



Audit Committee Charter

Purpose

The Audit Committee (the "Committee") is established by the Board of Directors (the "Board") of Lowe's Companies, Inc. (the "Company") as an independent and objective committee of the Board. Its primary purposes are:

- to assist the Board in monitoring (a) the integrity of the Company's financial statements, (b) the Company's legal and regulatory compliance, (c) the Company's independent auditor's qualifications and independence, (d) the performance of the Company's internal audit function and independent auditors, and (e) compliance by the company with its established internal controls; and
- to prepare the Audit Committee report that is required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

Composition and Procedure

The Committee shall consist of at least three (3) directors. The members of the Committee shall qualify as "independent" under the 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 SEC. The members of the Committee shall meet the financial literacy requirements of the NYSE, as such qualification is interpreted by the Board in its business judgment. At least one member of the Committee shall qualify as a "financial expert" (as defined by SEC rules) and have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, and in accordance with the NYSE requirements and SEC rules.

The members of the Committee shall be nominated by the Governance Committee of the Board and appointed by the Board in accordance with the Bylaws of the Company. The members of the Committee shall serve at the pleasure of the Board for such term or terms as the Board may determine. The Board shall designate the Chairperson of the Committee. Except as expressly provided in this Charter, the Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure.

The Committee shall have full and unrestricted access to all personnel, records, operations, properties and other informational sources of the Company as required to properly discharge its responsibilities. Further, the Committee is authorized to investigate any activity of the Company and all employees are directed to cooperate as requested by members of the Committee. The Committee is also authorized to retain and pay outside counsel and other advisors as it deems necessary to assist the Committee in fulfilling its responsibilities.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Company's independent auditor, to any advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

The Committee shall meet at such times as it deems necessary, but not less frequently than quarterly, and shall meet periodically, with management, the senior internal auditing executive and the independent auditor in separate executive sessions.

The Committee shall make regular reports to the Board and, to the extent it deems necessary or appropriate, 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 compliance by the Company with its established internal controls, the performance and independence of the Company's independent auditor or the performance of the Company's internal audit function.

Committee Authority And Responsibilities

The Committee shall have the following authority and responsibilities:

- To be directly and solely responsible for the appointment, compensation, retention and oversight of the work of the

Company's independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and such independent auditor must report directly to the Committee.

- To review and reassess the adequacy of this Charter annually and submit changes to the Board for approval.
- To review and discuss with management and the independent auditor the Company's annual audited financial statements and quarterly financial statements, including significant issues regarding accounting principles, estimates, judgments and practices, and disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in quarterly and annual reports, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
- To discuss with the independent auditor the matters required to be discussed by Statement of Auditing Standards No. 61 relating to the conduct of the audit.
- To review and discuss with management and the independent auditor at least annually the effect of significant regulatory, legislative and accounting initiatives that may impact the financial reporting environment for the Company.
- To discuss with management, the independent auditor and the Company's internal audit department their qualitative judgments about the acceptability and appropriateness of accounting principles and financial disclosure practices used or proposed to be adopted by the Company, particularly the degree of aggressiveness or conservatism of its accounting principles and underlying estimates.
- To review and discuss the Company's major financial risk exposures and the steps management has taken to identify, assess, monitor, control, remediate and report such exposures.
- To review analyses prepared by management and/or the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- To review significant issues regarding the Company's auditing and accounting principles and practices and financial statement presentations and any major changes as suggested by the independent auditor, internal auditors or management.
- To consider whether the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence.
- To review the scope and general extent of the independent auditor's audit examination prior to the annual audit, taking into account the Vice President of Internal Audit's evaluation for the performance of the independent accountants, including the degree of audit coordination and overall audit coverage.
- To review and concur with the Company's Chief Risk Officer in the appointment, appraisal, replacement, reassignment or dismissal of the Vice President of Internal Audit.
- To meet on an annual basis with the Vice President of Internal Audit to:
 - Review the Internal Audit department's scope, staffing, training/development, budget and audit schedule, including the risk assessment upon which the audit schedule was developed, as well as plans for reviews of the Company's information systems, procedures and controls; and
 - Review and approve the initial audit plan and any significant subsequent changes to the plan, the results of internal audit activities, including the independence, objectivity and qualifications of the internal audit staff, and periodically review and approve the Internal Audit Department charter.
- To regularly review with the independent auditor any problems or difficulties the auditor may have encountered in the course of the audit work and management's response, including:
 - The responsibilities, budget and staffing of the Company's internal audit function;
 - Any restrictions on the scope of activities or access to required information, and any significant disagreements with management;

- Any accounting adjustments that were noted or proposed by the auditor but were not made by the Company;
- Any communications between the audit team and the independent auditor's national office concerning material auditing or accounting issues; and
- Any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company.
- To discuss with management, the independent auditor and the Company's internal audit department significant issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
- To prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.
- To review with the Company's General Counsel and Chief Compliance Officer:
 - Legal matters that may have a material impact on the Company's financial statements, accounting policies, compliance with applicable laws and regulations and any material reports or inquiries received from regulators or governmental agencies; and
 - The program of monitoring compliance with the Company's Code of Business Conduct and Ethics.
- To pre-approve all engagements related to audit, review and attest reports required under the securities laws and all other engagements permissible under the Exchange Act, subject to such exception with respect to such other engagements as may be provided under the Exchange Act, for services to be performed for the Company by its independent auditor, including, in both cases, the fees and terms thereof.
- To set clear policies for hiring current or former partners, principles, shareholders and employees of the independent auditor in accordance with applicable law.
- To review a report from the independent auditor annually prior to the filing of the Form 10-K on:
 - Critical accounting policies and practices to be used;
 - Alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- To 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.
- To review and discuss earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP financial information, and financial information, as well as the Company's policies and procedures with respect to earnings guidance provided to analysts and rating agencies, which may consist of a discussion of the types of information to be disclosed and the type of presentation to be made and need not be done in advance.
- At least annually, to obtain and review a report from the independent auditor describing:
 - The firm's internal quality-control procedures;
 - Any material issues raised by the most recent internal quality-control review, or by any inquiry, review or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and
 - Relationships between the independent auditor and the Company in order to assess the auditor's independence.
- To conduct an annual evaluation of the qualification, performance and independence of the independent auditor, including a review and evaluation of the performance of the lead audit partner.

- To ensure the regular rotation of the lead audit partner in accordance with applicable law and to consider whether there should be regular rotation of the independent audit firm.
- To conduct an annual evaluation of the Committee's performance with the assistance of the Governance Committee of the Board.

Delegation

The Committee may delegate to the Chairperson of the Committee, the authority to grant pre-approvals of engagements related to the audit of the Company and all other engagements permissible under the Exchange Act, with the exception of the annual audit to be performed by the independent accountant, provided that decisions of the Chairperson to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting and subject to the disclosure provisions of the Exchange Act. The Committee may, in its discretion, delegate all or a portion of its authority and responsibilities to a subcommittee of the Committee when appropriate.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the 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 GAAP and applicable rules and regulations. This is the responsibility of management and the independent auditor.

Adopted 2/06/09