

# NEWS RELEASE

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

#### IMMEDIATE RELEASE

#### **Transcat Reports Record Third Quarter Revenue in Fiscal 2020**

- Record third guarter consolidated revenue of \$43.2 million in fiscal 2020
- Solid Service segment organic revenue growth of 7.8% reflects continued market expansion, including within the highly regulated life sciences market
- Distribution segment revenue growth of 3.5%
- Generated \$8.2 million in cash from fiscal year-to-date operations, up 13.6%

ROCHESTER, NY, February 4, 2020 – <u>Transcat, Inc.</u> (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 third quarter ended December 28, 2019 (the "third quarter") of the fiscal year ending March 28, 2020 ("fiscal 2020"). Results include the previously reported acquisition of Gauge Repair Service, effective April 1, 2019.

Lee D. Rudow, President and CEO, commented, "We had solid growth in the third quarter, despite being heavily impacted by holiday timing that caused an unusually slow December. This low volume in the last month of our third quarter weighed on margins and masked the improvements we are seeing throughout the organization. Our Service operations are more efficient and our productivity metrics have improved over the course of this fiscal year, reflecting our focused efforts to hire and train an appropriate number of technicians to support our continued growth and to ensure customer satisfaction.

"We have a strong pipeline of organic and acquisition opportunities, and our performance metrics are a solid leading indicator of customer retention, all of which support belief in our execution and long-term strategy."

**Third Quarter Fiscal 2020 Review** [Results are compared with the third quarter of the fiscal year ended March 30, 2019 ("fiscal 2019")]

(\$ in thousands)						Char	nge
	F	Y20 Q3	F	Y19 Q3	<u> </u>	\$'s	%
Service Revenue	\$	22,087	\$	20,492	\$	1,595	7.8%
Distribution Sales		21,092		20,376		716	3.5%
Revenue	\$	43,179	\$	40,868	\$	2,311	5.7%
Gross Profit	\$	9,928	\$	9,548	\$	380	4.0%
Gross Margin		23.0%		23.4%			
Operating Income	\$	2,091	\$	2,394		(303)	(12.7%)
Operating Margin		4.8%		5.9%			
Net Income	\$	1,477	\$	1,569		(92)	(5.9%)
Net Margin		3.4%		3.8%		, ,	, ,
Adjusted EBITDA*	\$	4,066	\$	4,378	\$	(312)	(7.1%)
Adjusted EBITDA* Margin		9.4%		10.7%		. ,	. ,

<sup>\*</sup>See Note 1 below for a description of this non-GAAP financial measure and the attached Adjusted EBITDA Reconciliation table.

The Company achieved revenue of \$43.2 million, a record level for a third quarter, which was driven by growth in both segments. Gross and operating margins were largely impacted by the under absorption of fixed costs from a slow December.

The effective tax rate for the third quarter of fiscal 2020 was 22.1% compared with 25.3% in the prior fiscal year period. The tax rate continues to be aided by the discrete income tax benefits related to share-based awards due to stock option exercise activity. Third quarter net income per diluted share was \$0.20 compared with \$0.21 in last fiscal year's corresponding period.

#### Service segment delivers 43rd consecutive quarter of year-over-year revenue growth

Represents the accredited calibration, repair, inspection and laboratory instrument services business (51% of total revenue for the third guarter of fiscal 2020).

(\$ in thousands)					Chan	ige
	F	Y20 Q3	F	Y19 Q3	\$'s	%
Service Segment Revenue	\$	22,087	\$	20,492	\$ 1,595	7.8%
Gross Profit Gross Margin	\$	4,866 22.0%	\$	4,488 21.9%	\$ 378	8.4%
Operating Income Operating Margin	\$	488 2.2%	\$	578 2.8%	\$ (90)	(15.6%)
Adjusted EBITDA*  Adjusted EBITDA* Margin	\$	1,866 <i>8.4%</i>	\$	1,981 <i>9.7%</i>	\$ (115)	(5.8%)

<sup>\*</sup>See Note 1 below for a description of this non-GAAP financial measure and the attached Adjusted EBITDA Reconciliation table.

