

# APOGEE

CODE OF BUSINESS  
ETHICS & CONDUCT





enterprises, inc.





## CODE OF BUSINESS ETHICS AND CONDUCT

Throughout our 70-year history, Apogee has built a reputation as an ethical company. This is a result of how our employees interact with each other every day and how we interact with customers, partners and suppliers across the globe. It is how we do business, because it is the right thing to do and it ensures the long-term viability of our company.

Our Code of Business Ethics and Conduct, to which our employees, management and Apogee's Board of Directors commit annually, formalizes the policies that support our ethical business practices. Our Code of Conduct incorporates many of our Company's values, and enables Apogee to better serve our customers, deliver value to shareholders and make it a great place to work.

You are expected to be familiar with the Code of Conduct and our ethical standards, as well as with the other legal and regulatory requirements that apply to the Company, your position, and your location. It helps you in deciding the correct course of action in situations that you may face. However, if you are unsure about what to do in a situation, I encourage you to seek advice from your business unit leadership, human resources, Apogee's General Counsel at 952.487.7645 or the Apogee Code of Conduct Hotline.

Your commitment to our Code of Conduct positively influences your daily decisions as we work to grow Apogee and improve our financial and operational performance.

A handwritten signature in black ink, appearing to read "Ty R. Silberhorn". The signature is written in a cursive, flowing style. Below the signature is a horizontal dotted line.

Ty R. Silberhorn  
Chief Executive Officer and President  
Apogee Enterprises, Inc.  
November 2023

# BUSINESS ETHICS & CONDUCT

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## APPLICATION OF CODE

This *Code of Business Ethics and Conduct* applies across Apogee Enterprises, Inc. (“Apogee”), to all Apogee direct and indirect subsidiaries, divisions, business units and facilities. Generally, when you read the word “Company,” it means Apogee and all its direct and indirect subsidiaries, divisions, business units and facilities. This Code applies to Company activities taking place anywhere in the world. Every Company employee and member of Apogee’s Board of Directors (“Board”) must read and understand the Code, and must provide an acknowledgment of acceptance before undertaking any work on behalf of the Company. All agents, consultants, independent contractors and representatives of the Company should be provided a copy of the Code. Although not specifically referenced in each section of this Code, Board members are required to comply with all provisions of this Code.

## ETHICS AND COMPLIANCE

Apogee operates its worldwide business in accordance with the highest ethical standards and relevant law. The Company places the highest value on the integrity of each of its employees, Board members, agents and other representatives. In addition, all employees, Board members, agents and other representatives of the Company are responsible for complying with all applicable laws and regulations. Apogee’s corporate culture demands not only compliance with applicable laws, but also responsible and ethical behavior.

This Code does not cover all Apogee policies, but rather provides a summary of some of those policies. If a local **law** conflicts with a provision of this Code, you must comply with the law; but, if a local **custom** or **practice** conflicts with a provision of this Code, you **must** comply with this Code. If your business unit has a policy that conflicts with this Code, you **must** comply with this Code. Your business unit may have policies and practices which require more of you than is required under this Code, or by local laws; in all of those instances, you must follow the stricter policy, practice, or law. Think of this Code as a baseline, or minimum requirement, which must always be followed. The **only** time you can go **below** the baseline is if a **law** absolutely **requires** you to do so, or if Apogee’s Chief Executive Officer (or Chair of the Nominating and Corporate Governance Committee if an executive officer or member of the Board is involved) has approved the exception in writing. Any exception approved by the Chair of the Nominating and Corporate Governance Committee for an executive officer or member of the Board will be promptly disclosed to the Company’s shareholders in accordance with applicable legal and regulatory requirements.

## REVISIONS TO THE CODE

As already mentioned, this Code is intended to outline Apogee’s “philosophy” and summarize its policies which are intended to promote this philosophy. The Code does not create any contract between the Company and any individual or entity, including any employee. Apogee reserves the right to change or rescind any and all of the provisions of this Code, and all of the Company’s other policies, rules and procedures, at any time without prior notice. Apogee also retains the right to interpret the provisions of this Code.

# BUSINESS ETHICS & CONDUCT

## **ANTITRUST LAW AND COMPETITIVE PRACTICES**

It is the policy of Apogee and the obligation of every Apogee employee to comply with antitrust and competition laws throughout the world. These laws encourage vigorous, but fair, competition. Violation of antitrust/competition laws by the Company and/or its employees may have far-reaching and extremely serious consequences for the Company and/or its employees. Those consequences may take many forms, including but not limited to expensive litigation, the payment of costly damages or fines, or court orders affecting the Company's ability to own or operate its property and/or business.

Employees who violate this policy may be subject to immediate disciplinary action, up to and including termination. In addition, Company employees who violate the antitrust/competition laws may be subject to criminal fines and imprisonment. Employees must seek the advice of Apogee's Legal Department when they are faced with business decisions if there is any question as to whether a particular course of conduct or action is permissible.

### WHAT ARE ANTITRUST AND COMPETITION LAWS?

Antitrust laws ensure that free-market forces shape the competitive playing field. They prohibit companies from interfering with fair competition and contain strict rules that prohibit businesses from engaging in anti-competitive practices.

The Department of Justice (DOJ), the Federal Trade Commission (FTC), and state attorneys general investigate and enforce cases involving anti-competitive conduct. Antitrust laws can also be enforced by private parties—including customers and competitors—who use lawsuits to obtain damages and injunctions.

### CONTACT WITH COMPETITORS—DO NOT AGREE WITH COMPETITORS TO LIMIT COMPETITION

A fundamental antitrust principle is that all firms in the marketplace must act independently of their competitors. Thus, no employee shall, at any time or under any circumstances, enter into an agreement or understanding with any competitor of the Company concerning prices, discounts, promotions, rebates, other terms or conditions of sale, profits or profit margins, costs, allocation of services or geographic markets, allocation of customers, limitations on services, boycotts or refusals to deal with certain customers or other firms, or bids or the intent to bid with respect to a particular product or products. In addition, employees may not agree with competitors to fix employee wages or, except in very limited circumstances, agree not to hire each other's employees. These prohibitions are absolute, and strict observance is required.

### INFORMATION ABOUT COMPETITORS

The Company may seek economic knowledge about its competitors in order to assist in its ability to vigorously and effectively compete. However, the Company will not engage or tolerate its employees engaging in illegal or improper acts to acquire a competitor's trade secrets, customer lists, or other confidential information of a competitor. In addition, the Company will not hire a competitor's employees for the purpose of obtaining confidential information; urge a competitor's personnel, customers, or suppliers to disclose confidential information; or seek confidential information from a competitor's employees who later are hired by the Company.

### FALSE, MISLEADING OR DISPARAGING STATEMENTS

Employees should not make false, misleading or disparaging comments about any competitor or competitor's services. In addition, employees should avoid commenting unfairly about the Company's competitors.

### PRICE DISCRIMINATION

Price discrimination is the practice of selling products of similar grade and quality to different resellers at different prices. Part of the Company's compliance with the antitrust laws requires the Company to set prices fairly and competitively for the goods and services. Under no circumstance may any of the Company's prices be set for the purpose of lessening competition or driving our competitors out of business. If employees have questions about whether any particular pricing is fair or unfair price discrimination, they should contact Apogee's Legal Department.

## RESALE PRICING

Customers have the right to set their own reselling prices for any products the Company supplies to them. Although it may be legal in some (not all) jurisdictions to have an agreement with a customer on the customer's resale price, as a matter of "best practice" and as a general rule, the Company does not permit such agreements, and no employee is authorized to make them. An employee may make suggestions about resale pricing in appropriate circumstances, as long as it is clear the customer is free to reject the suggestions.

## TYING AND BUNDLING

As a general rule, the Company can offer better pricing when a customer buys more than one product. In some circumstances, it can be illegal to "tie" products or services (that is, to require a customer to buy one product as a condition to selling the customer the other product that they do want to purchase). In some very limited circumstances, it can be illegal to offer "bundled" discounts or "loyalty/market share" discounts. If the product is one where the Company has a large market share (30% or more), or is otherwise considered a dominant market player, employees should contact Apogee's Legal Department before offering "tied" products or "bundled" pricing.

For further information, please see the ANTITRUST LAW AND COMPETITIVE PRACTICES CORPORATE POLICY.

## **ANTI-BOYCOTT LAW AND REGULATIONS**

It is the Company's policy to comply with all U.S. laws and regulations prohibiting participation in international boycotts that are contrary to U.S. national policy. These anti-boycott laws also require the Company to report any requests made by others to engage in prohibited conduct. These complex anti-boycott laws apply to foreign subsidiaries and affiliates of the Company.

Unless an exception applies under the U.S. anti-boycott laws, neither the Company nor any of its employees, agents or representatives may do anything that complies with or supports a boycott not supported by the U.S. government, or that is intended to comply with or support such a boycott.

## BOYCOTT REQUESTS

The U.S. anti-boycott laws can affect virtually every part of a transaction, from the bid solicitation to financing to manufacture to delivery. "U.S. persons" (which can include foreign subsidiaries and affiliates) are prohibited from engaging in a variety of activities commonly referred to as "Boycott Requests." Boycott Requests can include: (a) refusing to do business with certain persons due to any illegal boycott or blacklist; (b) discriminating in employment or otherwise discriminating against any individual on the basis of race, religion, sex or national origin; (c) discriminating against any business that is a U.S. person due to the race, religion, sex or national origin of any of its owners, officers, directors or employees; (d) furnishing information on the race, religion, sex or national origin of any U.S. person or on any owner, officer, director or employee of a business that is a U.S. person; (e) furnishing information about a U.S. person's past, present or proposed business relationships with or in a boycotted country, with any business formed under the laws of a boycotted country, with any national or resident of a boycotted country or with any other person who may have a business relationship with or in a boycotted country; (f) furnishing information about whether any person is a member of, has made contributions to, or is otherwise affiliated with any charitable or fraternal organization that supports a boycotted country; or (g) paying, honoring, confirming or otherwise implementing a letter of credit that contains terms or conditions prohibited by the U.S. anti-boycott laws.

# BUSINESS ETHICS & CONDUCT

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Under the U.S. anti-boycott laws, the Company's obligations are to ensure any customer tender, bid or request for proposal has been carefully screened to reveal any terms or conditions that might involve any Boycott Request. Further, unless an applicable exception applies, neither the Company nor any of its directors, officers, employees, agents or representatives may comply with any Boycott Request, do anything that complies with or supports a boycott not supported by the U.S. government or that is intended to comply with or support such a boycott.

