

**APOGEE ENTERPRISES, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The business of Apogee Enterprises, Inc. (“Apogee” or the “Company”) is managed under the direction of the Company’s Board of Directors (“Board”). The Board delegates the day-to-day conduct of Apogee’s business to the Company’s senior management team. The following Corporate Governance Guidelines have been adopted by the Board to provide a framework within which directors and management can effectively pursue Apogee’s objectives for the benefit of its shareholders.

These Guidelines were first adopted on April 15, 2004, and are intended to be revised in response to regulatory requirements, evolving best practices and the concerns of Apogee shareholders. These Guidelines are in addition to, and are not intended to change, interpret or supersede, any applicable federal or state law or regulation, including the Minnesota Business Corporation Act, any applicable rules of a stock exchange, or Apogee’s Restated Articles of Incorporation and Amended and Restated Bylaws.

**Role of the Board of Directors**

1. **Effective Governance.** The Board believes that its primary responsibility is to provide effective governance over Apogee’s business and affairs for the benefit of its shareholders. The Board is the ultimate decisionmaking body of Apogee, except with respect to those matters reserved to the shareholders. The Board selects the following Company officers: Chairman of the Board, Chief Executive Officer and President. The Board acts as an advisor and counselor to senior management and monitors its performance.
2. **Management Succession.** The Board plans for succession to the positions of Chairman of the Board, Chief Executive Officer and President, as well as certain other senior management positions. The Chief Executive Officer works with the Chairman of the Board and the Nominating and Corporate Governance Committee to develop senior management succession plans, which are periodically discussed with and reviewed by the Board.
3. **Evaluation of the Chief Executive Officer.** The Nominating and Corporate Governance Committee annually evaluates the performance of the Chief Executive Officer following a process approved by that Committee. As part of this evaluation, all of the other directors complete a written evaluation of the Chief Executive Officer’s performance. Results of this evaluation are communicated to the Chief Executive Officer by the Chairman of the Board and chairs of the Nominating and Corporate Governance Committee and Compensation Committee.
4. **Risk Oversight.** The Board, directly and through its committees, has overall responsibility for overseeing the primary risks facing the Company, their relative magnitude and management’s strategies for mitigating these risks.

**Composition of the Board of Directors**

1. **Size of the Board.** The Company’s Restated Articles of Incorporation provide that the total number of directors will be determined exclusively by the Board. The Nominating and Corporate Governance Committee, in consultation with the Chairman and Chief Executive Officer, makes recommendations to the Board concerning the appropriate size and needs of the Board. While the number of directors should not exceed a number that can function efficiently as a body, the Board believes that the quality of the individuals serving and the overall balance of the Board are more important than the precise number of members.
2. **Independence of the Board.** The Board will consist of a substantial majority of non-employee directors who meet the independence requirements of The NASDAQ Stock Market LLC. The Nominating and Corporate Governance Committee annually reviews the independence of each non-employee director for compliance with applicable requirements. Ordinarily, the Board expects to have only one member of senior management serve as a director and believes that the

Chief Executive Officer should be a member of the Board. However, during a transition in leadership, or other unusual circumstances, the Board believes it may be desirable to have two members of senior management serve as directors.

- 3. Director Qualification Standards.** Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of Apogee's stakeholders. Directors must also have an inquisitive and objective perspective, practical wisdom and mature judgment, and be willing and able to challenge management in a constructive manner. Apogee endeavors to have its Board represent diverse skills and experience at policymaking levels in aspects of business relevant to Apogee's activities. The Board also strives for a membership that is diverse in gender, ethnicity, age and geographic location.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serving on the Board for an extended period of time.