Service segment revenue increased 7.8%, which was all organic. On a trailing twelve-month basis ("TTM"), Service segment revenue was \$92.3 million, a 13.0% improvement compared with the TTM ending with the prior-fiscal year third quarter. Higher revenue was primarily the result of new business from the highly regulated life sciences market, including the ramp-up of new client-based lab contracts, and growth in U.S. and Canadian general industrial manufacturing.

Although Service gross margin increased 10 basis points, the segment gross and operating margin changes reflected the impact of a soft December.

#### Distribution segment sales improved, but customer mix impacted margins

Represents the distribution and rental of new and used professional grade handheld test, measurement and control instrumentation (49% of total revenue for the third quarter of fiscal 2020).

(\$ in thousands)						Char	nge
	F	Y20 Q3	F	Y19 Q3	_	\$'s	%
Distribution Segment Sales	\$	21,092	\$	20,376	\$	716	3.5%
Gross Profit	\$	5,062	\$	5,060	\$	2	0.0%
Gross Margin		24.0%		24.8%			
Operating Income	\$	1,603	\$	1,816	\$	(213)	(11.7%)
Operating Margin		7.6%		8.9%			
Adjusted EBITDA*	\$	2,200	\$	2,397	\$	(197)	(8.2%)
Adjusted EBITDA* Margin		10.4%		11.8%			

<sup>\*</sup>See Note 1 below for a description of this non-GAAP financial measure and the attached Adjusted EBITDA Reconciliation table.

The Company's higher margin equipment rental business increased 3.4% to \$1.2 million in the third quarter, a relatively low growth rate compared with the double-digit growth experienced in recent quarters.

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As a result, segment gross margin was less favorably impacted by rentals compared with the prior fiscal year third quarter.

#### **Nine Month Review** (Results are compared with the first nine months of fiscal 2019)

Total revenue was \$127.3 million, up 9.4%, or \$10.9 million, inclusive of acquired revenue of \$1.7 million. Consolidated gross profit was up 9.4%, or \$2.6 million, with a gross margin of 23.9%. Total operating expenses increased 10 basis points to 18.3% of revenue as the Company ramped up for higher capacity. As a result, operating income increased 7.8%, to \$7.1 million, though operating margin was down 10 basis points to 5.6%.

Net income was \$5.6 million, or \$0.75 per diluted share, compared with \$4.5 million, or \$0.60 per diluted share. Adjusted EBITDA was \$12.8 million compared with \$12.2 million. See Note 1 below for a description of this non-GAAP financial measure and the attached Adjusted EBITDA Reconciliation table.

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

Year-to-date net cash provided by operations increased \$1.0 million, or 13.6%, to \$8.2 million, and was used to fund organic growth opportunities, acquisition payments and debt repayments. In the third quarter of fiscal 2020, \$0.4 million of cash was used to fund the release of certain purchase agreement holdbacks from the August 2018 acquisition of Angel's Instrumentation, Inc.

Capital expenditures were \$5.0 million for the first nine months of fiscal 2020, with investments focused on technology infrastructure to drive operational excellence, fund organic growth opportunities within both operating segments, and for rental pool assets.

At December 28, 2019, the Company had total debt of \$19.7 million, with \$23.4 million available under its credit facility. The Company's leverage ratio, as defined in the credit agreement, was 1.07 at December 28, 2019, compared with 1.12 at fiscal 2019 year-end.

#### Outlook

Mr. Rudow concluded, "Our sales have bounced-back in January and early February from the slow, holiday-impacted December and we believe we remain on track to achieve record results in fiscal 2020. In addition, our acquisition pipeline is healthy and will remain a key element of our strategic growth plan.

"We are strategically positioned to capitalize on growth opportunities as we have added significant capacity to our lab network. We ended the third quarter with a net increase of 37 technicians over the prior-year period, a 12% increase in staffing. Availability of trained technical labor is now a key differentiator and competitive advantage for Transcat.

"We are also pleased with our progress in developing a culture centered on technology and increased productivity as imperatives. As we move forward, we expect to continue to improve on this important cultural advancement, and believe we are well-positioned to support double-digit Service growth with improved profitability margins going forward."

Transcat lowered its income tax rate expectations for fiscal 2020 to range between 17% and 18%, from the previously provided range of 18% to 19%.

The Company lowered its capital expenditure expectations for fiscal 2020 to a range of \$6.8 million to \$7.1 million, from the previously provided range of \$7.8 to \$8.2 million, largely due to the timing of certain projects and less spend required on Service lab replacement assets.

