

# NEWS RELEASE

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

## IMMEDIATE RELEASE

# Transcat Reports 13% Operating Income Growth on Record Revenue of \$40.5 million for Fiscal 2018 Third Quarter

- Service segment revenue up 7.5% all on organic growth
- Service gross margin improved 30 basis points from productivity improvements
- Record Distribution sales of \$21.7 million
- Achieved quarterly diluted earnings per share of \$0.25; Reduced U.S. corporate tax rate contributed \$0.04

ROCHESTER, NY, January 29, 2018 – <u>Transcat, Inc.</u> (NASDAQ: TRNS) ("Transcat" or the "Company"), a leading provider of accredited calibration, repair, inspection and laboratory instrument services and valueadded distributor of professional grade handheld test, measurement and control instrumentation, today reported financial results for its third quarter ended December 23, 2017 (the "third quarter") of fiscal year 2018, which ends March 31, 2018 ("fiscal 2018").

"We are pleased to report strong third quarter results in both segments. This quarter represents record results for our Distribution segment as momentum in our core sales as well as rentals continues to be strong. Our Service segment generated solid organic growth of 7.5% and delivered improved productivity with a 30 basis point increase in gross margin," commented Lee D. Rudow, President and CEO. "Transcat continues to demonstrate results consistent with the effective execution of our strategic plan."

(\$ in thousands)			Chan	ge
	FY18 Q3	FY17 Q3	\$'s	%
Service Revenue	\$18,769	\$17,455	\$1,314	7.5%
Distribution Sales	\$21,714	\$20,358	\$1,356	6.7%
Revenue	\$40,483	\$37,813	\$2,670	7.1%
Gross Profit	\$9,701	\$8,915	\$786	8.8%
Gross Margin	24.0%	23.6%		
Operating Income	\$2,654	\$2,353	\$301	12.8%
Operating Margin	6.6%	6.2%		
Net Income	\$1,831	\$1,270	\$561	44.2%
Net Margin	4.5%	3.4%		
Adjusted EBITDA*	\$4,400	\$3,901	\$499	12.8%
Adjusted EBITDA* Margin	10.9%	10.3%	·	

Third Quarter Fiscal 2018 Review (Results are compared with the third quarter of the fiscal year ended March 25, 2017 ("fiscal 2017"))

\*See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

Transcat achieved record consolidated quarterly revenue of \$40.5 million, up 7.1%. Consolidated gross profit grew by 8.8% and gross margin improved 40 basis points. General and Administrative expenses were up \$0.5 million to \$2.9 million, which reflected the Company's continued investment in its infrastructure and operational excellence initiatives. Overall, operating income increased \$0.3 million and operating margin increased 40 basis points to 6.6%.

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On December 22, 2017, the Tax Cuts and Jobs Act (H.R. 1) (the "Act") was signed into law. The Act includes numerous changes in existing tax law, including a permanent reduction in the federal corporate income tax rate from 35% to 21%. The Act contains other provisions that are not expected to materially impact the Company. As a result of the reduction in the federal income tax rates, the effective tax rate for the third quarter of fiscal 2018 was 21.9% from the prescribed blending of old and new federal income tax rates and the reduction of certain deferred tax liabilities previously recorded. Third quarter diluted earnings per share increased \$0.07 to \$0.25, of which \$0.04 of the increase was due to the Act.

#### Service segment delivers solid organic growth while focusing on productivity enhancements

Represents the accredited calibration, repair, inspection and laboratory instrument services business (46% of total revenue for the third quarter of fiscal 2018).

(\$ in thousands)					 Chan	ge
	F	Y18 Q3	F	Y17 Q3	 \$'s	%
Service Segment Revenue	\$	18,769	\$	17,455	\$ 1,314	7.5%
Gross Profit Gross Margin	\$	4,699 25.0%	\$	4,306 <i>24.7%</i>	\$ 393	9.1%
Operating Income Operating Margin	\$	1,063 <i>5.7%</i>	\$	941 5.4%	\$ 122	13.0%
Adjusted EBITDA* Adjusted EBITDA* Margin	\$	2,278 12.1%	\$	2,067 11.8%	\$ 211	10.2%

\*See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

Service revenue increased 7.5% on all organic growth, and was comprised of new business from the life science market and growth in general industrial manufacturing, which includes both the defense and aerospace markets.

Gross profit increased \$0.4 million and gross margin improved 30 basis points due to productivity improvements, including the ramp-up in productivity from technicians hired earlier in the fiscal year.

#### Diversified sales channels lift Distribution segment

Represents the distribution and rental of new and used professional grade handheld test, measurement and control instrumentation (54% of total revenue for the third quarter of fiscal 2018).

