

NEWS RELEASE

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IMMEDIATE RELEASE

Transcat Reports 22% Increase in Operating Income for Third Quarter Fiscal 2016

- 42.2% increase in Service segment operating income drives consolidated results
- Service segment revenue growth of 10.5% offset by decline in Distribution segment
- Net income improves to \$1.1 million, a 31.4% increase over prior-year third quarter

ROCHESTER, NY, January 25, 2016 – Transcat, Inc. (NASDAQ: TRNS) ("Transcat" or the "Company"), a leading provider of accredited calibration and compliance services and distributor of professional grade handheld test, measurement and control instrumentation, today reported financial results for its third quarter ended December 26, 2015. Reported results do not include those of Spectrum Technologies, Inc., acquired on December 31, 2015 or those of Dispersion Laboratory Inc. acquired on January 18, 2016.

Lee D. Rudow, President and CEO, commented, "Our third quarter delivered strong operating income growth of 22% even as total revenue was down 3%. The Service segment continued its double-digit sales growth, despite economic headwinds, as both the Service and Distribution segments were challenged by weak oil and gas markets as well as the impact of a very strong dollar on industrial output. We estimate that nearly half of the decline in the Distribution segment sales was directly related to unprecedented softness in oil and gas. We are cautiously optimistic that we may be nearing a bottom as the rate of Distribution sales decline slowed during the period."

Third Quarter Fiscal 2016 Review (Results are compared with the third guarter of fiscal 2015)

Third quarter total revenue was \$30.2 million, down \$0.9 million, or 2.9%, over the prior-year period. Service segment revenue grew \$1.3 million, or 10.5%, while Distribution segment sales declined by \$2.2 million, or 12.0%. Excluding the impact of foreign currency exchange on Canadian revenue, total revenue was \$30.6 million, down \$0.4 million, or 1.4%, from the third quarter of fiscal 2015.

Total gross profit declined 3.1% to \$6.8 million. As a percentage of total revenue, gross profit was 22.5%, consistent with the prior fiscal year period.

Total operating income increased 22.1%, or \$0.3 million, to \$1.7 million. Net income for third quarter was \$1.1 million, a 31.4% increase over the prior-year period. Diluted earnings per share were \$0.15, up 36.4%.

Total adjusted EBITDA was \$2.6 million, a 12.5% improvement over the third quarter of fiscal 2015. Adjusted EBITDA as a percent of total revenue increased 120 basis points to 8.8%. See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

Strong Service segment operating leverage

The Service segment represents the Company's accredited calibration and compliance services business (46% of total revenue for the third quarter of fiscal 2016)

- Combined organic and acquisition-related revenue growth drove the Service segment revenue increase of 10.5%, or \$1.3 million, to a record third quarter of \$13.9 million.
- Service segment gross profit improved \$0.2 million, or 5.9%, to \$3.3 million. Gross margin for the segment was 23.5% compared with 24.5% in the prior-year period.
- Segment operating income increased 42.2% to \$0.8 million, and operating margin expanded 120 basis points to 5.7%. Operating leverage in the quarter was 18.0% compared with 37.8% in the prior-year period. Operating leverage is defined as the year-over-year change in Service segment operating income divided by the year-over-year change in Service segment revenue.
- Service segment contribution margin grew 20.4% to \$1.8 million from \$1.5 million in the prior fiscal year period. Adjusted EBITDA increased 23.0%, or \$0.3 million, to \$1.5 million. As a percentage of Service segment revenue, Adjusted EBITDA was 11.0%, up 110 basis points over the third quarter of 2015. See Note 1 on page 4 for descriptions of these non-GAAP financial measures and pages 9 and 10 for the Adjusted EBITDA Reconciliation table and the contribution margin calculation in the Additional Information Business Segment Data table.

