

**NUCOR CORPORATION**  
**COMPENSATION AND EXECUTIVE DEVELOPMENT COMMITTEE**  
**CHARTER**

Membership

The Compensation and Executive Development Committee shall be comprised of at least three directors, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and be an “outside director” as defined under Section 162(m) of the Internal Revenue Code. The members of the Committee and its chairperson are selected by the Board upon the recommendation of the Governance and Nominating Committee. Each member shall have sufficient experience, as determined by the Governance and Nominating Committee, in executive employment matters, and shall serve at the pleasure of the Board for such term or terms as the Board shall determine.

Purpose

The Committee shall: (1) discharge the responsibilities of the Board relating to the compensation of Nucor’s Senior Officers; (2) determine the compensation of the CEO and Nucor’s other Senior Officers; (3) oversee the administration of Nucor’s Senior Officer compensation plans; (4) designate who of Nucor’s Senior Officers are executive officers; (5) review and make recommendations concerning director compensation; and (6) produce a report on Named Executive Officer compensation for inclusion in Nucor’s proxy statement for its annual meeting of stockholders, all in accordance with applicable rules and regulations of the United States Securities and Exchange Commission (“the Commission”) and the NYSE listing standards. In performing its duties, the Committee shall ensure that: (1) the CEO and Senior Officers of Nucor are compensated effectively and consistently with the stated compensation strategy of the Company and that their compensation is appropriately tied to the performance of the Company; (2) the profit sharing plans for employees of the Company are consistent with the Company’s performance and its compensation philosophy; and (3) management development and succession plans and policies are in place.

Powers and Authority

The Committee has the authority to delegate responsibility for specific functions to subcommittees of the Committee. The Committee has the sole authority to retain and terminate compensation consultants, and outside legal, accounting and other advisors, and to approve the fees and other retention terms of such consultants and advisors, after having completed the assessment contemplated in item 16 below. The Committee will make regular periodic reports to the Board with respect to its actions and recommendations.

## Duties and Responsibilities

The Committee's duties and responsibilities shall include the following:

- 1) Review and approve corporate goals and objectives relevant to CEO compensation.
- 2) Review and evaluate annually, the CEO's performance against such established corporate goals and objectives.
- 3) Review and evaluate annually, the CEO's total compensation and determine and approve the CEO's compensation level based on the Committee's evaluation of the CEO's performance in light of the corporate goals and objectives relevant to the CEO's compensation.
- 4) Review, evaluate and determine, at least annually, all elements of Senior Officer total compensation.
- 5) Make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to Board approval.
- 6) Review, at least annually, the Stock Option and Award Plan, and make recommendations to the Board.
- 7) Review from time to time the Company's compensation strategy and executive compensation programs, assuring that these programs reward performance that contributes to the Company's growth and profitability, are consistent with the strategy of the Company, are competitive, and do not incentivize employees to create risks that may have a materially adverse effect on the Company.
- 8) Recommend to the Board the election of officers of the Company.
- 9) Recommend to the Board the Company's contribution to the Profit Sharing Plan for employees.
- 10) Review and recommend action to the Board on any additional Senior Officer compensation plans.
- 11) Prepare the Compensation Discussion and Analysis and the Committee's Report to be included in the proxy statement for the Company's annual meeting of stockholders and assure that such reports are accurate and clear regarding the linkage of executive compensation to the Company's performance.
- 12) Review, at least annually, the Company's executive succession and management development plans.
- 13) Administer any stock option or other equity incentive compensation plans that the Board shall assign responsibility for administering to the Committee.
- 14) Review, approve, and administer policies with respect to the recovery or "clawback" of incentive compensation, including monitoring and overseeing compliance with the requirements of Rule 10D-1 of the Securities Exchange Act of 1934 and related regulations and applicable stock exchange listing standards.
- 15) Solicit from management its recommendation as to the compensation of the Board which, in addition to its own evaluation, the Committee will consider and then make an independent recommendation to the Board with respect to the form and amount of director compensation. The Committee may consult with an external compensation consultant in making its recommendation.
- 16) Prior to any compensation consultant, outside counsel or any other external advisor to the Committee being retained, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor, taking

into consideration all factors relevant to such advisor's independence, including the factors specified in the NYSE listing standards. After considering such factors, the Committee may retain such external advisor even if the advisor is determined by the Committee not to be independent.

### 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 following the Committee meeting, including any recommendations to be approved or otherwise acted upon by the full Board.

### Annual Performance Evaluation

The Committee shall evaluate annually 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.