- 4. Selection of Directors.** The Nominating and Corporate Governance Committee is responsible for establishing and implementing procedures to identify and review the qualifications of all nominees for Board membership. The Committee will consider recommendations of director candidates made by current directors, an independent search firm, if one is engaged, senior management, and Apogee's shareholders. The Committee intends to apply the same criteria for consideration of director candidates recommended by shareholders as it does to director candidates recommended by other sources. The procedure will include making a preliminary assessment of each proposed nominee, based upon the individual's resume and biographical information, an indication of the individual's willingness to serve and other background information, business experience and leadership skills, all to the extent available and deemed relevant by the Committee. All candidates who continue in the process will then be interviewed by members of the Committee and a majority of the other current directors. The Committee will then make recommendations to the Board for inclusion in the slate of directors at an annual or special meeting of shareholders, or for appointment by the Board to fill a vacancy.

The Nominating and Corporate Governance Committee will apply its director candidate selection criteria, including a director's past contributions to the Board, effectiveness as a director and desire to continue to serve as a director, prior to recommending a director to stand for reelection for another term. The Board and committee evaluation process established by the Nominating and Corporate Governance Committee will be an important determinant for Board tenure.

- 5. Director Retirement and Resignation Policy.** Unless otherwise approved by a majority of the directors, no individual may be elected to serve as a director after such individual's 72<sup>nd</sup> birthday. Non-employee directors are expected to offer their resignations whenever their principal employment or affiliation changes after joining the Board, and the Nominating and Corporate Governance Committee will then decide whether the director should continue to serve.
- 6. Term Limits.** The Board does not believe it appropriate or necessary to limit the number of terms a director may serve. It is the responsibility of the Nominating and Corporate Governance Committee to determine the continued effectiveness of each director when that director is being considered for renomination.
- 7. Voting for Directors.** Any nominee for director in an uncontested election as to whom a majority of the shares of Apogee that are voted in such election are designated to be "withheld" from his or her election shall offer his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall evaluate the best interests of Apogee and its shareholders and shall recommend to the Board the action to be taken with respect to such offered resignation.
- 8. Chairman of the Board.** The Board retains the right to exercise its discretion in combining or separating the offices of Chairman of the Board and Chief Executive Officer. This determination

will be made depending upon what the Board believes is best for Apogee in light of all circumstances at any particular time. When the position of Chairman of the Board is not held by an independent director, the Board will appoint a Lead Director who will have the duties and authority set forth herein.

9. **Lead Director.** The position of Lead Director will be held by an independent director. The Lead Director shall (i) preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors; (ii) serve as a liaison between the Chairman and the non-employee directors; (iii) approve meeting agendas for the Board; (iv) approve meeting schedules to assure that there is sufficient time for discussion of all agenda items; (v) establish guidelines for management on the quality, quantity and timeliness of information sent to the Board; (vi) have the authority to call meetings of the non-employee directors; (vii) recommend to the Chairman the retention of outside advisors and consultants who report directly to the Board on board-wide issues; and (viii) if requested by major shareholders, ensure that he or she is available for consultation and direct communication.
10. **Director Compensation.** Director compensation will reflect Apogee's intention to attract and retain outstanding people to serve on the Board. Annual retainers, meeting and committee fees, stock options or other forms of equity compensation and other forms of compensation, as appropriate, will be used in the furtherance of this objective. No independent director may receive consulting, advisory or other compensatory fees from Apogee. The Nominating and Corporate Governance Committee will review director compensation on an annual basis, and may retain compensation consultants in accordance with the procedures outlined under "Compensation Advisors" below to advise on this subject from time to time.
11. **Director Stock Ownership.** All directors are encouraged to own shares of stock of Apogee in an amount that is appropriate for them. The Board has adopted stock ownership guidelines that encourage ownership by directors in an amount having a market value of three times the annual Board retainer for directors to be achieved within five years of first being elected as a director. Shares or units held by a director under any deferred plan are included in calculating the value of ownership to determine whether this stock ownership guideline has been met.
12. **Other Board Service.** It is the policy of the Board that a non-employee director should not serve on the board of directors of more than four other publicly held corporations unless approved by the majority of the directors. All directors must provide notice to each of the Chair of the Nominating and Corporate Governance Committee, the Chairman of the Board, the Lead Director (if the Chairman of the Board is not an independent director) and the Chief Executive Officer prior to accepting an invitation to serve on the board of directors of another public or private "for-profit" company.

