



Transcat, Inc. 35 Vantage Point Drive • Rochester • NY • 14624 • Phone: (585) 352-7777

IMMEDIATE RELEASE

# Transcat Reports Net Income Growth of 39% in Fiscal Year 2017 First Quarter

- Achieved record first quarter revenue of \$33.1 million
- Operating income improved 40% on 12% revenue growth
- Demonstrated continued operating leverage: 62% operating income growth on 27% revenue growth in the Service segment
- Further expansion in Southern California and key radio frequency market with the acquisition of Excalibur Engineering, Inc.

ROCHESTER, NY, July 26, 2016 – Transcat, Inc. (NASDAQ: TRNS) ("Transcat" or the "Company"), a leading provider of accredited calibration, repair, inspection and laboratory instrument services and value-added distributor of professional grade handheld test, measurement and control instrumentation, today reported financial results for its fiscal year 2017 ("fiscal 2017") first quarter, which ended June 25, 2016.

Lee D. Rudow, President and CEO, commented, "We kicked off the year with a strong first quarter as we executed our strategic plan effectively even as macro environment challenges continued. Our Service segment exhibited the significant leverage potential that is characteristic of this segment as our Service operating income grew 62% on 27% growth in revenue. We are particularly pleased with our consolidated operating results as they reflect our efforts to stabilize our Distribution segment. These efforts include a focus on our growing rental business, increased digital presence and the addition of the used equipment business from our recent acquisition, Excalibur Engineering."

Mr. Rudow added, "Our primary objectives in fiscal 2017 are organic revenue growth, expanding operating leverage in our Service segment, stabilizing Distribution segment margins, and continuing to integrate our recent acquisitions. This quarter is the first in which we report the year-over-year impact of our recent acquisitions, all of which are performing well and driving our differentiation in the market. We believe our first quarter results validate our ability to achieve our objectives."

First Quarter Fiscal 2017 Review	(Results are compared with the first quarter of fiscal 2016)
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(\$ in thousands)						Change		
	F	Y17 Q1	F	Y16 Q1		\$'s	%	
Service Revenue	\$	17,175	\$	13,535	\$	3,640	26.9%	
Distribution Sales	\$	15,972	\$	16,135	\$	(163)	(1.0%)	
Revenue	\$	33,147	\$	29,670	\$	3,477	11.7%	
Gross Profit	\$	8,246	\$	7,062	\$	1,184	16.8%	
Gross Margin		24.9%		23.8%				
Operating Income	\$	1,438	\$	1,027	\$	411	40.0%	
Operating Margin		4.3%		3.5%				
Net Income	\$	834	\$	601	\$	233	38.8%	
Net Margin		2.5%		2.0%				
Adjusted EBITDA*	\$	3.105	\$	1,994	\$	1,111	55.7%	
Adjusted EBITDA* Margin	·	9.4%	•	6.7%	Ŧ			

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\*See Note 1 on page 3 for a description of this non-GAAP financial measure and page 8 for the Adjusted EBITDA Reconciliation table.

Transcat achieved record first quarter revenue of \$33.1 million driven by Service segment revenue growth. Leverage from higher sales, improved mix and disciplined cost management drove higher net income.

#### Service segment revenue growth and operating margin expansion

The Service segment represents the Company's accredited calibration, repair, inspection and laboratory instrument services business (52% of total revenue for the first quarter of fiscal 2017)

(\$ in thousands)					 Change		
	F	Y17 Q1	F	Y16 Q1	 \$'s	%	
Service Segment Revenue Gross Profit Gross Margin	\$ \$	17,175 4,729 27.5%	\$ \$	13,535 3,531 <i>26.1%</i>	3,640 1,198	26.9% 33.9%	
Contribution Margin* % of Segment Revenue	\$	2,352 13.7%	\$	1,868 <i>13.8%</i>	\$ 484	25.9%	
Operating Income Operating Margin	\$	1,044 <i>6.1%</i>	\$	646 <i>4.8%</i>	\$ 398	61.6%	
Adjusted EBITDA* Adjusted EBITDA* Margin	\$	2,344 13.6%	\$	1,372 <i>10.1%</i>	\$ 972	70.8%	

\*See Note 1 on page 3 for a description of these non-GAAP financial measures and page 8 for the Adjusted EBITDA Reconciliation table and page 9 for further details on contribution margin.

