

CABELA'S INCORPORATED
AUDIT COMMITTEE CHARTER
(as amended by the Board of Directors
on December 15, 2005)

1. Statement of Purpose

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Cabela's Incorporated and its subsidiaries (the "Company"). Its primary purpose is to provide assistance to the Board in fulfilling its responsibilities to the stockholders and investment community.

Primary responsibilities include:

- oversight of the quality and integrity of the consolidated financial statements, including the accounting, auditing and reporting practices of the Company;
- appointment of the independent auditor and oversight of its performance, including its qualifications and independence;
- oversight of the Company's compliance with legal and regulatory requirements; and
- oversight of the performance of the Company's internal audit function.

In carrying out its duties hereunder, it is the responsibility of the Committee to maintain free and open communication between itself, the independent auditor, the internal auditors and management. The Committee shall also instruct management, the independent auditor and the internal auditors that the Committee expects to be advised immediately if there are areas that require its special attention. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all of the Company's books, records, facilities and personnel along with the power to retain outside counsel or other experts for this purpose. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The Committee will take appropriate actions to set the tone of highest integrity and standards in the Company's reporting and business practices.

2. Composition of the Audit Committee

The Committee shall consist of not less than three members of the Board. Members of the Committee shall be appointed and may be removed by the Board. The Board shall appoint one member of the Committee to serve as Chairman of the Committee.

Each director who serves on the Committee must be affirmatively determined by the Board to satisfy the independence requirements of the Company's Corporate Governance Guidelines, the New York Stock Exchange ("NYSE"), and the Securities and Exchange Commission ("SEC"). In addition, each member of the Committee shall be financially literate. At least one member of the Committee must have accounting or related financial management expertise, and at least one member of the Committee shall be an "audit committee financial expert" as defined by SEC rules.

Determinations of independence, audit committee financial expertise, financial literacy and accounting or related financial management expertise shall be made by the Board, as the Board interprets such qualifications in its business judgment, in accordance with applicable law and regulations and SEC and NYSE rules and standards.

No member of the Committee may sit on more than three separate audit committees of an SEC registrant.

3. Meetings of the Audit Committee

The Committee shall hold at least four regular meetings and such special meetings as circumstances dictate. All Committee members are expected to attend each meeting. Meetings of the Committee may be held telephonically. The Committee will invite members of management, auditors or others to attend meetings and provide pertinent information as necessary. Meeting agendas will be prepared by the Committee Chairman and provided in advance to members, along with appropriate briefing materials. The Committee will report to the Board on a regular basis and will provide the minutes of all Committee meetings to the Board. The Committee may form and delegate authority to subcommittees or delegate authority to individual Committee members in its discretion and shall review the actions of such subcommittees or individual Committee members as appropriate.

4. Responsibilities of the Audit Committee

The function of the Committee is oversight. While the Committee has the responsibilities set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. The independent auditor for the Company is ultimately accountable to the Committee. The Committee has direct and sole responsibility for the appointment, compensation, oversight and replacement, if necessary, of the independent auditor, including the resolution of disagreements between management and the independent auditor regarding financial reporting. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). The Committee has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors, as well as for the independent auditor.

5. Duties and Proceedings of the Audit Committee

The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by accomplishing the following:

5.1. Oversight of Independent Auditor

- (a) Annually evaluate, determine the selection of, and if necessary, determine the replacement of, or rotation of, the independent auditor (including the lead audit partner and other members of the audit team).
- (b) Pre-approve all auditing services (including comfort letters and statutory audits) and all permitted non-audit services by the independent auditor.
- (c) Receive formal written statements, at least annually, from the independent auditor regarding the independent auditor's independence, including a delineation of all relationships between the independent auditor and the Company, and discuss with the independent auditor any disclosed relationships or services that may impact the

objectivity and independence of the independent auditor, addressing the matters set forth in Independence Standards Board Standard No. 1.

(d) Obtain and review, at least annually, a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer 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 (to assess the auditor's independence) all relationships between the independent auditor and the Company.

(e) Establish policies and monitor the process for hiring former employees of the independent auditor.

5.2. Oversight of Audit Process and Company's Legal Compliance

(a) Review with internal auditors and the independent auditor the overall scope and plans for audits, including adequacy of staffing and compensation, special audit risk areas and materiality. Review with internal auditors and the independent auditor any difficulties or problems with audits including any restrictions on the scope of activities or on access to requested information and any significant disagreements with management and management's response.

(b) Review and discuss with management, internal auditors and the independent auditor the Company's system of internal control, its financial and critical accounting practices, policies relating to risk assessment and risk management, and material related party transactions.

(c) Review and discuss with management and the independent auditor the interim financial statements and MD&A of the Company prior to the filing of the Company's Quarterly Reports on Form 10-Q. Discuss results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.

(d) Review with management and the independent auditor the financial statements and MD&A to be included in the Company's Annual Report on Form 10-K. Discuss with management and the independent auditor their judgment about the application of accounting principles, the reasonableness of significant judgments, including a description of any transactions as to which management obtained Statement on Auditing Standards No. 50 letters, and the clarity of disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures in the MD&A. Discuss alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor. Discuss the results of the annual audit, including material written communication between the independent auditor and management, such as any management letter or schedule of unadjusted differences, and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.

(e) Discuss the Company's earnings press releases, as well as financial and earnings guidance provided to analysts and rating agencies. The Chairman of the Committee may represent the entire Committee for purposes of this review. Alternatively, the Committee may establish general standards for the type of information to be disclosed and the type of presentation to be made in earnings press releases and financial and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each earnings press release or each instance in which the Company may provide earnings guidance.