#### **Webcast and Conference Call**

Transcat will host a conference call and webcast on Wednesday, February 5, 2020 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 accompanied by a slide presentation, which will be available at <a href="https://www.transcat.com/investor-relations">www.transcat.com/investor-relations</a>. The

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conference call can be accessed by calling (201) 689-8471. Alternatively, the webcast can be monitored at <a href="https://www.transcat.com/investor-relations">www.transcat.com/investor-relations</a>.

A telephonic replay will be available from 2:00 p.m. ET on the day of the call through Wednesday, February 12, 2020. To listen to the archived call, dial (412) 317-6671 and enter conference ID number 13697525, or access the webcast replay at <a href="https://www.transcat.com/investor-relations">www.transcat.com/investor-relations</a>, 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, non-cash stock-based compensation expense, and non-cash loss on sale of building), 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 of net income and, therefore, should not be used in isolation of, but in conjunction with, 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 below.

#### **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 21 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 its inherent leverage of its business model.

More information about Transcat can be found at: Transcat.com.

#### 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," "plans," 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, the commercialization of software products, sales operations, capital expenditures, cash flows, operating income, growth strategy, segment growth, potential acquisitions,

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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, which speak only as of the date they are made. 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, whether as the result of new information, future events or otherwise.

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FINANCIAL TABLES FOLLOW.

# TRANSCAT, INC. CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, Except Per Share Amounts)

		(Unau <b>Third Qua</b> i		ded		(Unau Nine Mon	ıdited) ths End	ded
	Dec	ember 28, 2019	Dec	ember 29, 2018	Dec	ember 28, 2019	Dec	ember 29, 2018
Service Revenue	\$	22,087	\$	20,492	\$	67,987	\$	59,719
Distribution Sales		21,092		20,376		59,350		56,686
Total Revenue		43,179		40,868		127,337		116,405
Cost of Service Revenue		17,221		16,004		51,737		45,505
Cost of Distribution Sales		16,030		15,316		45,175		43,100
Total Cost of Revenue		33,251		31,320		96,912		88,605
Gross Profit		9,928		9,548		30,425		27,800
Selling, Marketing and Warehouse								
Expenses		4,463		4,215		13,166		12,267
General and Administrative Expenses		3,374		2,939		10,151		8,938
Total Operating Expenses		7,837	-	7,154		23,317		21,205
Operating Income		2,091		2,394		7,108		6,595
Interest and Other Expense, net		194_	-	295		776	-	715
Income Before Income Taxes		1,897		2,099		6,332		5,880
Provision for Income Taxes		420		530		758		1,395
Net Income	\$	1,477	\$	1,569	\$	5,574	\$	4,485
Basic Earnings Per Share	\$	0.20	\$	0.22	\$	0.76	\$	0.62
Average Shares Outstanding		7,367		7,203		7,316		7,192
Diluted Earnings Per Share	\$	0.20	\$	0.21	\$	0.75	\$	0.60
Average Shares Outstanding		7,557		7,518		7,470		7,500

