
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM SD
SPECIALIZED DISCLOSURE REPORT



APOGEE ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

0-6365
(Commission File Number)

41-0919654
(IRS Employer Identification
No.)

4400 West 78th Street – Suite 520, Minneapolis, Minnesota
(Address of principal executive offices)

55435
(Zip Code)

James S. Porter 952-487-7560
(Name and telephone number, including area code, of the person to contact in connection with this report)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2019.

Section 1 – Conflict Minerals Disclosure**Item 1.01 Conflict Minerals Disclosure and Report****Conflict Minerals Disclosure**

A copy of the Company’s Conflict Minerals Report is provided as Exhibit 1.01 hereto and is publicly available on Apogee’s website at www.apog.com by selecting “Investor” and “Governance,” then the applicable document or information.

Item 1.02 Exhibit

The Conflict Minerals Report as required by Item 1.01 is filed as Exhibit 1.01 to this Form SD.

Section 2 – Exhibits**Item 2.01 Exhibits**

Exhibit 1.01 – [Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

Apogee Enterprises, Inc.
(Registrant)

By: /s/ James S. Porter
James S. Porter
Executive Vice President and Chief Financial Officer

Date: May 22, 2020

Apogee Enterprises, Inc.
Conflict Minerals Report
For The Year Ended December 31, 2018

This Conflict Minerals Report for the year ended December 31, 2019, is presented to comply with Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”). The Rule was adopted by the Securities and Exchange Commission (“SEC”) to implement reporting and disclosure requirements related to conflict minerals as defined by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The Rule imposes certain reporting obligations on SEC registrants whose manufactured products contain these minerals which are necessary to the functionality or production of their products. These minerals are defined as cassiterite, columbite-tantalite, gold, wolframite, and their derivatives, which are limited to tin, tantalum, tungsten, and gold (“3TG Minerals”). These requirements apply to registrants whatever the geographic origin of the minerals and whether or not they fund armed conflict in the Democratic Republic of Congo (“DRC”) or surrounding regions (collectively, the “DRC Region”).

1. Introduction

Company Overview

Apogee Enterprises, Inc. was incorporated under the laws of the State of Minnesota in 1949. Apogee Enterprises, Inc. is a world leader in certain technologies involving the design and development of value-added glass solutions for enclosing commercial buildings and framing art. Unless the context otherwise requires, the terms “Company,” “Apogee,” “we,” “us,” and “our” as used herein refer to Apogee Enterprises, Inc. and its subsidiaries.

Apogee’s most recent fiscal year ended as of March 1, 2020 (“fiscal 2020”). Our Company has four reporting segments, with three of the segments serving the commercial construction market:

- The **Architectural Framing Systems** segment designs, engineers, fabricates and finishes the aluminum frames used in customized window, curtainwall, storefront and entrance systems comprising the outside skin of buildings. For fiscal 2020, this segment accounted for approximately 48 percent of our net sales.
- The **Architectural Glass** segment fabricates coated, high-performance glass used globally in customized window and wall systems. For fiscal 2020, this segment accounted for approximately 27 percent of our net sales.
- The **Architectural Services** segment provides building glass and curtainwall installation services. For fiscal 2020, this segment accounted for approximately 19 percent of our net sales.
- The **Large-Scale Optical Technologies** (LSO) segment manufactures value-added coated glass and acrylic products for framing and display applications. For fiscal 2020, this segment accounted for approximately 6 percent of our net sales.

Product Category Descriptions

For the period ended as of December 31, 2019, Apogee has chosen to define its product categories consistent with the Company’s four reporting segments. The four reporting segments are:

- Architectural Framing Systems

- Architectural Glass
- Architectural Services
- Large-Scale Optical Technologies

Certain products manufactured and sold by us within each of these product groups are subject to the reporting obligations of the Rule and contain 3TG Minerals of unknown origin. All four reporting segments purchase glass products for which tin is necessary to the production process of our suppliers. Tin, and sometimes gold, are also used in the coating process of the Architectural Glass and Large-Scale Optical Technologies reporting segments. Additionally, the Architectural Framing Systems and Architectural Services reporting segments purchase small quantities of hardware parts that contain limited electronics which may contain tin, tantalum, tungsten, and gold.