**Illustration—The Arab Boycott of Israel: The main, though not exclusive, use of the U.S. anti-boycott laws is to regulate the Arab League's boycott against Israel and Israeli businesses, which is also observed occasionally by companies and banks in non-Arab but predominantly Muslim countries like Pakistan, Indonesia or Malaysia. In general, the primary boycott bars the importation of Israeli goods and services into the boycotting countries and bars the export of goods and services from those countries to Israel. A secondary aspect of the Arab League boycott, however, precludes dealings with firms and persons in third countries that have been "blacklisted" by the boycotting countries because those firms or persons do business in or with Israel. Unless an exception applies, complying with or supporting any such aspect of the boycott of Israel is prohibited.**

## REPORTING REQUIREMENTS

The Company, its affiliates, agents, and representatives must promptly report the receipt of any Boycott Request to the U.S. Department of Commerce, including, in some cases, even if the Company refuses to comply with such a Boycott Request. Employees must immediately report receipt of any Boycott Requests to Apogee's Legal Department at [ApogeeLegal@apog.com](mailto:ApogeeLegal@apog.com). No further action, including responding to or communicating with any potential customer, distributor, bank or other third party that made such request, may then be taken without specific authorization from Apogee's General Counsel.

## PENALTIES

Violations of the U.S. anti-boycott laws are subject to severe penalties. Penalties may include denial or suspension of export privileges, civil and criminal penalties and even imprisonment for individuals.

For further information, please see the ANTI-BOYCOTT LAW AND REGULATIONS CORPORATE POLICY.

## CONFLICTS OF INTEREST

Employees and Board members must avoid activities, interests and associations in which their personal interests do or could likely conflict, or reasonably appear to conflict, with the interests of the Company. A “conflict of interest” occurs when an employee’s or Board member’s personal interests, or interests in favor of another person dealing with the Company, conflict, or appear to conflict, with the interests of the Company. Whether a conflict exists will be decided by Apogee’s General Counsel, except that a potential conflict involving certain employees in the Apogee Legal Department, Apogee’s General Counsel, or one of Apogee’s executive officers or Board members will be decided by the Chair of the Nominating and Corporate Governance Committee of the Board.

### DISCLOSURE OF CONFLICTS OF INTEREST

Each year, all employees of the Company who hold positions at a manager level or above, all officers, all exempt employees in the sales, marketing, purchasing and customer service departments, such other employees specifically requested by the Company, and Board members must complete the Company’s Conflict of Interest Questionnaire. Employees and Board members who complete the annual Conflict of Interest Questionnaire must still comply with the requirements of the Company’s Conflict of Interest Policy.

Any employee or Board member who has taken on, or is about to take on, a financial or other interest or relationship that might involve a conflict of interest not previously disclosed on an annual Conflict of Interest Questionnaire must immediately inform Apogee’s General Counsel in writing.

Any employee or Board member who personally experiences any of the following potential conflict of interest situations must immediately explain the details fully, in writing, to Apogee’s General Counsel:

- Ownership by an employee or Board member, or an Immediate Family member, of a Substantial Interest in a competitor of the Company or a supplier of any business unit of the Company;
- Receipt by an employee from any supplier of any compensation, loan, gift (not including meals or entertainment), gratuity, courtesy, product or service which is valued at more than \$100 per occasion from a single supplier or \$200 in total value for all such items from a single supplier during any fiscal year of the Company;
- Decision by an employee to spend Company funds in a way that directly benefits a family member or friend of the employee; or
- Any other arrangement or circumstance, including family or other personal relationships, that may cause or reasonably be viewed as causing the employee or Board member to act other than in the best interests of the Company.

By “Substantial Interest,” we mean an economic interest that could influence an employee’s or Board member’s judgment or action. Owning less than 1% of a class of outstanding securities of a publicly held corporation is not a Substantial Interest. By “Immediate Family,” we mean any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of an employee or Board member and any person sharing the household of such employee or Board member.

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## PERSONAL FINANCIAL GAIN

Employees should avoid any outside financial interest that might influence decisions or actions of the Company, unless that interest has been approved by Apogee's General Counsel or the Chair of the Nominating and Corporate Governance Committee of the Board, as required by the Conflict of Interest Corporate Policy. Interests which might influence decisions or actions of the Company include an investment in another business that is a client, market, prospect, supplier, agent or competitor of the Company.

No employee or Board member may directly or indirectly benefit, or seek to benefit, from their Company position in any sale, purchase or other activity of the Company. For example, an employee or Board member shall not:

- Purchase or lease real estate or other facilities which they know the Company may be interested in, or may need in the future;
- Acquire an interest in a firm which they believe is carrying on or considering negotiations with the Company for a merger, purchase, joint venture or other business relationship; or
- Take personal advantage of an opportunity that properly belongs to the Company.

No employee who deals with individuals or organizations doing, or seeking to do, business with the Company, or who makes recommendations with respect to such dealings, may have any direct or indirect personal or family interest in any business transaction affecting the Company (other than certain limited exceptions; to discuss a potential exception, contact the Legal Department at [ApogeeLegal@apog.com](mailto:ApogeeLegal@apog.com)).

## OUTSIDE EMPLOYMENT AND OTHER RELATIONSHIPS

Employees should avoid outside employment or activities that would have a negative impact on the performance of their job with the Company, or conflict with their obligations to the Company, or in any way negatively impact the Company's reputation in the community. Specifically, employees must not:

- Be employed outside the Company or serve as an officer, director or consultant or own a Substantial Interest in any business that competes with, provides services to, or seeks to provide services to the Company;
- Be employed outside the Company if it would conflict with the Company's business hours, (including overtime) or their performance of Company assignments;
- Use Company time, materials, information or other Company assets in connection with their outside employment or other personal business interests; or
- Act in a manner which would affect their objectivity in carrying out their Company responsibilities.

## PUBLIC SERVICE AND CHARITABLE ACTIVITIES

Employees are encouraged to participate in public service and charitable activities so long as they do not create actual or potential conflicts with the employee's duties to the Company.

For further information, please see the CONFLICT OF INTEREST CORPORATE POLICY.

For further information, please see the BRIBERY AND KICKBACKS CORPORATE POLICY.

## **GIFTS AND GRATUITIES**

Business gifts and entertainment in a commercial setting create goodwill and sound working relationships but must not be used to gain unfair advantage with customers. Employees must act in a fair and impartial manner in all business dealings. Gifts and entertainment should further the business interests of the Company and not create any impression of potentially influencing business judgment or creating an obligation.

No employee or representative of the Company may directly or indirectly give, offer, request, or accept a gift or gratuity from an employee or other representative of any person or firm (including any customer, supplier, franchisee, distributor or consultant) doing or seeking to do business with the Company, in connection with a transaction or proceeding involving the Company. Gifts and gratuities that are not connected with such a transaction or proceeding are acceptable only if they meet the rules set forth below. Employees may not offer or accept cash or cash equivalents under any circumstances.

### CLIENT RELATIONS

Gifts, gratuities, business courtesies and entertainment generally may be given or received by employees and representatives of the Company if they:

- Do not involve giving or receiving anything of value to or from a government employee;
- Are consistent with customary business practices;
- Are not excessive in value and cannot reasonably be construed as a bribe or pay-off;
- Are not in contravention of applicable laws, regulations, or ethical standards;
- Are not given by or received from the same organization more frequently than is customary in the industry;
- Will not embarrass the Company or the employee if publicly disclosed; and
- Do not otherwise violate a Company policy.

Even where these criteria are satisfied, Company employees and representatives must inquire about, respect, and comply with a more restrictive gifts and gratuities policy that may apply to the person or firm on the other side of the gifting situation. Likewise, Company employees and representatives must comply with all applicable laws and regulations that govern gifts, gratuities, entertainment and payments to public officials and employees or government regulators. Requesting or soliciting personal gifts, favors, entertainment or services is unacceptable. Employees should contact the Apogee Legal Department at [ApogeeLegal@apog.com](mailto:ApogeeLegal@apog.com) if they are not certain that a gift is appropriate.

### LIMITS ON GIVING GIFTS AND GRATUITIES

Company employees and representatives may not give gifts, gratuities or services to a single supplier, franchisee, distributor, consultant, customer or other person or firm doing business or potentially doing business with the Company (a "Receiving Organization") exceeding (a) \$100 per recipient per occasion or (b) \$200 in total value in any fiscal year of the Company. Meals and entertainment paid for by a Company employee or representative are not subject to the monetary limitations in (a) or (b) above, provided a Company employee or representative attends the event.

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## LIMITS ON RECEIVING GIFTS AND GRATUITIES

Company employees and representatives may not accept gifts, gratuities, or services from a single supplier, franchisee, distributor, consultant, customer or other person or firm doing business or potentially doing business with the Company (a "Giving Organization") exceeding (a) \$100 per occasion from a single Giving Organization or (b) \$200 in total value for all gifts, gratuities and services from a single Giving Organization during any fiscal year of the Company. Meals and entertainment attended by a Company employee or representative and paid for by a Giving Organization are not subject to the monetary limitations of (a) or (b) so long as an employee or representative of the Giving Organization attends the event with the Company employee or representative. Holiday gifts (food, gift baskets, etc.) received by a Company employee or representative that are shared with or made available to other Company employees are not subject to the monetary limitations of (a) or (b) above.

## OTHER SITUATIONS

There are circumstances where giving and receiving of gifts, gratuities or services in excess of these limits is appropriate (for example, wedding or shower gifts from particularly close professional friends). In these situations, prior written approval from a manager at least two levels higher in the organization than the giving/receiving employee or representative of the Company is required or, in the case of an executive officer of Apogee other than the Chief Executive Officer or President, from Apogee's Chief Executive Officer or, in the case of Apogee's Chief Executive Officer or President or Board member, from the Chair of the Nominating and Corporate Governance Committee of the Board. A copy of such written approval must be provided to and maintained in the Accounting/Finance Department for the applicable business unit of the Company.

## TRAVEL COSTS

If a business, entertainment or other event offered by a Giving Organization involves out of town travel by a Company employee or representative, prior written approval from a manager at least two levels higher in the organization than the Company employee or representative attending such event is required and the airfare and lodging for the Company employee or representative should be paid by the Company unless cleared in advance by the approver. Within two weeks after the trip, the Company employee or representative must provide a "trip report" via email to the approver detailing the business purpose and benefits to the Company of the trip. A copy of the prior written approval and the trip report must be provided to and maintained in the Accounting/Finance Department for the applicable business unit of the Company.

For further information, please see the GIFTS AND GRATUITIES CORPORATE POLICY.

