

**APOGEE ENTERPRISES, INC.**  
**FINANCE AND ENTERPRISE RISK COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Finance and Enterprise Risk Committee (“Committee”) of Apogee Enterprises, Inc. (“Apogee”) is to assist the Board of Directors with its obligation to oversee Apogee’s financing strategy, long-range financial objectives, financial condition and risk assessment and mitigation procedures.

**MEMBERSHIP**

The Committee will consist of two or more members of the Board appointed from time to time by the Board. Members of the Committee are subject to removal at any time by a majority of the Board. Any resulting vacancy may be filled by the Board.

**DUTIES AND RESPONSIBILITIES**

The Committee will:

1. review Apogee’s financial condition and financial policies and long-range objectives from the perspectives of ensuring both financial stability and maximum shareholder value;
2. review and recommend to the Board of Directors financial policies and standards as developed by management pertaining to debt ratio, interest coverage and debt rating, earnings growth, return on equity, dividend policy and specific operating standards;
3. review, consider and recommend to the Board of Directors management proposals for new or amended credit facilities and other forms of indebtedness for borrowed money;
4. regularly obtain and review reports from management regarding the status of Apogee’s current and forecasted compliance with the financial covenants contained in Apogee’s credit facility or facilities and any other long-term indebtedness with restrictive covenants;
5. review Apogee’s financing requirements from time to time and recommend to the Board of Directors, after consultation with management, appropriate debt limits for Apogee;
6. evaluate management’s proposals for timing and funding vehicles to support such financing requirements and recommend specific financing arrangements to the Board of Directors;
7. evaluate management proposals relating to share repurchase programs and make recommendations to the Board of Directors regarding the efficacy, parameters and timing of such programs;
8. review and recommend financial strategies to the Board of Directors concerning stock splits;
9. review cash or stock dividend proposals for declaration and payment on Apogee’s outstanding shares and make recommendations to the Board of Directors with regard to those proposals;
10. consider and recommend issuances of equity and debt securities for the purpose of raising capital;

11. review the annual capital budget and the process for evaluating and approving capital expenditure projects requiring Apogee corporate level or Board of Directors approval;
12. oversee the planning for, implementation and financing of material company-wide information technology systems;
13. evaluate the immediate and future financial impact of Significant Transactions on Apogee's financial condition, including such factors as the impact on earnings, funds availability, debt capacity, capital structure (including debt ratios), cash flows and dividend implications, and report to the Board of Directors with regard to the financial aspects of Significant Transactions. As used herein, a "Significant Transaction" means a sale of material assets, the consummation of a material operating or capital lease, and any other material acquisition, divestiture or joint venture transaction that would be brought before the full Board of Directors for consideration and approval by the Board of Directors in the ordinary course of Apogee's operations;
14. regularly obtain and review reports from management and external advisors, as appropriate, regarding the status of Apogee's 401(k) Retirement Plan performance and policies;
15. regularly obtain and review reports regarding the process established by management to identify and evaluate major business and strategic, financial, operational and other external risks inherent in Apogee's business ("Enterprise Risks") and assess the adequacy of management's Enterprise Risk assessment and plans for control or mitigation of Enterprise Risks; provided, the Committee shall not have responsibility for Enterprise Risks or matters subject to the jurisdiction of another committee of the Board of Directors;
16. obtain and review reports regarding the program established by management for the transfer of Enterprise Risk, where appropriate, to third party insurance carriers and assess the adequacy and cost-effectiveness of such programs;
17. review tax strategies and potential tax law changes expected to have a material impact on Apogee's financial results;
18. undertake such additional activities within the scope of the Committee's primary functions as management or the Chair of the Board of Directors may determine from time to time;
19. provide regular reports of its activities to the Board;
20. periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
21. obtain or perform an annual evaluation of the Committee's performance and make appropriate recommendations.

## **MEETINGS**

The Committee will meet at least three times annually, or more frequently as circumstances dictate. A majority of the members of the Committee will constitute a quorum for the transaction of business.

## **RESOURCES AND AUTHORITY**

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and to engage external advisors, and will have sole authority to retain and terminate any such firm and to approve the fees and other retention terms related to the appointment of such firm.

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

## **ADOPTION OF CHARTER**

This Charter was initially adopted by the Board of Directors on January 25, 2005, and adopted as amended by the Board of Directors on April 28, 2010.