

**APOGEE ENTERPRISES, INC.
COMPENSATION COMMITTEE CHARTER**

PURPOSE

The purposes of the Compensation Committee (“Committee”) of Apogee Enterprises, Inc. (“Apogee”) are to discharge the responsibilities of the Board of Directors relating to compensation of Apogee’s chief executive officer and other members of Apogee’s senior management, to recommend to the Board a compensation philosophy and to establish compensation programs that comply with that philosophy and to administer compensation programs for senior executives.

MEMBERSHIP

The Committee will consist of three or more members of the Board appointed from time to time by the Board. The Committee will consist solely of non-employee directors who meet the independence requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any rules and regulations promulgated thereunder by the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market LLC (“NASDAQ”). 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. set, with the concurrence of the Board, and, as appropriate, adjust the guiding principles for compensation of participants in the Apogee executive performance program;
2. review incentive compensation arrangements to confirm that incentive pay does not encourage excessive or inappropriate risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and senior executive compensation;
3. develop and recommend to the Board a policy for the recovery of incentive compensation paid or awarded to current or former executive officers based on erroneous financial data for which the Company is required to prepare an accounting restatement due to the Company’s material noncompliance with financial reporting requirements, and such policy shall comply with the requirements of the Exchange Act, any rules and regulations promulgated thereunder by the SEC and NASDAQ and shall contain such other terms as the Committee deems appropriate;
4. annually establish corporate goals and objectives relevant to the compensation of the chief executive officer;
5. annually review the CEO Performance Appraisal submitted by the Nominating and Corporate Governance Committee, evaluate the chief executive officer’s performance in light of approved goals and objectives, and establish the chief executive officer’s compensation level based, in part, on this Appraisal;
6. review and approve the cash and non-cash compensation provided to participants in the Apogee executive performance program;
7. at least biannually, meet with a compensation consultant, selected by the Committee after considering the consultant’s independence, to review Apogee’s compensation programs and policies;

8. review and approve employment agreements, severance arrangements, change-in-control agreements and other similar compensatory arrangements for participants in the Apogee executive performance program;
9. administer and make recommendations to the Board regarding the adoption, amendment or termination of Apogee's incentive compensation plans and equity-based plans;
10. administer incentive compensation plans and equity-based plans in which senior management participates, including approval of participants in the Apogee executive performance program;
11. periodically review and approve stock ownership guidelines for Apogee's executive officers;
12. review and discuss with management the disclosures under "Compensation Discussion and Analysis" ("CD&A"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in, or incorporated by reference into, Apogee's Annual Report on Form 10-K and proxy statement, in accordance with applicable rules and regulations;
13. produce a report for inclusion in, and incorporation by reference into, Apogee's Annual Report on Form 10-K and proxy statement, in accordance with applicable rules and regulations;
14. review other disclosures concerning the Committee's compensation consultants and compensation policies and practices as they relate to risk management included in, or incorporated by reference into, Apogee's Annual Report on Form 10-K and proxy statement, in accordance with applicable rules and regulations; and
15. conduct an annual evaluation of the Committee's performance in carrying out these duties and responsibilities.

The Committee will provide regular reports of its activities to the Board.

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 sole authority to select, retain, oversee and terminate compensation consultants, legal counsel and other advisors as the Committee deems appropriate, considering independence and effectiveness, and to approve the compensation and other retention terms related to the retention of such consultants, legal counsel and other advisors.

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, *except* that the Committee will not delegate its authority with respect to compensation matters involving any persons subject to Section 16 of the Exchange Act.

ADOPTION OF CHARTER

This Charter was initially adopted by the Board of Directors on January 14, 2004, and adopted as amended by the Board of Directors on April 27, 2011.