# TRANSCAT, INC. CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Share and Per Share Amounts)

Current Assets:   Cash   \$ 204   \$ 788     Accounts Receivable, less allowance for doubtful accounts of \$439 and \$338 as of December 28, 2019 and March 30, 2019, respectively   26,718   27,469     Other Receivables   1,313   1,116     Inventory, net   14,452   14,304     Prepaid Expenses and Other Current Assets   1,920   1,329     Total Current Assets   44,607   45,006     Property and Equipment, net   20,646   19,653     Goodwill   34,961   34,545     Intangible Assets, net   3,955   5,233     Intangible Assets, net   9,021   6     Other Assets   821   793     Total Current Liabilities   8,144,011   8     Accounts Payable   8   10,893   8   14,572     Accounts Payable   9   10,893   8   14,572     Account Portion of Long-Term Debt   1,960   1,899     Total Current Liabilities   9,741   22,445     Lease Liabilities   1,960   1,960     Deferred Tax Liabilities   7,333   -898     Total Liabilities   1,933   1,898     Total Liabilities   1,933   1,898     Total Liabilities   1,933   1,898     Total Liabilities   3,685   3,605     Capital in Excess of Par Value   1,7,556   16,467     Accumulated Other Comprehensive Loss   (444)   (611)     Retained Earnings   43,984   40,169     Total Shareholders' Equity   1,401   \$ 105,230     Total Liabilities   43,984   40,169	`		naudited) cember 28, 2019	(Audited) March 30, 2019
Cash         \$ 204         \$ 788           Accounts Receivable, less allowance for doubtful accounts of \$439 and \$338 as of December 28, 2019 and March 30, 2019, respectively         26,718         27,469           Other Receivables         1,313         1,116           Inventory, net         14,452         14,300           Prepaid Expenses and Other Current Assets         1,920         1,329           Total Current Assets         44,607         45,006           Property and Equipment, net         20,646         19,653           Goodwill         34,961         3,4955           Intangible Assets, net         9,021         -           Other Assets         821         793           Total Assets         821         793           Total Assets         821         793           Total Assets         8114,011         \$ 105,230           LABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities         6,848         5,450           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         1,960         1,899           Total Current Liabilities         2,472         2,472	ASSETS			
Accounts Receivable, less allowance for doubtful accounts of \$439 and \$338 as of December 28, 2019 and March 30, 2019, respectively   Other Receivables	Current Assets:			
and \$338 as of December 28, 2019 and March 30, 2019, respectively         26,718         27,469           Other Receivables         1,313         1,116           Inventory, net         14,452         14,304           Prepaid Expenses and Other Current Assets         1,920         1,329           Total Current Assets         44,607         45,006           Property and Equipment, net         20,646         3,655         5,233           Right To Use Assets, net         3,955         5,233           Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         821         793           Total Assets         821         793           Current District Liabilities         8,14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         1,974         22,149           Long-Term Debt         1,7748         19,103           Deferred Tax Liabilities         7,333         -           Other Liabilities         1,930         1,898	Cash	\$	204	\$ 788
Other Receivables         1,313         1,116           Inventory, net         14,452         14,304           Prepaid Expenses and Other Current Assets         1,920         1,329           Total Current Assets         44,607         45,006           Property and Equipment, net         20,646         19,653           Goodwill         34,961         34,545           Intangible Assets, net         3,955         5,233           Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         821         793           Total Assets         821         793           Current Liabilities:         8         11,011         105,230           LIABILITIES AND SHAREHOLDERS' EQUITY         8         10,893         14,572           Accounts Payable         \$ 10,893         \$ 14,572           Accounts Payable         \$ 10,893         \$ 14,572           Account Payable         \$ 10,893         \$ 14,572           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         1,974         22,149           Long-Term Debt         1,974         22,149           Long-T	and \$338 as of December 28, 2019 and March 30, 2019,		00.740	07.400
Inventory, net         14,452         14,304           Prepaid Expenses and Other Current Assets         1,920         1,329           Total Current Assets         44,607         45,006           Property and Equipment, net         20,646         19,653           Goodwill         34,961         34,545           Intangible Assets, net         9,021         -           Other Assets         821         793           Total Assets         821         793           Total Assets         821         793           Total Assets         821         793           **Current District Substitutes**           **Current Liabilities**           Accounts Payable         9         10,893         14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         19,60         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -	·		•	•
Prepaid Expenses and Other Current Assets         1,920         1,320           Total Current Assets         44,607         45,006           Property and Equipment, net         20,646         19,653           Goodwill         34,961         34,961           Intangible Assets, net         3,955         5,233           Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         821         793           Total Assets         821         793           Current Liabilities         8         110,011         \$105,230           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,893           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         19,741         19,103           Lease Liabilities         1,933         1,898           Other Liabilities         3,935         1,898           Total Liabilities </td <td></td> <td></td> <td>·</td> <td>•</td>			·	•
Total Current Assets         44,607         45,006           Property and Equipment, net         20,646         19,653           Goodwill         34,961         34,545           Intangible Assets, net         3,955         5,233           Right To Use Assets         821         79           Other Assets         821         79           Total Assets         821         79           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities         \$ 10,893         \$ 14,572           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Lease Liabilities         2,472         2,450           Lease Liabilities         7,333         1,893           Total Liabilities         1,933         1,893           Total Liabilities         49,227         45,600           Common Stock, par value \$0.50 per share, 30,000,000 shares autrotted;         7,376,488 and 7,210,882 shares issued and outstanding	·		•	
Property and Equipment, net         20,646         19,653           Goodwill         34,961         34,545           Intangible Assets, net         3,955         5,233           Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         114,011         \$ 105,230           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities         10,893         \$ 14,572           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         19,60         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         7,333         -           Chease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:         2         2           Common Stock, par value \$0.50 per share, 30,000,000 shares autr	·			
Goodwill         34,961         34,561           Intangible Assets, net         3,955         5,233           Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         114,011         \$ 105,230           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:         2         49,227         45,600           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         3,688         3,605           Capital in Excess of Par Value			•	•