(\$ in thousands)					Chan	ge
	F	Y18 Q3	F	Y17 Q3	 \$'s	%
Distribution Segment Sales	\$	21,714	\$	20,358	\$ 1,356	6.7%
Gross Profit	\$	5,002	\$	4,609	\$ 393	8.5%
Gross Margin		23.0%		22.6%		
Operating Income	\$	1,591	\$	1,412	\$ 179	12.7%
Operating Margin		7.3%		6.9%		
Adjusted EBITDA*	\$	2,122	\$	1,834	\$ 288	15.7%
Adjusted EBITDA* Margin		9.8%		9.0%		

\*See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

The Distribution sales increase reflected higher demand from industrial customers, including new equipment sold through the Company's independent representative network and increased web-based sales. It also reflects higher rental revenue, which was up 44% to \$1.0 million in the quarter. Despite a decrease in year over year volume-based vendor rebates, the segment recorded a 40 basis point improvement in gross margin.

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#### Nine Month Review (Results are compared with the first nine months of fiscal 2017)

Total revenue was \$112.7 million, up 6.9%, or \$7.2 million for the first nine months of fiscal 2018, all from organic growth. Consolidated gross margin was 23.6% of revenue, down 30 basis points primarily due to Service segment productivity challenges earlier in fiscal 2018. As a percentage of total revenue, consolidated operating expenses were 18.7%, down 10 basis points. As a result, operating income increased \$0.2 million to \$5.5 million, or 4.9% of revenue. Net income was \$3.5 million compared with \$3.1 million, of which \$0.3 million of this increase was from lower income tax expense resulting from the new tax Act. Adjusted EBITDA improved 7.3% to \$11.1 million. See Note 1 on page 4 for a description of this non-GAAP financial measure and page 9 for the Adjusted EBITDA Reconciliation table.

## **Balance Sheet and Cash Flow Overview**

Capital expenditures were \$5.1 million for the first nine months of fiscal 2018. Investments were primarily for assets for customer-driven expansion of Service segment capabilities, including mobile calibration fleet investments and RF/electronics assets for the aerospace/defense and life science markets, and purchases of rental business assets.

On October 30, 2017, the Company entered into an amended and restated credit facility agreement, which extended the term of the Company's \$30.0 million revolving credit facility to 2021 and increased the amount of the term loan to \$15.0 million, replacing the previous term loan. The excess funds of the new term loan were used to repay amounts outstanding under the revolving credit facility.

At December 23, 2017, the Company had total debt of \$26.2 million, with \$18.4 million available under its credit facility. Total debt compared with fiscal 2017 year-end was down \$1.1 million. The Company's leverage ratio, as defined in the credit agreement, was 1.72 at December 23, 2017, compared with 1.88 at fiscal 2017 year-end.

As previously announced, on December 20, 2017, the Company filed a universal shelf registration statement on Form S-3 with the United States Securities and Exchange Commission (the "SEC"). Under the shelf registration statement, the Company may from time to time in one or more future offerings, issue various types of securities up to an aggregate amount of \$50 million. Mr. Rudow noted, "While we have no immediate plans to use this registration statement, we are being proactive in our efforts to support our growth strategy." The SEC declared the shelf registration statement effective on January 5, 2018.

# Outlook

Mr. Rudow concluded, "We believe we are well positioned and on track for a record year in fiscal 2018. Our multi-year operational excellence initiatives are starting to gain traction and are positively impacting both segments. Our Service segment continues to strengthen its market position, particularly in the life science space where we believe our value proposition resonates the most, and where regulation and the high cost of failure drive recurring revenue streams. We will continue to focus on leveraging technology as a competitive advantage and a driver of increased margins."

Given the changes to the federal corporate income tax rate, Transcat expects its blended income tax rate for fiscal year 2018 to range between 28% and 29%. For fiscal year 2019, the Company expects its effective income tax rate to be approximately 26%.

The Company tightened its capital expenditures expectations for the full year fiscal 2018 to a range of \$6.0 million to \$6.3 million, which is being used primarily for IT infrastructure investments to drive operational excellence, specific customer-opportunity driven Service capabilities and additional assets for the Company's growing rental business.