Distribution segment sales declined, gross margin improved with vendor rebates

The Distribution segment represents the Company's distribution of professional grade handheld test, measurement and control instrumentation (54% of total revenue for the third quarter of fiscal 2016)

- Distribution sales declined \$2.2 million, or 12.0%, to \$16.2 million in the third quarter, primarily
 due to market weakness in the oil and gas and related industries and weaker sales to customers
 impacted by the strength of the U.S. dollar.
- Distribution segment gross profit was \$3.5 million, down \$0.4 million, or 10.2%. Gross margin
 was 21.6%, a 40 basis point improvement from the prior-year period. Vendor rebates accounted
 for 130 basis points of segment gross margin in the quarter.
- Reduced Distribution segment operating costs through operational efficiencies, which more than
 offset the year-over-year decline in segment gross profit, resulted in segment operating income
 of \$0.9 million, a \$0.1 million improvement from the third quarter of fiscal 2015.
- Contribution margin for the Distribution segment was \$1.8 million, down \$0.1 million from the prior-year period. Adjusted EBITDA was \$1.1 million, similar to the third quarter of fiscal 2015. See Note 1 on page 4 for descriptions of these non-GAAP financial measures and pages 9 and 10 for the Adjusted EBITDA Reconciliation table and contribution margin calculation in the Additional Information Business Segment Data table.

Nine-Month Review

Total revenue was \$89.3 million, a 2.2% decline from \$91.3 million in the prior fiscal year period. Unfavorable currency changes, primarily between the U.S. dollar and Canadian dollar, had a \$1.3 million impact on year-to-date revenue compared with the prior-year period. Consolidated gross profit was \$20.6 million, consistent with the first nine months of fiscal 2015, while gross margin increased 40 basis points to 23.0%, primarily due to increased Distribution segment vendor rebates.

Service Segment:

 Revenue increased 11.5% to \$41.6 million, driven by organic and acquisition-related growth. On a trailing twelve-month basis, Service segment revenue was \$56.1 million, an increase of 10.5% when compared with the corresponding trailing twelve-month period of fiscal 2015. The Company believes that trailing twelve-month data is more indicative of the long-term progress of the Service segment.

- Service segment gross margin was 24.6% compared with 24.9% in the prior fiscal year period.
 On a trailing twelve-month basis, Service segment gross margin was 26.9%, an increase of 30 basis points when compared with the corresponding twelve-month period of fiscal 2015.
- Year-to-date segment operating margin increased 150 basis points to 5.5%. On a trailing twelve-month basis, Service segment operating margin was 8.0% compared with 5.9% in the prior-year period.

Distribution Segment:

- Sales in the first nine months of fiscal 2016 declined 11.7% to \$47.7 million.
- Year-to-date Distribution segment gross margin increased 70 basis points to 21.6% from the prior-year period. The improvement in gross margin was driven by increased vendor rebates, which accounted for 140 basis points of segment gross margin.

As a percentage of total revenue, operating expenses were 18.4%, down from 18.6% in the same period of fiscal 2015. Fiscal 2016 year-to-date operating income improved \$0.4 million to \$4.1 million, primarily due to lower year-over-year performance-based compensation expense, which was partially offset by increased acquisition-related expenses. Net income increased to \$2.5 million, or \$0.36 per diluted share, compared with \$2.1 million, or \$0.30 per diluted share, in the prior fiscal year period.

Adjusted EBITDA was \$7.0 million, up 12.0% from \$6.3 million for the same period in fiscal 2015. See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

Strong Cash Generation and Balance Sheet Support Growth Strategy

Cash generated by operations was \$7.4 million in the first nine months of fiscal 2016, a significant increase from \$1.2 million during the prior-year period. The Company used cash from operations to support its organic and acquisition-related growth, including \$3.8 million in capital expenditures and \$2.9 million spent on acquisitions in the first nine months of fiscal 2016. The Company expects capital expenditures, primarily for Service segment and rental business expansion, to total \$4.0 million to \$4.5 million for fiscal 2016.

As of December 26, 2015, the Company had \$19.5 million in availability under its secured revolving credit facility, of which \$12.0 million was available for acquisitions. On December 31, 2015, the Company acquired certain assets and liabilities of Spectrum Technologies, Inc. for \$10.1 million, excluding \$1.7 million of typical holdbacks expected to be paid in the fourth quarter of fiscal 2017. In connection with this acquisition, the Company amended its secured revolving credit facility to increase the amount available for acquisitions in fiscal 2016 by \$2.0 million. The Company believes that it has, and will continue to have, the liquidity to execute on its business growth strategy.

