

Safe Harbor Statement

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical fact and thus are subject to risks, uncertainties and assumptions that often are identified by words such as "expects," "estimates," "projects," "anticipates," "believes," "could," and other similar words. All statements addressing operating performance, events, or developments that Transcat, Inc. expects or anticipates will occur in the future, including but not limited to statements relating to anticipated revenue, profit margins, sales operations, capital expenditures, growth strategy, potential acquisitions, customer preferences and changes in market conditions in the industries in which Transcat operates are forward-looking statements. Forward-looking statements should be evaluated in light of important risk factors and uncertainties. These risk factors and uncertainties are more fully described in Transcat's Annual and Quarterly Reports filed with the Securities and Exchange Commission, including under the heading entitled "Risk Factors." Should one or more of these risks or uncertainties materialize, or should any of the Company's underlying assumptions prove incorrect, actual results may vary materially from those currently anticipated. In addition, undue reliance should not be placed on the Company's forwardlooking statements. Except as required by law, the Company disclaims any obligation to update or publicly announce any revisions to any of the forward-looking statements contained in this presentation.



Fourth Quarter Execution

Record revenue of \$32.3 million

- Service segment record revenue of \$14.5 million, up 7.5%
- 24 consecutive quarters of year-over-year Service segment revenue growth
- Distribution sales up 5.5% to \$17.9 million

Strong operating leverage

Service segment operating margin expanded 400 basis points to 15.2%

Cash generation

Consolidated Adjusted EBITDA* of \$4.0 million, an increase of 6.9%



* See supplemental slides for Adjusted EBITDA reconciliation and other important disclaimers regarding Adjusted EBITDA.

Record FY 2015 Performance

Record annual revenue of \$123.6 million, up 4.3%

- 11th consecutive year of revenue growth
- Service segment revenue increased 7.5% to \$51.8 million
- Distribution sales up 2.1% to \$71.8 million

Cash generation and bottom-line performance

- Consolidated Adjusted EBITDA* of 10.3 million, an increase of 2.1%
- Achieved net income of \$4.0 million

Acquisitions

Ulrich Metrology Inc. and Apex Metrology Solutions

Growth-focused investments

- \$3.5 million in CapEx
- Expanded Service capabilities, launched new website and C3 Metrology Management Software

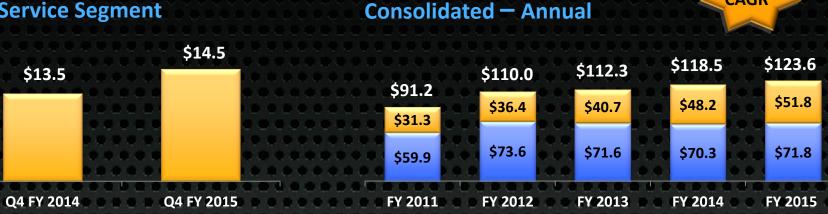


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Top-line Growth

(\$ in millions)

Q4 Service Segment





Record quarterly and annual Service segment revenue

Distribution

Driven by organic & acquisition growth

Service

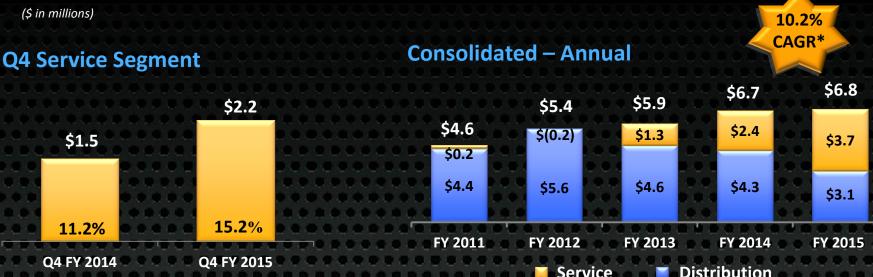
- Distribution segment remains highly competitive
 - Fourth quarter growth due to alternative energy customers

*FY 2011 - FY 2015

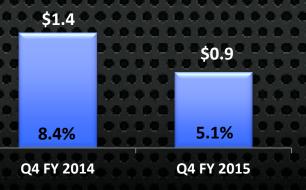
All figures are rounded to the nearest million. Therefore totals shown in graphs may not equal the sum of the segments.

