TRANSCAT, INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

SECTION I. PURPOSE

The primary function of the Audit Committee ("Committee") of Transcat, Inc. ("Corporation") is to assist the Board of Directors ("Board") in fulfilling its oversight responsibilities by reviewing: the financial reports and other financial information provided by the Corporation to any governmental body or the public; the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics that management of the Corporation ("Management") and the Board have established; the performance of the Corporation's internal audit function ("Internal Audit"); the accounting and financial reporting processes of the Corporation and audits of the Corporation's financial statements; the independence and performance of the independent registered public accounting firm employed by the Corporation ("Independent Registered Public Accounting Firm"); and certain major risk exposures of the Corporation. Risk management and mitigation are the responsibility of Management. The Board's, and by extension the Committee's, role is one of oversight and, in fulfilling that role, the Board and Committee rely on reports and reviews provided by Management. Consistent with the Committee's functions, the Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels.

The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting process and internal control system;
- Review and appraise the audit efforts of the Corporation's Independent Registered Public Accounting Firm;
- Provide an open avenue of communication among the Independent Registered Public Accounting Firm, Internal Audit, financial and senior Management, and the Board; and
- Assist the Board in risk oversight of the Corporation.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

SECTION II. COMPOSITION

The Committee shall be comprised of three or more members as determined by the Board, each of whom shall be a director of the Corporation. Each member of the Committee shall meet the independence requirements mandated by regulations issued by the Securities Exchange Commission ("SEC"), The Nasdaq Stock Market LLC, all other national or regional exchanges or automated quotation systems on which the Corporation's securities may be traded, and all applicable laws, rules and regulations. No member of the Committee can have participated in the preparation of the Corporation's or any of its subsidiaries' financial statements at any time during the past three years. All members of the Committee shall have the ability to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement, and cash flow statement, at the time of their appointment.

At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who

satisfies this definition of an audit committee financial expert will also be presumed to have financial sophistication.

The members of the Committee shall be elected by the Board at the annual meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

SECTION III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with Management, Internal Audit, and the Independent Registered Public Accounting Firm in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee, or at least its Chair, should meet with the Independent Registered Public Accounting Firm and Management quarterly to review the Corporation's financials consistent with Section IV. (h) below. The Committee may invite to its meetings any member of Management and such other persons or advisors as it deems appropriate to carry out its responsibilities.

SECTION IV. RESPONSIBILITIES AND DUTIES

(a) Responsibilities Relating to Retention of the Independent Registered Public Accounting Firm. The Committee shall be solely responsible for the appointment, compensation, oversight of the work, evaluation and termination of any independent registered public accounting firm (including resolution of disagreements between Management and the Independent Registered Public Accounting Firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. The Independent Registered Public Accounting Firm shall report directly to the Committee.

(b) Preapproval of Services. The Committee shall preapprove, pursuant to such processes as are determined to be advisable, all auditing services (which may entail providing comfort letters in connection with securities underwritings) and non-audit services provided to the Corporation by the Independent Registered Public Accounting Firm that are not prohibited by law.

(c) Exception to Preapproval Requirements. The preapproval requirements set forth above shall not be applicable with respect to the provision of permitted non-audit services, if:

- The aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent (5%) of the total amount of revenue paid by the Corporation to its Independent Registered Public Accounting Firm during the fiscal year in which the non-audit services are provided;

- Such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and

- Such services are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

(d) Delegation of Preapproval Authority. The Committee may delegate to one or more designated members of the Committee the authority to grant required preapproval of auditing and permitted non-audit services. The decisions of any member to whom authority is delegated under this

paragraph to preapprove an activity under this subsection shall be presented to the full Committee at its next scheduled meeting.