Intangible Assets, net         3,955         5,233           Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         114,011         105,230           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities           Accounts Payable         10,893         14,572           Accounts Payable         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:				•
Right To Use Assets, net         9,021         -           Other Assets         821         793           Total Assets         114,011         \$ 105,230           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities           Accounts Payable         \$ 10,893         \$ 14,572           Accounted Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         19,741         22,149           Long-Term Debt         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         49,227         45,600           Other Liabilities         49,227         45,600           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (44)         (611)           Retained Earnings         43,984         40,161           Total Shareholders' Eq			•	•
Other Assets         821         793           Total Assets         114,011         \$ 105,230           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities:           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Cease Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:           Common Stock, par value \$0.50 per share, 30,000,000 shares authrized;         7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         43,984         40,161           Retained Earnings         43,98	Intangible Assets, net			5,233
Total Assets         \$ 114,011         \$ 105,230           LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;           7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169	Right To Use Assets, net		9,021	-
LIABILITIES AND SHAREHOLDERS' EQUITY           Current Liabilities:         3         10,893         \$ 14,572           Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	Other Assets		821	793
Current Liabilities:         Accounts Payable         \$ 10,893         \$ 14,572           Accrued Compensation and Other Liabilities         6,848         5,450           Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:         2         49,227         45,600           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	Total Assets	\$	114,011	\$ 105,230
Accounts Payable       \$ 10,893       \$ 14,572         Accrued Compensation and Other Liabilities       6,848       5,450         Income Taxes Payable       40       228         Current Portion of Long-Term Debt       1,960       1,899         Total Current Liabilities       19,741       22,149         Long-Term Debt       17,748       19,103         Deferred Tax Liabilities       2,472       2,450         Lease Liabilities       7,333       -         Other Liabilities       1,933       1,898         Total Liabilities       49,227       45,600         Shareholders' Equity:       2       49,227       45,600         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;       7,376,488 and 7,210,882 shares issued and outstanding       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       59,630	LIABILITIES AND SHAREHOLDERS' EQUITY			
Accrued Compensation and Other Liabilities       6,848       5,450         Income Taxes Payable       40       228         Current Portion of Long-Term Debt       1,960       1,899         Total Current Liabilities       19,741       22,149         Long-Term Debt       17,748       19,103         Deferred Tax Liabilities       2,472       2,450         Lease Liabilities       7,333       -         Other Liabilities       1,933       1,898         Total Liabilities       49,227       45,600         Shareholders' Equity:       Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;       7,376,488 and 7,210,882 shares issued and outstanding         as of December 28, 2019 and March 30, 2019, respectively       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	Current Liabilities:			
Income Taxes Payable         40         228           Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	Accounts Payable	\$	10,893	\$ 14,572
Current Portion of Long-Term Debt         1,960         1,899           Total Current Liabilities         19,741         22,149           Long-Term Debt         17,748         19,103           Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	Accrued Compensation and Other Liabilities		6,848	5,450
Total Current Liabilities       19,741       22,149         Long-Term Debt       17,748       19,103         Deferred Tax Liabilities       2,472       2,450         Lease Liabilities       7,333       -         Other Liabilities       1,933       1,898         Total Liabilities       49,227       45,600         Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	Income Taxes Payable		40	228
Long-Term Debt       17,748       19,103         Deferred Tax Liabilities       2,472       2,450         Lease Liabilities       7,333       -         Other Liabilities       1,933       1,898         Total Liabilities       49,227       45,600         Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	Current Portion of Long-Term Debt		1,960	1,899
Deferred Tax Liabilities         2,472         2,450           Lease Liabilities         7,333         -           Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	Total Current Liabilities		19,741	22,149
Lease Liabilities       7,333       -         Other Liabilities       1,933       1,898         Total Liabilities       49,227       45,600         Shareholders' Equity:         Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	Long-Term Debt		17,748	19,103
Other Liabilities         1,933         1,898           Total Liabilities         49,227         45,600           Shareholders' Equity:           Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;           7,376,488 and 7,210,882 shares issued and outstanding         3,688         3,605           Capital in Excess of Par Value         17,556         16,467           Accumulated Other Comprehensive Loss         (444)         (611)           Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	Deferred Tax Liabilities		2,472	2,450
Total Liabilities       49,227       45,600         Shareholders' Equity:       Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;         7,376,488 and 7,210,882 shares issued and outstanding       as of December 28, 2019 and March 30, 2019, respectively       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	Lease Liabilities		7,333	-
Shareholders' Equity:  Common Stock, par value \$0.50 per share, 30,000,000 shares authorized;  7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively  3,688  3,605  Capital in Excess of Par Value  17,556  16,467  Accumulated Other Comprehensive Loss  (444)  (611)  Retained Earnings  43,984  40,169  Total Shareholders' Equity	Other Liabilities		1,933	1,898
Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively 3,688 3,605 Capital in Excess of Par Value 17,556 16,467 Accumulated Other Comprehensive Loss (444) (611) Retained Earnings 43,984 40,169 Total Shareholders' Equity 64,784 59,630	Total Liabilities		49,227	45,600
Common Stock, par value \$0.50 per share, 30,000,000 shares authorized; 7,376,488 and 7,210,882 shares issued and outstanding as of December 28, 2019 and March 30, 2019, respectively 3,688 3,605 Capital in Excess of Par Value 17,556 16,467 Accumulated Other Comprehensive Loss (444) (611) Retained Earnings 43,984 40,169 Total Shareholders' Equity 64,784 59,630	Shareholders' Equity:			
7,376,488 and 7,210,882 shares issued and outstanding         as of December 28, 2019 and March 30, 2019, respectively       3,688       3,605         Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630		rized;		
Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	7,376,488 and 7,210,882 shares issued and outstanding			
Capital in Excess of Par Value       17,556       16,467         Accumulated Other Comprehensive Loss       (444)       (611)         Retained Earnings       43,984       40,169         Total Shareholders' Equity       64,784       59,630	as of December 28, 2019 and March 30, 2019, respectively		3,688	3,605
Accumulated Other Comprehensive Loss (444) (611) Retained Earnings 43,984 40,169 Total Shareholders' Equity 64,784 59,630			•	•
Retained Earnings         43,984         40,169           Total Shareholders' Equity         64,784         59,630	·			
Total Shareholders' Equity 64,784 59,630	·		` '	, ,
	-			
		\$		\$

