

# CODE OF CONDUCT GUIDE



Corporate Compliance Committee

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When the economy challenges our ability to perform well, it is especially important to follow our strong commitment to ethical behavior. In addition, the federal government, the states and foreign countries in which Apogee does business and the investing public are increasingly requiring companies to monitor their own actions to ensure conformity with applicable laws and regulations. To help employees understand what is expected of them and to carry out their responsibilities, the Company has created a Company-wide Compliance Program comprised of this Guide; the Code of Business Ethics and Conduct, which establishes the Company's guiding ethical principles and standards for conducting its business; and Corporate Policies, which make up the specific compliance policies to which employees must adhere.

All employees and members of the Board of Directors are responsible for compliance with all laws, standards and principles contained or referenced in Apogee's Compliance Program, Code of Business Ethics and Conduct, and Corporate Policies. The Corporate Policies apply to every Company employee and director, including employees of Apogee and employees of any Apogee subsidiary, division, market unit, business unit or facility, except to the extent the Corporate Policies conflict with any applicable provision of a collective bargaining agreement or other obligation of the Company under federal, state or local law.

Violations of the law, the Compliance Program or any other Corporate Policies, procedures, instructions, work rules, practices or the like may lead to disciplinary action, including dismissal. In addition, the Company reserves the right to commence civil action against an employee for serious violations and to refer matters to legal and regulatory authorities for their action. Nothing contained in this Guide, the Code of Business Ethics and Conduct, the Corporate Policies or other Compliance Program communications, creates or implies an employment contract.

To help employees understand the laws and regulations which affect the Company, the following summary of the Corporate Policies has been developed. Employees are expected to be familiar with the laws and regulations applicable to their jobs. Copies of Apogee's Code of Business Ethics and Conduct, the Corporate Policies and other Company Policies are available for employees to review. Employees can ask questions regarding interpretation of the Code of Business Ethics and Conduct or specific Corporate Policies or other Company Policies by contacting Apogee's General Counsel at Apogee's Corporate Offices, by calling 952-487-7514 or by contacting the Apogee Code of Conduct Hotline at 1-800-441-6164 or [www.guideline.lrn.com](http://www.guideline.lrn.com) (enter the organization name of Apogee).

The following is a summary designed to help you understand the Compliance Program Corporate Policies. A situation which is not referenced in the following summary may or may not be acceptable. If you have any questions, contact your supervisor, your Human Resources Department, Apogee's General Counsel or a member of the Apogee Compliance Committee.

Remember, Apogee is counting on you to assist in our ongoing commitment to compliance with our ethical principles, the law, and proper accounting and auditing practices.

## Reporting and Investigating Violations

If you believe someone may be violating the law, the principles or standards included in this Guide, the Code of Business Ethics and Conduct or you have concerns regarding questionable accounting or auditing practices, you should report the known or suspected violation or your concerns. You may report a violation or your concerns to your immediate supervisor, a senior manager, your Human Resources Department, Apogee's General Counsel at 952-487-7514, a member of the Apogee Compliance Committee at 952-835-1874, or by writing to Apogee's General Counsel at 7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431-1159. You may also report anonymously by contacting the Apogee Code of Conduct Hotline at 1-800-441-6164 or [www.guideline.lrn.com](http://www.guideline.lrn.com) (enter the organization name of Apogee). The Apogee Code of Conduct Hotline is operated by an outside vendor that is not affiliated with Apogee.

Each report of a known or suspected violation of the law or the Compliance Program or questionable accounting or auditing practices will be promptly and thoroughly investigated. If a violation has occurred, Apogee will take reasonable actions to prevent similar violations.

**APOGEE CODE OF CONDUCT  
HOTLINE NUMBER**

1-800-441-6164 or [www.guideline.lrn.com](http://www.guideline.lrn.com)  
(enter the organization name of Apogee)

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### CORPORATE POLICY

### POLICY SUMMARY

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#### *Antitrust Law and Competitive Practices*

The Company is prohibited from entering into agreements or understandings with its competitors to fix or manipulate prices of goods or services or discounts or other conditions of sale. The Company also cannot deprive resellers or distributors of the freedom to resell the Company's products.

Discussions with competitors on pricing, pricing strategies, marketing, unannounced products and services, revenues and expenses or any proprietary Company information.

#### *Anti-Boycott Laws and Regulations*

The Company may not do anything to comply with or support a trade boycott of a country that is not supported by the U.S. government.