2. Reasonable Country of Origin Inquiry

Apogee's products are many tiers removed from the 3TG Mineral smelters or refiners ("SORs"). We do not purchase raw ore or unrefined 3TG Minerals. We do not conduct purchasing activities with suppliers directly in the DRC Region. Our Reasonable Country of Origin Inquiry ("RCOI") process relies on our direct suppliers to provide information on the origin of the 3TG Minerals contained in components and materials supplied to us, including sources of 3TG Minerals supplied to our direct suppliers from upstream suppliers.

Apogee follows a six-step process to identify sources of 3TG Minerals in its supply chain.

1. Direct suppliers are segmented into categories by similarity of goods or services provided.
2. Categories are selected that have the potential to be included in Apogee's final products.
3. Suppliers assigned to the categories identified in Step 2 are then selected for further review to determine if the materials we purchase from them have the potential to contain 3TG Minerals.
4. Apogee contracts with a 3rd party company to perform steps 4 through 6. The Conflict Minerals Reporting Template ("CMRT"), a standard survey tool created by the Responsible Minerals Initiative ("RMI"), is sent to all suppliers selected in Step 3.
5. CMRTs sent are logged electronically, and follow-up communications are performed if the supplier is unresponsive.
6. CMRTs received are then subject to activities described in Section 9 below to determine the country of origin of 3TG Minerals.

Request for Information and Survey Responses

For the 2019 reporting year, Apogee contracted APA Engineering, a 3rd party company, to survey a predetermined supplier base following OECD steps outlined in sections 3-7 below. Our overall survey response rate was 73% in 2019 (prior to 2019 method 35%), compared to 84% in 2018 (prior to 2019 method 60%). From 2019 and onward, Apogee changed how they classify "Responses Received" to include "No 3TG" as a valid response following industry standard. This is defined as "Responses Received" divided by "Suppliers Surveyed." "Suppliers Surveyed" includes suppliers that we

reasonably believe have the potential to provide Apogee with 3TG Minerals that are contained in our products and are necessary to the functionality or production of our products, but are not from scrap or recycled sources (“In-Scope Materials”). The method used prior to 2019 described “Responses Received” as the number of suppliers that completed the smelter list portion of the CMRT form, but may not have yet identified all the SORs in their supply chain. Starting in 2019, Apogee counts a supplier that indicates “No 3TG” as a valid response.

Apogee attributed the 11% response rate reduction to adding a ninth business unit that increased suppliers surveyed by 26% along with them not being familiar with conflict minerals and the RCIO process.

Most CMRTs received were provided at a company or divisional level scope, rather than a product-level scope specific to the materials and components we purchase. As such, Apogee was unable to identify the specific SORs in our supply chain and the countries of origin of the 3TG Minerals.

3. OECD Step One: Establish Strong Company Management Systems

a. Conflict Minerals Policy

Apogee has instituted a conflict minerals policy which highlights our expectations of suppliers regarding the sourcing of 3TG Minerals as well as our commitment to sourcing responsibly from the DRC Region. This policy is publicly available on our website at www.apog.com by selecting “Investors” and “Governance.”

b. Internal Team

We have a multi-disciplinary executive oversight committee, which is chaired by our Executive Vice President and Chief Financial Officer. During 2019, the executive oversight committee was comprised of our General Counsel, Chief Procurement Officer, Vice President of Shared Services and Business Process, and Supply Chain Analyst. The purpose of the committee is to set direction and guidance, approve resources, review progress, and assist in risk management of Apogee’s conflict minerals program.

c. System of Controls

Apogee has developed a system to improve supply chain transparency by identifying suppliers that we have reason to believe provide materials or components that contain 3TG Minerals that are necessary to the functionality or production of our products. This process utilizes information available from Apogee’s management systems, and attempts to identify all suppliers from which we require further information on their supply chain and sourcing practices. Suppliers identified in this process are then surveyed. See Section 2 about our “Reasonable Country of Origin Inquiry” for more information on the survey process. Conflict minerals program documentation is retained electronically for five years.

d. Supplier Engagement

Apogee purchase order terms and conditions include language requiring suppliers to support Apogee’s efforts to identify the chain of custody for In-Scope Materials.