### **Functioning of the Board of Directors**

1. **Board Meetings.** Board meetings typically are scheduled in advance and are held four times annually, or more frequently as circumstances dictate. Meetings generally are held in Minneapolis, Minnesota, the city in which the Company is headquartered, but occasionally a meeting is held elsewhere in the United States or by means of a videoconference, teleconference or other similar communication technique. It is the responsibility of the directors to attend meetings of the Board and to attend annual meetings of shareholders.
2. **Executive Sessions.** During each regular Board meeting, the non-employee directors meet in executive session without any employee director or any other member of management being present. When the position of Chairman is held by an independent director, the Chairman presides at these sessions. If the position of Chairman is not held by an independent director, the Lead Director presides at these sessions. Notwithstanding the foregoing, the chair of the Audit, Compensation or Nominating and Corporate Governance Committees may preside at sessions if the principal items to be considered are within the scope of authority of his or her committee.

3. **Board Committees.** The Board is organized so that a significant portion of its business is conducted by its committees. The present committee structure consists of Audit, Compensation, and Nominating and Corporate Governance Committees. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its primary responsibilities. In general, committees of the Board are utilized to focus on issues that may require more in-depth scrutiny. All committees report to the Board, and all significant findings of a committee are presented to the Board for discussion and review.
4. **Committee Charters.** The Board approves a charter for each committee. The duties of each committee are annually reviewed by each committee and any recommended changes are presented to the Board for consideration. Committees are empowered to act on behalf of the Board in those areas which the Board has delegated to them.
5. **Committee Composition.** Committees of the Board are comprised solely of non-employee directors who meet the applicable independence requirements of the Securities Exchange Act of 1934, as amended, any rules and regulations promulgated thereunder by the Securities and Exchange Commission, and The NASDAQ Stock Market LLC. The Nominating and Corporate Governance Committee, in consultation with the Chairman, recommends to the Board appointment of committee chairs, who are appointed for one-year terms. Consideration is given to periodic rotation of committee membership and leadership by taking into account continuity, expertise and tenure.
6. **Director Orientation and Continuing Education.** New directors participate in an orientation program, including comprehensive background briefings by the Chief Executive Officer, Chief Financial Officer and other members of senior management, and visits to Apogee facilities and operations. The Board encourages its members to attend corporate governance and director education programs, and Apogee encourages participation in such education programs by making, or reimbursing the costs of, up to 24 hours of third-party director training available to directors every two years. The Board encourages its members throughout their terms to visit Apogee facilities and operations and attend Apogee sponsored briefings on industry conditions and trends, competitive forces and general economic conditions. The new director orientation and director continuing education programs are the responsibility of the Board and are administered by the Nominating and Corporate Governance Committee.
7. **Annual Performance Evaluation of the Board.** The Nominating and Corporate Governance Committee is responsible for developing evaluation tools and procedures to assess the performance of the Board and each of its committees. That Committee conducts an annual assessment of the Board's performance to determine whether it and its committees are functioning effectively, and annually reports the results of such evaluations to the Board and relevant committees.
8. **Code of Business Ethics and Conduct.** All directors are required to abide by the Company's Code of Business Ethics and Conduct. All directors are expected to be aware of the Company's policies set forth in the Apogee Code of Business Ethics and Conduct regarding confidentiality, insider trading and disclosure policies (including the designated spokesperson aspects of those policies), and to comply with their terms.
9. **Boardroom Confidentiality.** The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Therefore, all directors must maintain the confidentiality of all deliberations and discussions occurring in the Boardroom. In addition, directors are expected to maintain the confidentiality of all information regarding the Company that has been entrusted to them by the Company or which they have otherwise received from any source in their capacity as a director, except when disclosure has been authorized by the Board or is otherwise legally required.