Responding to a boycott request. Request to support the Arab boycott of Israel.

#### *Conflict of Interest*

Employees must avoid situations and activities where their personal interests could conflict, or reasonably appear to conflict, with the interests of the Company. Certain employees will be required to complete a Conflict of Interest Questionnaire.

Excessive gifts, favors or entertainment to, or financial interests in, competitors, suppliers or customers.

#### *Gifts and Gratuities*

Employees may not give or accept any gift or gratuity to or from any person or firm seeking to do business with the Company, in connection with a transaction involving the Company. Gifts and gratuities that are not connected with a transaction may be acceptable if they are modest in value and do not exceed local customary courtesies.

Gifts or gratuities with more than a modest value to or from suppliers, clients, franchisees, distributors or consultants.

#### *Government Relations – Dealing with Government Regulators and Employees*

Payments, gifts, meals and other gratuities for the purpose of influencing any political official or government employee are prohibited. Offers of employment to government officials must be authorized in advance by Apogee's General Counsel.

Cash payments, gratuities, entertainment of political officials or government employees, hiring people at the request of a government official. Misrepresentations or failure to include important information in communications with government employees.

#### *Government Contracts*

Strict compliance with the laws and regulations which apply to government contracts is mandatory for every employee.

Gifts to contract officials or discussing future employment opportunities at the Company with contracting officials. Not following proper contract accounting procedures or the terms of the contract.

#### *Government Investigations and Interviews*

All government requests for an interview or documents should immediately be reported to Apogee's General Counsel. Employees who participate in government interviews must give accurate and complete answers.

Search warrants, subpoenas, requests from government investigators or regulators for information about the Company or companies with which the Company does business.

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| CORPORATE POLICY  | POLICY SUMMARY   | WATCH FOR  |
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| <i>International Transactions and Operations</i>                  | The Company will comply with all laws and requirements applicable in any international transactions in addition to compliance with the applicable U.S. laws.   | Failure to comply with the import, export, or currency exchange requirements of a foreign country or the export control, trade embargo or anti-boycott laws of the U.S.  |
| <i>Foreign Corrupt Practices Act</i>                              | Improper payments or gifts in foreign countries to government officials, politicians or political parties are prohibited.  | Questionable payments, commissions, gifts or cash payments to foreign government officials, politicians or political parties.  |
| <i>Bribery and Kickbacks</i>                                      | Bribery and kickbacks are prohibited.  | Questionable payments, commissions and consulting arrangements, or frequent or excessive gifts.  |
| <i>Political and Lobbying Activities</i>                          | The Company will comply with all laws regarding political contributions and lobbying.  | Improper political contributions.  |
| <i>Protection of Company Property and Information</i>             | Information contained in the Company's records or developed by the Company is the Company's property. This intellectual property and information and Company funds and property must be adequately secured to prevent theft, destruction or unauthorized disclosure or use.  | Unauthorized use or disclosure of proprietary information, copyrighted material or computer software of the Company. Improper use of Company funds. Personal use of Company property.  |
| <i>Equal Employment Opportunity</i>                               | The Company will provide equal employment opportunity without regard to race, color, creed, religion, ancestry, sex, age, national origin, sexual orientation, disability, marital status, status with respect to public assistance, veteran status, or other applicable protected class status.   | Action taken against an employee on the basis of race, color, creed, religion, ancestry, sex, age, national origin, sexual orientation, disability, marital status, status with respect to public assistance, veteran status, or other applicable protected class status.  |
| <i>Harassment</i>   | Sexual harassment and harassment on the basis of race, creed, color, religion, age, ancestry, national origin, disability, sexual orientation, marital status, status with regard to public assistance, veteran status, or other applicable protected class status are unacceptable and will not be tolerated by the Company.                          | Unwelcome physical contact, suggestive comments or jokes, sexist or sexual orientation remarks or harassment by, or of, employees, customers or others. Harassment on the basis of any other applicable protected status. Threats or insinuations that an employee's submission to, or rejection of sexual advances will affect his or her working conditions. |
| <i>Drug Free/Alcohol Free Workplace; Alcohol and Drug Testing</i> | Employees are prohibited from reporting to work or conducting Company business while under the influence of illegal drugs and/or alcohol, and the Company may test its employees and applicants for employment for alcohol and illegal drugs. Employees are also prohibited from possessing illegal drugs or alcohol in the workplace or on work time. | Conducting Company business while affected by alcohol or illegal drugs. Possession or sale of alcohol or illegal drugs on Company property or on work time.  |

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#### *Environmental Laws and Regulations*

The Company will comply with environmental laws and regulations.