7.9% CAGR*

Operating Income and Margin



Q4 Distribution Segment



- Q4 Service operating margin expanded 400 basis points
- Annual Service operating income surpassed Distribution segment
- Q4 Distribution gross margin impacted 220 bps by lower vendor rebates



**FY* 2011 – *FY* 2015

All figures are rounded to the nearest million. Therefore totals shown in graphs may not equal the sum of the segments.

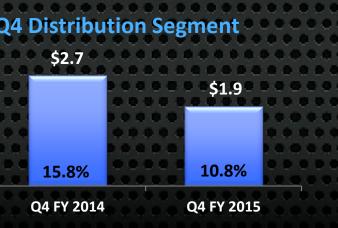
Contribution Margin* and % of Revenue

(\$ in millions)

Q4 Service Segment

Consolidated – Annual





25.3% CAGR for Service segment (FY 2011 - FY 2015)

Cost discipline and lower performancebased compensation expense helped to partially offset Distribution gross margin pressure

* See supplemental slides for Contribution Margin calculation and other important disclaimers regarding Contribution Margin.

**FY 2011 - FY 2015

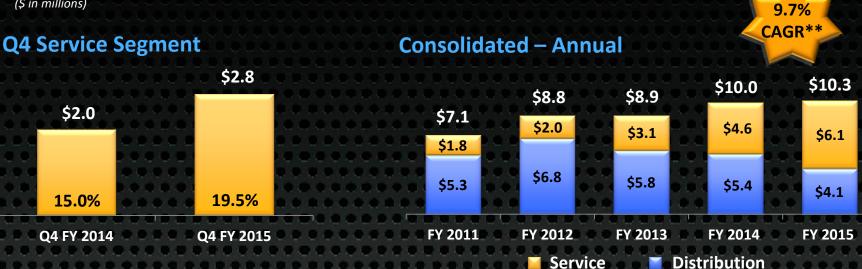
All figures are rounded to the nearest million. Therefore totals shown in graphs may not equal the sum of the segments.



7.1% CAGR**

Adjusted EBITDA* and Margin

(\$ in millions)





Service segment up nearly quarter over quarter Margin expanded 450 basis points

36.5% CAGR for Service segment (FY 2011 - FY 2015)

* See supplemental slides for Adjusted EBITDA reconciliation and other important disclaimers regarding Adjusted EBITDA.

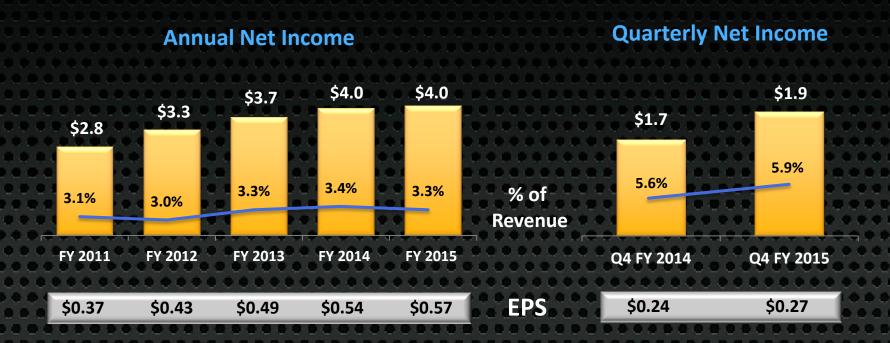
**FY 2011 - FY 2015

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Bottom-line Performance

(\$ in millions)



9.6% CAGR for net income (FY 2011 - FY 2015)



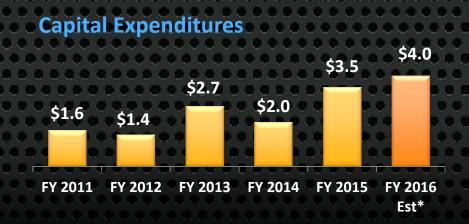
Balance Sheet Supports Growth Strategy

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(\$ in millions)