Outlook

Mr. Rudow commented, "In a weak macro-environment, our team continues to navigate well and execute our strategic plan. While we had projected double-digit operating income growth, we now believe our year-over-year operating income is likely to achieve flat to modest growth. We believe Transcat is well positioned to capitalize on future growth opportunities as the industrial market rebounds.

"We have had a great year identifying, closing and transitioning strategic acquisitions and we strongly believe our current acquisition strategy is the right strategy at the right time. Our recent transactions have strengthened our capabilities and geographic footprint. Spectrum Technologies serves the biomed market throughout North America and Dispersion adds life science capabilities to our already strong presence in Montreal. In addition, we begin to close out fiscal 2016 with a strong acquisition pipeline that should position Transcat well in the coming year.

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"Despite significant headwinds, through the combination of acquisitions and consistent organic growth, we have achieved our targeted year-over-year double-digit Service growth. Our Distribution segment continues to pivot toward a more diversified portfolio in tandem with a series of 'value added' initiatives; we expect the segment to perform well.

"Our strategic plan continues to be structured to enable us to grow to \$175 million to \$200 million in revenue within the next 5 years, but more importantly, our plan has us achieving double-digit EBITDA margins at those levels."

Webcast and Conference Call

Transcat will host a conference call and webcast on Monday, January 25, 2016 at 11:00 a.m. ET. Management will review the financial and operating results for the quarter, as well as the Company's strategy and outlook. A question and answer session will follow the formal discussion. The review will be accompanied by a slide presentation which will be available at www.transcat.com/investor-relations.

The conference call can be accessed by calling (201) 689-8471. Alternatively, the webcast can be monitored at www.transcat.com/investor-relations.

A telephonic replay will be available from 2:00 p.m. ET the day of the call through Monday, February 1, 2016. To listen to the archived call, dial (858) 384-5517 and enter conference ID number 13627606, or access the webcast replay at www.transcat.com/investor-relations. A transcript will also be posted to the website, once available.

NOTE 1 - Non-GAAP Financial Measures

In addition to reporting net income, a U.S. generally accepted accounting principle ("GAAP") measure, we present Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization, other income and expenses, and non-cash stock compensation expense), which is a non-GAAP measure. The Company believes Adjusted EBITDA 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. See the attached Adjusted EBITDA Reconciliation table on page 9.

Contribution margin, a non-GAAP financial measure, consists of gross profit less selling, marketing and warehouse expenses. We believe contribution margin provides management and users of the financial statements information about our ability to cover our operating costs, such as technology and general and administrative expenses. Contribution margin is used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures. The material limitation associated with the use of contribution margin is that it is an incomplete measure of profitability as it does not include all operating expenses or non-operating income and expenses. Management compensates for these limitations when using this measure by looking at other GAAP measures, such as operating income (loss) and net income (loss). For further details on contribution margin, see the calculation of this non-GAAP financial measure and the reconciliation of contribution margin to gross profit in the Additional Information – Business Segment Data tables on page 10 and 11.

ABOUT TRANSCAT

Transcat, Inc. is a leading provider of accredited calibration and compliance services, including analytical instrument qualifications, equipment and process validation. The Company is focused on providing best-in-class calibration analytics to highly regulated industries, including life science, aerospace, pharmaceuticals, medical device manufacturing and biotechnology. Transcat provides

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permanent and periodic on-site services, mobile calibration services and in-house services through 20 Calibration Service Centers strategically located across the United States, Puerto Rico and Canada. The breadth and depth of measurement parameters addressed by Transcat's ISO/IEC 17025 scopes of accreditation are believed to be the best in the industry.

Transcat also operates as a leading distributor of professional grade handheld test, measurement and control instrumentation, marketing more than 100,000 premier and proprietary brand instruments to approximately 22,000 customers.

Transcat's growth strategy is to leverage its service capabilities, strong brand and leading distribution platform to drive organic sales growth and to expand its addressable calibration market through acquisitions and capability investments to further realize the inherent leverage of its business model.