Incomplete environmental recordkeeping. Unreported spills or discharges. Improper disposal of waste. Use of a non-permitted hauler or disposal facility.

#### *Insider Trading and Tipping*

No employee may purchase or sell Apogee securities when in possession of material nonpublic information or “tip” material non-public information to others that may purchase or sell Apogee securities.

Trading, or tipping information to others, based on information not available to the public. Trading in the securities of another public company with which Apogee is involved in a possible transaction.

#### *Accurate Books and Records*

The Company’s financial statements, books, records and documents submitted to other parties must be accurate and complete, and must be prepared in accordance with generally accepted accounting principles and in the manner specified by the Company.

False, misleading or omitted entries. Failure to follow proper accounting procedures, or use of off-book accounts. Omission from Company records of material facts or information required by law or necessary to make the record not misleading.

#### *Electronic Data and Communications*

All electronic and voice communications equipment and systems are owned and maintained for the conduct of Company business. The Company reserves the right to review and monitor the use of the systems and contents of individual communications and files.

Use of Company systems to access, send or receive material that is harassing, illegal, sexually explicit or obscene. Excessive personal use.

#### *Disclosure of Information to the Public, the Media and Analysts*

Disclosure of information about the Company should only be made through the specifically authorized and designated spokespersons.

Disclosure of false or misleading information in press releases or reports submitted to government or regulatory authorities. Disclosure of confidential Company information to the general public.

#### *Non-Solicitation*

The Company generally prohibits solicitation or distribution of literature in working areas or on working time, except for employees’ participation in the United Way’s annual fundraising campaign.

The promotion or selling of fund-raising items for family members or charitable organizations or the promotion or selling of catalog products, such as cosmetics, housewares or gifts in working areas or on working time.

#### *Background Verification of Employees and Employee Candidates*

The Company will conduct a background verification for external hires who have been extended a tentative job offer and internal transfers for certain positions.

Failure to perform a background verification for new employees or internal transfers assuming a position with substantial discretionary authority.

#### *Family and Medical Leave*

The Company will provide family and medical leave to eligible employees in accordance with all applicable federal, state and local laws.

Refusal to provide eligible employees appropriate family or medical leave.

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| <i>Employment-At-Will</i>                                   | Employees may terminate their employment with the Company at any time for any reason. Similarly, the Company reserves the right to terminate an at-will employee's employment at any time and for any reason with or without cause or advance notice. | Attempts to modify the at-will employment relationship without a written agreement that is signed by an authorized officer of the Company.  |
| <i>Employee Discipline and Termination</i>                  | The Company reserves the right to discipline and terminate any employee and to determine the particular discipline to be imposed in any given case.   | Attempts to limit the discipline that may be imposed by the Company.  |
| <i>Whistle-Blowers</i>                                      | Employees who make a report in good faith of suspected violations of law, the Apogee Compliance Program or Corporate Policies or who report concerns regarding questionable accounting or auditing practices will not be subject to reprisals.        | Any threats or intimidation of an employee who reports a suspected or actual violation of the law, the Apogee Compliance Program or Corporate Policies or concerns regarding questionable accounting or auditing practices.   |
| <i>Compliance Program Implementation and Interpretation</i> | The Compliance Committee is responsible for oversight and implementation of Apogee's Compliance Program.  | Efforts to ignore or "get around" the law, the Apogee Compliance Program or Corporate Policies.   |
| <i>Compliance Program Auditing and Monitoring</i>           | Employees must follow Corporate Policies, report violations and cooperate with the Company's efforts to gather information regarding compliance.  | Requests to "ignore" or "forget about it" when compliance, accounting or auditing concerns are raised. Failure to report violations of the law or Apogee's Compliance Program, or Corporate Policies or concerns regarding questionable accounting or auditing practices. |
| <i>Compliance Program Discipline</i>                        | Employees who violate the law, the Apogee Compliance Program or Corporate Policies will be subject to appropriate disciplinary action.  | Failure to discipline employees who violate the law or the Compliance Program.  |
| <i>Compliance Program Education and Certification</i>       | Employees are required to periodically review the Compliance Program Guide, certify their understanding of their responsibility to abide by the letter and spirit of Apogee's Compliance Program and participate in compliance training.              | Failure to certify compliance with Apogee's Compliance Program. Failure to participate in compliance training.  |
| <i>Reporting and Investigating Violations</i>               | Employees are required to promptly report all known or suspected violations of the law, the Apogee Compliance Program and Corporate Policies.   | Reports will be taken on a good-faith basis, and the appropriate individuals will be assigned to investigate. Reports may be made anonymously.  |

