</u>

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.01 Par Value	ETR	New York Stock Exchange
Common Stock, \$0.01 Par Value	ETR	NYSE Chicago, Inc.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 7, 2021, Leo P. Denault, the Chief Executive Officer of Entergy Corporation (the “**Company**”), entered into an amendment (the “**Amendment**”) to his retention agreement (the “**Agreement**”) to align the permission requirements of his Agreement with those of the Company’s System Executive Retirement Plan (“**SERP**”) with respect to post-age-65 separations by removing the requirement for permission to retire after age 65 to receive the supplemental credited service provided by the Agreement. Under the terms of the SERP, participants must obtain permission to retire to receive SERP benefits upon separation from employment prior to age 65; after age 65, permission to retire is no longer required. Prior to the Amendment, Mr. Denault’s Agreement required him to obtain permission to retire even after age 65 to receive, upon separation, the supplemental credited service provided by the Agreement; with the Amendment, Mr. Denault no longer needs such post-age-65 permission to retire. However, the Amendment does not change the requirement that Mr. Denault obtain permission to retire before age 65 to receive his SERP benefits. A copy of the Amendment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 7, 2021, the Company held its 2021 Annual Meeting of Shareholders (“**Annual Meeting**”). At the Annual Meeting, the Company’s shareholders: 1) elected the 11 directors nominated by the Company’s Board of Directors (the “**Board**”) to serve until the 2022 Annual Meeting of Shareholders and until their successors are elected and qualified; 2) ratified the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2021; 3) approved an advisory resolution to approve named executive officer compensation; and 4) approved the amendment to the Company’s Restated Certificate of Incorporation to permit it to issue preferred stock. The proposals are further described in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (“**SEC**”) on March 26, 2021.

The table below sets forth the number of votes cast for and against, and the number of abstentions and broker non-votes, for each matter voted upon by the Company’s shareholders.

Proposal 1 – Election of Directors

Nominee	Voted For	Voted Against	Abstentions	Broker Non-Votes
John R. Burbank	159,547,956	865,731	297,630	14,126,257
Patrick J. Condon	159,632,239	799,031	280,047	14,126,257
Leo P. Denault	148,523,656	11,850,552	337,109	14,126,257
Kirkland H. Donald	159,780,973	679,169	251,175	14,126,257
Brian W. Ellis	159,455,547	962,341	293,429	14,126,257
Philip L. Frederickson	159,789,974	654,579	266,764	14,126,257
Alexis M. Herman	146,485,460	13,855,555	370,302	14,126,257
M. Elise Hyland	159,687,562	737,456	286,299	14,126,257
Stuart L. Levenick	150,677,995	9,679,372	353,950	14,126,257
Blanche L. Lincoln	158,383,251	2,067,226	260,840	14,126,257
Karen A. Puckett	158,752,822	1,670,517	287,978	14,126,257

Proposal 2 – Ratification of Deloitte & Touche as the Company’s Independent Registered Public Accountants for 2021

Voted For	Voted Against	Abstentions
169,513,785	5,139,957	183,832

Proposal 3 Advisory Resolution on Named Executive Officer Compensation

Voted For	Voted Against	Abstentions	Broker Non-Votes
151,933,284	8,270,276	507,757	14,126,257

Proposal 4 An Amendment to Entergy’s Restated Certificate of Incorporation Authorizing the Issuance of Preferred Stock.

Voted For	Voted Against	Abstentions	Broker Non-Votes
153,707,111	6,610,287	393,919	14,126,257

Item 8.01 Other Events.

On May 10, 2021, our certificate of incorporation was amended and restated (the “***Restated Certificate of Incorporation***”) to provide authority to issue up to 1,000,000 shares of preferred stock, no par value per share, and to decrease from 500,000,000 to 499,000,000 the number of shares of common stock, par value of \$0.01 per share, authorized for issuance. A copy of the Restated Certificate is attached hereto as Exhibit 3.1(i) and is incorporated herein by reference.

As a result of the amendments, our description of common stock is modified to read as follows:

Description of Common Stock

The following descriptions of our common stock and the relevant provisions of our certificate of incorporation and bylaws are summaries and are qualified by reference to the Restated Certificate that is filed as an exhibit to this current report and our bylaws which are filed as an exhibit to our most recent annual report on Form 10-K, in each case filed with the SEC. The following also summarizes certain applicable provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”) and that summary is qualified by reference to the DGCL.