## Webcast and Conference Call

Transcat will host a conference call and webcast on Tuesday, January 30, 2018 at 11:00 a.m. ET. Management will review the financial and operating results for the third quarter, as well as the Company's strategy and outlook. A question and answer session will follow the formal discussion. The review will be

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accompanied by a slide presentation, which will be available at <u>www.transcat.com/investor-relations</u>. 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 Tuesday, February 6, 2018. To listen to the archived call, dial (412) 317-6671 and enter conference ID number 13675052, 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-based compensation expense), which is a non-GAAP measure. The Company's management believes Adjusted EBITDA is an important measure of operating performance because it allows management, investors and others to evaluate and compare the performance of its core operations from period to period by removing the impact of the capital structure (interest), tangible and intangible asset base (depreciation and amortization), taxes, and stock-based compensation expense, which is not always commensurate with the reporting period in which it is included. As such, the Company uses Adjusted EBITDA as a measure of performance when evaluating its business segments and as a basis for planning and forecasting. Adjusted EBITDA is not a measure of financial performance under GAAP and is not calculated through the application of GAAP. As such, it should not be considered as a substitute for the GAAP measure. Adjusted EBITDA, as presented, 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.

#### **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 22 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 new and used national and proprietary brand instruments to customers primarily in North America. The Company believes its combined Service and Distribution segment offerings, experience, technical expertise and integrity create a unique and compelling value proposition for its customers.

Transcat's strategy is to leverage the complementary nature of its two operating segments, its comprehensive service capabilities, strong brand, enhanced e-commerce capabilities and leading distribution platform to drive organic sales growth. The Company will also look 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 at: <u>Transcat.com</u>.

#### Safe Harbor Statement

This news 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, Transcat Reports 13% Operating Income Growth on Record Revenue of \$40.5 million for Fiscal 2018 Third Quarter January 29, 2018 Page 5 of 11

profit margins, sales operations, capital expenditures, cash flows, operating income, growth strategy, segment growth, potential acquisitions, integration of acquired businesses, market position, customer preferences, outlook 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 Report 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, correct or publicly announce any revisions to any of the forward-looking statements contained in this news release.

#### For more information contact:

Michael J. Tschiderer, Chief Financial Officer Phone: (585) 352-7777 Email: <u>mtschiderer@transcat.com</u> Deborah K. Pawlowski, Investor Relations Phone: (716) 843-3908 Email: <u>dpawlowski@keiadvisors.com</u>

FINANCIAL TABLES FOLLOW.

# TRANSCAT, INC. CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Per Share Amounts)

	(Unaudited) Third Quarter Ended			(Unaudited) Nine Months Ended				
		ember 23, 2017	Dec	ember 24, 2016		ember 23, 2017		ember 24, 2016
Service Revenue	\$	18,769	\$	17,455	\$	55,490	\$	51,577
Distribution Sales	ψ	21,714	ψ	20,358	Ψ	57,199	Ψ	53,868
Total Revenue		40,483		37,813		112,689		105,445
		-10,-100		07,010		112,000		100,440
Cost of Service Revenue		14,070		13,149		41,835		38,402
Cost of Distribution Sales		16,712		15,749		44,308		41,855
Total Cost of Revenue		30,782		28,898		86,143		80,257
Gross Profit	. <u></u>	9,701		8,915		26,546		25,188
Selling, Marketing and Warehouse								
Expenses		4,150		4,159		12,247		12,612
General and Administrative Expenses		2,897	_	2,403	_	8,776		7,207
Total Operating Expenses		7,047		6,562		21,023		19,819
Operating Income		2,654		2,353		5,523		5,369
Interest and Other Expense, net		311		188		854		547
Income Before Income Taxes		2,343		2,165		4,669		4,822
Provision for Income Taxes		512		895		1,201		1,729
	<b>•</b>	4 004	¢	4 070	<b>^</b>	0.400	٠	0.000
Net Income	\$	1,831	\$	1,270	\$	3,468	\$	3,093
Basic Earnings Per Share	\$	0.26	\$	0.18	\$	0.49	\$	0.44
Average Shares Outstanding	·	7,142	•	7,010	·	7,115	·	6,984
Diluted Earnings Per Share	\$	0.25	\$	0.18	\$	0.48	\$	0.43
Average Shares Outstanding	-	7,319		7,204		7,273	·	7,161