## **BRIBERY, CORRUPTION, AND KICKBACKS**

Bribery, corruption, and kickbacks erode relationships and trust, weaken public and private institutions, and are never acceptable. Every employee, Board member, and person who does business with the Company must understand that we will not, under any circumstances, give or accept bribes or kickbacks or engage in corrupt activity. A bribe is an inducement intended to persuade the recipient to act in the giver's favor, often illegally or dishonestly, or contrary to the best interests of the recipient's employer or other interests. Corruption generally describes the abuse of entrusted power, typically by a government official, for private gain. A kickback is a type of bribe that involves making an illicit payment of something of value, typically money, to a person or organization who facilitates a transaction or other commercial activity. An example of a kickback would be a payment to a "consulting company" you know was formed and is controlled by a customer's purchasing manager, and who directs purchases by that customer to the Company because of that illicit payment.

Offering, giving, soliciting or receiving any form of bribe or kickback, or engaging in corrupt activity, directly or indirectly, is prohibited. Granting, or agreeing to grant, any benefit to any employee, agent or fiduciary of another party without the knowledge of that party's employer, with the intent that such person will influence their employer's commercial conduct, is prohibited. The Company's prohibitions on public corruption are outlined in the Government Relations and Anti-Corruption (Foreign Corrupt Practices Act) provisions of this Code.

For further information, please see the BRIBERY AND KICKBACKS CORPORATE POLICY.

## **GOVERNMENT RELATIONS— DEALING WITH PUBLIC OFFICIALS AND EMPLOYEES**

It is the Company's policy to comply fully with all regulations and laws governing contacts and dealings with Public Officials and Employees (as defined below), and to follow the highest ethical, moral, and legal standards of business conduct. Most Public Officials and Employees are subject to very stringent rules on receiving anything of value from persons and organizations, and extra attention must be paid to your interactions with such persons.

Employees may not authorize, pay, promise, deliver, or solicit any payment, gratuity, or favor, either directly or indirectly, for the purpose of improperly influencing any Political Official or Employee in the discharge of that person's responsibilities. Employees also shall not entertain Public Officials or Employees in connection with Company business unless done in strict conformity with applicable laws.

### DEFINITION

"Public Official or Employee" means any person holding a legislative, executive, administrative or judicial office, whether appointed, elected or otherwise employed, as well as any other person who performs a public function or provides a public service for compensation, and any other person defined as a public official or public employee under any applicable domestic law. Public Officials and Employees include persons at all levels of government in each country in which the Company operates.

### OFFERS OF EMPLOYMENT

Employees may not make or discuss offers of employment or opportunities to work as a consultant to the Company with existing or former Public Officials and Employees without prior consideration and approval by Apogee's General Counsel. No offer of employment shall be made to a state or federal Public Official or Employee or a member of their immediate family until that person has been out of government service for one year, unless authorized in advance by Apogee's General Counsel.

### TRANSPARENCY

It is the policy of the Company to conduct its relations with Public Officials and Employees in a fair and honest manner. Employees shall not lie or misrepresent the truth when communicating with Public Officials and Employees.

### ANTI-KICKBACK LAWS

The U.S. Anti-Kickback Act of 1986 forbids prime government contractors and subcontractors from offering, soliciting, providing, or accepting any gift of money or other thing of value for the purpose of improperly obtaining or rewarding favorable treatment in connection with U.S. government prime contracts and subcontracts. This act also requires the Company to report to the U.S. government if the Company has reasonable grounds to believe a violation has occurred. Several U.S. states and other countries have similar laws prohibiting payments to influence government contracts. For more information on dealing with government contracts, see the Government Contracts provision herein.

### IMPROPER PAYMENTS

The following improper payments are prohibited:

- Employees may not offer, directly or indirectly, a gift or thing of value to any Public Official or Employee for the purpose of obtaining any improper special treatment.
- Employees may not allow, directly or indirectly, a Public Official or Employee to solicit or accept a gift or anything of value for the purpose of obtaining preferential treatment from the Company.

When resolving regulatory or political issues affecting its interests, the Company will do so pursuant to proper procedures, in accordance with all applicable laws, and in consideration of the merits of each issue.

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## GIFTS, MEALS, TRANSPORTATION AND OTHER GRATUITIES

All employees are expected to maintain proper and cordial relationships with Public Officials and Employees. However, it is necessary to avoid compromising, or even appearing to compromise, the integrity of Public Officials and Employees and of the Company. In addition, some jurisdictions strictly prohibit giving gifts, meals and other gratuities to Public Officials or Employees. Therefore, employees must consult Apogee's Legal Department before offering gifts, meals or other courtesies to any Public Officials or Employees.

Normal business courtesies in the commercial marketplace can be interpreted as an attempt to improperly influence someone in the government and may be construed as a bribe, kickback or illegal gratuity. Employees should not extend these courtesies, directly or indirectly, to any Public Officials or Employees.

Employees are responsible for knowing and understanding the laws, rules and codes of conduct of the Public Officials or Employees with whom they interact. Employees must follow proper reporting procedures at all times.

## SEMINARS AND CONFERENCES

To avoid the appearance of impropriety, employees should not pay, directly or indirectly, the travel expenses or registration fees for Public Officials or Employees to attend a non-Company sponsored seminar or conference.

## OUTSIDE BUSINESS RELATIONSHIPS WITH PUBLIC OFFICIALS

Employees should not have any business, financial, or other relationship with a Public Official or Employee that affects their judgment on behalf of the Company.

## SOCIAL CONTACTS

The Company respects the privacy of its employees. The Company recognizes that social contacts and interactions with Public Officials and Employees may occur outside the normal conduct of business. Employees should exercise good judgment and common sense, remembering at all times that these contacts and interactions may be misinterpreted. Actions which could be or appear to be a conflict of interest must be avoided.

For further information, please see the GOVERNMENT RELATIONS—DEALING WITH PUBLIC OFFICIALS AND EMPLOYEES CORPORATE POLICY and GOVERNMENT CONTRACTS CORPORATE POLICY.

## **GOVERNMENT CONTRACTS**

Contracting with the government, including the federal, state or local subdivisions as well as foreign governments is very complex and requires strict compliance with the laws and regulations that apply to contracting with that subdivision of the government. Additionally, even when the Company's customer is a non-governmental entity, the Company may be subject to federal, state, or local contractual or regulatory obligations by operation of "flow down" provisions or other regulatory requirements related to publicly-funded projects. Employees must carefully assess customer and vendor relationships to understand whether the Company is subject to public contracting requirements. It is the Company's policy to strictly adhere to obligations imposed by government contracts and regulations, and to address promptly and seriously any alleged violation of this policy.

Apogee's Legal Department is available to address government contracting issues.

### **ACCURACY IN COMMUNICATIONS**

U.S. federal and state laws require that businesses engaged in contracting with the government report certain information relating to contract negotiation, and specifically to pricing, sales policies, and administrative practices. Additionally U.S. federal and state laws prohibit the making of false or misleading statements to government officials during negotiation, performance, and closeout of public contracts. During interactions with government officials, Company employees should be accurate and truthful in all statements, correspondence, and other communications.

### **GOVERNMENT PROCUREMENT OFFICIALS**

Government procurement officials are subject to special laws and regulations governing their receipt of gifts and gratuities from organizations with whom they do business. In general, the Company prohibits its employees from giving or offering to give anything of value to government procurement officials.

### **ACCURATE RECORDING OF COSTS**

It is essential that proper procedures are followed in recording costs and charging the government. All charges and costs related to a government contract must be recorded accurately and allocated to the proper account.

### **KICKBACKS**

Company employees are prohibited from offering, soliciting, providing or accepting any gift or other thing of value for the purpose of obtaining or rewarding favorable treatment in connection with a government contract or public project.

For further information, please see the GOVERNMENT CONTRACTS CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## **GOVERNMENT INVESTIGATIONS AND INTERVIEWS**

It is the Company's policy that the Company and its employees cooperate promptly and fully with appropriate government investigations or interviews regarding possible civil or criminal violations of the law. Employees who are participating in government investigations and interviews must give answers that are truthful, complete, concise, accurate and unambiguous. At the same time, the Company must protect its legal rights, its commercial interests, and the rights and interests of its employees. Accordingly, responses to government investigations and interviews should be coordinated through the appropriate management personnel and Apogee's General Counsel.

### CONTACT APOGEE'S GENERAL COUNSEL

Any time an employee is approached by someone claiming to be a government inspector or investigator, including any law enforcement officer (state or local police officer or sheriff, FBI agent, etc.), the employee should immediately inform their manager and Apogee's General Counsel before answering any questions or allowing access to the facility for inspection. This includes requests by government officials for information about companies that the Company does business with, including customers and suppliers. Employees should not answer any questions or produce any documents before discussing the investigation and requests with Apogee's General Counsel.

### COMPANY DOCUMENTS

All Company documents, including documents that an individual employee keeps and updates, are the property of the Company. Employees do not have the authority to, and should not, produce documents before discussing this with Apogee's General Counsel. Employees should cooperate fully in any production of documents to the government.

### SEARCH WARRANTS

If government agents appear at a Company facility with a search warrant, employees should request and review the agents' credentials and a copy of the warrant and supporting affidavit, and Apogee's General Counsel should be contacted immediately. A search warrant does not require an employee to submit to an interview or questioning, except about the location of materials covered by the search warrant, and the employee should contact Apogee's General Counsel before agreeing to be interviewed.

For further information, please see the GOVERNMENT INVESTIGATIONS AND INTERVIEWS CORPORATE POLICY.

## **INTERNATIONAL TRANSACTIONS AND OPERATIONS**

It is the Company's policy to observe all laws applicable in any international transaction or operation. All Company offices, affiliates, officers, employees and Board members shall comply fully with U.S. export control laws, trade embargo laws, anti-boycott laws, and the Foreign Corrupt Practices Act. All of these laws may apply both inside and outside the U.S. All Company offices, affiliates, officers, employees and Board members shall also observe all other U.S. laws that apply in specific circumstances (including antitrust laws).

In addition to U.S. laws, the laws of foreign countries and inter-governmental bodies (such as the European Union) may apply to international transactions. Laws of concern in international transactions or operations include those that regulate imports, exports, currency exchange, corrupt practices and taxation, among others. As responsible members of the international business community, the Company, its affiliates, and agents are committed to identifying and complying with the various laws that apply to each transaction.

### U.S. EXPORT CONTROL LAWS

Various agencies of the federal government control (through licensing) or prohibit the export of "dual use" items, items that may have a direct military use, and the disclosure of controlled technical information to foreign nationals (even foreign nationals who are employees of the Company). These export controls are designed to serve the national security, foreign policy, nonproliferation and short supply interests of the United States. Because determining whether a product or service or data falls within any such category is very complicated, you may not make the determination without consulting with appropriate Company technical personnel and Apogee's Legal Department.

