

APOGEE ENTERPRISES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purposes of the Nominating and Governance Committee are to identify and recommend individuals qualified to become members of the Board of Directors, to oversee succession planning for the corporation's Chief Executive Officer and to develop and recommend to the Board a set of corporate governance principles applicable to the corporation.

MEMBERSHIP

The Committee will consist of two or more members of the Board appointed from time to time by the Board. The Committee will consist solely of 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. 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 the corporation's shareholders;
3. recommend to the Board a slate of candidates for presentation to the shareholders at each annual meeting of shareholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of shareholders;
4. recommend to the Board qualified members of the Board for membership and service as committee chair on committees of the Board;
5. review executive succession plans, and ensure an emergency succession plan is in place for the corporation's Chief Executive Officer;
6. develop and recommend to the Board a set of corporate governance principles for the corporation;
7. monitor compliance with the corporation's corporate governance principles;
8. annually reassess the corporation's corporate governance principles and recommend to the Board revisions to such principles;
9. conduct the annual evaluation of the Board and the committees of the Board and the corporation's Chief Executive Officer;
10. establish levels of compensation for Board members, including retainers, meetings fees, stock-based plans and other similar components of director compensation, based on reviews of director compensation of appropriate peer group companies;
11. provide regular reports of its activities to the Board; and
12. review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

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 to engage external search firms to identify director candidates, and will have sole authority to retain and terminate any such search firm and to approve the fees and other retention terms related to the appointment of such firm.

The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or 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.

ADOPTION OF CHARTER

This Charter was originally adopted by the Board of Directors on October 9, 2003.