Service revenue increased to a first quarter record and was driven by a combination of strong organic and acquisition-related growth. On a trailing twelve-month basis, Service segment revenue was \$62.8 million, up 18.1% compared with the corresponding trailing-twelve month period of fiscal 2016. The Company believes that trailing twelve-month data is more indicative of the long-term progress of the Service segment.

Operating leverage inherent in the Service segment enabled gross margin expansion of 140 basis points and operating margin improvement of 130 basis points.

### Stabilizing the Distribution segment

The Distribution segment represents the Company's distribution of professional grade handheld test, measurement and control instrumentation (48% of total revenue for the first quarter of fiscal 2017)

(\$ in thousands)					Change		
	F	Y17 Q1	F	Y16 Q1	 \$'s	%	
Distribution Segment Sales	\$	15,972	\$	16,135	\$ (163)	(1.0%)	
Gross Profit	\$	3,517	\$	3,531	\$ (14)	(0.4%)	
Gross Margin		22.0%		21.9%			
Contribution Margin*	\$	1,646	\$	1,654	\$ (8)	(0.5%)	
% of Segment Sales		10.3%		10.3%			
Operating Income	\$	394	\$	381	\$ 13	3.4%	
Operating Margin		2.5%		2.4%			
Adjusted EBITDA*	\$	761	\$	622	\$ 139	22.3%	
Adjusted EBITDA* Margin		4.8%		3.9%			

\*See Note 1 on page 3 for a description of these non-GAAP financial measures and page 8 for the Adjusted EBITDA Reconciliation table and page 9 for further details on contribution margin.

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Distribution segment sales and gross margin were essentially flat year-over-year due to a combination of strategic growth initiatives, including an expansion of the Company's high margin rental business, and incremental Distribution sales from the April 2016 Excalibur acquisition, which offset an otherwise challenging environment for this segment. Segment operating income was also flat year-over-year, though up 10 basis points to 2.5% as a percentage of segment sales.

## Strong and Flexible Balance Sheet to Support Growth Strategy

At June 25, 2016, the Company had total debt of \$27.3 million with \$11.4 million available under its secured revolving credit facility. Capital expenditures in the quarter were \$1.0 million, relatively consistent with the prior-year period of \$1.1 million. Investments were primarily for expanded Service segment capabilities and assets for the Company's rental business. Transcat reaffirmed its expectations that total capital expenditures will be approximately \$5.0 million to \$5.5 million in fiscal 2017.

## Outlook

Mr. Rudow concluded, "We are pleased with the execution of our strategic priorities and have great confidence that we are well-positioned to capitalize on the opportunities to benefit from the sales and cost synergies of our recent acquisitions. We are also encouraged by the opportunities available to continue to grow organically and via acquisition as we progress through fiscal 2017."

### Webcast and Conference Call

Transcat will host a conference call and webcast on Wednesday, July 27, 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 <u>www.transcat.com/investor-relations</u>.

A telephonic replay will be available from 2:00 p.m. ET on the day of the call through Wednesday, August 3, 2016. To listen to the archived call, dial (858) 384-5517 and enter conference ID number 13640531, or access the webcast replay at <u>www.transcat.com/investor-relations</u>, where a transcript will be posted 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, 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 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 8.

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

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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 table on page 9.

## **ABOUT TRANSCAT**

Transcat, Inc. is a leading provider of accredited calibration, repair, inspection and laboratory instrument services. The Company is focused on providing best-in-class services and products to highly regulated industries, including life science, aerospace and defense, pharmaceutical, medical device manufacturing and biotechnology. Transcat provides 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 value-added distributor that markets, sells and rents national and proprietary brand instruments to customers globally. Its e-commerce focused website and product catalog offer access to more than 100,000 test, measurement and control instruments, including products from approximately 540 leading manufacturers.

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. Forward-looking statements 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.

#### For more information contact:

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FINANCIAL TABLES FOLLOW.