### **Communication**

1. **Board Access to Management.** Board members have complete access to Apogee’s senior management and to management information. It is assumed that Board members will use judgment to assure this contact is not disruptive to Apogee’s business operations. Management will be responsive to requests for information from directors. The Board encourages the Chief Executive Officer, from time to time, to bring to the Board and/or its Committee meetings managers who can provide additional insight into the items being discussed.
2. **Board Communications with Stakeholders.** The Board encourages open communication with stakeholders of Apogee, including shareholders, customers, employees, communities, suppliers, governments and corporate partners. The Chairman, in conjunction with the Chief Executive Officer and Chief Financial Officer, is responsible for establishing effective communication policies with stakeholders.
3. **Shareholder Communications with Directors.** Subject to reasonable constraints of time and topics and rules of order, shareholders may direct comments to or ask questions of the Chairman and Chief Executive Officer during the annual meetings of shareholders. In addition, shareholders may communicate directly with any director by writing to:

Apogee Directors  
Apogee Enterprises, Inc.  
4400 West 78<sup>th</sup> Street  
Suite 520  
Minneapolis, Minnesota 55435  
Attention: Corporate Secretary  
Directors@apog.com

The Corporate Secretary will promptly forward to the Board or the individually named directors all relevant written communications received at the above address. The Apogee Board of Directors has requested certain communications that are unrelated to the duties and responsibilities of the Board be excluded, such as spam, junk mail, mass mailings, product inquiries, new product suggestions, resumes and other forms of employment inquiries, surveys and business solicitations or advertisements. All other written communications will be reviewed by the Corporate Secretary in conjunction with the chair of the Nominating and Corporate Governance Committee for relevance to Board activities, and after such review, the Corporate Secretary will promptly forward all relevant written communications to the Board or the individually named directors.

4. **Shareholder Recommendations or Nominations of Director Candidates.** Shareholders may recommend director candidates for nomination by the Nominating and Corporate Governance Committee by writing to the Company’s Corporate Secretary, at the address listed above, and providing, among other things, the candidate’s name, biographical data and qualifications (which qualifications must meet the minimum qualification requirements for directors of Apogee), and a signed certification of the number of shares of Apogee common stock held by the shareholder. The process for shareholders to nominate director candidates at a shareholder meeting is set forth in Section 1.09 of Apogee’s Amended and Restated Bylaws and is disclosed in Apogee’s annual proxy statement.

#### **Advisors**

1. **Board Access to Advisors.** The Board and each of its committees have complete access to consultants, outside legal counsel and other outside advisors of its choice with respect to any issues relating to its activities.
2. **Compensation Advisors.** When selecting a compensation consultant, legal counsel or other advisor (each, an “advisor”) to provide advice or recommendations regarding executive and director compensation, the Compensation Committee or Nominating and Corporate Governance Committee, as applicable, shall consider the requirements of the Securities Exchange Act of 1934,

as amended, any rules and regulations promulgated thereunder by the Securities and Exchange Commission and The NASDAQ Stock Market LLC. Specifically, prior to the retention of an advisor, the Compensation Committee or Nominating and Corporate Governance Committee, as applicable, shall consider the independence factors specified in the listing standards of The NASDAQ Stock Market LLC and the rules and regulations of the Securities and Exchange Commission. If, upon consideration of such independence factors, the Compensation Committee or Nominating and Corporate Governance Committee, as applicable, determines that the work of a compensation consultant would raise a conflict of interest, such committee shall determine how the conflict of interest would be addressed.

Compensation consultants retained to provide advice or recommendations regarding the amount or form of executive and director compensation may not provide other services to the Company unless such services are disclosed to and approved by the Board in advance. The Board shall not approve any such other services unless it determines that providing such services will not impair or appear to impair the ability of the consultant to provide objective and independent advice to the Committee on compensation matters. The Board may delegate the authority to approve services provided to the Company by any compensation consultant retained by those committees to the applicable committee.

#### **ADOPTION OF GUIDELINES**

These Corporate Governance Guidelines were initially adopted by the Board of Directors on April 15, 2004 and last reviewed and adopted as amended by the Board of Directors on January 16, 2015.