

APOGEE ENTERPRISES, INC.
STRATEGY AND ENTERPRISE RISK COMMITTEE CHARTER

PURPOSE

The purpose of the Strategy and Enterprise Risk Committee (“Committee”) of Apogee Enterprises, Inc. (“Apogee”) is to assist the Board of Directors with its obligations to oversee Apogee’s (i) strategic planning process and implementation of the Board approved strategy; (ii) long-range financial objectives and performance in addressing those objectives; and (iii) risk assessment and mitigation procedures.

MEMBERSHIP

The Committee will consist of three or more members of the Board appointed from time to time by the Board. A majority of the members of the Committee will be non-employee directors who meet the independence requirements of The NASDAQ Stock Market LLC. 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.

RESPONSIBILITIES

The Committee’s responsibilities shall include the following:

Strategy Oversight

1. Review with management the process for the development, approval and modification of Apogee’s strategies, long-range business objectives and strategic plan.
2. Assist management in identifying critical strategic issues facing Apogee and assist in analysis of alternative strategic options. Review with management the key issues, options and external developments impacting Apogee’s strategy, taking into consideration Apogee’s position within its industry and such other factors the Committee may deem appropriate.
3. Review annually with management and subsequently with the Board Apogee’s long-term business objectives and strategic plan.
4. Meet with management periodically to monitor Apogee’s performance and ensure the Board is regularly apprised of Apogee’s progress with respect to implementation of the approved strategy. Monitor Apogee’s performance against measurable targets.
5. Review, and provide guidance to management and the Board with respect to, Apogee’s strategy for Corporate Strategic Transactions, assist management and the Board with the review of proposals made by management for Corporate Strategic Transactions, periodically review with management prospective candidates for Corporate Strategic Transactions, review periodic reports from management on completed Corporate Strategic Transactions, and provide periodic reports to the Board on any Corporate Strategic Transactions being considered, or authorized and approved, by management. As used herein, a “Corporate Strategic Transaction” means a sale of material assets, a merger 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.
6. Assure that the Board has the opportunity for timely and thorough review of Apogee’s strategic plan.

Long-Range Financial Objectives Oversight

7. Review Apogee's financial conditions and financial policies and long-range objectives from the perspective of ensuring both financial stability and maximum shareholder value.
8. Review and recommend to the Board standards as developed by management pertaining to earnings growth and return on equity.
9. Review the annual capital budget and the process for evaluating and approving capital expenditure projects requiring Apogee corporate level or Board of Directors approval.
10. Review and recommend to the Board of Directors financial policies and standards as developed by management pertaining to debt ratio, dividend policy and specific operating standards.

Risk Oversight

11. 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.
12. 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.
13. Oversee the planning for, implementation and financing of material company-wide information technology systems.

General

14. 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.
15. Provide regular reports of its activities to the Board.
16. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. 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, engage legal and accounting external advisors, and, after

obtaining approval from the Board, engage external financial or strategic 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 adopted by the Board of Directors on June 22, 2011.