General

Our authorized capital stock consists of 500,000,000 shares, of which 499,000,000 shares, par value of \$0.01 per share, are designated as common stock and 1,000,000 shares, no par value per share, are designated as preferred stock. Our Board is authorized to establish, from time to time, classes or series of the preferred stock and to fix the rights and preferences of each class or series of the preferred stock, including dividend rates and preferences, conversion provisions, voting rights, redemption provisions, liquidation rights and preferences, preemption rights and other matters; provided that no share of preferred stock shall have more than one vote per share.

Dividend Rights

We will pay dividends on our common stock as determined by our Board out of legally available funds. Our ability to pay dividends depends primarily upon the ability of our subsidiaries to pay dividends or distributions or otherwise transfer funds to us. Various financing arrangements, charter provisions and regulatory requirements may impose certain restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends or distributions, loans or advances. If our Board fixes the rights of preferred stock and issues preferred stock, such preferred stock may be entitled, in preference to the common stock, to cumulative dividends at the rate fixed for each series by our Board.

Voting Rights

Holders of common stock are entitled to one vote for each share held by them on all matters submitted to our shareholders. Holders of our common stock do not have cumulative voting rights in the election of directors. Unless otherwise required by law and subject to any special voting rights that may vest in the holders of preferred stock, in all matters other than the election of directors, the affirmative vote of the holders of a majority of the shares represented at a shareholder meeting and entitled to vote on the subject matter shall be the act of the shareholders. Under the DGCL, our Restated Certificate may be amended by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote on the proposed amendment (which would include the common stock and any series of preferred stock which, by its terms or applicable law, was so entitled to vote), and, if any class or series of shares is entitled to vote as a class, then the proposed amendment must be approved by the required vote of each class or series of shares entitled to vote as a class. At a meeting for the election of directors at which a quorum is present, subject to the rights, if any, of holders of preferred stock that may have been issued, directors are elected by a majority of votes cast with respect to such director; provided, however, that, if the number of nominees is greater than the number of directors who will be elected, the nominees receiving a plurality of the votes cast will be elected as directors.

Liquidation Rights

In the event of any liquidation, dissolution or winding up of our affairs, voluntarily or involuntarily, the holders of our common stock will be entitled to receive the remainder, if any, of our assets after the payment of all our debts and liabilities. In addition, if our Board fixes the rights of preferred stock and issues preferred stock, such preferred stock may be entitled, in preference to the common stock, in voluntary and involuntary liquidation, to the amounts fixed for each series by the Board, plus in each case, unpaid accumulated dividends.

Preemptive Rights

The holders of our common stock do not have a preemptive right to purchase shares of our common stock or securities convertible into such shares nor are they liable for future capital calls or to assessments by us.

Listing

Our common stock is listed under the symbol “ETR” on both the New York Stock Exchange and the NYSE Chicago.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Equiniti Trust Company, doing business as EQ Shareowner Services.

Certain Anti-Takeover Effects

General. Certain provisions of our Restated Certificate, bylaws and the DGCL could have the effect of delaying, deferring or preventing an acquisition of control of us by means of a tender offer, a proxy fight, open market purchases or otherwise in a transaction not approved by our Board. The provisions described below may reduce our vulnerability to an unsolicited proposal for the restructuring or sale of all or substantially all of our assets or an unsolicited takeover attempt which is unfair to our shareholders.

Business Combinations. Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the time the stockholder became an interested stockholder, subject to certain exceptions, including if, prior to such time, the board of directors approved the business combination or the transaction which resulted in the stockholder becoming an interested stockholder. “Business combinations” include mergers, asset sales and other transactions resulting in a financial benefit to the “interested stockholder.” Subject to various exceptions, an “interested stockholder” is a person who, together with his or her affiliates and associates, owns, or within the prior three years did own, 15% or more of the corporation’s outstanding voting stock. The restrictions on business combinations with interested stockholders contained in Section 203 do not apply to a corporation whose certificate of incorporation or bylaws contains a provision expressly electing not to be governed by the statute; however, neither our certificate of incorporation nor our bylaws contain a provision electing to “opt-out” of Section 203.

Special Meetings. Pursuant to the DGCL, a special meeting of stockholders may be called by the board of directors or by any other person authorized to do so in the certificate of incorporation or bylaws. Our certificate of incorporation and bylaws provide that special meetings of stockholders may only be called by: our Board; the Chairman of our Board; a majority of the members of the entire Executive Committee

of the Board; the Chief Executive Officer; or the holders of a majority of the outstanding shares of our common stock entitled to vote at the special meeting.

