

NUCOR CORPORATION
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Membership

The Governance and Nominating Committee shall be comprised of at least three directors selected by the Board, each of whom shall meet the independence requirements of the New York Stock Exchange. The chairperson of the Committee shall be the Lead Director of the Board, or if the Lead Director is not serving on the Committee, then the chairperson shall be a member of the Committee selected by the members of the Committee. Each member of the Committee shall have sufficient experience, as determined by the Board, in corporate governance matters, and shall serve at the pleasure of the Board for such term or terms as the Board shall determine.

Purpose

The Committee shall consider and report periodically to the Board on all matters relating to the selection, qualification and compensation of the Board and candidates nominated to the Board as well as any other matter relating to the duties and responsibilities of members of the Board. As a part of such role, the Committee shall identify individuals qualified to become members of the Board, and recommend that the Board select the director nominees for the next annual meeting of stockholders. The Committee also shall take a leadership role in shaping the corporate governance of the Company, by among other things, developing and recommending to the Board a set of corporate governance principles for the Company. The Committee shall also oversee the implementation of processes and procedures for the annual performance evaluation of the CEO and Chairman, Lead Director, Board and its standing committees.

Duties and Responsibilities

- A) The Committee shall assist the Board, particularly with respect to matters relating to governance and succession, as follows:
- 1) Develop and recommend to the Board for approval specific guidelines and criteria for selecting nominees for election to the Board.
 - 2) Review the qualifications of and recommend to the Board:
 - a. Those persons to be nominated for election as a director and submitted to the stockholders for election at each annual meeting of stockholders, and
 - b. The nominees for directors to be elected by the Board to fill any vacancies or newly created directorships.
 - 3) Make recommendations to the Board concerning:
 - a. the size, composition and leadership of the Board,

- b. the committee structure of the Board, committee operations (including the ability to delegate to subcommittees) and committee reporting to the Board,
 - c. the qualifications of committee members,
 - d. the size, composition and leadership of each standing committee of the Board, and
 - e. the responsibilities of each standing committee of the Board.
- 4) Periodically review and recommend to the Board changes with respect to corporate governance documents and matters.
 - 5) Develop and oversee the annual process of evaluating the performance of the Board and the Company's management.
 - 6) Develop and recommend to the Board a set of corporate governance principles for the Company.
 - 7) Review stockholder proposals and recommend to the Board the Company's response to such proposals.
 - 8) Administer the Company's policy and procedures for the review, approval or ratification of any transactions that could potentially be required to be reported under rules of the Securities and Exchange Commission for disclosure of transactions with the Company's directors, business and other organizations with which its directors are affiliated, executive officers, members of their immediate families and other related persons.

B) The Committee shall have the sole authority to: (i) 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, and (ii) retain outside legal or other advisors as it deems necessary or appropriate.

C) The Committee shall have such powers and authority as may be necessary or convenient for the purpose of carrying out its responsibilities, including the authority to delegate responsibility for specific functions to subcommittees of the Committee.

Meetings

The Committee will meet at least four times per year, and pursuant to the Bylaws of the Company with regard to notice and waiver. The chairperson will preside, when present, at all meetings of the Committee. Written minutes of the meeting will be filed in the Company records. Reports of the Committee will be made to the Board at the next regularly scheduled meeting of the Board following the Committee meeting, including any recommendations of the Committee to be approved or otherwise acted upon by the full Board.

Annual Performance Evaluation

The Committee shall annually evaluate its own performance and report to the Board the conclusions its members reach with regard to the Committee's performance of its duties and responsibilities.