

**APOGEE ENTERPRISES, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**PURPOSE**

The purposes of the Nominating and Corporate Governance Committee (“Committee”) of Apogee Enterprises, Inc. (“Apogee”) are to assist the Board of Directors with its obligation to identify and recommend individuals qualified to become members of the Board of Directors, oversee succession planning for the corporation’s chief executive officer and senior management, develop and recommend to the Board a set of corporate governance principles applicable to the corporation and review; oversee the evaluation of the Board; and approve related person transactions.

**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 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. develop qualification criteria for Board members (considering goals for Board composition and individual qualifications) and evaluate potential candidates in accordance with established criteria;
2. review and respond to director nominations or recommendations submitted in writing by Apogee’s shareholders;
3. recommend to the Board a slate of candidates for presentation to the shareholders at each annual meeting of shareholders and conduct individual director performance evaluations of directors whose terms are expiring and who are interested in standing for re-election to another term;
4. recommend to the Board one or more nominees for each vacancy on the Board that occurs between annual meetings of shareholders;
5. determine whether to accept or reject a director’s resignation offer relating to changes in the director’s principal employment or affiliation;
6. recommend to the Board whether to accept or reject a director’s resignation offer submitted upon receiving a majority of “withhold” votes in an uncontested election;
7. develop a succession plan for the Board and make recommendations to the Board on director succession matters;
8. recommend to the Board qualified members of the Board for membership on committees of the Board and service as committee chair on committees of the Board;
9. review the functions of the committees of the Board and make recommendations to the Board on committee structure, duties and responsibilities;

10. recommend to the Board a qualified member of the Board for service as Lead Director or Non-Executive Chair;
11. recommend to the Board one or more qualified members of the Audit Committee to be designated as an “audit committee financial expert”;
12. review senior management succession plans and ensure an emergency succession plan is in place for Apogee’s chief executive officer;
13. develop, assess, and recommend to the Board a set of corporate governance principles for Apogee;
14. monitor compliance with Apogee’s corporate governance principles;
15. annually reassess Apogee’s corporate governance principles and recommend to the Board revisions to such principles;
16. as required by applicable Nasdaq and Securities and Exchange Commission rules, establish and review policies and procedures regarding transactions between Apogee and related persons and review and approve such transactions in accordance with such policies and procedures;
17. periodically provide reports of transactions between Apogee and related persons to the Audit Committee of the Board;
18. conduct the annual performance evaluation of the Board and the committees of the Board and Apogee’s chief executive officer;
19. recommend to the Board levels of compensation for Board members, including retainers, meeting fees, stock-based plans and other similar components of director compensation, based on reviews of director compensation of appropriate peer group companies, provided, that, no independent director may receive consulting, advisory or other compensatory fees;
20. administer compensation plans in which non-employee directors are the only participants;
21. periodically review and recommend to the Board stock ownership guidelines for non-employee Board members;
22. administer the new Board member orientation and continuing education program of the Board;
23. annually review the independence of each non-employee Board member for compliance with applicable requirements;
24. review and evaluate proposals submitted by shareholders for a vote of shareholders, except for shareholder proposals pertaining to executive compensation matters, which will be reviewed by the Board’s Compensation Committee, and recommend a course of action to the Board with respect to such proposals;
25. review and provide guidance to management and the Board on the framework for the Board’s oversight of and involvement in shareholder engagement;
26. review directorships in other public or private “for-profit” companies held by or offered to directors and executive officers of the Company as needed;

27. review and reassess annually the adequacy of this Charter and recommend any proposed changes to this Charter to the Board for review and approval; and
28. 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 (including appropriate funding) and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and sole authority to retain or obtain the advice of, oversee and terminate external director search firms and compensation consultants, legal counsel and other advisors (each, an "advisor") as the Committee deems appropriate, and to approve the reasonable compensation and other retention terms related to the retention of such firms and advisors. 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 factors specified in the Nasdaq listing standards and the rules and regulations of the Securities and Exchange Commission. If, upon consideration of such independence factors, the Committee determines that the work of a compensation consultant 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.

## **ADOPTION OF CHARTER**

This Charter was initially adopted by the Board of Directors on October 9, 2003, and adopted as amended by the Board of Directors on January 13, 2016.