More information about Transcat can be found on its website at: Transcat.com.

Safe Harbor Statement

This press release 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, cash flows, operating income, growth strategy, segment growth, potential acquisitions, market position, 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 forward-looking 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 press release.

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FINANCIAL TABLES FOLLOW.

TRANSCAT, INC. CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Per Share Amounts)

	(Unaudited) Third Quarter Ended				(Unaudited) Nine Months Ended				
		ember 26, 2015	December 27, 2014		December 26, 2015		December 27, 2014		
Service Revenue	\$	13,922	\$	12,603	\$	41,647	\$	37,336	
Distribution Sales		16,238		18,449		47,659		53,946	
Total Revenue		30,160		31,052		89,306		91,282	
Cost of Service Revenue		10,650		9,513		31,383		28,037	
Cost of Distribution Sales		12,732		14,545		37,346		42,656	
Total Cost of Revenue		23,382		24,058		68,729		70,693	
Gross Profit		6,778		6,994		20,577		20,589	
Selling, Marketing and Warehouse Expenses		3,199		3,602		9,968		10,506	
Administrative Expenses		1,897		2,015		6,530		6,431	
Total Operating Expenses		5,096		5,617		16,498		16,937	
Operating Income		1,682		1,377		4,079		3,652	
Interest and Other Expense, net		62		83		193		266	
Income Before Income Taxes		1,620		1,294		3,886		3,386	
Provision for Income Taxes		552		481		1,339		1,269	
Net Income	\$	1,068	\$	813	\$	2,547	\$	2,117	
Basic Earnings Per Share Average Shares Outstanding	\$	0.15 6,900	\$	0.12 6,823	\$	0.37 6,878	\$	0.31 6,788	
Diluted Earnings Per Share Average Shares Outstanding	\$	0.15 7,137	\$	0.11 7,081	\$	0.36 7,134	\$	0.30 7,061	

TRANSCAT, INC. CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share and Per Share Amounts)

ASSETS		(Unaudited) December 26, 2015			March 28, 2015		
Cash \$ 152 \$ 65 Accounts Receivable, less allowance for doubtful accounts of \$119 and \$111 as of December 26, 2015 and March 28, 2015, respectively 14,925 16,899 Other Receivables 1,167 1,171 Inventory, net 5,798 6,750 Prepaid Expenses and Other Current Assets 1,214 1,209 Deferred Tax Asset 1,026 1,048 Total Current Assets 24,282 27,142 Property and Equipment, net 11,813 9,397 Goodwill 22,462 20,923 Intangible Assets, net 3,814 3,554 Deferred Tax Asset 121 - Other Assets 964 1,133 Total Assets 8,63,456 62,149 LIABILITIES AND SHAREHOLDERS' EQUITY Current Liabilities Accounts Payable 8,776 7,695 Accruded Compensation and Other Liabilities 3,423 4,195 Income Taxes Payable - 43 Total Current Liabilities 10,538 12,199 Deferred Tax L	ASSETS	'					
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LIABILITIES AND SHAREHOLDERS' EQUITY Current Liabilities: 8,776 \$ 7,695 Accounts Payable 3,423 4,195 Income Taxes Payable - 43 Total Current Liabilities 12,199 11,933 Long-Term Debt 10,538 12,168 Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318							
Current Liabilities: Accounts Payable \$ 8,776 \$ 7,695 Accrued Compensation and Other Liabilities 3,423 4,195 Income Taxes Payable - 43 Total Current Liabilities 12,199 11,933 Long-Term Debt 10,538 12,168 Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Total Assets	\$	63,456	\$_	62,149		
Accrued Compensation and Other Liabilities 3,423 4,195 Income Taxes Payable - 43 Total Current Liabilities 12,199 11,933 Long-Term Debt 10,538 12,168 Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318							
Income Taxes Payable - 43 Total Current Liabilities 12,199 11,933 Long-Term Debt 10,538 12,168 Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Accounts Payable	\$	8,776	\$	7,695		
Total Current Liabilities 12,199 11,933 Long-Term Debt 10,538 12,168 Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Accrued Compensation and Other Liabilities		3,423		4,195		
Long-Term Debt 10,538 12,168 Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Income Taxes Payable				43		
Deferred Tax Liability 1,768 1,684 Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Total Current Liabilities		12,199		11,933		
Other Liabilities 1,945 2,046 Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Long-Term Debt		10,538		12,168		
Total Liabilities 26,450 27,831 Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding as of December 26, 2015 and March 28, 2015, respectively 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Deferred Tax Liability		1,768		1,684		
Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding as of December 26, 2015 and March 28, 2015, respectively 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Other Liabilities		1,945		2,046		
Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,904,442 and 6,835,828 shares issued and outstanding as of December 26, 2015 and March 28, 2015, respectively 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Total Liabilities		26,450		27,831		
as of December 26, 2015 and March 28, 2015, respectively 3,452 3,418 Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	Common Stock, par value \$0.50 per share, 30,000,000 shares author	ized;					
Capital in Excess of Par Value 12,835 12,289 Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318			3,452		3,418		
Accumulated Other Comprehensive Loss (518) (143) Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318			,		•		
Retained Earnings 21,237 18,754 Total Shareholders' Equity 37,006 34,318	·						
Total Shareholders' Equity 37,006 34,318	·						
· ·	· ·						
	Total Liabilities and Shareholders' Equity	\$	63,456	\$	62,149		