# TRANSCAT, INC. CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Per Share Amounts)

	(Unaudited) First Quarter Ended						
	Jı	une 25, 2016		une 27, 2015			
Service Revenue	\$	17,175	\$	13,535			
Distribution Sales		15,972		16,135			
Total Revenue		33,147		29,670			
Cost of Service Revenue		12,446		10,004			
Cost of Distribution Sales		12,455		12,604			
Total Cost of Revenue		24,901		22,608			
Gross Profit		8,246		7,062			
Selling, Marketing and Warehouse							
Expenses		4,248		3,540			
Administrative Expenses		2,560		2,495			
Total Operating Expenses		6,808		6,035			
Operating Income		1,438		1,027			
Interest and Other Expense, net		168		95			
Income Before Income Taxes		1,270		932			
Provision for Income Taxes		436		331			
Net Income	\$	834	\$	601			
Basic Earnings Per Share Average Shares Outstanding	\$	0.12 6,954	\$	0.09 6,851			
Diluted Earnings Per Share Average Shares Outstanding	\$	0.12 7,161	\$	0.08 7,132			

# TRANSCAT, INC. CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share and Per Share Amounts)

ASSETS     Current Assets:       Cash     \$ 781     \$ 641       Accounts Receivable, less allowance for doubtful accounts of \$118     and \$113 as of June 25, 2016 and March 26, 2016, respectively     17,221     17,080       Other Receivables     934     881     Inventory, net     7,589     6,520       Prepaid Expenses and Other Current Assets     27,821     26,218     26,218       Property and Equipment, net     14,017     12,313     Godwill     32,705     29,112       Intangible Assets, net     9,607     8,211     1001     853     Total Assets     1,071     853       Total Assets     1,071     853     Total Assets     5     85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     Current Liabilities:     1,071     853     1,429     -       Current Liabilities:     7,408     7,688     1,429     -     -       Total Current Liabilities     1,6159     15,829     1,071     9,073       Deferred Tax Liability     1,181     1,071     1,974     1,823       Total Liabilities     25,91			(Unaudited) June 25, 2016	M	arch 26, 2016
Cash     \$     781     \$     641       Accounts Receivable, less allowance for doubtful accounts of \$118     and \$113 as of June 25, 2016 and March 26, 2016, respectively     17,221     17,080       Other Receivables     934     881       Inventory, net     7,589     6,520       Prepaid Expenses and Other Current Assets     1,296     1,096       Total Current Assets     27,821     26,218       Property and Equipment, net     14,017     12,313       Goodwill     32,705     29,112       Intrangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     \$     85,221     \$     76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     Current Liabilities:     1,071     853       Accounts Payable     \$     7,322     \$     8,141       Accrued Compensation and Other Liabilities     7,408     7,688     Current Portion of Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829      19,073       Deferred Tax Liability     1,181	ASSETS				
Accounts Receivable, less allowance for doubtful accounts of \$118   17,221   17,080     Other Receivables   934   881     Inventory, net   7,589   6,520     Prepaid Expenses and Other Current Assets   1,296   1,096     Total Current Assets   27,821   26,218     Property and Equipment, net   14,017   12,313     Goodwill   32,705   29,112     Intangible Assets, net   9,607   8,211     Other Assets   1,071   853     Total Assets   \$ 85,221 \$ 76,707     LIABILITIES AND SHAREHOLDERS' EQUITY   853     Current Liabilities:   7,408   7,688     Current Liabilities:   7,408   7,688     Current Portion of Long-Term Debt   1,429   -     Total Current Liabilities   16,159   15,829     Long-Term Debt   25,917   19,073     Deferred Tax Liability   1,181   1,071     Other Liabilities   45,171   37,796     Shareholders' Equity:   Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;   6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively <td>Current Assets:</td> <td></td> <td></td> <td></td> <td></td>	Current Assets:				
and \$113 as of June 25, 2016 and March 26, 2016, respectively   17,221   17,080     Other Receivables   934   881     Inventory, net   7,559   6,520     Prepaid Expenses and Other Current Assets   1,296   1,096     Total Current Assets   27,821   26,218     Property and Equipment, net   14,017   12,313     Goodwill   32,705   29,112     Intangible Assets, net   9,607   8,211     Other Assets   1,071   853     Total Assets   \$\$ 85,221   \$\$ 76,707     LIABILITIES AND SHAREHOLDERS' EQUITY   \$\$ 7,322   \$\$ 8,141     Accrued Compensation and Other Liabilities   7,408   7,688     Current Portion of Long-Term Debt   1,429   -     Total Current Liabilities   16,159   15,829     Long-Term Debt   1,429   -     Total Current Liabilities   1,914   1,823     Total Liabilities   1,914   1,82	Cash	\$	781	\$	641