## TRANSCAT, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

	•	udited) <b>Months Ended</b>
	December 28, 2019	December 29, 2018
Cash Flows from Operating Activities:		
Net Income Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:	\$ 5,574	\$ 4,485
Net Loss on Disposal of Property and Equipment	253	6
Deferred Income Taxes	22	(20)
Depreciation and Amortization	4,951	4,733
Provision for Accounts Receivable and Inventory Reserves	311	122
Stock-Based Compensation Changes in Assets and Liabilities:	610	969
Accounts Receivable and Other Receivables	398	393
Inventory	341	(544)
Prepaid Expenses and Other Assets	(689)	(156)
Accounts Payable	(3,679)	(2,169)
Accrued Compensation and Other Liabilities	347	(1,170)
Income Taxes Payable	(204)	597
Net Cash Provided by Operating Activities	8,235	7,246
Cash Flows from Investing Activities:		
Purchase of Property and Equipment	(5,001)	(5,452)
Proceeds from Sale of Property and Equipment	184	-
Business Acquisitions, net of cash acquired	(452)	(3,614)
Payment of Contingent Consideration & Holdbacks Related to	, ,	, ,
Business Acquisitions	(864)	(108)
Net Cash Used in Investing Activities	(6,133)	(9,174)
Cash Flows from Financing Activities:		
Proceeds from Revolving Credit Facility, net	122	807
Proceeds from Term Loan	-	2,500
Repayments of Term Loan	(1,416)	(1,607)
Issuance of Common Stock	1,625	193
Repurchase of Common Stock	(2,822)	(143)
Net Cash (Used in) Provided by Financing Activities	(2,491)	1,750
Effect of Exchange Rate Changes on Cash	(195)	421
-		
Net (Decrease) Increase in Cash	(584)	243
Cash at Beginning of Period	788	577
Cash at End of Period	\$ 204	\$ 820

