TRANSCAT, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. Role

The role of the Nominating and Governance Committee (the "Committee") of Transcat, Inc. (the "Company") is to: (a) determine the slate of Director nominees for election to the Company's Board of Directors (the "Board"); (b) identify and recommend candidates to fill Board vacancies occurring between annual shareholder meetings; and (c) review, evaluate and recommend implementation of or changes to the Company's corporate governance framework, and such other matters as may be determined by the Board from time to time.

2. Membership

The membership of the Committee consists of at least two Directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with the Director's exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member's independence. The Board appoints the Committee members and the Committee's Chair.

3. Operations

The Committee meets at least once a year. Additional meetings may occur as the Committee or its Chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings organized as telephonic meetings or by means of electronic communication), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Code of Regulations of the Company, or (c) the laws of the State of Ohio.

4. Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

5. Responsibilities

The principal responsibilities and functions of the Committee are as follows:

- Periodically evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the Directors fulfilling their responsibilities in a manner that serves the interests of the Company's shareholders.

- Before recommending an incumbent, replacement or additional Director, review the prospective Director's qualifications, including capability, skills, experience,

availability to serve, independence, conflicts of interest, and other relevant factors.

- Assist in identifying, interviewing, and recruiting candidates for the Board.
- Periodically review the composition of each Committee and present recommendations for Committee memberships to the Board as needed.
- Oversee the Company's corporate governance policies, practices, and procedures, including identifying best practices and reviewing and recommending changes to the Company's corporate governance framework to the Board for approval.
- Periodically review and make recommendations to the Board about the Company's corporate responsibility efforts.
- Periodically review and make recommendations to the Board about any advisable updates to the Company's Corporate Governance Guidelines, and monitor compliance with the Corporate Governance Guidelines.
- Assist the Board with oversight of risks related to Board organization, membership, and structure, as well as governance and corporate responsibility risks.
- Periodically review and make recommendations to the Board about changes to this Charter.
- Periodically review and make recommendations to the Board about changes to the Charters of other Board Committees after consultation with the respective Committee Chairs.

Approved October 29, 2026