

**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, to administer compensation programs for senior executives, and to produce an annual report on executive compensation for inclusion in Apogee’s proxy statement, in accordance with applicable rules and regulations.

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, Inc. 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 establish corporate goals and objectives relevant to the compensation of the chief executive officer;
3. 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;
4. review and approve the cash and non-cash compensation provided to participants in the Apogee Executive Performance Program;
5. at least biannually, meet with a compensation consultant to review Apogee’s compensation programs and policies;
6. review and approve employment agreements, severance arrangements, change-in-control agreements and other similar compensatory arrangements for participants in the Apogee Executive Performance Program;
7. administer and make recommendations to the Board regarding the adoption, amendment or termination of Apogee’s incentive compensation plans and equity-based plans;
8. administer incentive compensation plans and equity-based plans in which senior management participates, including approval of participants in the Apogee Executive Performance Program;
9. periodically review and approve stock ownership guidelines for Apogee’s executive officers;

10. produce an annual report on executive compensation for inclusion in Apogee's proxy statement, in accordance with applicable rules and regulations; and
11. 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 two 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 retain and terminate external compensation consultants and such other advisors as the Committee deems appropriate, and to approve the fees and other retention terms related to the appointment of such consultants 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 Securities Exchange Act of 1934, as amended.

ADOPTION OF CHARTER

This Charter was initially adopted by the Board of Directors on January 14, 2004 and adopted as amended on January 24, 2006.