Other Receivables     934     881       Inventory, net     7,589     6,520       Prepaid Expenses and Other Current Assets     1,296     1,096       Total Current Assets     27,821     26,218       Property and Equipment, net     14,017     12,313       Goodwill     32,705     29,112       Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     1,071     853       Total Assets     1,071     853       Total Assets     7,6707     7       Current Liabilities:     1,429     -       Accounts Payable     \$ 7,322     \$ 8,141       Accrued Compensation and Other Liabilities     7,408     7,688       Current Portion of Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829       Long-Term Debt     1,914     1,823       Total Liabilities     1,914     1,823       Total Liabilities     1,914     1,823       Total Liabilities     1,914     1,823 <	Accounts Receivable, less allowance for doubtful accounts of \$118				
Inventory, net     7,589     6,520       Prepaid Expenses and Other Current Assets     1,296     1,096       Total Current Assets     27,821     26,218       Property and Equipment, net     14,017     12,313       Goodwill     32,705     29,112       Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     1,071     853       Total Assets     1,071     853       Total Assets     1,071     853       Total Assets     1,071     853       Current Liabilities:     7,408     7,688       Current Payable     7,422     \$ 8,141       Accouds Compensation and Other Liabilities     16,159     15,829       Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829       Long-Term Debt     1,914     1,823       Total Liabilities     1,914     1,823       Total Liabilities     1,914     1,823       Total Liabilities     1,914     1,823	and \$113 as of June 25, 2016 and March 26, 2016, respectively		17,221		17,080
Prepaid Expenses and Other Current Assets     1,296     1,096       Total Current Assets     27,821     26,218       Property and Equipment, net     14,017     12,313       Goodwill     32,705     29,112       Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     \$ 85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     \$ 85,221     \$ 7,322     \$ 8,141       Accounts Payable     \$ 7,322     \$ 8,141     Accrued Compensation and Other Liabilities     7,408     7,688       Current Portion of Long-Term Debt     1,429     -     -     -       Total Current Liabilities     16,159     15,829     -     -       Long-Term Debt     25,917     19,073     -     -     -       Deferred Tax Liabilities     1,181     1,071     37,796     -       Shareholders' Equity:     Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;     6,987,342 and 6,923,557 shares issued and outstanding     -     -       as of June 25, 2016 and March 26, 2016, respectively     3,4	Other Receivables		934		881
Total Current Assets     27,821     26,218       Property and Equipment, net     14,017     12,313       Goodwill     32,705     29,112       Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     \$ 85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     \$ 85,221     \$ 76,707       Current Liabilities:     Accounts Payable     \$ 7,322     \$ 8,141       Accrued Compensation and Other Liabilities     7,408     7,688       Current Portion of Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829       Long-Term Debt     25,917     19,073       Deferred Tax Liability     1,181     1,071       Other Liabilities     1,914     1,823       Total Liabilities     1,914     1,823       <	Inventory, net		7,589		6,520
Property and Equipment, net     14,017     12,313       Goodwill     32,705     29,112       Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     \$ 85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     \$ 7,322     \$ 8,141       Accounts Payable     \$ 7,322     \$ 8,141       Accured Compensation and Other Liabilities     7,408     7,688       Current Portion of Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829       Long-Term Debt     25,917     19,073       Deferred Tax Liabilities     1,914     1,823       Total Liabilities     1,914     1,823       Total Liabilities     45,171     37,796       Shareholders' Equity:     Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;     6,987,342 and 6,923,557 shares issued and outstanding       as of June 25, 2016 and March 26, 2016, respectively     3,494     3,462       Capital in Excess of Par Value     13,226     12,993       Accumulated Other Comprehensive Loss     (279)	Prepaid Expenses and Other Current Assets		1,296		1,096
Goodwill     32,705     29,112       Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     \$ 85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     \$ 7,322     \$ 8,141       Accounts Payable     \$ 7,322     \$ 8,141       Accounds Payable     \$ 7,322     \$ 8,141       Accured Compensation and Other Liabilities     7,408     7,688       Current Portion of Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829       Long-Term Debt     25,917     19,073       Deferred Tax Liabilities     1,914     1,823       Total Liabilities     1,914     1,823       Total Liabilities     45,171     37,796       Shareholders' Equity:     Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;     6,987,342 and 6,923,557 shares issued and outstanding       as of June 25, 2016 and March 26, 2016, respectively     3,494     3,462       Capital in Excess of Par Value     13,226     12,993       Accumulated Other Comprehensive Loss     (279)     (35	Total Current Assets		27,821		26,218
