

# **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 and other 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”). The Board will designate a Committee member as the Chairperson of the Committee. 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. annually review incentive compensation arrangements to confirm that incentive compensation arrangements do not encourage excessive or inappropriate risk-taking and report the results thereof to the Board;
3. annually review and discuss the relationship between risk management policies and practices, corporate strategy and senior executive compensation;
4. annually review and report to the Board on the Company’s initiatives with respect to, and the risks associated with, human capital management matters, including diversity, equity and inclusion;
5. 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;
6. annually establish corporate goals and objectives relevant to the compensation of the chief executive officer;
7. without the chief executive officer present, 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 recommend to the Board for its approval the chief executive officer’s compensation, including base salary, annual incentive compensation and long term compensation, based, in part, on this Appraisal;
8. review and approve the cash and non-cash compensation provided to other executive officers of the Company, including participants in the Apogee executive performance program;

9. 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;
10. review and approve the selection of the Company's executive compensation peer group;
11. review results of the Company's most recent Say on Pay vote;
12. review and approve employment agreements, severance arrangements, change-in-control agreements and other similar compensatory arrangements for participants in the Apogee executive performance program;
13. administer and make recommendations to the Board regarding the adoption, amendment or termination of Apogee's incentive compensation plans and equity-based plans;
14. administer incentive compensation plans and equity-based plans in which senior management participates, including approval of participants in the Apogee executive performance program;
15. periodically review and approve stock ownership guidelines for Apogee's executive officers;
16. 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;
17. 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;
18. 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;
19. oversee the Company's compliance with applicable rules and regulations and listing standards regarding shareholder votes with respect to executive compensation;
20. review and evaluate proposals submitted by shareholders for a vote of shareholders pertaining to executive compensation matters, and recommend a course of action to the Board with respect to such proposals;
21. conduct an annual evaluation of the Committee's performance in carrying out these duties and responsibilities; and
22. review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

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. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

## **RESOURCES AND AUTHORITY**

Apogee will provide appropriate funding to the Committee, as determined by the Committee, for payment of reasonable compensation to compensation consultants, legal counsel, or any other advisors retained by the Committee (each, an “advisor”).

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and sole authority to retain, or obtain the advice of, an advisor as the Committee deems appropriate. The Committee has sole authority to approve the compensation and other retention terms related to the retention of an advisor, and shall be directly responsible for the oversight of the work of any advisor retained by the Committee.

Prior to the retention of an advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of an advisor by taking into consideration the following factors:

- The provision of other services to Apogee by the person that employs the advisor (the “Employer”);
- The amount of fees received from Apogee by the Employer, as a percentage of the total revenue of the Employer;
- The policies and procedures of the Employer that are designed to prevent conflicts of interest;
- Any business or personal relationship of the advisor with a member of the Committee;
- Any stock of Apogee owned by the advisor; and
- Any business or personal relationship of the advisor or the Employer with an executive officer of Apogee.

If, upon consideration of the above factors, the Committee determines that the work of a compensation consultant or other advisor would raise a conflict of interest, the Committee shall determine how the conflict of interest would be addressed.

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 most recently by the Board of Directors on October 6, 2022.