Advance Notice Requirements for Shareholder Nominations and Proposals. Our bylaws establish advance notice procedures with respect to stockholder proposals for annual meetings and the nomination of candidates for election as directors, other than nominations made by or at the direction of our board of directors or a committee of the board of directors. A stockholder who wishes to bring a matter before a meeting must comply with our advance notice requirements and provide us with certain information. Additionally, vacancies and newly created directorships may be filled only by a vote of a majority of the directors then in office, even in the case that such directors may represent less than a quorum.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1(i)	<u>Restated Certificate of Incorporation, dated May 10, 2021</u>
99.1	<u>Amendment to Retention Agreement effective May 7, 2021 between Leo. P. Denault</u>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Entergy Corporation

By: /s/ Marcus V. Brown

Marcus V. Brown
Executive Vice President and
General Counsel

Dated: May 10, 2021

**RESTATED
CERTIFICATE OF INCORPORATION
OF
ENTERGY CORPORATION**

Entergy Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Entergy Corporation and the name under which the corporation was originally incorporated is Entergy-GSU Holdings, Inc.
2. The original Certificate of Incorporation of this corporation was filed with the Secretary of State of Delaware on August 19, 1992.
3. This Restated Certificate of Incorporation was duly adopted by the Board of Directors in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

FIRST: The name of the Corporation is Entergy Corporation (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

FOURTH:

A. The total number of shares of stock which the Corporation shall have authority to issue is 500,000,000 shares, of which 1,000,000 shares, no par value per share, shall be designated "Preferred Stock" and 499,000,000 shares, par value \$.01 per share, of common stock shall be designated "Common Stock."

B. The authorized Preferred Stock may be issued, in one or more series, from time to time as the Board of Directors may determine. Each series of Preferred Stock shall bear a distinctive designation, shall be issued in such number of shares and shall have such relative voting, distribution, dividend, liquidation and other rights, preferences and limitations and redemption and/or conversion provisions (including provisions for the redemption or conversion of shares at the option of the stockholder or the Corporation or upon the happening of a specified event) as shall be prescribed, provided that no share of Preferred Stock may be entitled to more than one vote per share. The Board of Directors is expressly authorized to fix such terms, by resolution of the Board of Directors and as set forth in a certificate of designation filed pursuant to the General Corporation Law of the State of Delaware ("DGCL"). Such certificates of designation, when filed, shall constitute amendments to this Certificate of Incorporation to the extent provided by the DGCL.

C. The holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the stockholders of the Corporation on which the holders of shares of Common Stock are entitled to vote. Except as otherwise required by law or this Certificate of Incorporation, and subject to the rights of the holders of shares of Preferred Stock, if any, at any annual or special meeting of the stockholders of the Corporation, the holders of shares of Common Stock shall have the right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders; provided, however, that, except as otherwise required by law, holders of shares of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation that relates solely to the terms, number of shares, powers, designations, preferences or relative, participating, optional or other special rights (including, without limitation, voting rights), or to qualifications, limitations or restrictions thereof, of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or pursuant to the DGCL.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall not be less than nine (9) nor more than nineteen (19) directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors. A director shall hold office until the next succeeding annual meeting of stockholders and until his successor shall be elected, subject, however, to prior death, resignation, retirement or removal from office. Vacancies occurring in the Board of Directors and newly created directorships resulting from an increase in the authorized number of directors may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy shall serve until the next succeeding annual meeting of stockholders and until his or her successor shall be elected and qualified.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend, change or repeal the By-Laws of the Corporation. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of Delaware, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; *provided, however,* that no By-Laws hereafter adopted by the stockholders or otherwise shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Notwithstanding any other provision of this Certificate of Incorporation or the By-Laws of the Corporation to the contrary, except as otherwise expressly provided by the terms of any series of Preferred Stock, no action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken by written consent without such a meeting except any action taken upon the signing of a consent in writing by the holders of not less than the greater of (a) a majority of the outstanding stock of the Corporation entitled to vote thereon and (b) that number of shares of stock of the Corporation that would be required to take such action at a special or annual meeting of stockholders where holders of all outstanding stock of the Corporation were present, setting forth the action to be taken. Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to call a special meeting of the holders of such series,

special meetings of stockholders of the Corporation may be called only by the Board of Directors, the Chairman of the Board, the person, if any, designated by the Board of Directors as the Chief Executive Officer of the Corporation, a majority of the members of the entire Executive Committee of the Board of Directors, if there shall be one, or by the holders of not less than a majority of the outstanding stock of the Corporation entitled to vote at the special meeting.

EIGHTH:

A. To the fullest extent authorized or permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Any repeal or modification of this Section A of Article EIGHTH shall not have any effect on the liability or alleged liability of any director of this Corporation for any act or omission of such director occurring prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

B. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators: *provided, however*, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section B of Article EIGHTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation who are not directors or officers similar to those conferred in this Section B of Article EIGHTH to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Section B of Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws, any statute, agreement, vote of stockholders or disinterested directors, or otherwise.