TRANSCAT, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

Cash Flows from Operating Activities:		e Months Ended ember 26, 2015	Nine Months Ended December 27, 2014	
	•	0.5.47	•	0.447
Net Income	\$	2,547	\$	2,117
Adjustments to Reconcile Net Income to Net Cash Provided				
by Operating Activities:		07		
Loss on Sale of Property and Equipment		37		4
Deferred Income Taxes		(206)		152
Depreciation and Amortization		2,711		2,268
Provision for Accounts Receivable and Inventory Reserves		129		79
Stock-Based Compensation Expense		284		474
Changes in Assets and Liabilities:				
Accounts Receivable and Other Receivables		1,945		916
Inventory		914		(1,059)
Prepaid Expenses and Other Assets		(122)		(950)
Accounts Payable		(271)		77
Accrued Compensation and Other Liabilities		(1,027)		(1,953)
Income Taxes Payable		462		(906)
Net Cash Provided by Operating Activities		7,403		1,219
Cash Flows from Investing Activities:				
Purchase of Property and Equipment		(3,755)		(2,709)
Proceeds from Sale of Property and Equipment		24		46
Business Acquisitions, net of cash acquired		(2,918)		(6,681)
Net Cash Used in Investing Activities		(6,649)		(9,344)
Cash Flows from Financing Activities:				
(Repayment of) Proceeds from Revolving Credit Facility, net		(1,630)		7,244
Issuance of Common Stock		305		396
Repurchase of Common Stock		(73)		(71)
Net Cash (Used in) Provided by Financing Activities		(1,398)		7,569
Effect of Exchange Rate Changes on Cash		731		552
Net Increase (Decrease) in Cash		87		(4)
Cash at Beginning of Period		65		23
Cash at End of Period	\$	152	\$	19

TRANSCAT, INC. Adjusted EBITDA Reconciliation Table

(Dollars in thousands)
(Unaudited)