# TRANSCAT, INC. CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share and Per Share Amounts)

ASSETS         S         504         \$         842           Cash         \$         504         \$         842           Accounts Receivable, less allowance for doubtful accounts of \$270         and \$210 as of December 23, 2017 and March 25, 2017, respectively         22,700         22,049           Other Receivables         1,535         1,227         Inventory, net         11,144         10,278           Prepaid Expenses and Other Current Assets         988         1,193         35,589         Property and Equipment, net         32,823         32,520           Intangible Assets, net         5,984         7,519         91,235         \$         92,097           Total Assets         1,079         901         1         11,615         Accounts Payable         \$         11,478         \$         11,615           Accounts Payable         \$         11,478         \$         11,615         Account Liabilities         4,624         5,907           LIABILITIES AND SHAREHOLDERS' EQUITY         2,143         1,429         1,615         Account Liabilities         4,613         19,756           Long-Term Debt         2,143         1,429         1615         468         805         1,34         0ther Liabilities         1,960         1,933         1,34 </th <th></th> <th colspan="2">(Unaudited) December 23, 2017</th> <th>М</th> <th>arch 25, 2017</th>		(Unaudited) December 23, 2017		М	arch 25, 2017
Cash         \$         504         \$         842           Accounts Receivable, less allowance for doubtful accounts of \$270 and \$210 as of December 23, 2017 and March 25, 2017, respectively         22,700         22,049           Other Receivables         1,535         1,227           Inventory, net         11,144         10,278           Prepaid Expenses and Other Current Assets         988         1,193           Total Current Assets         36,871         35,589           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         \$         94,235         \$         92,097           LIABILITIES AND SHAREHOLDERS' EQUITY           4,524         5,907           Current Liabilities:         4,524         5,907         1ncome Taxes Payable         468         805           Current Labilities         14,615         4,524         5,907         1ncome Taxes Payable         24,103         25,883           Current Portion of Long-Term Debt         2,143         1,429         14,853         11,945           Deferred	ASSETS				
Accounts Receivable, less allowance for doubtful accounts of \$270 and \$210 as of December 23, 2017 and March 25, 2017, respectively         22,700         22,049           Other Receivables         1,535         1,227           Inventory, net         11,144         10,278           Prepaid Expenses and Other Current Assets         988         1,193           Total Current Assets         36,871         35,589           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         \$94,235         \$ 92,097 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> Current Liabilities:         4,524         5,907           Accounts Payable         \$ 94,235         \$ 92,097         901           Total Assets         \$ 94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         4,524         5,907           Income Taxes Payable         \$ 11,478         \$ 11,615         4,524         5,907           Income Taxes Payable         \$ 4,524         5,907         16,613         19,756           Long-Term Debt         2,143         1,429         1,429         17,455	Current Assets:				
and \$210 as of December 23, 2017 and March 25, 2017, respectively         22,700         22,049           Other Receivables         1,535         1,227           Inventory, net         11,144         10,278           Prepaid Expenses and Other Current Assets         988         1,193           Total Current Assets         36,871         35,589           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,250           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         \$ 94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         4,524         5,907           Accounts Payable         468         805         Current Payable         468         805           Current Portion of Long-Term Debt         2,143         1,429         756         1,34           Incore Taxe Payable         24,103         25,883         26,631         48,696           Long-Term Debt         24,103         25,883         1,923         704         1,923           Total Liabilities         1,960         1,923         1,144,475         48,696      S	Cash	\$	504	\$	842
Other Receivables         1,535         1,227           Inventory, net         11,144         10,278           Prepaid Expenses and Other Current Assets         988         1,193           Total Current Assets         36,871         35,589           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         4,524         5,907           Accounts Payable         \$ 11,478         \$ 11,615         \$ 4,524         5,907           Income Taxes Payable         468         805         \$ 2007         Income Taxes Payable         468         805           Current Portion of Long-Term Debt         2,143         1,429         Total Current Liabilities         18,613         19,756           Long-Term Debt         24,103         25,883         25,631         48,696           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, res	and \$210 as of December 23, 2017 and March 25, 2017,		22 700		22.040
Inventory, net         11,144         10,278           Prepaid Expenses and Other Current Assets         988         1,193           Total Current Assets         36,871         35,589           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         4,524         \$,907           Accounts Payable         468         805         Current Payable         468           Accounts Payable         468         805         Current Portion of Long-Term Debt         2,143         1,429           Total Current Liabilities         18,613         19,756         1,960         1,923           Long-Term Debt         24,103         25,883         Deferred Tax Liability         955         1,134           Other Liabilities         1,960         1,923         Total Liabilities         1,960         1,923           Total Liabilities         1,960         1,923         14,4753         12,996           Shareholders' Equity:			-		