## Your Responsibility for Compliance

All employees and directors of Apogee and employees of any Apogee subsidiary, division, market unit, business unit or facility are expected to abide by applicable laws, regulations, rules, and regulatory orders. You are responsible for acquiring the appropriate knowledge of the requirements relating to your duties to enable you to recognize potential dangers and to know when to seek advice regarding compliance issues. You may not justify an illegal or unethical act by claiming that you did not know the act was improper or it was ordered by a manager.

## Management Responsibility for Compliance

All members of management should comply with Apogee's Compliance Program and should also take reasonable steps to promote compliance with the law, the Company's ethical principles and the Compliance Program and Corporate Policies. Company management is responsible for ensuring you receive adequate information and instruction to enable you to understand and comply with applicable legal and ethical requirements. Supervisors and managers are also responsible for actively encouraging employees to voice concerns, questions and issues relating to legal and ethical compliance and questionable accounting or auditing matters.

## Reporting and Investigating Violations

If you believe someone may be violating the law, the principles or standards included in this Guide or any applicable Company policy or have concerns regarding questionable accounting or auditing practices, report the known or suspected violation or your concerns. You may make a report by:

1. Contacting your immediate supervisor, a senior manager, your Human Resources Department, Apogee's General Counsel at 952-487-7524, or a member of the Apogee Compliance Committee at 952-835-1874;
2. Writing to Apogee's General Counsel at 7900 Xerxes Avenue South, Suite 1800, Minneapolis, Minnesota 55431-1159; or
3. Anonymously contacting the Apogee Code of Conduct Hotline at 1-800-441-6164 or [www.guideline.lrn.com](http://www.guideline.lrn.com) (enter the organization name of Apogee). The Apogee Code of Conduct Hotline is operated by an outside vendor that is not affiliated with Apogee. If you would like to make a report in a language other than English, you should call the Apogee Code of Conduct Hotline at 1-800-441-6164 and ask for an interpreter.

Each report of a known or suspected violation of the law or the Compliance Program or accounting or auditing concern will be promptly and thoroughly investigated. If a violation has occurred, Apogee will take reasonable actions to prevent similar violations. In addition, reports of accounting or auditing concerns will be reported to the Audit Committee of Apogee's Board of Directors. Remember, failing to report or condoning a violation of the law, the Apogee Compliance Program or Corporate Policies may lead to disciplinary action up to and including termination of employment.

## Confidentiality and Protection Against Reprisal

To the extent permitted by law, the Company will take reasonable precautions to maintain the confidentiality of those individuals who report suspected or known violations of the law, the Apogee Compliance Program or Corporate Policies or questionable accounting or auditing practices. This confidentiality includes both the confidentiality of the person making the report as well as the person about whom the report is made. It is essential that employees involved in an investigation or who have made reports honor this commitment to confidentiality.

It is absolutely forbidden for any employee to punish or conduct reprisals against another employee who in good faith has reported violations or questionable accounting or auditing practices. The Company encourages its employees to make good-faith reports of possible violations or questionable accounting or auditing matters.

## Employee Discipline for Violations

When an employee is determined to have engaged in a violation of the law, the Apogee Compliance Program or Corporate Policies or participated in improper accounting or auditing practices, he or she may be subject to discipline, up to and including termination of employment. In addition, the Company reserves the right to commence civil action against an employee for a violation and to refer matters to legal and regulatory authorities for their action. Disciplinary action may also be taken against supervisors or executives who condone, permit or fail to take appropriate action against illegal, unethical or other improper conduct.

It is the policy of the Company to apply its discipline in a consistent fashion; however, the form of discipline which is appropriate will be case-specific. Documentation of disciplinary measures for violations of the law, the principles included in this Guide, the Apogee Compliance Program and of other applicable Corporate Policies and procedures will be retained in the disciplined employee's personnel file and will be considered during regular and promotional employee evaluations.

## Conclusion

The Company is committed to conducting its business activities in an ethical and forthright manner and within the letter and spirit of all laws and regulations. This Guide is intended to help you better understand how to comply with the law and Apogee's ethical principles and requirements. Ultimately, however, you are left to depend on your own individual judgment in deciding on the correct course of action. Remember to always use your good judgment and common sense.