(e) Oversight of the Corporation's relationship with the Independent Registered Public Accounting Firm. The Committee shall:

- Obtain and review copies of the registration applications and annual reports of the Independent Registered Public Accounting Firm;
- Verify that the Independent Registered Public Accounting Firm does not perform non-audit services prohibited by applicable law;
- Identify alternative vendors for non-audit services that are not on the list of prohibited non-audit services as set forth in applicable law and determine whether the interests of the Corporation are best served by these services being performed by the Independent Registered Public Accounting Firm or by alternative providers;
- Verify whether the audit partner responsible for reviewing the audit is nearing the end of the maximum five-year term for being the audit partner and, if at the end of the five-year term, discuss replacement with the Independent Registered Public Accounting Firm;
- Receive periodic written reports from the Independent Registered Public Accounting Firm regarding the Independent Registered Public Accounting Firm's independence, which reports shall be consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee regarding independence, discuss such reports with the Independent Registered Public Accounting Firm, and if so determined by the Committee, take or recommend that the full Board take appropriate action to oversee the independence of the Independent Registered Public Accounting Firm;
- On an annual basis, the Committee should review and discuss with the Independent Registered Public Accounting Firm all significant relationships the Independent Registered Accounting Firm has with the Corporation to determine the Independent Registered Public Accounting Firm's independence;
- Periodically consult with the Independent Registered Public Accounting Firm out of the presence of Management about internal controls and the quality and accuracy of the Corporation's financial statements;
- Review the report of the Independent Registered Public Accounting Firm, which review should include:
    - The critical accounting policies and practices used;
    - The alternative treatments under GAAP discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the Independent Registered Public Accounting Firm's preferred treatment; and
    - Any material communications between the Independent Registered Public Accounting Firm and Management, including any Management letter or schedule of unadjusted differences.
- Verify whether any person has taken any action to fraudulently influence, coerce, manipulate or mislead any independent registered public accounting firm engaged in the

performance of the Corporation's audit for the purpose of rendering the Corporation's financial statements materially misleading.

(f) Conflicts. The Committee shall:

- Review, approve, and oversee any transactions between the Corporation and any related person (as defined in SEC regulations) on an ongoing basis in accordance with the Corporation's policies and procedures; and

- Recommend to the Board policies for the Corporation's hiring of employees or former employees of the Independent Registered Public Accounting Firm who participated in the audit of the Corporation to prevent conflicts of interest.

(g) Certification. As a result of CEO and CFO certifications required by applicable law, the Committee shall:

- Review the procedures the Corporation's officers use to obtain the information required for them to make certifications of financial information under applicable law;

- Consider the effect of these procedures on other employees of the Corporation; and

- Recommend changes in procedures and verify the certification has been made as and when required.

(h) Financial Statement and Disclosure Matters. The Committee shall:

- Coordinate with the officers of the Corporation to ensure appropriate disclosure in the Corporation's Annual Report to the SEC on Form 10-K (or proxy statement if information is incorporated by reference from the proxy statement) regarding: (1) the number and names of financial experts serving on the Committee; (2) whether each financial expert is independent; and (3) if there is no financial expert serving on the Committee, an explanation of why there is not a financial expert serving on the Committee;

- Coordinate with the officers of the Corporation to ensure appropriate disclosure to the public of all approvals by the Committee for the Independent Registered Public Accounting Firm to perform permitted non-audit services;

- In consultation with the Independent Registered Public Accounting Firm, review the integrity of the Corporation's financial reporting processes, both internal and external;

- Consider the Independent Registered Public Accounting Firm's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;

- Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the Independent Registered Public Accounting Firm or Management;

- Review the Corporation's annual audited financial statements and related issues with Management and the Independent Registered Public Accounting Firm, including major issues regarding accounting and auditing principles and practices;

- Review with Internal Audit the adequacy of the Corporation's overall accounting and financial controls, including the adequacy and effectiveness of the Corporation's systems

of internal controls (including control deficiencies and significant changes in internal controls) and disclosure controls and procedures;

- Review the Corporation's annual audited financial statements and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the Independent Registered Public Accounting Firm;

- Recommend to the Board whether the Corporation's audited financial statements should be included in the Corporation's Annual Report to the SEC on Form 10-K;

- Prepare the report required by the rules of the SEC to be included in the Corporation's annual proxy statement;

- Discuss with the Independent Registered Public Accounting Firm the matters required to be discussed under auditing standards established from time to time by the Public Company Accounting Oversight Board and by SEC rules; and

- Review with financial Management and the Independent Registered Public Accounting Firm each 10-Q prior to its filing or prior to the release of earnings. The Chair of the Committee may represent the entire Committee for purposes of this review.

