

**Nucor Corporation**  
**Corporate Governance Principles**  
**May 13, 2010**

The following Corporate Governance Principles (the “Principles”) have been adopted by the Board of Directors (the “Board”) of Nucor Corporation (“Nucor” or the “Company”). These Principles, along with the charters of the committees of the Board, provide the framework for the corporate governance of the Company. These Principles are subject to modification from time to time by the Board.

**Role of the Board and Management**

The primary responsibility of the Board members is to act in what they reasonably believe to be in the best interests of the Company and its stockholders. Nucor’s business is conducted by its employees, managers and officers under the direction of the Chief Executive Officer (the “CEO”) and the oversight of the Board. In performing their oversight responsibilities, directors rely on the ability and integrity of management in carrying out their responsibilities.

**Director Responsibilities**

The Board will meet as frequently as required to review and discuss reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to participate in Board meetings, review relevant materials, serve on Board committees and adequately prepare for meetings and discussions with management. Directors are expected to attend all meetings, including the annual meeting of stockholders.

**Selection of Directors**

Under Nucor’s bylaws, the Board of Directors has authority to fill vacancies on the Board and to nominate candidates for election by the stockholders. The Board’s Governance and Nominating Committee is responsible for (1) developing and recommending to the Board of Directors specific guidelines and criteria for selecting nominees for election to the Board, and (2) reviewing the qualifications of and making recommendations to the Board regarding nominees for election as a director at each annual meeting of stockholders and the nominees for directors to be elected by the Board to fill any vacancies or newly created directorships.

**Effect of Withheld Votes in Uncontested Elections for Director**

Any nominee for director in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall promptly tender his or her resignation for consideration by the Governance and Nominating Committee. The Committee shall evaluate the director’s tendered resignation taking into account the best interests of the Company and its stockholders and shall recommend to the Board whether to accept or reject such resignation. In making its recommendation, the Committee may consider, among other things, the effect of the exercise of cumulative voting in the election. The Board shall act within 120 days following certification of the stockholder vote and disclose its decision and the reasons therefor in an 8-K filing with the Securities and Exchange Commission (“SEC”). Any director who tenders his or her

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resignation pursuant to this principle shall not participate in any committee or Board consideration of it. This governance principle will be summarized or included in the Company's annual proxy statement.

## **Director Qualification Standards**

### **Independence**

A majority of the directors must be "independent" under the listing standards of the New York Stock Exchange ("NYSE"). On an on-going basis, the Board will affirmatively determine for each director whether or not they are independent, and disclose the determinations in Nucor's annual proxy statement. In addition to the CEO, additional members of management may become directors depending on the individual and the circumstances.

### **Other Qualifications**

In addition to the above independence criteria, nominees for the Board are selected on the basis of the following criteria, among others: their business or professional experience, their integrity and judgment, their records of public service, their ability to devote sufficient time to the affairs of the Company, the diversity of backgrounds and experience they will bring to the Board, and the needs of the Company from time to time. All nominees should be individuals of substantial accomplishment with demonstrated leadership capabilities. They should represent all stockholders and not any special interest group or constituency.

### **Size of the Board**

Under Nucor's bylaws, the number of directors shall be not less than three or more than nine, the precise number to be determined from time to time by resolution of the Board. It is the sense of the Board that a size of seven to nine directors is currently suitable for Nucor's purposes.

### **Lead Director**

Whenever the Chairman of the Board is a member of management, there shall be a Lead Director. The Lead Director shall be an independent director appointed each year by the independent members of the Board after the annual meeting of stockholders. The Lead Director will:

- Provide leadership to the Board of Directors;
- Chair Board meetings in the absence of the Chairman;
- Organize, set the agenda for and lead executive sessions of the non-employee directors without the attendance of management;
- Serve as a liaison between the Chairman and the independent directors;
- Consult with the Chairman and the Secretary of the Company to set the agenda for each Board meeting and determine the nature and extent of

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information that shall be provided regularly to the directors for each scheduled meeting;

- Approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Meet with the Chairman between Board meetings as appropriate in order to facilitate Board meetings and discussions;
- Have the authority to call meetings of the independent directors; and
- Be available for consultation and direct communication with major stockholders upon request at the direction of the CEO.

### **Board Agendas and Meetings**

The Non-Executive Chairman of the Board or the Lead Director, as the case may be, shall consult with the Chief Executive Officer and the Secretary of the Company to draft the agenda for each Board meeting and distribute it in advance to the Board. Each Board member is free to suggest the items to be included on the agenda. The agenda includes reports from each committee that has held a meeting since the last Board meeting.

The agenda and supporting materials are distributed to the Board in advance to allow the directors to prepare for discussion of matters at the meeting. Management presentations are made to the Board and its committees regularly on various aspects of the Company's operations.

### **Board Committees**

The Board of Directors has three standing committees: the Audit Committee, the Compensation and Executive Development Committee, and the Governance and Nominating Committee. Each committee has a written charter adopted by the Board of Directors. From time to time, the Board may provide for such other special committees as deemed necessary to carry out its responsibilities. The committee chairmen determine the frequency of meetings consistent with the charters of their respective committees and set meeting times and develop committee agendas. Each committee reports on its actions and discussions to the Board as soon as practicable.

All members of the Audit Committee, the Compensation and Executive Development Committee, and the Governance and Nominating Committee are independent.

Any director may attend and participate in discussions of any Board committee, although formal committee action will only be through the vote of appointed committee members.

Members of the Audit Committee are limited to serving on the audit committee of no more than three public companies.