Intangible Assets, net     9,607     8,211       Other Assets     1,071     853       Total Assets     \$ 85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY     Current Liabilities:     7,322     \$ 8,141       Accounts Payable     \$ 7,322     \$ 8,141       Accounts Payable     \$ 7,322     \$ 8,141       Accounts Polyable     \$ 7,322     \$ 8,141       Accounts Polyable     \$ 7,408     7,688       Current Portion of Long-Term Debt     1,429     -       Total Current Liabilities     16,159     15,829       Long-Term Debt     25,917     19,073       Deferred Tax Liability     1,181     1,071       Other Liabilities     1,914     1,823       Total Liabilities     45,171     37,796       Shareholders' Equity:     Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;     6,987,342 and 6,923,557 shares issued and outstanding       as of June 25, 2016 and March 26, 2016, respectively     3,494     3,462       Capital in Excess of Par Value     13,226     12,993       Accumulated Other Comprehensive Loss     (279	Property and Equipment, net		14,017		12,313
Other Assets1,071853Total Assets\$ 85,221\$ 76,707LIABILITIES AND SHAREHOLDERS' EQUITYCurrent Liabilities: Accounts Payable\$ 7,322\$ 8,141Accrued Compensation and Other Liabilities7,4087,688Current Portion of Long-Term Debt1,429-Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liabilities1,1811,071Other Liabilities1,9141,823Total Labilities45,17137,796Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,9934ccumulated Other Comprehensive Loss(279)(358)Retained Earnings Total Shareholders' Equity23,60922,81440,05038,911	Goodwill		32,705		29,112
Total Assets     \$ 85,221     \$ 76,707       LIABILITIES AND SHAREHOLDERS' EQUITY          Current Liabilities:	Intangible Assets, net		9,607		8,211
LIABILITIES AND SHAREHOLDERS' EQUITYCurrent Liabilities:Accounts Payable\$ 7,322\$ 8,141Accrued Compensation and Other Liabilities7,4087,688Current Portion of Long-Term Debt1,429-Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,81440,05038,911101	Other Assets		1,071		853
Current Liabilities:\$ 7,322\$ 8,141Accounts Payable\$ 7,322\$ 8,141Accrued Compensation and Other Liabilities7,4087,688Current Portion of Long-Term Debt1,429-Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,9934ccumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Total Assets	\$	85,221	\$	76,707
Accounts Payable\$ 7,322\$ 8,141Accounds Compensation and Other Liabilities7,4087,688Current Portion of Long-Term Debt1,429-Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;5,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,9934ccumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,81440,05038,911	LIABILITIES AND SHAREHOLDERS' EQUITY				
Accrued Compensation and Other Liabilities7,4087,688Current Portion of Long-Term Debt1,429-Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,99312,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Current Liabilities:				
Current Portion of Long-Term Debt1,429Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,99312,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Accounts Payable	\$	7,322	\$	8,141
Total Current Liabilities16,15915,829Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,4623,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Accrued Compensation and Other Liabilities		7,408		7,688
Long-Term Debt25,91719,073Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,99312,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Current Portion of Long-Term Debt		1,429		-
Deferred Tax Liability1,1811,071Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,99312,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Total Current Liabilities		16,159		15,829
Other Liabilities1,9141,823Total Liabilities45,17137,796Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Long-Term Debt		25,917		19,073
Total Liabilities45,17137,796Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Deferred Tax Liability		1,181		1,071
Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Other Liabilities		1,914		1,823
Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Total Liabilities		45,171		37,796
6,987,342 and 6,923,557 shares issued and outstanding as of June 25, 2016 and March 26, 2016, respectively3,4943,462Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911	Shareholders' Equity:				
as of June 25, 2016 and March 26, 2016, respectively   3,494   3,462     Capital in Excess of Par Value   13,226   12,993     Accumulated Other Comprehensive Loss   (279)   (358)     Retained Earnings   23,609   22,814     Total Shareholders' Equity   40,050   38,911		ed;			
Capital in Excess of Par Value13,22612,993Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911			3,494		3.462
Accumulated Other Comprehensive Loss(279)(358)Retained Earnings23,60922,814Total Shareholders' Equity40,05038,911					
Retained Earnings     23,609     22,814       Total Shareholders' Equity     40,050     38,911	•				,
Total Shareholders' Equity40,05038,911			( )		. ,
	<b>C</b>				
		\$		\$	

