

TRANSCAT, INC.
COMPENSATION COMMITTEE CHARTER

1. Purpose

The purpose of the Compensation Committee is to aid the Board of Directors of Transcat, Inc. (the "Company") in meeting its responsibilities with regard to oversight and determination of executive and non-employee director compensation. Among other things, the Committee reviews, recommends and approves salaries and other compensation of the Company's Chief Executive Officer (the "CEO"), direct reports to the CEO as well as such other officers as may be determined by the Board of Directors, including all Executive Officers (the "Senior Management team"), administers the Company's cash and equity incentive plans (including reviewing and approving awards to Executive Officers) and reviews and approves all other compensation plans, policies and programs applicable to the Senior Management team.

2. Membership and Structure

The Compensation Committee shall consist of a minimum of three (3) independent directors (as defined in the applicable rules for Nasdaq-traded issuers as well as applicable federal law). Appointment to the Committee, including designation of the Chair of the Committee, shall be made by the Board of Directors upon recommendation of the Corporate Governance and Nominating Committee of the Board. The members of the Compensation Committee shall serve at the discretion of the Board.

Meetings of the Compensation Committee shall be held at such times and places as the Compensation Committee shall determine. A majority of the Committee members in attendance in person or by telephone shall constitute a quorum. The Compensation Committee may also act by written consent. At least once a year, the Committee shall meet in executive session outside of the presence of any executives of the Company. The Chair of the Compensation Committee shall report on activities of the Committee to the Chairman of the Board and, if the Chairman and CEO are the same person, the Lead Director, and thereafter to the full Board.

3. Responsibilities

The Compensation Committee shall:

- Meet in executive session to determine the compensation of the CEO of the Company. The CEO will not be present during voting or deliberations on his or her compensation. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Compensation Committee in light of Company goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, and such other factors (including the level of difficulty of the CEO's services in the context of the Company's present, historical or projected financial position) as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.
- Review and approve the compensation of the other Executive Officers and members of the Senior Management team, based on summary performance evaluations, including annual performance reviews of his direct reports, and proposed compensation adjustments provided by the CEO for the Committee to action.
- Review and make recommendations with respect to compliance with the rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market LLC regarding shareholder proposals related to compensation matters, including advisory votes on executive

compensation, the frequency of such votes and, as applicable, shareholder approval of equity compensation plans.

- Review, consult and make recommendations and/or determinations regarding non-Executive Officer employee compensation.
- Approve all benefit plans and programs generally, including employee bonus and retirement plans, policies and programs (except to the extent specifically delegated to a Board-appointed committee with Authority to administer a particular plan).
- With management, administer the Company's equity and cash incentive plans, including the review and approval of management recommendations of any equity-based compensation to all eligible participants (except the CEO) under the Company's existing plans.
- Annually review the stock ownership of executives against the Company's stock ownership policy.
- Periodically review the compensation program provided to non-employee directors and make recommendations to the Board of Directors for any adjustments. No member of the Committee shall act to fix his or her own compensation except for uniform compensation to Directors for their services as such.
- With counsel, draft, review and approve the disclosure regarding compensation for Executive Officers and Directors to be included in the Company's annual proxy statement.
- When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
- Annually review the adequacy of its charter and recommend any changes to the full Board.
- Annually review and discuss plans for Senior Management team succession and development.

In fulfilling its responsibilities, the Compensation Committee shall have the authority, and shall be afforded the resources it deems sufficient, to engage independent compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate. When engaging consultants or other advisors, the Committee will evaluate their independence consistent with the requirements of Nasdaq listing standards.

Approved March 20, 2018