The U.S. export control laws are intended to control the export and reexport of products, services, software, and technology that affect either U.S. national security or U.S. foreign policy interests. Some of these controls focus on purely military products and some focus on so-called "dual use" items that can be used in either civilian or military applications. Other legal controls are comprehensive trade embargoes and focus solely on the nationality of the proposed end-user and affect all U.S.-origin products and services, regardless of the technological content of those products or services, because of foreign policy differences between the United States and those countries.

Before engaging in activities that involve an export or reexport of any products, services, software or technology to a Foreign Person (as defined in the International Transactions and Operations Corporate Policy), all Company employees should understand the potential limitations on such activities under the U.S. export control laws and should know when to consult the Apogee Legal Department to ensure proper compliance with such laws.

### EXPORT CONTROL BY THE U.S. COMMERCE DEPARTMENT

The U.S. Department of Commerce's Bureau of Industry and Security ("BIS") administers what are called the Export Administration Regulations ("EAR"). The export control provisions of the EAR are designed to serve the national security, foreign policy, nonproliferation and short supply interests of the United States. Generally, these provisions restrict access to dual use items by countries or persons that might apply such items to uses contrary to U.S. interests. Such items can include goods, software, technology, and services. These include controls designed to stem the proliferation of weapons of mass destruction and controls designed to limit the military and terrorism support capability of certain countries. These controls can apply to both exports and reexports. The scope of the EAR is broad but those transactions requiring an export license from the BIS is comparatively small because of license exceptions.

# BUSINESS ETHICS & CONDUCT

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Under the EAR, an “export” occurs when any item, whether it be a U.S. origin item or a foreign origin item, that is subject to the EAR is sent from the U.S. by any means to a foreign destination. Further, an export occurs when a set of design drawings or manufacturing processes are sent from the United States via facsimile or electronic mail to a foreign destination or when software is uploaded to or downloaded from an Internet site. An export occurs regardless of whether the item is leaving the U.S. temporarily or whether it is going to a wholly-owned subsidiary in a foreign country. An export could potentially require an export license from the BIS. Under the EAR, a “reexport” occurs when an actual shipment or transmission of items subject to the EAR is sent from one foreign country to another foreign country.

The BIS has established a detailed list of items that are considered controlled and that would require licenses for exports or reexports to certain destinations. Because a determination as to whether an item is subject to the EAR and whether a license is required is based upon technical criteria and a legal assessment of the EAR, this determination should be made only after collaborative efforts of the Company’s technical personnel and Apogee’s Legal Department.

## EXPORT CONTROL BY THE U.S. STATE DEPARTMENT

Articles, services and technical data that are specifically designed or modified for military purposes or military applications are controlled by the International Traffic in Arms Regulations (“ITAR”) administered by the U.S. State Department’s Directorate of Defense Trade Controls (“DDTC”). The ITAR list of controlled military articles, services, and technical data is known as the United States Munitions List (“USML”). The USML is not a particularly precise or detailed list but is rather a generalized list of “defense articles” and “defense services.” As a general rule, if an item is subject to the ITAR, then every international transaction (export or reexport) involving such an item will require DDTC licensing.

These regulations are very complex. Employees should consult with the Company’s technical personnel and Apogee’s Legal Department to determine whether ITAR regulations would apply to an export or reexport transaction.

## TRANSACTIONS INVOLVING EMBARGOED COUNTRIES

Certain countries are subject to U.S. partial or total trade embargoes against certain designated countries, groups and individuals. These regulations are “foreign policy” - driven controls and can come into effect and be terminated or changed quickly by the U.S. government. In general, while the details of each embargo differ, U.S. companies (which for purposes of certain trade embargoes may include a subsidiary of a U.S. company) may not import goods, technology or services from or export goods, technology or services to, embargoed countries, directly or indirectly. Similarly, financial transactions with embargoed countries and all dealings with nationals of these countries are generally forbidden. Accordingly, if an employee of or an affiliate of the Company suspects that any violation of a particular trade embargo is occurring or may have occurred (for example, if an employee believes that a customer may be re-shipping goods to an embargoed country), that employee must notify Apogee’s Legal Department.

The list of countries covered changes periodically, as do the details of the embargo for each country. As a result, if you have concerns in this area, you should contact Apogee’s Legal Department for advice as to how to further proceed.

## EXPORTS OF SOFTWARE, TECHNOLOGY AND TECHNICAL DATA TO FOREIGN NATIONALS

Under the U.S. export control laws, a deemed export occurs when there is a release of software, technology or technical data subject to the U.S. export control laws to a Foreign Person inside the United States. Similarly, a “deemed reexport” occurs when there is a release of software, technology or technical data subject to the U.S. export control laws from one Foreign Person to another Foreign Person or from a foreign country to a third country national. A deemed export or reexport can occur if such release of software, technology or technical data occurs, for example, in a product demonstration to a Foreign Person, a visual inspection of equipment by a Foreign Person, oral or email exchanges of information or by allowing the Foreign Person access to source code, specifications, drawings or manufacturing processes in the workplace.

A deemed export or deemed reexport occurs even if the Foreign Person is an employee of the Company or of one of its foreign affiliates, such as a wholly-owned subsidiary or an employee of a foreign business partner, such as a distributor or supplier. For this reason, personnel in charge of hiring employees or of hosting foreign visitors or collaborators to whom software, technology or technical data subject to the U.S. export control laws will be disclosed should coordinate their hiring activities with Apogee’s Legal Department and Apogee’s Human Resources Department. If any Company employee suspects that disclosure of software, technology or technical data subject to the U.S. export control laws to a Foreign Person in violation of U.S. law may have occurred, that employee must notify Apogee’s General Counsel.

## CUSTOMER SCREENING

The U.S. State Department, the BIS, and U.S. Treasury Department’s Office of Foreign Assets Control each maintain lists of individuals, entities and organizations that are restricted in some way from participating in exports or reexports from the U.S. (collectively, the “Lists”). The various Lists are consolidated in a database on a website maintained by the U.S. government (found at [www.export.gov/ecr/eg\\_main\\_023148.asp](http://www.export.gov/ecr/eg_main_023148.asp)). It is the Company’s policy to screen all customer orders for items subject to the U.S. export control laws against the various Lists noted above to ensure the Company is not dealing with a person who is not lawfully able to buy the Company’s products and services. If any Company employee encounters or identifies a potential problem case through such a screening check, such shipment shall be automatically stopped until the case has been cleared by Apogee’s Legal Department.

## PENALTIES

The regulatory penalties under these different U.S. export controls vary and can include administrative and civil penalties, criminal prosecution and potential loss of the Company’s right to export, import or buy or sell certain goods or services. In extreme cases, the U.S. Defense Department may also have the power to bar the Company from sales to the U.S. government.

For further information, please see the INTERNATIONAL TRANSACTIONS AND OPERATIONS CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## FOREIGN CORRUPT PRACTICES ACT

Many countries have laws or rules that prohibit offering or giving gifts or anything of value to foreign government officials or private actors in exchange for a business advantage. It is Company policy to comply fully with all applicable laws and regulations. A U.S. law, the Foreign Corrupt Practices Act ("FCPA"), prohibits the Company, or anyone acting on behalf of the Company (including Agents (as defined below)), from making improper payments or gifts to Foreign Officials (as defined below). The FCPA generally applies to the Company (and its foreign subsidiaries) everywhere in the world, and to all employees (including employees of the Company's foreign subsidiaries), even non-U.S. citizens.

### DEFINITIONS

"Agent" is defined broadly to include any independent non-employee sales representative, distributor, agent, consultant, or other commercial representative of the Company.

"Foreign Official" is defined broadly to include any officer or employee of any branch of a foreign government or any department, agency, or instrumentality thereof, or any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality. A Foreign Official can be part-time or full-time and can be at any rank or seniority. You should assume that any person who is paid by a foreign government (including any employees of a state-owned entity (university, hospital, etc.)) is a foreign official.

"Anything of Value" has the broadest possible meaning to include not only cash or cash equivalents, but also trips, charitable donations, services and any other benefit, whether direct or indirect, tangible or intangible.

### IMPROPER PAYMENTS

In general, the FCPA prohibits:

**How:** an offer, promise to pay, or authorized payment (whether directly or through any intermediary) of

**What:** money, gift, promise to give or authorization of giving Anything of Value to

**Whom:** a Foreign Official, political party or party official, any candidate for political office and any official of a public international organization (or to an intermediary with "reason to know" that it will ultimately reach such official, party or candidate)

**Why:** to influence any act or decision of a Foreign Official or to induce a Foreign Official to do or omit to do an act or decision of a government or instrumentality, in order to obtain or retain business for or with, or directing business to, any person or in order to secure any improper advantage.

The FCPA does not prohibit small "facilitating or expediting" payments where the practice is lawful in order to secure or expedite the performance of certain non-discretionary "routine" government actions (e.g., expediting fees). Many other countries' anti-bribery laws also prohibit facilitating payments, so careful attention must be paid to local law in these instances. **Advance approval by Apogee's Legal Department (ApogeeLegal@apog.com) is required for any "facilitating and expediting" payment.**

## TRAVEL, FOOD AND LODGING

It may be permissible for the Company to reimburse or pay the reasonable and legitimate travel, food, lodging and other similar expenses of a Foreign Official, party, party official or candidate, provided that:

- The payment is not against U.S., local, or other applicable law;
- The payment is not prohibited by the Company's Gifts and Gratuities policy; and
- The payment is for expenses that relate directly to the promotion, demonstration, or explanation of Company products or services, or to the execution or performance of a contract with the foreign government or agency.

Reimbursements which are made corruptly in return for official acts or omissions are prohibited, even if they may otherwise be a valid reimbursement.

## GIFTS

It may be permissible to offer or provide in a foreign country nominal gifts to a Foreign Official, party, party official, or candidate, provided that:

- The offering or providing of the gift is lawful under the written laws and regulations of the host country;
- The gift is offered or given under circumstances in which gift giving is widely accepted and customarily practiced;
- The total value of each gift is reasonable and complies with the Gifts and Gratuities policy described herein; and
- The public disclosure of the gift would not draw unwelcome attention to or embarrass the Company.

Gifts that are made corruptly in return for official acts or omissions are prohibited even if they may otherwise be a valid gift. Payments of money or the providing of gifts, services, entertainment or Anything of Value should not be made in other countries, even if legal there, if they are possibly in violation of U.S. laws, regardless of the nationality of the recipient or if such payments are customary.