		<u>FY2016</u>								
		Q1		Q2		Q3		Q4		YTD
Net Income	\$	601	\$	878	\$	1,068	\$	-	\$	2,547
+ Interest Expense		51		48		54				153
+ Other Expense / (Income)		44		(12)		8				40
+ Tax Provision		331		456		552				1,339
Operating Income	\$	1,027	\$	1,370	\$	1,682	\$	-	\$	4,079
+ Depreciation & Amortization		840		902		969				2,711
+ Other (Expense) / Income		(44) 171		12		(8)				(40)
+ Noncash Stock Compensation Adjusted EBITDA	<u> </u>		\$	109	¢	2 6 4 7	¢		\$	284
Adjusted EBITDA	\$	1,994	Ф	2,393	\$	2,647	\$	-	Ф	7,034
Segment Breakdown										
Service Operating Income	\$	646	\$	839	\$	799			\$	2,284
+ Depreciation & Amortization		680		717		751				2,148
+ Other (Expense) / Income		(39)		1		(18)				(56)
+ Noncash Stock Compensation		85		51		(2)				134
Service Adjusted EBITDA	\$	1,372	\$	1,608	\$	1,530	\$	-	\$	4,510
Distribution Operating Income	\$	381	\$	531	\$	883			\$	1,795
+ Depreciation & Amortization		160		185		218				563
+ Other (Expense) / Income		(5)		11		10				16
+ Noncash Stock Compensation		86		58		6				150
Distribution Adjusted EBITDA	\$	622	\$	785	\$	1,117	\$	-	\$	2,524
					<u>F</u>	<u>/2015</u>				
		Q1		Q2		Q3		Q4		YTD
Net Income	\$	Q1 445	\$	Q2 859	\$	Q3 813	\$	Q4 1,909	\$	YTD 4,026
+ Interest Expense		445 31		859 47		813 77				4,026 234
+ Interest Expense + Other Expense / (Income)		445 31 14		859 47 91		813 77 6		1,909 79 -		4,026 234 111
+ Interest Expense+ Other Expense / (Income)+ Tax Provision	\$	445 31 14 269	\$	859 47 91 519	\$	813 77 6 481	\$	1,909 79 - 1,128	\$	4,026 234 111 2,397
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income		445 31 14 269 759		859 47 91 519 1,516		813 77 6 481 1,377		1,909 79 - 1,128 3,116		4,026 234 111 2,397 6,768
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization	\$	445 31 14 269 759 624	\$	859 47 91 519 1,516 747	\$	813 77 6 481 1,377 897	\$	1,909 79 - 1,128	\$	4,026 234 111 2,397 6,768 3,090
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense)	\$	445 31 14 269 759 624 (14)	\$	859 47 91 519 1,516 747 (91)	\$	813 77 6 481 1,377 897 (6)	\$	1,909 79 - 1,128 3,116 822 -	\$	4,026 234 111 2,397 6,768 3,090 (111)
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation	\$	445 31 14 269 759 624 (14) 155	\$	859 47 91 519 1,516 747	\$	813 77 6 481 1,377 897 (6) 85	\$	1,909 79 - 1,128 3,116 822 - 33	\$	4,026 234 111 2,397 6,768 3,090 (111) 507
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense)	\$ 	445 31 14 269 759 624 (14)	\$	859 47 91 519 1,516 747 (91) 234	\$	813 77 6 481 1,377 897 (6)	\$	1,909 79 - 1,128 3,116 822 -	\$	4,026 234 111 2,397 6,768 3,090 (111)
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown	\$ 	445 31 14 269 759 624 (14) 155 1,524	\$	859 47 91 519 1,516 747 (91) 234 2,406	\$	813 77 6 481 1,377 897 (6) 85 2,353	\$	1,909 79 - 1,128 3,116 822 - 33 3,971	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income	\$ 	445 31 14 269 759 624 (14) 155 1,524	\$	859 47 91 519 1,516 747 (91) 234 2,406	\$	813 77 6 481 1,377 897 (6) 85 2,353	\$	1,909 79 - 1,128 3,116 822 - 33 3,971	\$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization	\$ 	445 31 14 269 759 624 (14) 155 1,524	\$	859 47 91 519 1,516 747 (91) 234 2,406	\$	813 77 6 481 1,377 897 (6) 85 2,353	\$	1,909 79 - 1,128 3,116 822 - 33 3,971	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense)	\$ 	445 31 14 269 759 624 (14) 155 1,524 267 488 (15)	\$	859 47 91 519 1,516 747 (91) 234 2,406	\$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33)	\$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5)	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138)
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation	\$ \$ \$	445 31 14 269 759 624 (14) 155 1,524 267 488 (15) 72	\$ \$	859 47 91 519 1,516 747 (91) 234 2,406 665 577 (85) 103	\$ \$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33) 39	\$ \$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5) 10	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138) 224
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense)	\$ 	445 31 14 269 759 624 (14) 155 1,524 267 488 (15)	\$	859 47 91 519 1,516 747 (91) 234 2,406	\$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33)	\$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5)	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138)
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Service Adjusted EBITDA Distribution Operating Income	\$ \$ \$	445 31 14 269 759 624 (14) 155 1,524 267 488 (15) 72 812	\$ \$	859 47 91 519 1,516 747 (91) 234 2,406 665 577 (85) 103 1,260 851	\$ \$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33) 39 1,244 815	\$ \$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5) 10 2,825 917	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138) 224 6,141 3,075
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Service Adjusted EBITDA Distribution Operating Income + Depreciation & Amortization	\$ \$ \$	445 31 14 269 759 624 (14) 155 1,524 267 488 (15) 72 812 492 136	\$ \$ \$	859 47 91 519 1,516 747 (91) 234 2,406 665 577 (85) 103 1,260 851 170	\$ \$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33) 39 1,244 815 221	\$ \$ \$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5) 10 2,825 917 201	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138) 224 6,141 3,075 728
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Service Adjusted EBITDA Distribution Operating Income + Depreciation & Amortization + Other (Expense) / Income	\$ \$ \$	445 31 14 269 759 624 (14) 155 1,524 267 488 (15) 72 812 492 136 1	\$ \$ \$	859 47 91 519 1,516 747 (91) 234 2,406 665 577 (85) 103 1,260 851 170 (6)	\$ \$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33) 39 1,244 815 221 27	\$ \$ \$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5) 10 2,825 917 201 5	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138) 224 6,141 3,075 728 27
+ Interest Expense + Other Expense / (Income) + Tax Provision Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Adjusted EBITDA Segment Breakdown Service Operating Income + Depreciation & Amortization + Other (Expense) + Noncash Stock Compensation Service Adjusted EBITDA Distribution Operating Income + Depreciation & Amortization	\$ \$ \$	445 31 14 269 759 624 (14) 155 1,524 267 488 (15) 72 812 492 136	\$ \$ \$	859 47 91 519 1,516 747 (91) 234 2,406 665 577 (85) 103 1,260 851 170	\$ \$	813 77 6 481 1,377 897 (6) 85 2,353 562 676 (33) 39 1,244 815 221	\$ \$ \$	1,909 79 - 1,128 3,116 822 - 33 3,971 2,199 621 (5) 10 2,825 917 201	\$ \$	4,026 234 111 2,397 6,768 3,090 (111) 507 10,254 3,693 2,362 (138) 224 6,141 3,075 728