We also provide training material access to our suppliers of In-Scope Materials and individual guidance, as necessary. Conflict minerals survey materials sent to our direct suppliers include links to the Corporate Governance page of Apogee’s website, which includes our Conflict Minerals Policy and various conflict minerals educational materials. Additionally, we have participated in and supported the development of supplier training materials available through the RMI.

e. Grievance Mechanism

Initial supplier survey requests and follow-up communications with the suppliers include an e-mail address where suppliers are directed if they have any concerns or are aware of any circumstances of mineral extraction, trade, handling, and export in conflict-affected and high-risk areas. The RMI has also established a grievance mechanism through which members, stakeholders, and the public can raise concerns about the initiative, the audit process, protocols, smelter and refiner operations that fall in scope of the RMAP, audit quality and auditor competencies, mineral supply chains, and upstream/downstream initiatives.

4. OECD Step 2: Identify and Assess Risk in the Supply Chain

Apogee’s previously described RCOI efforts are designed to identify the SORs in our supply chain to the best of our ability. Identifying the SORs in our supply chain is the key step in the effort to determine country of origin and assess risk of funding armed groups in the DRC Region.

5. OECD Step 3: Design and Implement a Strategy to Respond to Risks

Apogee categorizes supply chain risks associated with conflict minerals into three categories:

1. Suppliers that appear not to understand the Rule or the policies and procedures we have adopted to comply with the Rule. We mitigate this risk in several ways, including: (i) directing our suppliers to our company website which contains training materials and links to helpful information, (ii) reviewing survey responses for incomplete information and indications that a supplier does not have an appropriate understanding of the CMRT reporting requirements and reaching out to those suppliers to offer assistance, and (iii) supporting the RMI and participating with other RMI members in the development of supplier training materials and white papers.
2. CMRT responses from our suppliers that contain erroneous, outdated, inconsistent, or incomplete data. We evaluate CMRTs received against a standard list of criteria to assess the quality of the response and we have a process for pursuing resolution if issues are identified. We also review the supplier’s conflict minerals policy to compare how the data provided in the CMRT harmonizes with the position taken in the policy.
3. CMRT responses may indicate that 3TG Minerals in our products originate from the DRC Region. See Section 9, “Due Diligence Performed” below.

6. OECD Step 4: Carry Out a Third Party Audit of Supply Chain Due Diligence

Apogee does not have a direct relationship with SORs and does not perform or direct audits of these entities within our supply chain. We do, however, support the development and implementation of independent third-party audits of SORs through our membership and participation in the RMI (membership ID APOG). Apogee participates in the RMI’s Smelter Engagement Team calls to support the efforts to conduct third-party audits of SORs and improve worldwide engagement with SORs.

7. OECD Step 5: Report on Supply Chain Due Diligence

This report and the associated Form SD are publicly available on Apogee’s website at www.apog.com by selecting “Investor” and “Governance.”

8. Design of Due Diligence Framework

The design of our due diligence framework as set forth in this report conforms in all material aspects to the criteria set forth in the Organization for Economic Co-operation and Development (“OECD”) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas Third Edition (“OECD Guidance”) and the related supplements for gold and for tin, tantalum, and tungsten, as we determined those criteria to be applicable to our circumstances and position in the supply chain as a “downstream” company.

9. Due Diligence Performed

Apogee performed the following due diligence measures on the source and chain of custody of the necessary In-Scope Materials contained in our products:

- We compared SORs identified on CMRTs returned by our suppliers to the RMI’s RCOI data for RMAP audited smelters to assess country of origin. For SORs not found on the RMAP list, we used the Smelter Database available to RMI members to assess their status; and
- We support industry-wide cooperation by aiding the development and implementation of independent third-party audits of SORs through our membership and participation in the RMI and sharing our summarized SOR data for 2019 with the RMI.

Apogee is not making a claim that our products are “conflict-free,” and consequently, the report presented herein was not audited.

10. Steps to Improve Due Diligence

Calendar 2019 is the seventh year that Apogee has been complying with the Rule and actively working to better understand and manage 3TG Mineral Risk in our supply chain. As such, the policies and processes in support of the Rule have been established and standardized. As a company, we are committed to continuous improvement, which also applies to our approach to conflict minerals. During the next reporting year, we intend to focus on:

- Improving supplier knowledge of the Rule and the policies and procedures we have adopted to comply with the Rule;
- Ensuring that suppliers are more informed about our commitment to sourcing responsibly from the DRC Region; and
- Continuing to support the development of RMI and its risk-based audit process for smelters and refiners.