# BUSINESS ETHICS & CONDUCT

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## AGENTS AND CONSULTANTS

Commission or fee arrangements with any Agent or Consultant who is located outside the United States or interface with Company customers outside the United States (“OUS Agent or Consultant”) must be documented in written contracts. Due diligence into the bona fide qualifications of the prospective OUS Agent or Consultant and any connections that they may have to any government official, agency, or political party must be conducted and documented. Any commission or fee arrangement must be reasonable and consistent with normal practice for the industry, the country and the goods or services involved, and the basis for that conclusion must be documented. All such contracts must include a commitment by the OUS Agent or Consultant to comply with the FCPA and a right for the Company to terminate the contract immediately in the event of noncompliance. If appropriate due diligence reveals any corruption risk, the relationship should be reviewed with Apogee’s General Counsel before any action is taken.

## ACCOUNTING STANDARDS AND RECORDKEEPING

The FCPA requires the Company to maintain a system of internal accounting controls to ensure that assets are safeguarded, that transactions conform to management’s authorizations, and that accounting records are complete and accurate.

Company employees and OUS Agents or Consultants must strictly comply with the accounting standards of the FCPA and the Company’s internal accounting controls. Questions regarding proper accounting, recordkeeping or internal controls may be directed to Apogee’s Chief Financial Officer or Apogee’s Legal Department at ApogeeLegal@apog.com.

## REPORTING

If any Company employee or OUS Agent or Consultant is approached by a Foreign Official, customer, or supplier representative or any other person and is asked, directly or indirectly, to make payment or gift with what appears to be corrupt to intent or is otherwise questionable, the event shall be promptly and fully reported to Apogee’s General Counsel. The employee or OUS Agent or Consultant must not have further communications with the requesting party before discussing the issue with Apogee’s General Counsel or, if unavailable, other Legal Department staff.

If you see or hear about any request, activity, or conduct that appears to violate this Policy, direct questions about or reports of such activity to Apogee’s General Counsel.

## CONSEQUENCES

The U.S. government may prosecute both a company and/or a company’s individual officers, employees or an OUS Agent or Consultant for FCPA violations. Individuals convicted of FCPA violations may face imprisonment and fines, and the U.S. Department of Justice expects companies like us to cooperate with FCPA investigations and prosecutions by providing information about individual employees who have violated the FCPA, which the Company expects it would do should the issue arise. Individual fines and penalties may not be paid by employers. Individuals and the Company may face civil penalties and other governmental actions for FCPA violations.

For further information, please see the FOREIGN CORRUPT PRACTICES ACT CORPORATE POLICY.

## **VOLUNTARY DISCLOSURE OF IRREGULARITIES**

The Company is committed to operating its worldwide business in accordance with the highest level of integrity and ethical standards. Should an improper practice or irregularity occur within the Company, including improper accounting or auditing practices, the Company is committed to making all necessary corrections, taking remedial action to prevent recurrence, and making timely and appropriate disclosure of the improper practice or irregularity to the proper authorities.

## **POLITICAL AND LOBBYING ACTIVITIES**

There are many complex laws that regulate or restrict political or lobbying activities of corporations. While we encourage you to become politically involved and express your views as a citizen, you must be aware of regulations applicable to the Company's activities and to your own activities in your status as a Company representative. All employees of the Company must observe all laws governing political contributions and lobbying activities.

### **POLITICAL ACTIVITIES**

Federal law and the laws of many states prohibit Company contributions, either direct or indirect, to political candidates or parties. In those limited jurisdictions where corporate funds may be used for political contributions, the Company reserves the right to make contributions in its own name with prior review and approval of Apogee's General Counsel. If you engage in personal political activity on your own time, you must take care not to imply that you are acting on the Company's behalf. Company facilities, property, internet account or logo identities may not be used for personal political activity.

### **POLITICAL LOBBYING AND PUBLIC ISSUES**

The Company is allowed by law to undertake lobbying activities or to support or oppose public issues, but all such action must be approved by and coordinated through Apogee's Chief Executive Officer. It may be illegal to lobby government officials on the Company's behalf without first registering and otherwise complying with all applicable lobbying laws. No employee may take part in any lobbying activity on their own behalf while on Company time.

For further information, please see the POLITICAL AND LOBBYING ACTIVITIES CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

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## **PROTECTION OF COMPANY PROPERTY AND INFORMATION**

It is the Company's policy to ensure that all Company Property and other Confidential Information are protected. All employees must protect these valuable Company resources from misuse, theft, fraud, loss, and unauthorized use, disclosure, or disposal. Employees may not use Company Property or Confidential Information for their personal benefit or for any use other than Company business.

### DEFINITIONS

"Company Property" means all property and information owned, leased, developed or maintained by the Company, including Company funds, equipment, supplies, other personal property, real property, Intellectual Property, computer software, technology databases, Confidential Information and other information about the Company's business.

"Confidential Information" means proprietary information, Intellectual Property, confidential data, and any other representation of Company knowledge, whether verbal, printed, written, or electronically recorded or transmitted, but does not include information regarding terms or conditions of individual employees' employment. This includes any technologies, concepts, software, and engineering, sales and financial information.

"Intellectual Property" means copyrights, patents, trademarks and trade secrets.

### COMPANY FUNDS

Employees are personally responsible for all Company funds over which they exercise control. Employees must take all reasonable steps to ensure that the Company receives good value for Company funds spent and must maintain accurate records of these expenditures. Employees must not use Company funds for any personal use.

### PERSONAL USE OF COMPANY PROPERTY

While the Company's property and equipment are provided for the conduct of Company business, they may be used occasionally for reasonable personal use, provided such use does not interfere with an employee's performance of their work responsibilities, violate any applicable law or Company policy. Employees should not remove equipment owned by the Company from Company property without permission from their supervisor or manager.

### PROTECTION OF CONFIDENTIAL INFORMATION

Confidential Information is usually the product of the ideas and hard work of many talented Company employees. Confidential Information of the Company is valuable and must be protected from disclosure. Except for certain legal requirements such as those related to the publication of reports, the Company alone is entitled to determine who may obtain these information assets and how these assets can be used. Employees must not use or disclose Confidential Information or Intellectual Property, including disclosure on any blogs or electronic bulletin boards or other Internet sources, except when specifically authorized to do so.

## PERSONAL USE OF CONFIDENTIAL INFORMATION

Confidential Information of the Company is to be used solely for the benefit of the Company. Each employee is responsible for assuring that Confidential Information is used only for valid Company purposes. Employees may not use any non-public information which they have access to in the course of their work for the Company for any personal gain or advantage. This includes sharing information with individuals outside the Company for their personal use as well as sharing with fellow employees whose duties do not require that they have that information. This restriction applies even if the employee developed the information at the Company.

## INADVERTENT DISCLOSURE

Because inadvertent (or unintentional) disclosure by employees can seriously harm Company interests, employees must exercise caution concerning Confidential Information. To the extent possible, Confidential Information should be safeguarded and marked "CONFIDENTIAL." Confidential Information should not be left in places where persons without authorization have access to it. Employees carrying Confidential Information outside Company facilities should take the necessary steps to protect and secure the information. These restrictions apply to discussions with family members or friends who might pass the information on to someone else. The restrictions also apply to postings to the Internet, including on blogs and electronic bulletin boards.

## DISCLOSURE TO OTHER COMPANY EMPLOYEES

Employees must protect Confidential Information, including information about the Company, from disclosure not only to outsiders, but also to fellow Company employees whose duties do not require that they be given the information. Special precautions should be used to secure and protect certain Confidential Information even within Company facilities.

## INFORMATION INQUIRIES

If someone outside the Company asks employees questions about Confidential Information or any information concerning the Company's employees or actions, employees should not answer them unless authorized to do so. If an employee is not authorized or is not sure whether they are authorized, the employee should consult their supervisor or manager.

## EMPLOYEES LEAVING THE COMPANY

Employees who leave the Company for any reason continue to be bound by their obligations to protect the Company's Confidential Information. The Company continues to own any Confidential Information that employees created while employed at the Company. The Company expects its employees to fulfill this obligation. Employees should refrain from giving future employers any Confidential Information belonging to the Company. Certain employees may also be asked to sign nondisclosure and noncompete agreements. The Company expects these employees to abide by these agreements.

For further information, please see the PROTECTION OF COMPANY PROPERTY AND INFORMATION CORPORATE POLICY.

## BUSINESS ETHICS & CONDUCT

### **ACCURATE BOOKS AND RECORDS**

It is the Company's policy to prepare accurate and verifiable business records. False or misleading entries must never be made or concealed in any Company record. In addition, employees should not intentionally omit from Company records any material facts or information required to make the record not misleading or that is otherwise required by law or regulation. The Company is also committed to maintaining complete and accurate records for the time periods they are needed for the Company's business purposes and as required by law.

Federal and state law, including federal securities regulations, require that the Company's records accurately reflect all transactions, including any payment of money, transfer of property or furnishing of services. Applicable laws and regulations establish specific requirements with regard to record-keeping and communications.

All Company employees are responsible for compliance with the following requirements:

- Company financial statements and all records on which they are based must accurately reflect all transactions.
- All disbursements and receipts of funds must be properly and promptly recorded.
- No undisclosed or unrecorded fund may be established or maintained for any purpose.
- No false or artificial statements or entries may be made for any purpose in the records of the Company or in any internal or external correspondence, memoranda, or communication of any type, whether by telephone, computer, wire communications or other format.
- No employee shall intentionally allocate costs to contracts when those costs are contrary to contract provisions or accepted accounting practices.
- No employee shall intentionally omit from any Company record any material fact or information required to make the record not misleading or that is otherwise required by law or regulation.
- Information or data should not be reported or organized in a way that is intended to mislead or misinform.

Information that employees record and submit to another party, inside or outside the Company, including government or regulatory authorities, must be accurate, verifiable, and complete. False or artificial entries must never be made in any Company records submitted to government or regulatory authorities for any reason, nor should permanent entries in the Company's records be altered in any way. Dishonest reporting, both inside and outside the Company, is not only strictly prohibited, it could lead to civil or even criminal liability for employees and the Company. This includes reporting information or organizing it in a way that is intended to mislead or misinform those who receive it or intentionally omitting information that is required by law or regulation or is otherwise required to make a report not misleading. Particularly serious would be the external reporting of false or misleading financial information.

All funds and other assets and all transactions involving the Company must be reflected in full detail and promptly recorded in the appropriate Company books and records. Generally Accepted Accounting Principles must be used for all financial recording. "Slush funds" or similar off-book accounts, where there is no accounting for receipts or expenditures on the Company's books, are strictly prohibited. Questions regarding the recording of transactions or accounting or auditing practices should be directed to Apogee's Chief Financial Officer.

**Illustration—Expense Accounts:** Employees are entitled to reimbursement for reasonable business expenses only if the expenses are actually incurred. Submitting an expense report for meals not eaten, miles not driven, or cab rides not taken is dishonest reporting.