# TRANSCAT, INC. Adjusted EBITDA Reconciliation Table

(Dollars in thousands) (Unaudited)

#### Fiscal 2020

	I IOUII EVEV								
		Q1	Q2		Q3		Q4		YTD
Net Income	\$	1,718	\$ 2,379	\$	1,477			\$	5,574
+ Interest Expense		244	243		216				703
+ Other Expense / (Income)		41	54		(22)				73
+ Tax Provision		(45)	383		420				758
Operating Income	\$	1,958	\$ 3,059	\$	2,091			\$	7,108
+ Depreciation & Amortization		1,622	1,681		1,648				4,951
+ Other (Expense) / Income		159	(54)		22				127
+ Noncash Stock Compensation		203	102		305				610
Adjusted EBITDA	\$	3,942	\$ 4,788	\$	4,066			\$	12,796
Segment Breakdown									
Service Operating Income	\$	738	\$ 1,837	\$	488			\$	3,063
+ Depreciation & Amortization		1,220	1,246		1,206				3,672
+ Other (Expense) / Income		77	(38)		13				52
+ Noncash Stock Compensation		112	56		159				327
Service Adjusted EBITDA	\$	2,147	\$ 3,101	\$	1,866			\$	7,114
Distribution Operating Income	\$	1,220	\$ 1,222	\$	1,603			\$	4,045
+ Depreciation & Amortization		401	436		442				1,279
+ Other (Expense) / Income		83	(17)		9				75
+ Noncash Stock Compensation		91	46		146				283
Distribution Adjusted EBITDA	\$	1,795	\$ 1,687	\$	2,200			\$	5,682
				Fis	scal 2019				
		Q1	Q2		Q3		Q4		YTD
Net Income	\$	1,428	\$ 1,488	\$	1,569	\$	2,660	\$	7,145
+ Interest Expense	·	206	197		250	·	250	·	903
+ Other Expense / (Income)		19	(2)		45		29		91
+ Tax Provision		372	493		530		695		2,090
Operating Income	\$	2,025	\$ 2,176	\$	2,394	\$	3,634	\$	10,229
+ Depreciation & Amortization	·	1,567	1,500		1,666	·	1,628	•	6,361
+ Other (Expense) / Income		(19)	2		(45)		(29)		(91)
+ Noncash Stock Compensation		269	337		363		358		1,327
Adjusted EBITDA	\$	3,842	\$ 4,015	\$	4,378	\$	5,591	\$	17,826
Segment Breakdown									
Service Operating Income	\$	1,068	\$ 1,125	\$	578	\$	2,431	\$	5,202
		1,189	1,116		1,248		1,201		4,754
+ Depreciation & Amortization		1,103							
+ Depreciation & Amortization + Other (Expense) / Income		(13)			(35)		(20)		(69)
		•	(1) 174				(20) 192		(69) 702
+ Other (Expense) / Income + Noncash Stock Compensation	\$	(13)	\$ (1)	\$	(35)	\$		\$	
+ Other (Expense) / Income + Noncash Stock Compensation Service Adjusted EBITDA	\$ \$	(13) 146	\$ (1) 174	\$	(35) 190	\$ \$	192	\$ \$	702
+ Other (Expense) / Income		(13) 146 2,390	(1) 174 2,414		(35) 190 1,981		192 3,804		702 10,589
+ Other (Expense) / Income + Noncash Stock Compensation Service Adjusted EBITDA Distribution Operating Income		(13) 146 2,390 957 378	(1) 174 2,414 1,051		(35) 190 1,981 1,816		192 3,804 1,203 427		702 10,589 5,027
+ Other (Expense) / Income + Noncash Stock Compensation Service Adjusted EBITDA  Distribution Operating Income + Depreciation & Amortization		(13) 146 2,390 957	(1) 174 2,414 1,051 384		(35) 190 1,981 1,816 418		192 3,804 1,203		702 10,589 5,027 1,607

