

**NUCOR CORPORATION**  
**AUDIT COMMITTEE CHARTER**

Membership

The Audit Committee shall be comprised of at least three directors, each of whom shall be a member of the Board in good standing and shall meet the independence, experience and expertise requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”). At least one member of the Audit Committee shall be an “audit committee financial expert” as defined in rules promulgated by the Commission. The members of the Committee and its chairperson are selected by the Board upon the recommendation of the Governance and Nominating Committee. The members shall serve at the pleasure of the Board for such term or terms as the Board shall determine. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

Purpose

The Audit Committee shall assist the Board in oversight of:

- 1) the integrity of the Company’s financial statements,
- 2) the Company’s compliance with legal and regulatory requirements,
- 3) the qualifications and independence of the public accounting firm engaged to prepare or issue an audit report with respect to the Company’s financial statements (the “Independent Auditors”), and
- 4) the performance of the Company’s internal audit function and the Independent Auditors.

The Audit Committee’s purpose is also to prepare the report required by rules of the Commission to be included in the Company’s annual proxy statement.

Duties and Responsibilities

The Audit Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Auditors (including resolution of disagreements between management and the Independent Auditors regarding financial reporting) engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the Independent Auditors must report directly to the Audit Committee. The Committee shall

also be directly responsible for terminating the Independent Auditors if the members of the Audit Committee determine it is necessary to do so. In addition, the Audit Committee shall approve in advance all auditing services, internal control-related services and permitted non-auditing services (including the terms thereof) to be provided by the Independent Auditors except as the requirement for advance approval may be waived in accordance with subparagraph (B) of Section 10A(i)(1) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. To the extent that the Exchange Act or rules adopted by the Commission and the corporate governance listing standards of the NYSE allow the Audit Committee to delegate its authority to approve permitted non-audit services that management believes should be provided by the Independent Auditors, the Audit Committee may delegate its authority to approve such services to its chairperson; provided, however, any such services approved by its chairperson shall be presented to the full Audit Committee at its next regularly scheduled meeting.

The Audit Committee shall require the Independent Auditors to provide it with timely reports regarding:

- 1) Critical accounting policies and practices;
- 2) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative treatments, and the treatment preferred by the Independent Auditors;
- 3) The results of the annual audits, any accounting disagreements between the Independent Auditors and management and any matters required to be communicated to the Committee under the standards of the Public Company Accounting Oversight Board (the "PCAOB"); and
- 4) Other material written communications between the Independent Auditors and management.

Both the Independent Auditors and the Company's internal auditors shall have full access to members of the Audit Committee. Likewise, the Audit Committee members shall have full access to both the Independent Auditors and the Company's internal auditors. To ensure such access and to permit its members to perform their oversight function most effectively, the Audit Committee shall meet separately, at least quarterly, with management (including the Chief Executive Officer and Chief Accounting Officer), the manager of internal audit, and the Independent Auditors to review the adequacy of the Company's internal controls, changes in accounting policies, and the quality of financial reporting and to discuss any other issues warranting Audit Committee attention. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or Independent Auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the Independent Auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, to any advisors employed by the Audit Committee and for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall:

- 1) Meet to review and discuss the annual audited financial statements with management and the Independent Auditors, including reviewing the Company's specific disclosures in its periodic reports to the Commission made under the section of those reports captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- 2) Meet to review and discuss the quarterly financial statements with management and the Independent Auditors prior to the filing of the Company's Form 10-Q, including the results of the Independent Auditors' review of the quarterly financial statements.
- 3) Discuss with management and the Independent Auditors significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
- 4) Review and discuss with management and the Independent Auditors any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- 5) Review and discuss with management (including the senior internal audit executive) and the Independent Auditors the Company's internal controls report and the Independent Auditors' attestation of the report prior to the filing of the Company's Form 10-K.
- 6) Review and discuss quarterly reports from the Independent Auditors on:
  - (a) all critical accounting policies and practices to be used;
  - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with

management, the ramifications of the use of such alternative treatments, and the treatment preferred by the Independent Auditors; and

- (c) other material written communications between the Independent Auditors and management, such as any management letter or schedule of unadjusted differences.
- 7) Review and discuss with management the Company's quarterly earnings press releases in advance of their release, including the use of "pro forma," or "adjusted" non-GAAP, information, as well as financial information and earnings guidance provided to analysts and rating agencies. The initial review and discussion of such materials with management may be conducted by the chairperson alone provided that such discussions and any actions taken are reviewed with the full Audit Committee at its next regularly scheduled meeting.
  - 8) Discuss with management and the Independent Auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
  - 9) Meet periodically with management and outside counsel to discuss the Company's major financial risk exposures, including but not limited to legal and environmental claims and liabilities, risk management and other financial exposures, and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
  - 10) Discuss with the Independent Auditors the matters required to be discussed by Statement on Auditing Standards No. 16 relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
  - 11) Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
  - 12) At least annually, obtain and review a report by the Independent Auditors describing: (a) the firm's internal quality control procedures; (b) any material issues raised by the most recent internal quality control review, peer review or PCAOB review 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, and any steps taken to deal with any such issues; and (c) (to assess the auditors' independence) all relationships between the Independent Auditors and the Company.

- 13) Ensure the rotation of the audit partners of the Independent Auditors as required by law.
- 14) Set clear policies for the Company's hiring of employees or former employees of the Independent Auditors.
- 15) Meet with the Independent Auditors prior to the audit to discuss the scope, planning and staffing of the audit.
- 16) Discuss with the Independent Auditors, management and the manager of the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
- 17) Obtain from the Independent Auditors assurance that they are not aware of any illegal acts by employees or management of the Company as set forth in Section 10A(b) of the Exchange Act.
- 18) Periodically review compliance monitoring programs in place within the Company. Consider input of auditors and counsel, as appropriate. During this review, legal and regulatory matters that may have a material impact on the Company's financial statements and compliance programs will be assessed.
- 19) Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations, the Code of Ethics for Senior Financial Professionals and the Standards of Business Conduct and Ethics.
- 20) Review and approve on an annual basis the Company's use of uncleared swap transactions (e.g., swaps, options, forward rate transactions, foreign exchange transactions, and transactions subject to a master agreement) that will not be executed on a facility or exchange.
- 21) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- 22) Discuss with management and the Independent Auditors any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

The Audit Committee shall report regularly to the Board and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Independent Auditors, or the performance of the internal audit function. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

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

#### Limitation of Audit Committee's Role

While the Audit Committee 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 the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Independent Auditors.