(f) Discuss with management and independent auditor any changes in the Company's critical accounting principles and the effects of alternative GAAP methods, off-balance sheet structures, and regulatory and accounting pronouncements.

(g) Review material pending legal proceedings involving the Company and other contingent liabilities with management and counsel.

(h) Meet periodically with management, the Internal Audit Manager and the independent auditor in separate executive sessions to discuss any matters that the Committee or any of these persons or firms believes should be discussed in private.

(i) Discuss with the CEO and CFO, in connection with and prior to the CEO and CFO giving their required certifications for the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K: (i) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

(j) Discuss with independent auditor the matters required to be communicated to audit committees under applicable rules and standards; including, without limitation, Statement of Auditing Standard No. 61, *Communications with Audit Committees*, as amended; SEC Regulation S-X Rule 2-07, *Communication with Audit Committees*; Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*; Auditing Standard No. 2; and the NYSE corporate governance rules.

(k) 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 submissions by employees or contractors of concerns regarding questionable accounting or accounting matters.

(l) The members of the Committee shall act as the Company's Qualified Legal Compliance Committee for purposes of internal and external attorney reporting under Section 307 of the Sarbanes-Oxley Act of 2002. A further description of the Committee's role, authority and processes as the Qualified Legal Compliance Committee is set forth at Annex A hereto.

5.3. Other Responsibilities

(a) Review the adequacy of this charter annually.

(b) Prepare a report for inclusion in the Company's annual proxy statement as required by SEC rules.

(c) Report regularly to the Board.

(d) Perform any other activities consistent with the Company's Certificate of Incorporation and Bylaws and governing law as the Board or the Committee shall deem appropriate, including holding meetings with the Company's investment bankers and financial analysts.

6. Other Areas of Review

The Committee will review other areas, as it deems necessary, including:

6.1. Employee Benefit Plans

The Committee shall review with the independent auditor and management the results of the independent auditor's annual audit of the Company's employee benefit plans.

6.2. Tax Returns

The Committee shall review with management and the Company's tax advisors the status of tax returns, including open years and potential disputes, and it shall review with the independent auditor the adequacy of tax reserves included in the Company's consolidated financial statements.

6.3. Fraudulent or Illegal Activities

The Committee shall review the circumstances of any fraudulent or illegal activities that may be discovered or brought to its attention by any officer, employee or director pursuant to the Company's Business Code of Conduct and Ethics, and any preventative action taken in response to such activities. It shall initiate an investigation of any special situation, if warranted.

6.4. Compliance

The Committee shall review compliance with all applicable SEC and NYSE rules and regulations.

7. Performance Evaluation

The Committee will annually review and assess the adequacy of this charter and submit any changes to the Board for approval. Additionally, the Committee will annually perform and present to the Board an evaluation of the performance of the Committee.

8. Limitations on Scope

The Committee members shall serve on the Committee subject to the understanding on their part and the part of the Company's management, the independent auditor and the internal auditors that:

- the Committee members are not employees or officers of the Company and are not directly involved in the Company's daily operations, and they will not serve as members of the Committee on a full-time basis;

- the Committee members expect the Company's management, the independent auditor and the internal auditors to provide the Committee with prompt and accurate information so that the Committee can discharge its duties properly; and
- to the extent permitted by law, the Committee shall be entitled to rely on the information and opinions of the persons and entities noted above in carrying out its responsibilities.

The Committee members, in adopting this charter and in agreeing to serve on the Committee, do so in reliance on, among other things, the provisions of the Company's Certificate of Incorporation which:

- together with the Company's Bylaws, provide indemnification for their benefit; and
- to the fullest extent provided by law, provide that no director shall be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as director.

QUALIFIED LEGAL COMPLIANCE COMMITTEE

The members of the Audit Committee of the Board of Directors (the “Board”) of Cabela’s Incorporated (the “Company”) shall also serve as members of the Company’s Qualified Legal Compliance Committee (the “Committee”) under Section 307 of the Sarbanes-Oxley Act of 2002 (the “Act”) and Part 205 of the rules of the SEC (“Part 205”). The Chairman of the Committee shall call a meeting of the Committee whenever circumstances warrant. Terms used in this Annex A shall have the meanings ascribed in the Act and Part 205.

The Committee shall operate by majority vote and shall have the authority and responsibility:

- I. to adopt written procedures for the confidential receipt, retention and consideration of any report by an attorney of a material violation of U.S. federal or state securities law, a material breach of fiduciary duty arising under U.S. federal or state law or similar material violation of any U.S. federal or state law by the Company or any officer, director, employee or agent of the Company;
- II. to inform the Company’s Corporate Counsel and CEO of any report of evidence of a material violation (except where the Committee reasonably believes that it would be futile to do so);
- III. to determine whether an investigation is necessary regarding any report of evidence of a material violation by the Company, its officers, directors, employees or agents and, if it determines an investigation is necessary or appropriate, to:
 - a. notify the full Board;
 - b. initiate an investigation, which may be conducted either by the Company’s Corporate Counsel or by outside attorneys; and
 - c. retain such additional expert personnel as the Committee deems necessary; and
- IV. at the conclusion of any such investigation, to:
 - a. recommend that the Company implement an appropriate response to evidence of a material violation;
 - b. inform the Company’s Corporate Counsel and CEO and the Board of the results of any such investigation and the appropriate remedial measures that it recommends be adopted; and
 - c. take all other appropriate action, including the authority to notify the SEC in the event that the Company fails in any material respect to implement an appropriate response that the Committee has recommended the Company to take.