### TRANSCAT, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands)

(Unaudited)

	First Quarter Ended				
	Jun	e 25,	Ju	ne 27,	
	20	016	2	2015	
Cash Flows from Operating Activities:					
Net Income	\$	834	\$	601	
Adjustments to Reconcile Net Income to Net Cash (Used in) Provided					
by Operating Activities:					
Loss on Sale of Property and Equipment		4		25	
Deferred Income Taxes		110		(139)	
Depreciation and Amortization		1,549		840	
Provision for Accounts Receivable and Inventory Reserves		49		52	
Stock-Based Compensation Expense		149		171	
Changes in Assets and Liabilities:					
Accounts Receivable and Other Receivables		730		2,896	
Inventory		(815)		161	
Prepaid Expenses and Other Assets		(433)		(26)	
Accounts Payable		(1,186)		(1,162)	
Accrued Compensation and Other Liabilities		(1,131)		(1,172)	
Income Taxes Payable		-		389	
Net Cash (Used in) Provided by Operating Activities		(140)		2,636	
Cash Flows from Investing Activities:					
Purchase of Property and Equipment		(967)		(1,089)	
Business Acquisitions, net of cash acquired		(6,923)		(700)	
Net Cash Used in Investing Activities		(7,890)		(1,789)	
Cash Flows from Financing Activities:					
Repayment of Revolving Credit Facility, net		(1,489)		(697)	
Proceeds from Term Loan		10,000		-	
Repayments of Term Loan		(238)		-	
Issuance of Common Stock		175		127	
Repurchase of Common Stock		(98)		(65)	
Excess Tax Benefits Related to Stock-Based Compensation		-		(22)	
Net Cash Provided by (Used in) Financing Activities		8,350		(657)	
Effect of Exchange Rate Changes on Cash		(180)		(205)	
Net Increase (Decrease) in Cash		140		(15)	
Cash at Beginning of Period		641		65	
Cash at End of Period	\$	781	\$	50	

## TRANSCAT, INC. Adjusted EBITDA Reconciliation Table (Dollars in thousands) (Unaudited)

	<u>FY2017</u>								
	C	21	Q2		Q3	Q4		Y	TD
Net Income	\$	834						\$	834
+ Interest Expense		137							137
+ Other Expense / (Income)		31							31
+ Tax Provision		436							436
Operating Income	\$	1,438	\$	-	\$	- \$	-	\$	1,438
+ Depreciation & Amortization		1,549							1,549
+ Other (Expense) / Income		(31)							(31)
+ Noncash Stock Compensation		149							149
Adjusted EBITDA	\$	3,105	\$	-	\$	- \$	-	\$	3,105
Segment Breakdown									
Service Operating Income	\$	1,044						\$	1,044
+ Depreciation & Amortization		1,247							1,247
+ Other (Expense) / Income		(27)							(27)
+ Noncash Stock Compensation		80							80
Service Adjusted EBITDA	\$	2,344	\$	-	\$	- \$	-	\$	2,344
Distribution Operating Income	\$	394						\$	394
+ Depreciation & Amortization		302							302
+ Other (Expense) / Income		(4)							(4)
+ Noncash Stock Compensation		69							69
Distribution Adjusted EBITDA	\$	761	\$	-	\$	- \$	-	\$	761