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**Executive Sessions of Non-Employee Directors**

Non-employee directors meet in executive session (without members of management present) as needed. Executive sessions are included on the agenda of each regularly scheduled Board meeting and are chaired by the Non-Executive Chairman of the Board of Directors or the Lead Director, as the case may be. If any non-employee director is not “independent” under the listing standards of the NYSE, the other non-employee directors shall hold an executive session including only independent directors at least once a year.

**Attendance of Non-Directors at Board Meetings**

Executive officers and other members of senior management who report directly to the CEO can be present at Board meetings at the invitation of the CEO or the Board. The Board also encourages management from time to time to bring managers into Board meetings who (1) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (2) who demonstrate future leadership potential.

**Director Access to Management and Independent Advisors**

Directors have full and free access to officers, employees, the books and records of the Company as well as to the independent auditors. The Board and its committees may, in appropriate circumstances and at Company expense, hire independent advisors, including counsel. Generally, the independent advisors would be engaged with the knowledge of the CEO.

**Director Orientation and Continuing Education**

Materials are provided to newly appointed directors to acquaint them with the Company’s business, industry and corporate governance practices. Senior management and other appropriate personnel and outside advisors are also made available to brief new directors on the Company and the industry. The Company also arranges for directors to visit divisions on an ongoing basis to enable them to better carry out their duties.

Directors are encouraged to take advantage of continuing education opportunities that will enhance their ability to fulfill their responsibilities, and the Company shall reimburse directors for their reasonable expenses in pursuing such opportunities.

**Director Compensation**

Non-employee directors receive compensation for their services, as determined from time to time by the Board upon recommendation of the Compensation and Executive Development Committee. The Board considers compensation paid to directors at peer companies when establishing the amount paid to Nucor directors. Director compensation is a combination of cash and restricted stock units. It is the policy of the Board that the only remuneration received from Nucor by any non-employee director is compensation

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for service as a director. Directors who are employees of the Company receive no additional compensation for serving as directors.

**Stock Ownership and Retention Guidelines**

Each non-employee director is required to own 7,000 shares of common stock (including restricted stock units) of Nucor (predicated upon the number of shares outstanding as of May 31, 2006). This stock ownership requirement shall be adjusted to account for any subsequent stock splits. Each such director is allowed a period of five years after joining the Board to satisfy this requirement. A non-employee director shall retain the shares obtained from the exercise of any option granted under the Nucor Corporation 2005 Stock Option and Award Plan (or any other such plan previously or in the future sponsored by the Company) until the director meets the stock ownership requirement. This policy shall not prevent a director from exercising a stock option through a broker-assisted cashless exercise transaction provided that the number of shares sold simultaneously with the exercise is limited to the shares necessary to fund the exercise price and any income and self-employment taxes incurred by the director in connection with such exercise.

**Annual Performance Evaluation of the Board**

The Board and each of its committees perform annual self-evaluations. The assessments focus on the Board's contribution to the Company and specifically focus on areas in which the directors believe that the Board or any of its committees could improve. The effectiveness and contributions of individual directors are also evaluated and are considered each time a director stands for renomination.

**CEO Performance Evaluation**

At the end of each year, the non-employee directors meet in executive session to discuss the CEO's performance. The non-employee directors use the results of this performance evaluation when reviewing the CEO's salary, bonus and other incentive and equity compensation. The non-employee directors then meet with the CEO to discuss the performance evaluation and compensation.

**Notice of Director Resignation, Retirement or Refusal to Stand for Re-Election**

Any director who intends to resign or retire from, or refuse to stand for re-election for, the Board for any reason should communicate his or her intention in writing to the Secretary of the Company no later than the close of business on the second business day after making a final determination to do so.

**Director Retirement**

The mandatory retirement date for a non-employee director is the annual meeting following a director's 72<sup>nd</sup> birthday. Upon resignation or retirement from the Company, all employee directors, including the CEO, shall resign from the Board.

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**Change in Job Responsibilities**

Directors who have a change or termination in their principal employment or who have a substantial change in job responsibilities shall promptly tender their resignation for consideration by the Governance and Nominating Committee. The Committee shall evaluate the director's tendered resignation to determine whether it is appropriate for such director to continue on the Board in light of the changed circumstances and shall recommend to the Board whether to accept or reject such resignation.

**Other Directorships or Engagements**

In addition to service on this Board, directors shall not serve on more than five public company boards. A director who is a CEO of a public company may serve on the board of that company but shall not serve on more than one other public company board in addition to this Board. Directors must seek prior approval from the Board before becoming a director of another for-profit company. Directors must also seek prior approval from the Board before becoming an employee of, or accepting an engagement as an advisor or consultant to, any for-profit organization that competes with any business of Nucor, or which owns or may be reasonably expected to acquire an interest in a business that competes with any business of Nucor. The Governance and Nominating Committee will determine, in each instance, whether there may be a potential conflict of interest for the director to accept such position or engagement and make a recommendation to the Board with respect to approval.

**Management Succession Plan**

The Compensation and Executive Development Committee is responsible for reviewing and maintaining a succession plan for the CEO and senior executives, including succession in the case of an emergency.

**Communications with Third Parties**

Management and, specifically, the CEO and his or her designees, speak for Nucor Corporation. It is expected that directors would not speak for the Company except in unusual circumstances.

**Ratification of Independent Auditors**

The Board of Directors will submit the selection of independent auditors to the stockholders for ratification at the annual meeting of stockholders each year. If the stockholders fail to ratify the Audit Committee's selection, the Audit Committee will reconsider its selection of the independent auditors at such time and in such manner as the Audit Committee may determine in its sole discretion. The Audit Committee may in its discretion appoint a different independent accounting firm at any time during the year if the Audit Committee determines that a change is in the best interests of Nucor.