Prepaid Expenses and Other Current Assets         968         1,193           Total Current Assets         36,871         35,589           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intanjible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         4,524         5,907           Accounts Payable         \$ 11,478         \$ 11,615         468         805           Current Portion of Long-Term Debt         2,143         1429         1429           Total Labilities         18,613         19,756         1,960         1,923           Long-Term Debt         24,103         25,883         25,833         1,960         1,923           Total Liabilities         1,960         1,923         1,043         48,696         3,572         3,522           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively         3,572         3,522           Capital in Excess of Par			-		
Total Current Assets         36,871         35,559           Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         Accounts Payable         \$ 11,478         \$ 11,615           Accounts Payable         \$ 11,478         \$ 11,615         Accrued Compensation and Other Liabilities         4,524         5,907           Income Taxes Payable         468         805         Current Portion of Long-Term Debt         2,143         14,229           Total Current Liabilities         18,613         19,756         1046         24,103         25,883           Deferred Tax Liability         955         1,134         04,603         25,883         19,956           Cohrmon Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding         3,572         3,522           Gapital in Excess of Par Value         14,553         12,996         3,640         27,297           Total Shareholders' Equity         48,604         4	-		-		
Property and Equipment, net         17,478         15,568           Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         \$         11,478         \$ 11,478           Current Liabilities:         4,524         5,907           Accounts Payable         \$ 11,478         \$ 11,615           Accounts Payable         468         805           Current Liabilities         18,613         19,756           Long-Term Debt         2,143         1,429           Total Current Liabilities         18,613         19,756           Long-Term Debt         24,103         25,883           Deferred Tax Liability         955         1,134           Other Liabilities         1,960         1,923           Total Liabilities         1,960         1,923           Total Liabilities         3,572         3,522           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding           as of December 23, 2017 and March 25, 2017, respectively         3,572					
Goodwill         32,823         32,520           Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         \$ 94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY             Current Liabilities:         Accounts Payable         \$ 11,478         \$ 11,615           Accounts Payable         \$ 4,624         5,907            Income Taxes Payable         468         805            Current Portion of Long-Term Debt         2,143         1,429            Total Current Liabilities         18,613         19,756            Long-Term Debt         24,103         25,883             Deferred Tax Liabilities         1,960         1,923             Total Liabilities         1,960         1,923              Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding         as of December 23, 2017 and March 25, 2017, respectively         3,572         3,522           Capital in Excess of Par Value         14,553         12,996            <			-		-
Intangible Assets, net         5,984         7,519           Other Assets         1,079         901           Total Assets         \$ 94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         X         X           Accounts Payable         \$ 11,478         \$ 11,615         Accrued Compensation and Other Liabilities         4,524         5,907           Income Taxes Payable         468         805         2,143         1,429           Total Current Debt         2,143         1,429         104           Total Current Liabilities         18,613         19,756           Long-Term Debt         24,103         25,883         26,863           Deferred Tax Liability         955         1,134         01,923           Other Liabilities         1,960         1,923         1,960           Total Liabilities         1,960         1,923         45,631         48,696           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding         3,572         3,522           Capital in Excess of Par Value         14,553         12,996         4ccumulated Other Comprehensive Loss         (161)         (414)			-		-
Other Assets         1,079         901           Total Assets         \$ 94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY         Current Liabilities:         Accounts Payable         \$ 11,478         \$ 11,615           Accounts Payable         \$ 11,478         \$ 11,478         \$ 11,615           Accounts Payable         \$ 4,524         5,907           Income Taxes Payable         468         805           Current Portion of Long-Term Debt         2,143         1,429           Total Current Liabilities         18,613         19,756           Long-Term Debt         24,103         25,883           Deferred Tax Liability         955         1,134           Other Liabilities         1,960         1,923           Total Liabilities         1,960         1,923           Total Liabilities         45,631         48,696           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding           as of December 23, 2017 and March 25, 2017, respectively         3,572         3,522           Capital in Excess of Par Value         14,553         12,996           Accumulated Other Comprehensive Loss         (161)         (414)					