Long Term Debt



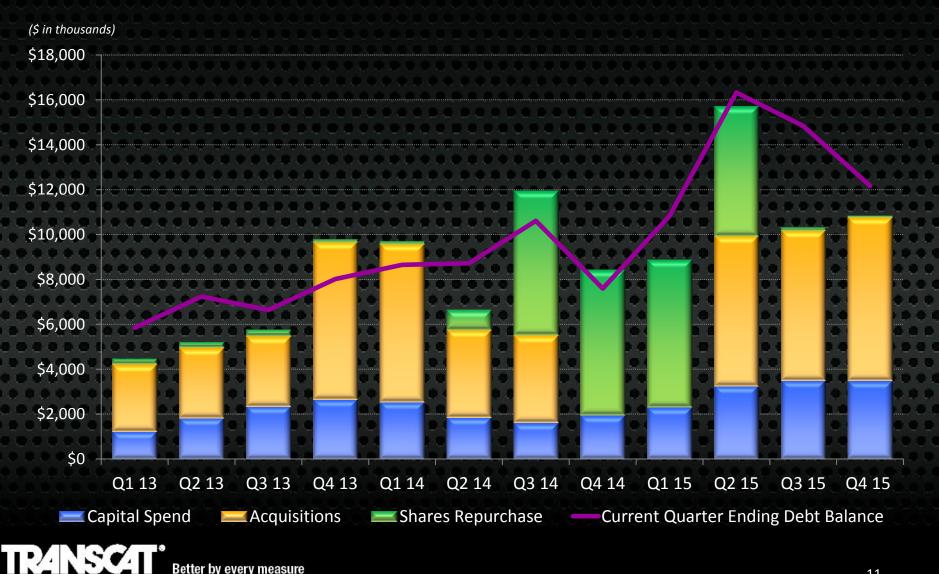


- \$16.0 million in availability under revolving credit facility
- FY 2015 CapEx focused on service capabilities and IT upgrades
- FY 2016 CapEx to focus on increasing lab
 capabilities and capacity; Also includes
 additional assets for rental business
- Financial flexibility to facilitate acquisition strategy, satisfy working capital and capital expenditure needs



Generating Cash to Drive Key Investments

Historical Trailing 12 Month Key Investments and Current Quarter Debt Balance



FY 2016 Outlook*

- Expect double-digit Service segment revenue growth
 - Leverage recent acquisitions and investments such as the new website and C3 software
 - Continue to develop and grow Service pipeline, particularly in the Healthcare space
 - Expect Distribution sales growth in the low single digit range
 - Capture Distribution market share by expanding product lines and introducing innovative product bundles
- Continue to evaluate service market acquisition opportunities

Consolidated operating income growth in the mid-teens



* FY 2016 outlook and guidance provided as of May 19, 2015

Upcoming Investor Relations Calendar

Late July Q1 FY 2016 Earnings

Sep 9

Annual Meeting



SUPPLEMENTAL INFORMATION



Adjusted EBITDA Reconciliation

(\$ in thousands)

	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u>	<u>FY 2014</u>	<u>FY 2015</u>	
Service Operating Income (loss) +Depreciation & Amortization	\$ 192 1,377	\$ (175) 1,959	\$ 1,311 1,740	\$ 2,379 2,144	\$ 3,693 2,362	
+Other (Expense) / Income +Noncash Stock Comp	- 202	(37) 263	(84) 150	(141) 230	(138) 224	
Service Adjusted EBITDA	\$ 1,771	\$ 2,010	\$ 3,117	\$ 4,612	\$ 6,141	
Distribution Operating Income +Depreciation & Amortization	\$ 4,395 673	\$ 5,603 937	\$ 4,635 962	\$ 4,326 801	\$ 3,075 728	
+Other (Expense) / Income		(11)	(27)	12	27	
+Noncash Stock Comp	226	290	193	297	283	
Distribution Adjusted EBITDA	\$ 5,312	\$ 6,819	\$ 5,763	\$ 5,436	\$ 4,113	
				00000		
Service	\$ 1,771	\$ 2,010	\$ 3,117	\$ 4,612	\$ 6,141	
Distribution Total Adjusted EBITDA	\$ 5,312 \$ 7,083	\$ 6,819 \$ 8,829	\$ 5,763 \$ 8,880	\$ 5,436 \$ 10,048	\$ 4,113 \$ 10,254	