## **RETENTION OF RECORDS**

Individual employees are not permitted to decide whether to dispose of or destroy any Company records including records created by such employee. Legal and regulatory practices require the retention of certain records for various periods of time, particularly in the insurance, tax, personnel and corporate structure areas. In addition, when litigation or a government investigation or audit is occurring or is likely to occur, relevant records must not be destroyed until the matter is closed. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. Questions about record retention should be directed to Apogee's General Counsel, particularly if any relevant litigation, investigation or administrative action involving the Company or any of its officers, suppliers or customers is pending.

For further information, please see the ACCURATE BOOKS AND RECORDS CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## ENVIRONMENTAL LAWS AND REGULATIONS

It is the Company's policy to comply with all applicable environmental laws and regulations and to conduct its business in a manner that protects the environment, Company employees, stakeholders, and our customers. It is also the Company's policy to establish and maintain appropriate plans, procedures, and programs to comply with applicable environmental laws and regulations. We strive to minimize pollution, conserve natural resources, build on our record of environmental stewardship, increase our recycling of materials, enhance programs of energy conservation and continuously improve our performance.

### ACCURATE RECORDS AND REPORTING

The Company will prepare, maintain, and file with the appropriate regulatory authority accurate and complete environmental permit applications, reports, plans, records, manifests, certifications, and other environmental documents. It is a violation of Company policy to fail to maintain, alter, destroy, conceal, or fail to file documents or records required under applicable environmental statutes and regulations. Employees who become aware of false information or omitted material information in documents filed with a regulatory authority, or the destruction or concealment of environmental documents should immediately contact Apogee's Legal Department. In addition, employees who become aware that required environmental records are not being created or maintained should immediately contact Apogee's Legal Department.

### HAZARDOUS MATERIALS

It is Company policy to treat, store, transport and dispose of hazardous wastes in full compliance with all applicable laws. If an employee does not know whether a material is "hazardous," they should contact their supervisor or facility manager or Apogee's General Counsel.

### HAZARDOUS SUBSTANCE RELEASE OR SPILL

If a release of hazardous substances or petroleum products occurs, employees should attempt, only if safe or practical, to contain and recover the materials. If an emergency exists, you should contact the local fire department or other applicable local emergency response agency. Employees should also report immediately the release or spill of any hazardous substance of more than five (5) gallons of petroleum products to the facility manager and ensure that Apogee's Legal Department is promptly notified. As required, the facility manager will notify federal, state and other governmental authorities of certain releases or spills.

**Question:** If I am handling chemicals or potentially hazardous materials during the course of my work and I am not sure how to dispose of the materials, can I make my own decision to do what I think is best?

**Answer:** No. To assist you in assuring safe, legal disposal, contact your business unit's environmental professional or Apogee's Legal Department at [ApogeeLegal@apog.com](mailto:ApogeeLegal@apog.com).

**Question:** If we are operating in a country that does not regulate the use of a particular hazardous material, can we use that material in our process?

**Answer:** Even though a material is not regulated, it is still our responsibility to evaluate whether using the material will present a known hazard to our employees, our customers, or the environment. We must either develop methods to handle that material to reduce the potential for health, safety, and environmental risks, or look to substitute a safer material.

**Question:** If I am contacted by an environmental agency, who should I call?

**Answer:** Contact the environmental professional in your business or Apogee's Legal Department.

## WATER POLLUTION

Federal and state environmental laws regulate and require permits for the discharge of wastes and other materials into private and public waters, as well as lakes, rivers, streams, wetlands, storm sewers and sanitary sewers. It is the Company's policy to comply with all permit requirements and effluent standards and limitations.

## AIR POLLUTION

It is the policy of the Company to comply with all laws regulating or limiting emissions of pollution into the air, including obtaining required air quality permits.

For further information, please see the ENVIRONMENTAL LAWS AND REGULATIONS CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## **ELECTRONIC DATA AND COMMUNICATIONS**

The Company maintains electronic and voice communications equipment and systems for the conduct of its business. The Company's equipment and systems, including the Company's computer network, email and voice mail systems, computers, portable devices (e.g. laptops, cell phones, iPhones, smart phones and similar devices), and all electronic or voice files or communications created, sent, or received through the Company's systems or using Company equipment are the property of the Company. While the Company's systems and equipment are provided for the conduct of Company business, they may be used occasionally for personal use as well; provided such personal use does not interfere with the employee's performance of their work responsibilities or violate any applicable law or Company policy.

### MONITORING

Unless prohibited by applicable law, the Company reserves the right to, at any time and for any purpose, access, monitor, search, record, review and disclose the use of its systems and equipment and the contents of files and communications created, sent, or received on the Company's systems or with the Company's equipment. By using the Company's systems or equipment, users are deemed to have consented to the foregoing activities by the Company. **USERS SHOULD HAVE NO EXPECTATION OF PRIVACY IN ANYTHING THEY CREATE, STORE, SEND, OR RECEIVE ON OR THROUGH THE COMPANY'S SYSTEMS, EQUIPMENT OR THE INTERNET.** Users should also be advised that deleted files or communications may be retained by the Company's systems or equipment, and therefore may be retrieved. This policy applies to all use by employees of any of the Company's electronic or voice communications systems and/or equipment. This includes the Company's computers, computer network, email and voice mail systems, cell phones, iPhones, smart phones and telephones, and all access to or use of the Internet.

### CONFIDENTIALITY AND SECURITY

Users are responsible for the security of data while using Company electronic or voice communications systems or equipment. Users must exercise special care in handling privileged, proprietary, confidential, or copyrighted electronic or voice files or communications. Such files or communications must only be given to persons with a legal right to access them. The transmission of confidential Company business information to any nonemployee is prohibited without advance approval from the Company. These limits on communicating confidential business information are not intended to restrict employees from discussing the terms or conditions of their employment. Employees also should use extreme caution when using personal equipment, e.g. personal computers, iPhones or smart phones, for Company business.

### INTERNET USAGE

Except as specifically approved by the Company, users may not send or post messages on the Internet discussing the Company, its customers, its competitors, or its position on any issue, including any internet bulletin board or blog or social media website. Employees should be careful not to disclose confidential or proprietary information about the Company, even when the name of the Company is not identified. These limits on communicating confidential business information are not intended to restrict employees from discussing the terms or conditions of their employment.

## VIRUS PROTECTION AND LICENSING

Any executable files, programs or utilities downloaded or received (by email, compact disk or other media) from the Internet or other external sources must be scanned for viruses and licensed prior to launching.

## PROHIBITED USE

Users are prohibited from using any of the Company's systems or equipment to send, receive, access, download, display, or print communications or other material that is harassing, illegal, sexually explicit, obscene, defamatory, threatening or unlawful, unethical or otherwise inappropriate. Users are also prohibited from using the Company's systems or equipment for non-Company-related commercial purposes or for the transmission of destructive programs (*e.g.* viruses or self-replicating code).

For further information, please see the ELECTRONIC DATA AND COMMUNICATIONS CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## **EQUAL EMPLOYMENT OPPORTUNITY**

It is Apogee's policy and practice to provide equal employment opportunity without regard to race (inclusive of traits historically associated with race, including but not limited to hair texture and protective hairstyle), color, creed, religion (including religious dress and grooming), ancestry, sex or gender, gender identity and/or gender expression, age, national origin, sexual orientation, mental or physical disability, medical condition, family medical history or genetic information, pregnancy, marital or domestic partner status, familial status, status with regard to public assistance, citizenship status, military or veteran status, or other applicable protected class status. The Company is strongly committed to this policy of equal employment opportunity, and expects every Company employee to participate in ensuring that this policy is implemented. This policy applies to all employment actions, including recruitment, hiring, training, promotion, disciplinary actions, termination, and terms and conditions of employment.

Any employee who believes they or someone else has been denied equal employment opportunity, or has been discriminated against or harassed on the basis of race, color, creed, religion, ancestry, sex, age, national origin, sexual orientation, gender identity, disability, marital status, status with regard to public assistance, veteran status, or other applicable protected class status, is strongly encouraged to report such denial of equal opportunity, discrimination or harassment to the Company. An employee should bring their report to the attention of the Vice President/Director of Human Resources of their business unit, Apogee's Chief Human Resources Officer or Apogee's Legal Department at [ApogeeLegal@apog.com](mailto:ApogeeLegal@apog.com). It is not sufficient to make a report to any person other than one of these persons. A manager who becomes aware of discriminatory conduct or receives a complaint about discriminatory conduct must report it.

### **NO RETALIATORY ACTION**

No retaliatory action will be taken against any person due to a good faith report of denial of equal employment opportunity, discrimination or harassment. No retaliatory action will be taken against any individual for assisting or participating in an investigation, proceeding or hearing related to such a report. No retaliatory action will be taken against anyone who opposes a discriminatory practice, raises concerns or files a charge or complaint alleging discrimination, provides information in a company investigation, or testifies, assists, or participates in any investigation, lawsuit, hearing, or proceeding relating to alleged discrimination. An employee who experiences or witnesses such retaliation should report to the attention of the Vice President/Director of Human Resources of their business unit, Apogee's Chief Human Resources Officer or Apogee's General Counsel. It is not sufficient to make a report to any person other than one of these persons.

For further information, please see the EQUAL EMPLOYMENT OPPORTUNITY CORPORATE POLICY.

## HARASSMENT

Apogee strictly prohibits sexual harassment, and harassment on the basis of race (inclusive of traits historically associated with race, including but not limited to hair texture and protective hairstyle), color, creed, religion (including religious dress and grooming), ancestry, sex or gender, gender identity and/or gender expression, age, national origin, sexual orientation, mental or physical disability, medical condition, family medical history or genetic information, pregnancy, marital or domestic partner status, familial status, status with regard to public assistance, citizenship status, military or veteran status, or other applicable protected class status. Such harassment will not be tolerated. Apogee also strictly prohibits retaliation against any employee for making a good faith report of harassment or for participating in an investigation of a report of harassment.

Any employee who believes that they have been the victim of sexual harassment or other prohibited harassment is strongly encouraged to report the harassment. Any employee who has knowledge of any sexual harassment or other prohibited harassment directed against another employee is also encouraged to report the harassment. An employee should report the conduct to the Vice President/Director of Human Resources of their business unit, Apogee's Chief Human Resources Officer or Apogee's General Counsel. It is not sufficient to make a report of harassment to any person other than one of these persons. A manager who becomes aware of harassing conduct or receives a complaint about harassing conduct must report it.