Total Assets         \$ 94,235         \$ 92,097           LIABILITIES AND SHAREHOLDERS' EQUITY              Current Liabilities:         Accounts Payable         \$ 11,478         \$ 11,615           Accrued Compensation and Other Liabilities         4,524         5,907           Income Taxes Payable         468         805           Current Portion of Long-Term Debt         2,143         1,429           Total Current Liabilities         18,613         19,756           Long-Term Debt         24,103         25,883           Deferred Tax Liability         955         1,134           Other Liabilities         1,960         1,923           Total Liabilities         45,631         48,696           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding           as of December 23, 2017 and March 25, 2017, respectively         3,572         3,522           Capital in Excess of Par Value         14,553         12,996           Accumulated Other Comprehensive Loss         (161)         (414)           Retained Earnings         30,640         27,297           Total Shareholders' Equity         48,604         43,401			-		
LIABILITIES AND SHAREHOLDERS' EQUITY Current Liabilities: Accounts Payable Accrued Compensation and Other Liabilities Accrued Current Liabilities Accrued Current Liabilities Accurent Liabilities Accurent Liabilities Accurent Liabilities Accurent Liabilities Accurent Tax Liability Accurent Tax Liability Accurent Tax Liabilities Accurent Tax Liability Accuren		<u>۴</u>		¢	
Current Liabilities:Accounts Payable\$11,478\$11,615Accrued Compensation and Other Liabilities4,5245,907Income Taxes Payable468805Current Portion of Long-Term Debt2,1431,429Total Current Liabilities18,61319,756Long-Term Debt24,10325,883Deferred Tax Liability9551,134Other Liabilities1,9601,923Total Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Total Assets	\$	94,235	\$	92,097
Accounts Payable       \$       11,478       \$       11,615         Accrued Compensation and Other Liabilities       4,524       5,907         Income Taxes Payable       468       805         Current Portion of Long-Term Debt       2,143       1,429         Total Current Liabilities       18,613       19,756         Long-Term Debt       24,103       25,883         Deferred Tax Liability       955       1,134         Other Liabilities       1,960       1,923         Total Liabilities       1,960       1,923         Total Liabilities       1,960       1,923         Total Liabilities       3,0000,000 shares authorized;       7,144,475 and 7,043,754 shares issued and outstanding         as of December 23, 2017 and March 25, 2017, respectively       3,572       3,522         Capital in Excess of Par Value       14,553       12,996         Accumulated Other Comprehensive Loss       (161)       (414)         Retained Earnings       30,640       27,297         Total Shareholders' Equity       48,604       43,401	LIABILITIES AND SHAREHOLDERS' EQUITY				
Accrued Compensation and Other Liabilities4,5245,907Income Taxes Payable468805Current Portion of Long-Term Debt2,1431,429Total Current Liabilities18,61319,756Long-Term Debt24,10325,883Deferred Tax Liability9551,134Other Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;7,144,475 and 7,043,754 shares issued and outstandingas of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Current Liabilities:				
Income Taxes Payable         468         805           Current Portion of Long-Term Debt         2,143         1,429           Total Current Liabilities         18,613         19,756           Long-Term Debt         24,103         25,883           Deferred Tax Liability         955         1,134           Other Liabilities         1,960         1,923           Total Liabilities         1,960         1,923           Total Liabilities         45,631         48,696           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,144,475 and 7,043,754 shares issued and outstanding           as of December 23, 2017 and March 25, 2017, respectively         3,572         3,522           Capital in Excess of Par Value         14,553         12,996           Accumulated Other Comprehensive Loss         (161)         (414)           Retained Earnings         30,640         27,297           Total Shareholders' Equity         48,604         43,401	Accounts Payable	\$	11,478	\$	11,615
Current Portion of Long-Term Debt2,1431,429Total Current Liabilities18,61319,756Long-Term Debt24,10325,883Deferred Tax Liability9551,134Other Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,29730,64027,297101Total Shareholders' Equity48,60443,401101101	Accrued Compensation and Other Liabilities		4,524		5,907
Total Current Liabilities18,61319,756Long-Term Debt24,10325,883Deferred Tax Liability9551,134Other Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity:Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Income Taxes Payable		468		805
Long-Term Debt24,10325,883Deferred Tax Liability9551,134Other Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Current Portion of Long-Term Debt		2,143		1,429
Deferred Tax Liability9551,134Other Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,572Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Total Current Liabilities		18,613		19,756
Other Liabilities1,9601,923Total Liabilities45,63148,696Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Long-Term Debt		24,103		25,883
Total Liabilities45,63148,696Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Deferred Tax Liability		955		1,134
Shareholders' Equity: Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	Other Liabilities		1,960		1,923
Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;7,144,475 and 7,043,754 shares issued and outstandingas of December 23, 2017 and March 25, 2017, respectively3,572Capital in Excess of Par Value14,553Accumulated Other Comprehensive Loss(161)Retained Earnings30,640Total Shareholders' Equity48,604	Total Liabilities		45,631		48,696
Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;7,144,475 and 7,043,754 shares issued and outstandingas of December 23, 2017 and March 25, 2017, respectively3,572Capital in Excess of Par Value14,553Accumulated Other Comprehensive Loss(161)Retained Earnings30,640Total Shareholders' Equity48,604	Shareholders' Equity:				
7,144,475 and 7,043,754 shares issued and outstanding as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401		ed:			
as of December 23, 2017 and March 25, 2017, respectively3,5723,522Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401					
Capital in Excess of Par Value14,55312,996Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401			3,572		3,522
Accumulated Other Comprehensive Loss(161)(414)Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401					
Retained Earnings30,64027,297Total Shareholders' Equity48,60443,401	•		-		-
Total Shareholders' Equity 48,604 43,401			. ,		. ,
	-				
	Total Liabilities and Shareholders' Equity	\$	94,235		\$92,097

