

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

Membership

The Compensation and Executive Development Committee will consist of at least three directors each of whom and its chairperson shall meet the independence requirements of the New York Stock Exchange. 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 discharge the responsibilities of the Board relating to compensation of Nucor's executives, and produce a report on executive compensation for inclusion in Nucor's proxy statement for its annual meeting of stockholders, in accordance with applicable rules and regulations of the United States Securities and Exchange Commission ("the Commission"). In performing its duties, the Committee shall assure 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 tied to the performance of the Company; (2) the profit sharing plans for employees of Nucor 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 shall have such powers and authority as may be necessary or convenient for the purpose of carrying out its responsibilities, including among others: (i) the authority to delegate responsibility for specific functions to subcommittees of the Committee; and (ii) the sole authority to retain and terminate a consulting firm to assist in the evaluation of CEO or Senior Officer compensation, including sole authority to approve the search firm's fees and other retention terms. The Committee will make regular periodic reports to the Board with respect to its actions and recommendations.

Duties and Responsibilities

The Committees 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, and report its findings to the Board.

- 3) Review and evaluate annually, the CEO's total compensation and set 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 and evaluate, at least annually, all elements of Senior Officer total compensation and make recommendations to the Board for any changes therein.
- 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 and recommend to the Board, 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, and are competitive.
- 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 compensation plans recommended by management.
- 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, 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) 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 such compensation.

### 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 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.