TRANSCAT, INC. Additional Information - Business Segment Data

(Dollars in thousands) (Unaudited)

			Change	
SERVICE	FY 2016 Q3	FY 2015 Q3	\$'s	%
	•		•	
Service Revenue	\$ 13,922	\$ 12,603	\$ 1,319	10.5%
Cost of Revenue	\$ 10,650	\$ 9,513	\$ 1,137	12.0%
Gross Profit	\$ 3,272	\$ 3,090	\$ 182	5.9%
Gross Margin	23.5%	24.5%		
Selling, Marketing & Warehouse Expenses	\$ 1,522	\$ 1,636	\$ (114)	(7.0%)
Contribution Margin	\$ 1,750	\$ 1,454	\$ 296	20.4%
% of Revenue	12.6%	11.5%		
Administrative Expense	\$ 951	\$ 892	\$ 59	6.6%
Operating Income	\$ 799	\$ 562	\$ 237	42.2%
% of Revenue	5.7%	4.5%		
			Change	······································
DISTRIBUTION	FY 2016 Q3	FY 2015 Q3	\$'s	%
Distribution Sales	\$ 16,238	\$ 18,449	\$ (2,211)	(12.0%)
Cost of Sales	\$ 12,732	\$ 14,545	\$ (1,813)	(12.5%)
Gross Profit	\$ 3,506	\$ 3,904	\$ (398)	(10.2%)
Gross Margin	21.6%	21.2%		
Selling, Marketing & Warehouse Expenses	\$ 1,677	\$ 1,966	\$ (289)	(14.7%)
Contribution Margin	\$ 1,829	\$ 1,938	\$ (109)	(5.6%)
% of Sales	11.3%	10.5%		
Administrative Expense	\$ 946	\$ 1,123	\$ (177)	(15.8%)
Operating Income	\$ 883	\$ 815	\$ 68	8.3%
% of Sales	5.4%	4.4%		
TOTAL	FY 2016 Q3	FY 2015 Q3	Change \$'s	%
Total Revenue	\$ 30,160	\$ 31,052	\$ (892)	(2.9%)
Total Cost of Revenue	\$ 23,382	\$ 24,058	\$ (676)	(2.8%)
Gross Profit	\$ 6,778	\$ 6,994	\$ (216)	(3.1%)
Gross Margin	22.5%	22.5%		
Selling, Marketing & Warehouse Expenses	\$ 3,199	\$ 3,602	\$ (403)	(11.2%)
Contribution Margin	\$ 3,579	\$ 3,392	\$ 187	5.5%
% of Revenue	11.9%	10.9%		
Administrative Expense	\$ 1,897	\$ 2,015	\$ (118)	(5.9%)
Operating Income	\$ 1,682	\$ 1,377	\$ 305	22.1%
% of Revenue	5.6%	4.4%		