# TRANSCAT, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands) (Unaudited)

	(Unaudited) For the Nine Months Ended		
	December 23, 2017	December 24, 2016	
Cash Flows from Operating Activities:			
Net Income	\$ 3,468	\$ 3,093	
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:			
Loss on Sale of Property and Equipment	57	6	
Deferred Income Taxes	11	121	
Depreciation and Amortization	4,527	4,667	
Provision for Accounts Receivable and Inventory Reserves	341	243	
Stock-Based Compensation	1,095	316	
Changes in Assets and Liabilities:			
Accounts Receivable and Other Receivables	(1,009)	(3,168)	
Inventory	(612)	(3,967)	
Prepaid Expenses and Other Assets	(29)	(341)	
Accounts Payable	(137)	3,378	
Accrued Compensation and Other Liabilities	(1,325)	(454)	
Income Taxes Payable	(570)	(20)	
Net Cash Provided by Operating Activities	5,817	3,874	
<ul> <li>Cash Flows from Investing Activities:</li> <li>Purchase of Property and Equipment</li> <li>Proceeds from Sale of Property and Equipment</li> <li>Business Acquisitions, net of cash acquired</li> <li>Net Cash Used in Investing Activities</li> </ul> Cash Flows from Financing Activities: <ul> <li>Proceeds from (Repayment of) Revolving Credit Facility, net</li> <li>Proceeds from Term Loan</li> <li>Repayments of Term Loan</li> <li>Issuance of Common Stock</li> <li>Repurchase of Common Stock</li> <li>Stock Option Redemption</li> <li>Payment of Contingent Consideration &amp; Holdbacks Related to</li> <li>Business Acquisitions</li> </ul>	(5,084) 11 - (5,073) (7,018) 7,143 (1,190) 821 (344) (90)	(4,104) 29 (6,977) (11,052) (1,924) 10,000 (952) 384 (98) (137) (339)	
Net Cash (Used in) Provided by Financing Activities	(678)	6,934	
Effect of Exchange Rate Changes on Cash	(404)	162	
Net Decrease in Cash	(338)	(82)	
Cash at Beginning of Period	842	641	
Cash at End of Period	\$ 504	\$ 559	

# TRANSCAT, INC. Adjusted EBITDA Reconciliation Table

(Dollars in thousands) (Unaudited)

	Unauc	meu)			
			Fiscal 2018		
	Q1	Q2	Q3	Q4	YTD
Net Income	\$856	\$781	\$1,831		\$3,468
+ Interest Expense	236	281	250		767
+ Other Expense / (Income)	36	(10)	61		87
+ Tax Provision	283	406	512		1,201
Operating Income	\$1,411	\$1,458	\$2,654		\$5,523
+ Depreciation & Amortization	1,487	1,497	1,543		4,527
+ Other (Expense) / Income	(36)	10	(61)		(87)
+ Noncash Stock Compensation	499	332	264		1,095
Adjusted EBITDA	\$3,361	\$3,297	\$4,400		\$11,058
Segment Breakdown					
Service Operating Income	\$885	\$790	\$1,063		\$2,738
+ Depreciation & Amortization	1,110	1,107	1,126		3,343
+ Other (Expense) / Income	(28)	4	(45)		(69)
+ Noncash Stock Compensation	249	168	134		551
Service Adjusted EBITDA	\$2,216	\$2,069	\$2,278		\$6,563
Distribution Operating Income	\$526	\$668	\$1,591		\$2,785
+ Depreciation & Amortization	377	390	417		1,184
+ Other (Expense) / Income	(8)	6	(16)		(18)
+ Noncash Stock Compensation	250	164	130		544
Distribution Adjusted EBITDA	\$1,145	\$1,228	\$2,122		\$4,495

	Q1	Q2	Q3	Q4	YTD
Net Income	\$906	\$917	\$1,270	\$1,429	\$4,522
+ Interest Expense	137	180	184	218	719
+ Other Expense / (Income)	31	11	4	5	51
+ Tax Provision	364	470	895	913	2,642
Operating Income	\$1,438	\$1,578	\$2,353	\$2,565	\$7,934
+ Depreciation & Amortization	1,549	1,556	1,562	1,517	6,184
+ Other (Expense) / Income	(31)	(11)	(4)	(5)	(51)
+ Noncash Stock Compensation	149	177	(10)	137	453
Adjusted EBITDA	\$3,105	\$3,300	\$3,901	\$4,214	\$14,520
Segment Breakdown					
Service Operating Income	\$1,044	\$791	\$941	\$1,993	\$4,769
+ Depreciation & Amortization	1,247	1,137	1,158	1,118	4,660
+ Other (Expense) / Income	(27)	(12)	(7)	(9)	(55)
+ Noncash Stock Compensation	80	94	(25)	68	217
Service Adjusted EBITDA	\$2,344	\$2,010	\$2,067	\$3,170	\$9,591
Distribution Operating Income	\$394	\$787	\$1,412	\$572	\$3,165
+ Depreciation & Amortization	302	419	404	399	1,524
+ Other (Expense) / Income	(4)	1	3	4	4
+ Noncash Stock Compensation	69	83	15	69	236
Distribution Adjusted EBITDA	\$761	\$1,290	\$1,834	\$1,044	\$4,929