(i) Complaints. The Committee shall oversee procedures to facilitate:

- The receipt, retention, and treatment of complaints received by the Corporation from third parties regarding accounting, internal accounting controls, or auditing matters; and

- The confidential and anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(j) Process Improvement. The Committee shall:

- Maintain regular and separate systems of reporting to the Committee by both Management and the Independent Registered Public Accounting Firm regarding any significant judgments made in Management's preparation of the financial statements and the view of each as to the appropriateness of such judgments;

- Following completion of the annual audit, review separately with Management and the Independent Registered Public Accounting Firm any significant difficulties encountered during the course of the audit, including any restrictions of the scope of work or access to required information;

- Review any significant disagreement between Management and the Independent Registered Public Accounting Firm in connection with the preparation of the financial statements; and

- Review with the Independent Registered Public Accounting Firm and Management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

(k) Ethical and Legal Compliance. The Committee shall:

- Periodically review the Corporation's Code of Business Conduct and Ethics (the "Code") that, at a minimum, addresses conflicts of interest, and compliance with applicable laws, rules and regulations;

- Ensure that Management maintains a system to enforce the Code and has disclosed to the Committee any waivers to executives and directors;

- Ensure that the Code is publicly available;

- Review Management's monitoring of the Corporation's compliance with the Code, and ensure that Management has the proper review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements;

- Review, with the Corporation's counsel, legal compliance matters including corporate securities trading policies;

- Review, with the Corporation's counsel, any legal matter that could have a significant impact on the Corporation's financial statements;

- Communicate with legal counsel of the Corporation to facilitate compliance by legal counsel with its obligation to report to the Committee or other committee of independent directors evidence of material violations of securities law and other matters; and

- Perform any other activities consistent with this Charter, the Corporation's Code of Regulations and governing law, as the Committee or the Board deems necessary or appropriate.

(l) Risk Oversight. The Committee shall, in coordination with the other committees of the Board as appropriate:

- Review with Management, at least annually, the Corporation's major financial risk and enterprise exposures and the steps Management has taken to monitor or mitigate such exposures;

- Review with Management, at least annually, the Corporation's major legal and regulatory compliance risk exposures and the steps Management has taken to monitor or mitigate such exposures;

- Review with Management, at least annually, the Corporation's major governance and corporate responsibility risk exposures and the steps Management has taken to monitor or mitigate such exposures;

- Review with Management, at least annually, the Corporation's major cybersecurity, information technology, and emerging technology risk exposures and the steps Management has taken to monitor or mitigate such exposures; and

- Review with Management periodically the Corporation's major risk exposures in other areas, as the Committee deems necessary or appropriate from time to time.

(m) Committee Charter. The Committee shall review and reassess the adequacy of this Charter on an annual basis.

(n) Miscellaneous Powers and Responsibilities. The Committee shall:

- Adopt policies to prevent personnel from falsifying or destroying any records to impede any official proceeding;
- Adopt a policy to retain all documents relevant to a financial audit for at least seven years and to require the Independent Registered Public Accounting Firm to do the same;
- Review internal audit plans for and the scope of ongoing audit activities, including examinations under Section 404, as well as any subsequent updates, as deemed necessary at the discretion of the Committee and review annually the Internal Audit Charter;
- Review the annual and periodic reports of audit activities and examinations and the results thereof of the internal auditing department and monitor the progress of internal audit activities, as applicable; and
- Make regular reports to the Board.

SECTION V. USE OF ADVISERS

(a) Authority to Engage Advisers. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties.

(b) Funding. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of:

- compensation to the Independent Registered Public Accounting Firm for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Corporation;
- compensation to any adviser employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Approved October 29, 2026