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

(Unaudited)

			Change			
SERVICE	FY 2020 Q3	FY 2019 Q3	\$'s	<u></u> %		
Service Revenue	\$22,087	\$20,492	\$1,595	7.8%		
Cost of Revenue	\$17,221	\$16,004	\$1,217	7.6%		
Gross Profit	\$4,866	\$4,488	\$378	8.4%		
Gross Margin	22.0%	21.9%				
Selling, Marketing & Warehouse Expenses	\$2,331	\$2,229	\$102	4.6%		
General and Administrative Expenses	\$2,047	\$1,681	\$366	21.8%		
Operating Income	\$488	\$578	(\$90)	(15.6%)		
% of Revenue	2.2%	2.8%				
			Chang			
DISTRIBUTION	FY 2020 Q3	FY 2019 Q3	\$'s	%		
Distribution Sales	\$21,092	\$20,376	\$716	3.5%		
Cost of Sales	\$16,030	\$15,316	\$714	4.7%		
Gross Profit	\$5,062	\$5,060	\$2	0.0%		
Gross Margin	24.0%	24.8%				
Selling, Marketing & Warehouse Expenses	\$2,132	\$1,986	\$146	7.4%		
General and Administrative Expenses	\$1,327	\$1,258	\$69	5.5%		
Operating Income	\$1,603	\$1,816	(\$213)	(11.7%)		
% of Sales	7.6%	8.9%				
			Chang	ge		
TOTAL	FY 2020 Q3	FY 2019 Q3	\$'s	%		
Total Revenue	\$43,179	\$40,868	\$2,311	5.7%		
Total Cost of Revenue	\$33,251	\$31,320	\$1,931	6.2%		
Gross Profit	\$9,928	\$9,548	\$380	4.0%		
Gross Margin	23.0%	23.4%				
Selling, Marketing & Warehouse Expenses	\$4,463	\$4,215	\$248	5.9%		
General and Administrative Expenses	\$3,374	\$2,939	\$435	14.8%		
Operating Income	\$2,091	\$2,394	(\$303)	(12.7%)		
% of Revenue	4.8%	5.9%				

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

(Unaudited)

			Change			
SERVICE	FY 2020 YTD	FY 2019 YTD	\$'s	%		
Service Revenue	\$67,987	\$59,719	\$8,268	13.8%		
Cost of Revenue	\$51,737	\$45,505	\$6,232	13.7%		
Gross Profit	\$16,250	\$14,214	\$2,036	14.3%		
Gross Margin	23.9%	23.8%				
Selling, Marketing & Warehouse Expenses	\$6,944	\$6,360	\$584	9.2%		
General and Administrative Expenses	\$6,243	\$5,083	\$1,160	22.8%		
Operating Income	\$3,063	\$2,771	\$292	10.5%		
% of Revenue	4.5%	4.6%				
			Chanç	je		
DISTRIBUTION	FY 2020 YTD	FY 2019 YTD	\$'s	%		
Distribution Sales	\$59,350	\$56,686	\$2,664	4.7%		
Cost of Sales	\$45,175	\$43,100	\$2,075	4.8%		
Gross Profit	\$14,175	\$13,586	\$589	4.3%		
Gross Margin	23.9%	24.0%				
Selling, Marketing & Warehouse Expenses	\$6,222	\$5,907	\$315	5.3%		
General and Administrative Expenses	\$3,908	\$3,855	\$53	1.4%		
Operating Income	\$4,045	\$3,824	\$221	5.8%		
% of Sales	6.8%	6.7%				
			Chang	је		
TOTAL	FY 2020 YTD	FY 2019 YTD	<b>\$'s</b>	%		
Total Revenue	\$127,337	\$116,405	\$10,932	9.4%		
Total Cost of Revenue	\$96,912	\$88,605	\$8,307	9.4%		
Gross Profit	\$30,425	\$27,800	\$2,625	9.4%		
Gross Margin	23.9%	23.9%				
Selling, Marketing & Warehouse Expenses	\$13,166	\$12,267	\$899	7.3%		
General and Administrative Expenses	\$10,151	\$8,938	\$1,213	13.6%		
Operating Income	\$7,108	\$6,595	\$513	7.8%		
% of Revenue	5.6%	5.7%				