Any repeal or modification of this Section B of Article EIGHTH by the stockholders of the Corporation shall not adversely affect any rights to indemnification and advancement of expenses of a director or officer of the Corporation existing pursuant to this Section B of Article EIGHTH with respect to any acts or omissions occurring prior to such repeal or modification.

C. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint

venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware. The Corporation may also obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate for the protection of any or all such persons.

NINTH: Each of the directors of the Corporation may be removed from office at any time, with or without cause, by the affirmative vote of the holders of not less than a majority of the outstanding stock of the Corporation then entitled to vote for the election of such director.

TENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, said Board of Directors has caused this Certificate to be signed by Marcus V. Brown, its Executive Vice President and General Counsel this 10th day of May 2021.

ENTERGY CORPORATION

By: /s/ Marcus V. Brown
Name: Marcus V. Brown
Title: Executive Vice President and
General Counsel

Attest:

By: /s/ Daniel T. Falstad
Name: Daniel T. Falstad
Title: Secretary

AMENDMENT TO
RETENTION AGREEMENT

THIS INSTRUMENT by and between Entergy Corporation, a Delaware corporation (“Company”) and Leo P. Denault (“Executive”), effective as of the last date that it is signed below by both parties hereto (“Effective Date”), hereby constitutes an amendment to the Retention Agreement by and between Company and Executive and effective on August 3, 2006 (“Agreement”). Except as otherwise provided herein, the Agreement and any prior amendments thereto shall remain in full force and effect in accordance with their original terms and conditions.

WHEREAS, Company and Executive now desire to amend the Agreement and on May 6, 2021, the Personnel Committee of the Board of Directors of Company authorized the undersigned Company Officer to execute this amendment to the Agreement;

NOW THEREFORE, in consideration of the promises and mutual covenants herein contained, Company and Executive hereby agree as follows:

1. Section 3.3(b) of the Agreement is hereby amended and restated in its entirety to read as follows:

(b) Termination of Employment Without a Termination Event and Not Because of Death or Disability Before Attaining Age 65. If, on or after his attainment of age 55 and prior to his attainment of age 65, Executive’s employment with the System should terminate for any reason other than on account of a Termination Event, death or disability, Executive shall be entitled to Executive’s Accrued Obligations, Normal Post-Termination Compensation and Benefits and SERP Credited Service (which shall not require permission), (but not SERP Permission to Retire, which permission shall be at the discretion of Executive’s employer, in accordance with the terms and conditions of the SERP).

2. The following shall be added as a new Section 3.3(c) of the Agreement:

(c) Termination of Employment Without a Termination Event and Not Because of Death or Disability Upon or After Attaining Age 65. If, on or after his attainment of age 65, Executive’s employment with the System should terminate for any reason other than on account of a Termination Event, death or disability, Executive shall be entitled to Executive’s Accrued Obligations, Normal Post-Termination Compensation and Benefits, SERP Credited Service and SERP Permission to Retire, which permission shall be granted in accordance with the terms and conditions of the SERP. For avoidance of doubt, and solely in further clarification, the final sentence of paragraph 7 of Executive’s SERP Participant Application does not require Executive to continue employment past age 65 to receive any benefit to which he is otherwise entitled under this Section 3.3(c).

3. Executive acknowledges that, pursuant to Section 5 of the Agreement, to the extent the Company funds the Trust for Deferred Payments of Entergy Corporation and Subsidiaries or any other trust established by the Company with all or a portion of the amounts that would be due Executive under this Agreement upon a Termination Event, then, as applicable, such trust deposits (and any earnings thereon) shall apply towards any funding

obligations in the event of a change in control under any nonqualified plan or arrangement in which Executive participates.

4. This amendment to the Agreement may be executed in counterparts, each of which shall be deemed to be an original but both of which together shall constitute one and the same instrument.

5. An electronic signature of this amendment to the Agreement shall have the same validity and effect as a signature affixed by hand.

IN WITNESS WHEREOF, the parties have executed this amendment to the Agreement effective as of the Effective Date.

ENTERGY CORPORATION

EXECUTIVE

Through its Duly Authorized Officer

By: /s/ Kathryn Collins

By: /s/ Leo P. Denault

Kathryn Collins

Leo P. Denault

Senior Vice President, HR and
Chief Human Resources Officer

Chairman of the Board and
Chief Executive Officer,
Entergy Corporation

Date Executed: May 7 2021

Date Executed: May 7 2021