Sexual harassment is specifically prohibited. Sexual harassment includes unwelcome sexual favors or other verbal or physical conduct or communication of a sexual nature when:

- submission to such conduct or communication is either explicitly or implicitly made a term or condition of obtaining or retaining employment; or
- submission to or rejection of such conduct or communication by an individual is used as a factor in decisions affecting that individual's employment; or
- such conduct or communication has the purpose or effect of substantially or unreasonably interfering with an individual's employment or creating an intimidating, hostile or offensive employment environment.

Below are some examples of conduct that may constitute sexual harassment and should not take place in the workplace. This is not an exhaustive list, merely illustrative.

- Sexual or suggestive comments or jokes
- Sexual propositions
- Sexist remarks
- Gay, bisexual, lesbian or transgender comments or jokes
- Patting, pinching or unnecessary touching
- Unwanted sexual advances
- Unwanted staring or leering
- Granting employment benefits or opportunities because of an individual's submission to sexual advances or sexual favors
- Harassment not of a sexual nature directed against an individual due to their gender, sexual orientation or gender identity

No retaliatory action will be taken against any person due to a good faith report of harassment. No retaliatory action will be taken against any individual for assisting or participating in an investigation, proceeding or hearing related to a report of harassment.

For further information, please see the HARASSMENT CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## **INSIDER TRADING AND TIPPING AND HEDGING**

Apogee common stock is publicly traded in the U.S. on the NASDAQ Stock Market LLC (“Nasdaq”). It is the Company’s policy to comply with all applicable securities laws and regulations. The Company requires all employees, officers and Board members to comply with applicable securities laws and regulations and Company policies with respect to transactions in Apogee common stock.

### PROHIBITION AGAINST TRADING ON MATERIAL NON-PUBLIC INFORMATION

No Company employee or Board member may purchase or sell Apogee securities (including publicly traded options) when in possession of Material Non-Public Information (as defined below), unless such purchases or sales are pursuant to a pre-arranged trading program that meets the requirements set forth in the Insider Trading and Tipping and Hedging Corporate Policy (a “Pre-Arranged Trading Program”). If Material Non-Public Information relating to Apogee or its subsidiaries has not been available to the public for at least two full trading days, employees and Board members are prohibited from (a) trading in Company securities unless such trading is pursuant to a Pre-Arranged Trading Program or (b) directly or indirectly disclosing the Material Non-Public Information to any other persons who may trade in Company securities. In order to avoid the appearance of illegal trading, certain Company officers and all Board members may purchase or sell Company securities only during a quarterly trading window, which shall commence on the third trading day after the release of quarterly earnings results to the public and shall cease 30 days prior to the close of each quarter, unless the transaction is completed in accordance with a Pre-Arranged Trading Program.

If an employee or Board member has obtained any Material Non-Public Information about another company with which the Company has done or is doing business, that employee or Board member may not buy or sell securities of such other company or engage in any other action to take advantage of, or pass on to others, that information. Securities transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided.

### MATERIAL NON-PUBLIC INFORMATION

“Material Non-Public Information” means any information about a company, or its business, that is not generally available to the public and which a reasonable investor would consider important in deciding whether to buy, hold or sell any securities of a public company. In other words, any information that could reasonably affect the market price of a security should be considered to be “Material Information.” The U.S. Securities and Exchange Commission (the “SEC”) and U.S. courts have generally given a broad interpretation to what is considered “Material Information.”

Common examples of Material Information include:

- Information about a transaction that will significantly affect the financial condition of a company;
- Projections of future earnings or losses;
- Earnings that are inconsistent with the consensus expectations of the investment community;
- News of a pending or proposed merger, acquisition or tender offer;
- News of a significant sale of assets or the disposition of a subsidiary;
- Dividend actions, the declaration of a stock split or an offering of additional securities;

- Changes in management;
- Major new products;
- Impending bankruptcy or financial liquidity problems;
- The gain or loss of a substantial contract; and
- Important financing transactions.

The foregoing list is not exhaustive—any information that might be considered significant to an investor may be considered material.

#### PROHIBITION ON TRADING IN SECURITIES OF CERTAIN OTHER COMPANIES

If the Company is involved in a transaction with another public company, ***whether or not the transaction has been announced***, no employee or Board member who is aware of the transaction or possible transaction may purchase or sell any securities or options of the other public company.

#### “TIPPING” INFORMATION TO OTHERS

Employees and Board members must not pass Material Non-Public Information on to others. Penalties under U.S. federal securities laws apply whether or not the employee or Board member derives a benefit from another’s actions. In fact, the SEC has imposed substantial penalties on “tippers” even though they did not profit from their “tippee’s” trading.

#### NO TRADING BY CERTAIN OFFICERS OR BOARD MEMBERS EXCEPT DURING A QUARTERLY TRADING WINDOW

To avoid the appearance of trading on Material Non-Public Information relating to earnings, certain Company officers and Board members may purchase or sell securities of Apogee in the open market only during a quarterly “trading window,” unless the purchases or sales are made pursuant to a Pre-Arranged Trading Program or are regular purchases of Apogee stock under the Apogee Employee Stock Purchase Plan or Apogee 401(k) Retirement Plan. Company officers who are subject to the quarterly trading window limitation may only increase, decrease or discontinue their contributions to such plans during a quarterly trading window. These Company officers and Board members may only exercise stock options and/or stock appreciation rights during a quarterly trading window, unless such exercises are pursuant to a Pre-Arranged Trading Program or are “exercise and hold” transactions, with the exercise price and tax withholding of such options or stock appreciation rights being paid in cash or shares of Apogee stock tendered to the Company. The trading window opens on the third trading day after the release of quarterly earnings results to the public and closes 30 days prior to the close of the quarter. Trading in these trading window periods will not release liability from trading on or tipping Material Non-Public Information or if such trading results in recoverable “short-swing” profits.

# BUSINESS ETHICS & CONDUCT

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## NO TRADING BY CERTAIN OFFICERS OR BOARD MEMBERS DURING A PENSION PLAN BLACKOUT

Certain Company officers and all Board members are prohibited from trading in Apogee securities when a substantial number of Company employees are unable to engage in transactions in Apogee securities through their individual pension plan accounts (including 401(k) plan or other retirement plan accounts) due to a pension plan blackout period. Such blackouts may occur for a variety of reasons and will be communicated to such Company officers and all Board members and to Company employees in advance.

## NOTIFICATION PRIOR TO TRANSACTION IN SECURITIES

Even though a quarterly trading window may be open, there are a number of other restrictions which may prohibit any trading by certain individuals, including trading restrictions relating to “short-swing” profits, trading restrictions related to pension fund blackout periods and trading restrictions imposed because of confidential material transactions. To avoid any inadvertent violation of trading prohibitions, unless the transaction is completed in accordance with a Pre-Arranged Trading Program or is a regular purchase (but not a sale) of Apogee stock pursuant to Apogee’s Employee Stock Purchase Plan or 401(k) Retirement Plan, certain Company officers and all Board members may not purchase or sell securities in the open market (including any increase, decrease or discontinuation of contributions to Apogee’s Employee Stock Purchase Plan or changes in funds allocated to the Apogee stock fund under Apogee’s 401(k) Retirement Plan) unless Apogee’s General Counsel or, in their absence, Apogee’s Chief Financial Officer, is advised in advance of such intent and approves the transaction. Furthermore, all employees are encouraged to seek the advice of Apogee’s General Counsel prior to effecting any transaction in securities of Apogee (including any increase, decrease or discontinuation of contributions to Apogee’s Employee Stock Purchase Plan or changes in funds allocated to the Apogee stock fund under Apogee’s 401(k) Retirement Plan) during any “blackout period.” Blackout periods include the periods before trading windows and any days during a trading window with respect to which Apogee’s General Counsel or, in their absence, Apogee’s Chief Financial Officer, has advised you that you are not permitted to trade Apogee securities. Blackout periods also include periods during which participants in a Company pension plan (such as a 401(k) plan or other retirement plan) are prohibited from engaging in transactions in Apogee equity securities through their pension plan accounts. Approved transactions should be completed within three trading days of approval by Apogee’s General Counsel or, in their absence, by Apogee’s Chief Financial Officer.

## PRE-ARRANGED TRADING PROGRAM

Certain exceptions to the general rules in the Apogee Enterprises, Inc. Insider Trading and Tipping and Hedging Corporate Policy are available for purchases and sales of Apogee securities made pursuant to a Pre-Arranged Trading Program. Generally, a Pre-Arranged Trading Program must (a) meet the requirements of Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, (b) be established at a time when such officer, Board member or employee was not in possession of Material Non-Public Information, (c) provide that the first transaction pursuant to a Pre-Arranged Trading Program will not take place until at least 45 calendar days after the program is submitted to Apogee’s General Counsel for approval, and (d) be approved in advance by Apogee’s General Counsel. Rule 10b5-1 has several requirements for Pre-Arranged Trading Programs. Persons interested in establishing a Pre-Arranged Trading Program should contact Apogee’s General Counsel for more information on these requirements. Apogee reserves the right to consider and determine whether public announcement of a Pre-Arranged Trading Program should be made.

## SPECIAL RULES FOR CERTAIN OFFICERS AND BOARD MEMBERS

In addition to the general rules stated above, certain Apogee officers and all Board members are subject to special restrictions under U.S. securities laws against “short-swing” trading and making “short sales.”

## HEDGING TRANSACTIONS PROHIBITED

Certain forms of hedging or monetization transactions allow a shareholder to lock in much of the value of their stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. Hedging or monetization transactions allow an individual to continue to own the covered securities, but without the full risks and rewards of ownership.

If an employee or Board member were to enter into a hedging or monetization transaction with respect to Apogee common stock or securities, the individual would continue to own Apogee common stock or securities but without the full risks and rewards of ownership as other shareholders of Apogee. When that occurs, the employee or Board member may no longer have the same objectives as other Apogee shareholders. For this reason, all employees and Board members are prohibited from engaging in the purchase or sale of financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of Apogee common stock and securities.

## TRANSACTIONS BY FAMILY MEMBERS

The very same restrictions apply to family members and any other individuals living in an employee’s household. Employees and Board members are expected to be responsible for the compliance of their immediate family and personal household with such rules and restrictions. Family members and any other individuals living in an officer’s or Board member’s household are required to comply with the preclearance and preapproval procedures of the Insider Trading and Tipping and Hedging Corporate Policy prior to engaging in any transaction in Apogee securities.

## CONFIDENTIALITY OF INFORMATION

Serious problems could be caused for the Company by unauthorized disclosure of internal information about the Company, whether or not for the purpose of facilitating improper trading in Apogee securities. Employees and Board members should not discuss internal Company matters or developments with anyone outside of the Company, except as required in the performance of their job duties.