The Company believes that when used in conjunction with GAAP measures, Adjusted EBITDA, or earnings before interest, income taxes, depreciation and amortization, other income and expenses, and noncash stock compensation expense, which is a non-GAAP measure, allows investors to view its performance in a manner similar to the methods used by management and provides additional insight into its operating results. Adjusted EBITDA is not calculated through the application of GAAP and is not the required form of disclosure by the Securities and Exchange Commission. As such, it should not be considered as a substitute for the GAAP measure of net income and, therefore, should not be used in isolation of, but in conjunction with, the GAAP measure. The use of any non-GAAP measure may produce results that vary from the GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies. The Adjusted EBITDA chart excludes an unallocated amount of \$0.2 million for FY 2011. This amount includes previously unallocated administrative-related depreciation, amortization and other non-operating expense. These items have been allocated by segment beginning in FY 2012.



Contribution Margin Calculation

(\$ in thousands)

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SERVICE		<u>FY 2011</u>		<u>FY 2012</u>		<u>FY 2013</u>		<u>FY 2014</u>		<u>FY 2015</u>	
Service Revenue	\$	31,324	\$	36,406	\$	40,655	\$	48,184	\$	51,801	
Cost of Revenue		23,392		27,786		30,353		35,359		37,698	
Gross Profit	\$	7,932	\$	8,620	\$	10,302	\$	12,825	\$	14,103	
Gross Margin		25.3%		23.7%		25.3%		26.6%		27.2%	
Selling, Marketing & Warehouse Expenses	\$	4,877	\$	5,415	\$	5,131	\$	6,690	\$	6,584	
Contribution Margin	\$	3,055	\$	3,205	\$	5,171	\$	6,135	\$	7,519	
% of Revenue		9.8%		8.8%		12.7%		12.7%		14.5%	
DISTRIBUTION											
Distribution Sales	\$	59,862	\$	73,614	\$	71,641	\$	70,324	\$	71,823	
Cost of Sales		44,496		55,110		54,539		53,359		56,839	
Gross Profit	\$	15,366	\$	18,504	\$	17,102	\$	16,965	\$	14,984	
Gross Margin	00	25.7%		25.1%	0.0.0	23.9%	00 000	24.1%		20.9%	
Selling, Marketing & Warehouse Expenses	\$	6,879	\$	8,336	\$	7,870	\$	7,349	\$	7,329	
Contribution Margin	\$	8,487	\$	10,168	\$	9,232	\$	9,616	\$	7,655	
% of Sales	00	14.2%		13.8%		12.9%	000	13.7%		10.7%	
TOTAL					00		••	0000	00	0000	
Total Revenue	\$	91,186	\$	110,020	\$	112,296	\$	118,508	\$	123,624	
Total Cost of Revenue		67,888		82,896		84,892		88,718	0.0	94,537	
Gross Profite D D D D D D D D D D	\$	23,298	\$	27,124	\$	27,404	\$	29,790	\$	29,087	
Gross Margin		25.5%		24.7%		24.4%		25.1%		23.5%	
Selling, Marketing & Warehouse Expenses	\$	11,756	\$	13,751	\$	13,001	\$	14,039	\$	13,913	
Contribution Margin	\$	11,542	\$	13,373	\$	14,403	\$	15,751	\$	15,174	
% of Revenue		12.7%		12.2%		12.8%		13.3%		12.3%	

The Company believes that when used in conjunction with GAAP measures, Contribution Margin, which is a non-GAAP measure, allows investors to view its performance in a manner similar to the methods used by management and provides additional insight into its operating results. Contribution Margin is not calculated through the application of GAAP and is not the required form of disclosure by the Securities and Exchange Commission. As such, it should not be considered as a substitute for GAAP measures of performance and, therefore, should not be used in isolation of, but in conjunction with, GAAP measures. The use of any non-GAAP measure may produce results that vary from the GAAP measure and may not be comparable to a similarly defined non-GAAP measure used by other companies.



Better by every measure

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