TRANSCAT, INC. Additional Information - Business Segment Data

(Dollars in thousands) (Unaudited)

		FY 2016		FY 2015		Change			
SERVICE		YTD		YTD		\$'s	%		
Service Revenue	\$	A1 6A7	¢	27 226	¢	1 211	11.5%		
	-	41,647	\$	37,336	\$	4,311			
Cost of Revenue	\$	31,383	\$	28,037	\$	3,346	11.9%		
Gross Profit	\$	10,264	\$	9,299	\$	965	10.4%		
Gross Margin		24.6%		24.9%					
Selling, Marketing & Warehouse Expenses	\$	4,826	\$	4,932	\$	(106)	(2.1%)		
Contribution Margin	\$	5,438	\$	4,367	\$	1,071	24.5%		
% of Revenue		13.1%		11.7%					
Administrative Expense	\$	3,155	\$	2,873	\$	282	9.8%		
Operating Income	\$	2,283	\$	1,494	\$	789	52.8%		
% of Revenue		5.5%		4.0%					
	F	Y 2016	F	Y 2015		Chan	ge		
DISTRIBUTION		YTD		YTD		\$'s	%		
Distribution Sales	\$	47,659	\$	53,946	\$	(6,287)	(11.7%)		
Cost of Sales	\$	37,346	\$	42,656	\$	(5,310)	(12.4%)		
Gross Profit	\$	10,313	\$	11,290	\$	(977)	(8.7%)		
Gross Margin		21.6%		20.9%					
Selling, Marketing & Warehouse Expenses	\$	5,142	\$	5,574	\$	(432)	(7.8%)		
Contribution Margin	\$	5,171	\$	5,716	\$	(545)	(9.5%)		
% of Sales		10.8%		10.6%					
Administrative Expense	\$	3,375	\$	3,558	\$	(183)	(5.1%)		
Operating Income	\$	1,796	\$	2,158	\$	(362)	(16.8%)		
% of Sales		3.8%		4.0%					
	F	Y 2016	F	Y 2015		Chan	ge		
TOTAL		YTD		YTD		\$'s	%		
Total Revenue	\$	89,306	\$	91,282	\$	(1,976)	(2.2%)		
Total Cost of Revenue	\$	68,729	\$	70,693	\$	(1,964)	(2.8%)		
Gross Profit	\$	20,577	\$	20,589	\$	(12)	(0.1%)		
Gross Margin	*	23.0%	•	22.6%	•	·-/	(21.70)		
Selling, Marketing & Warehouse Expenses	\$	9,968	\$	10,506	\$	(538)	(5.1%)		
Contribution Margin	\$	10,609	\$	10,083	\$	526	5.2%		
				11.0%					

6,530

4,079

4.6%

6,431

3,652

4.0%

99

427

\$

1.5%

11.7%

Administrative Expense

Operating Income

% of Revenue