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

(Unaudited)

			Chang	e
SERVICE	FY 2018 Q3	FY 2017 Q3	\$'s	%
Service Revenue	\$18,769	\$17,455	\$1,314	7.5%
Cost of Revenue	\$14,070	\$13,149	\$921	7.0%
Gross Profit	\$4,699	\$4,306	\$393	9.1%
Gross Margin	25.0%	24.7%		
Selling, Marketing & Warehouse Expenses	\$2,092	\$2,168	(\$76)	(3.5%)
General and Administrative Expenses	\$1,544	\$1,197	\$347	29.0%
Operating Income	\$1,063	\$941	\$122	13.0%
% of Revenue	5.7%	5.4%		
			Chang	Je
DISTRIBUTION	FY 2018 Q3	FY 2017 Q3	\$'s	%
Distribution Sales	\$21,714	\$20,358	\$1,356	6.7%
Cost of Sales	\$16,712	\$15,749	\$963	6.1%
Gross Profit	\$5,002	\$4,609	\$393	8.5%
Gross Margin	23.0%	22.6%		
Selling, Marketing & Warehouse Expenses	\$2,058	\$1,991	\$67	3.4%
General and Administrative Expenses	\$1,353	\$1,206	\$147	12.2%
Operating Income	\$1,591	\$1,412	\$179	12.7%
% of Sales	7.3%	6.9%		
			Chang	le
TOTAL	FY 2018 Q3	FY 2017 Q3	\$'s	%
Total Revenue	\$40,483	\$37,813	\$2,670	7.1%
Total Cost of Revenue	\$30,782	\$28,898	\$1,884	6.5%
Gross Profit	\$9,701	\$8,915	\$786	8.8%
Gross Margin	24.0%	23.6%		
Selling, Marketing & Warehouse Expenses	\$4,150	\$4,159	(\$9)	(0.2%)
General and Administrative Expenses	\$2,897	\$2,403	\$494	20.6%
				-

\$2,654

6.6%

**Operating Income** 

% of Revenue

\$2,353

6.2%

\$301

12.8%

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

(Unaudited)

			Change		
SERVICE	FY 2018 YTD	FY 2017 YTD	\$'s	%	
Service Revenue	\$55,490	\$51,577	\$3,913	7.6%	
Cost of Revenue	\$41,835	\$38,402	\$3,433	8.9%	
Gross Profit	\$13,655	\$13,175	\$480	3.6%	
Gross Margin	24.6%	25.5%			
Selling, Marketing & Warehouse Expenses	\$6,310	\$6,815	(\$505)	(7.4%)	
General and Administrative Expenses	\$4,607	\$3,584	\$1,023	28.5%	
Operating Income	\$2,738	\$2,776	(\$38)	(1.4%)	
% of Revenue	4.9%	5.4%			

			Change			
DISTRIBUTION	FY 2018 YTD	FY 2017 YTD	\$'s	%		
Distribution Sales	\$57,199	\$53,868	\$3,331	6.2%		
Cost of Sales	\$44,308	\$41,855	\$2,453	5.9%		
Gross Profit	\$12,891	\$12,013	\$878	7.3%		
Gross Margin	22.5%	22.3%				
Selling, Marketing & Warehouse Expenses	\$5,937	\$5,797	\$140	2.4%		
General and Administrative Expenses	\$4,169	\$3,623	\$546	15.1%		
Operating Income	\$2,785	\$2,593	\$192	7.4%		
% of Sales	4.9%	4.8%				

			Change		
TOTAL	FY 2018 YTD	FY 2017 YTD	\$'s	%	
Total Revenue	\$112,689	\$105,445	\$7,244	6.9%	
Total Cost of Revenue	\$86,143	\$80,257	\$5,886	7.3%	
Gross Profit	\$26,546	\$25,188	\$1,358	5.4%	
Gross Margin	23.6%	23.9%			
Selling, Marketing & Warehouse Expenses	\$12,247	\$12,612	(\$365)	(2.9%)	
General and Administrative Expenses	\$8,776	\$7,207	\$1,569	21.8%	
Operating Income	\$5,523	\$5,369	\$154	2.9%	
% of Revenue	4.9%	5.1%			