

ENTERGY CORPORATION

PERSONNEL COMMITTEE CHARTER

Purposes

The Personnel Committee (Committee) establishes and administers the Company's policies, programs and procedures for hiring, evaluating, promoting, and setting compensation for its executive officers (i.e., Chairman, CEO, and Executive direct reports of the CEO). The Committee discharges the Board's responsibilities relating to compensation of the Company's executive officers and produces a report on executive compensation for inclusion in the Company's proxy statement for its annual meeting of stockholders in accordance with applicable rules and regulations. The Committee reports to the Board on a quarterly or as-needed basis.

The Committee also reviews other major employee matters, including workforce diversity, safety, environmental, health, and compensation.

The Committee serves as the sole decision-maker concerning issues relating to executive compensation in accordance with applicable tax and securities laws.

The Committee monitors performance and developmental activities of the executive officer team.

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 New York Stock Exchange Rules and tax and securities laws. Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources.

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. The Chairman of the Committee shall, unless otherwise directed by the Board, serve at least two years as Chair.

Duties and Responsibilities

The duties and responsibilities of the Committee are:

1. Establish Executive Compensation Policies and Programs. The Committee will 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 executives at this level.
2. Review and Approve Executive Officer Compensation. The Committee will review and approve, at least annually, corporate goals and objectives relevant to the compensation of the executive officers of the

Company. Additionally, the Committee shall be solely responsible for establishing, implementing and determining all performance-based compensation for those officers covered by applicable tax law. The Committee will evaluate the performance of the CEO in light of those goals and objectives and determine and approve compensation levels based on those evaluations. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's 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. The Committee will also oversee the evaluation of the Company's other executive officers.

3. Incentive Compensation Plans. The Committee will approve, adopt and amend all cash- and equity-based incentive compensation plans in which any executive officer or management employee (including Management Levels 1-6) of the Company participates. This includes approval of the Entergy Achievement Multiplier goals for the new year and results of the previous year, approval of all equity compensation awards, approval of all incentive opportunity levels to reflect market values in benchmark companies, and approval of all equity compensation plans.
4. Equity-Based Plans. The Committee will also approve, adopt and amend all other equity-based plans.
5. Administer Compensation Plans. The Committee will administer the Company's equity-based incentive compensation plans, including the Equity Ownership Plan, and other plans adopted by the Board that

contemplate administration by the Committee. The Committee's administrative authority shall include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.

6. Oversee Regulatory Compliance. The Committee will, 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, establishing performance goals and determining whether performance goals have been attained for purposes of applicable tax law.
7. Review Employment Agreements. The Committee shall review and approve any employment agreement with the CEO and shall review any employment agreement with any other executive officer of the Company.
8. Monitor of Delegates. The Committee will monitor the activities of any person or group to whom it delegates its authority, and the discharge of the obligations of these delegates.
9. Additional Authority Regarding Plans. The Committee will 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, amendment or termination of all existing and any new Company-sponsored employee benefit plans, programs and arrangements.

10. Workforce Diversity and Safety. The Committee will, in consultation with appropriate Company management, oversee workforce diversity and safety.
11. 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.
12. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this Charter, but in no case shall this be less than four times per year. The Committee 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. 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 by-laws. The Committee Chair will supervise the conduct of the meetings.

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.

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 or regulation, to any other body or individual. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of three or more members of the Committee.

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 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 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 Annual Report on Form 10-K 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 10, 2004

- End of Personnel Committee Charter -