	FY2016									
	C	Q1	C	22	(	23	(	24	Y	TD
Net Income	\$	601	\$	878	\$	1,068	\$	1,577	\$	4,124
+ Interest Expense		51		48		54		94		247
+ Other Expense / (Income)		44		(12)		8		8		48
+ Tax Provision		331		456		552		544		1,883
Operating Income	\$	1,027	\$	1,370	\$	1,682	\$	2,223	\$	6,302
+ Depreciation & Amortization		840		902		969		1,235		3,946
+ Other (Expense) / Income		(44)		12		(8)		(8)		(48)
+ Noncash Stock Compensation		171		109		4		75		359
Adjusted EBITDA	\$	1,994	\$	2,393	\$	2,647	\$	3,525	\$	10,559
Segment Breakdown										
Service Operating Income	\$	646	\$	839	\$	799	\$	1,871	\$	4,155
+ Depreciation & Amortization		680		717		751		1,068		3,216
+ Other (Expense) / Income		(39)		1		(18)		(8)		(64)
+ Noncash Stock Compensation		85		51		(2)		37		171
Service Adjusted EBITDA	\$	1,372	\$	1,608	\$	1,530	\$	2,968	\$	7,478
Distribution Operating Income	\$	381	\$	531	\$	883	\$	352	\$	2,147
+ Depreciation & Amortization		160		185		218		167		730
+ Other (Expense) / Income		(5)		11		10		0		16
+ Noncash Stock Compensation		86		58		6		38		188
Distribution Adjusted EBITDA	\$	622	\$	785	\$	1,117	\$	557	\$	3,081

#### TRANSCAT, INC. Additional Information - Business Segment Data (Dollars in thousands) (Unaudited)

			Chan	ge
SERVICE	FY 2017 Q1	FY 2016 Q1	\$'s	%
Service Revenue	\$ 17,175	\$ 13,535	\$ 3,640	26.9%
Cost of Revenue	\$ 12,446	\$ 10,004	\$ 2,442	24.4%
Gross Profit	\$ 4,729	\$ 3,531	\$ 1,198	33.9%
Gross Margin	27.5%	26.1%		
Selling, Marketing & Warehouse	\$ 2,377	\$ 1,663	\$ 714	42.9%
Contribution Margin	\$ 2,352	\$ 1,868	\$ 484	25.9%
% of Revenue	13.7%	13.8%		
Administrative Expense	\$ 1,308	\$ 1,222	\$ 86	7.0%
Operating Income	\$ 1,044	\$ 646	\$ 398	61.6%
Operating Margin	6.1%	4.8%		
			Chan	ge
DISTRIBUTION	FY 2017 Q1	FY 2016 Q1	\$'s	%
Distribution Sales	\$ 15,972	\$ 16,135	\$ (163)	(1.0%)
Cost of Sales	\$ 12,455	\$ 12,604	\$ (149)	(1.2%)
Gross Profit	\$ 3,517	\$ 3,531	\$ (14)	(0.4%)
Gross Margin	22.0%	21.9%		

Croco margin	22.070	21.070		
Selling, Marketing & Warehouse	\$ 1,871	\$ 1,877	\$ (6)	(0.3%)
Contribution Margin	\$ 1,646	\$ 1,654	\$ (8)	(0.5%)
% of Sales	10.3%	10.3%		
Administrative Expense	\$ 1,252	\$ 1,273	\$ (21)	(1.6%)
Operating Income	\$ 394	\$ 381	\$ 13	3.4%
Operating Margin	2.5%	2.4%		

					Change			
TOTAL	FY	2017 Q1	FY	2016 Q1		\$'s	%	
Total Revenue	\$	33,147	\$	29,670	\$	3,477	11.7%	
Total Cost of Revenue	\$	24,901	\$	22,608	\$	2,293	10.1%	
Gross Profit	\$	8,246	\$	7,062	\$	1,184	16.8%	
Gross Margin		24.9%		23.8%				
Selling, Marketing & Warehouse	\$	4,248	\$	3,540	\$	708	20.0%	
Contribution Margin	\$	3,998	\$	3,522	\$	476	13.5%	
% of Revenue		12.1%		11.9%				
Administrative Expense	\$	2,560	\$	2,495	\$	65	2.6%	
Operating Income	\$	1,438	\$	1,027	\$	411	40.0%	
Operating Margin		4.3%		3.5%				