For further information, please see the INSIDER TRADING AND TIPPING AND HEDGING CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

## **DISCLOSURE OF INFORMATION TO THE PUBLIC, THE MEDIA AND ANALYSTS**

It is the Company's policy to provide clear, accurate, complete, timely and consistent disclosure of Material Information about the Company. This is true for all situations in which information is conveyed, no matter how informally. To achieve these goals more fully, the Company has centralized disclosure by appointing designated spokespersons who are the only personnel authorized to discuss information about the Company with persons outside the Company.

### COMPANY-WIDE POLICIES

It is the policy of the Company to channel the disclosure of information about the Company through specifically authorized and designated spokespersons. This means that the number of employees who are authorized to discuss the Company's internal affairs with outsiders is extremely limited.

However, there are a number of Company-wide policies of which all Company employees should be aware. These policies include:

- The Company does not disclose financial or other proprietary information unless legally required to do so.
- The Company does not discuss contemplated or pending mergers, acquisitions, or sales of businesses.
- The Company does not comment upon rumors about the Company, its prospects or its business.
- The Company does not disclose information about employees other than the fact and dates of employment without the employee's permission, unless required by law.

### DESIGNATED SPOKESPERSONS

Because the federal securities laws may impose liability on a company or individual officers or employees who engage in "misleading" or "selective" disclosure of information about a public company, the Company has limited the number of persons authorized to speak on its behalf. In addition to Apogee's Chief Executive Officer and President, Apogee has designated its Chief Financial Officer, and Vice President, Investor Relations and Corporate Communications, to speak with the public, investors, the media and financial analysts on behalf of the Company. Subsidiary presidents may speak with the local media concerning non-material events involving such subsidiary.

No other employees of the Company are authorized to speak on behalf of Apogee or any subsidiary. Therefore, unless employees have been expressly authorized to make such disclosure, if they receive any inquiry from a third party (whether a securities analyst, a member of the media or other person) regarding the Company, they must refer the inquiry to Apogee's Vice President, Investor Relations and Corporate Communications. If you have any questions, you should contact Apogee's General Counsel.

For further information, please see the DISCLOSURE OF INFORMATION TO THE PUBLIC, THE MEDIA AND ANALYSTS CORPORATE POLICY.

## REPORTING AND INVESTIGATION

All Company employees are required to promptly report all known or suspected violations of applicable laws and the Apogee Corporate Compliance Program, including this Code. Reports of such violations must be made to an immediate supervisor, a senior manager, the Human Resources Department, Apogee’s Legal Department at [ApogeeLegal@apog.com](mailto:ApogeeLegal@apog.com), or a member of the Corporate Compliance Committee at [ApogeeCompliance@apog.com](mailto:ApogeeCompliance@apog.com). Concerns can also be reported on a confidential and anonymous basis to the Apogee Code of Conduct Hotline.

The Apogee Code of Conduct Hotline is managed by an outside vendor who is not affiliated with the Company., and the process allows for anonymous reports to be made. The outside vendor forwards a written report of each call to or other contact with the Apogee Code of Conduct Hotline to Apogee’s General Counsel and Apogee’s Chief Human Resources Officer.

### APOGEE CODE OF CONDUCT HOTLINE INSTRUCTIONS FOR THE U.S. AND CANADA

An employee who wants to make a report to the Apogee Code of Conduct Hotline from the U.S. or Canada can contact the Hotline online at [www.apog.ethicspoint.com](http://www.apog.ethicspoint.com) (enter the organization name of “Apogee”) or by phone at 800.441.6164 (toll-free).

Employees who wish to make a report in a language other than English should call the Apogee Code of Conduct Hotline at 800.441.6164 and ask for an interpreter.

### APOGEE CODE OF CONDUCT HOTLINE INSTRUCTIONS IN OTHER COUNTRIES

An employee who wants to make a report to the Apogee Code of Conduct Hotline from a country other than the U.S. or Canada can contact the Hotline online at [www.apog.ethicspoint.com](http://www.apog.ethicspoint.com) (enter the organization name of “Apogee”) or by phone from an outside line by dialing an AT&T direct dial access code for your location and after the prompt, dialing the Apogee Code of Conduct Hotline phone number as outlined below.

COUNTRY	AT&T DIRECT DIAL ACCESS® CODE	LANGUAGE OPTIONS
Brazil (Not from a Cell Phone)	0-800-890-0288	Portuguese (Brazilian), English
Brazil (From a Cell Phone)	0-800-888-8288	
Denmark	800-100-10	Danish, English
Singapore (StarHub)	800-001-0001	Malay, English
Singapore (Sing Tel)	800-011-1111	
United Kingdom (C&W)	0-500-89-0011	English
United Kingdom (British Telecom)	0-800-89-0011	

- Wait for a prompt and then dial 800.441.6164.
- The call will be answered in English. To continue the call in another language, the employee should state the desired language to the operator to request an interpreter. It may take several minutes for an interpreter to come on the line.

International AT&T direct dial access codes are subject to change. If a direct dial access code listed above is not in service, the employee should dial the alternate direct dial access code or go to [www.apog.ethicspoint.com](http://www.apog.ethicspoint.com) (enter the organization name of “Apogee”) for the most current list of access codes.

# BUSINESS ETHICS & CONDUCT

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## EXAMPLES OF VIOLATIONS

The following are some examples of violations that must be reported immediately.

- Tampering or altering of Apogee or any subsidiary's financial statements or records;
- Fraudulent financial reporting;
- Accounting treatment that is not in accordance with generally accepted accounting principles;
- Concerns relating to the Company's accounting and auditing practices, including concerns regarding internal controls and the accuracy and completeness of financial statements and records;
- Obtaining customer or supplier sales or services in exchange for bribes;
- Any criminal activity;
- Falsifying or misusing personal vouchers or Company credit cards;
- Accessing customer accounts or personnel records for personal reasons;
- Releasing confidential information belonging to the Company; and
- Threatening statements or actions made by employees.

The above list is not intended to be an exhaustive list of possible violations.

Any reports relating to complaints, concerns or suspected violations involving accounting, internal controls or auditing matters will be communicated to the Audit Committee of The Board.

## FAILING TO REPORT A VIOLATION

Failing to report or condoning a violation of the law or the Apogee Corporate Compliance Program may lead to disciplinary action up to and including termination of employment.

## PROTECTION AGAINST REPRISAL

The Company is committed to maintaining an environment in which people feel free to report all suspected violations of the law, the Apogee Corporate Compliance Program, this Code and Company policy, including all suspected incidents of inaccurate financial reporting, questionable accounting, internal control or auditing matters, or fraud. It is absolutely forbidden, and in some cases illegal, for any employee to punish or conduct reprisals against another employee who in good faith has reported a suspected violation of the law or the Compliance Program or concerns regarding questionable accounting, internal control or auditing matters.

No retaliatory action will be taken against any individual who in good faith assists or participates in an investigation, proceeding or hearing related to a report, or who files, causes to be filed, testifies, or otherwise assists in such proceeding against the Company.

U.S. federal law prohibits any type of retaliation against employees who lawfully provide information or otherwise assist in any investigation regarding any conduct the employee reasonably believes to constitute a violation of U.S. securities laws or regulations or U.S. federal laws relating to fraud against shareholders. U.S. federal law also provides that employees who, with an intent to retaliate, take an action harmful to any person (including interference with the person's employment) for providing truthful information to a law enforcement officer relating to the commission or possible commission of any federal offense, may be fined or imprisoned.

In order to encourage employees to report violations, employees are permitted to make anonymous reports of violations of the law or the Apogee Corporate Compliance Program, including this Code, or concerns about accounting or auditing matters. The Company will take reasonable precautions to maintain the confidentiality of those individuals who report legal or compliance-related violations, questionable accounting, internal control or auditing practices, to the extent possible and permitted by law and to the extent consistent with the need for a thorough investigation and response, taking into consideration the Company's disclosure obligations and requirements.

For further information, please see the REPORTING AND INVESTIGATING VIOLATIONS CORPORATE POLICY AND WHISTLE-BLOWERS CORPORATE POLICY.

# BUSINESS ETHICS & CONDUCT

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## ENFORCEMENT

The matters covered in this Code and Apogee's Corporate Compliance Program are of the utmost importance to Apogee, its shareholders, and its business partners and are essential to the Company's ability to conduct its business in accordance with its values. It is Apogee's policy to enforce this Code through appropriate disciplinary mechanisms for employees, and other appropriate consequences for non-employees. When an employee is determined to have engaged in a violation of this Code or Apogee's Corporate Compliance Program, they may be subject to discipline, up to and including termination of employment. In addition, Apogee reserves the right, in appropriate situations, to commence civil action against an employee for violation of this Code and to refer the matter to legal and regulatory authorities for their action. Apogee retains the sole discretion to structure disciplinary sanctions as the circumstances warrant.

For further information, please see the COMPLIANCE PROGRAM DISCIPLINE CORPORATE POLICY.

## WHEN IN DOUBT

If you are in doubt about a business conduct situation, ask yourself the following questions:

- Is it legal?
- Does it violate Company policy?
- Is it consistent with the Company's core values?
- Is it fair and just?
- How would it look in a newspaper article?

If you are unsure about what to do, take the initiative to seek information to help you make the right decision.

## SEEKING ADVICE

Apogee is committed to operating its worldwide business in accordance with the highest level of integrity and ethical standards. Apogee wants to make sure that everyone who does business on behalf of the Company fully understands what this Code requires, and is able to ask questions if advice is needed.

If you are unsure of what a policy requires of you, are concerned that the Company may be in violation of law, feel that a Company policy is being violated, or have concerns about accounting or auditing matters, please seek advice from Apogee's General Counsel.

You may also seek advice on a confidential basis about Apogee's Corporate Compliance Program in one of three ways:

**ONLINE:**            [www.apog.ethicspoint.com](http://www.apog.ethicspoint.com) (enter the organization name of "Apogee") (worldwide)

or

**BY TELEPHONE:** Apogee Code of Conduct Hotline—800.441.6164 (toll-free in the U.S. and Canada)

See instructions for making a toll-free phone call to the Apogee Code of Conduct Hotline from countries outside the U.S. and Canada on page 37 of this booklet.

or

**IN WRITING:** Apogee Enterprises, Inc.  
4400 West 78th Street  
Suite 520  
Minneapolis, Minnesota 55435 USA  
Attention: General Counsel

or

**BY EMAIL:**

ApogeeLegal@apog.com

ApogeeCompliance@apog.com

## A FINAL WORD

Remember, each time you meet with a customer, supplier, shareholder, business partner, or another employee, you convey the ethics and values of the Company. Unethical actions by a few individuals can damage the reputation of the entire organization. Your actions reflect on all of us.