Transcat, Inc.
Board of Directors
Technology Committee Charter

Authority and Purpose

The Board of Directors (the "Board") of Transcat, Inc. (the "Company"), has established the Technology Committee (the "Committee") to assist the Board in fulfilling its corporate governance and oversight responsibilities for the Company's operations and strategy in relation to technology and information systems (hereafter referred to as "IT") and emerging technologies.

Composition

The Committee members shall be appointed, and may be removed, with or without cause, at any time, by the Board. The Committee shall consist of no fewer than three directors. The Committee shall choose its own Chair and Secretary.

Meetings

Meetings of the Committee may be called by the Chair of the Committee and shall be called by the Chair at the request of any member of the Committee, or such meetings may be called by any member if there shall be no Chair. Notice of each meeting of the Committee shall be sent to each member of the Committee by mail at least two (2) days before the day on which the meeting is to be held, or shall be given personally or by any other means of communication (e.g. electronic mail, facsimile or other transmission) no later than one (1) day before the day on which the meeting is to be held. Notice of any meeting may be waived before or after the meeting.

Quorum and Action

A majority of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at the meeting at which a quorum is present shall be the act of the Committee.

Duties and Responsibilities

The primary duties and responsibilities of the Committee are to:

- Review the Company's IT policy, including policy objectives and responsibilities for IT management within the Company;
- Review the Company's IT planning and strategy, including the financial and strategic benefits of proposed significant IT-related initiatives;
- Review significant IT investments and expenditures and, as appropriate, make recommendations to the Board regarding significant IT investments in support of the Company's IT plan;
- Receive reports from management concerning the implementation of the Company's IT plan and initiatives, including costs, expected benefits and timelines of implementation;
- Receive and review reports from management on how technology impacts, or is needed to implement, corporate and business strategy, including reports on existing and future trends in IT and emerging technology that may affect the Company's strategic plans and overall industry trends;

- Review and discuss with management the Company's risk management and risk assessment guidelines and policies regarding IT security and data protection, including the quality and effectiveness of the Company's IT security and the Company's disaster recovery capabilities;

- Review and discuss with management and the Board the Company's cybersecurity risks and the steps management has taken to identify, assess and monitor those risks;

- Review and discuss with management the technologies, policies, processes and practices for managing and mitigating cybersecurity risks and the Company's cyber-attack incident response and recovery plan;

- Review and discuss with management emerging technologies and material innovations, including the Company's strategy for artificial intelligence ("AI") governance, and oversee the Company's management of emerging technologies, innovative business solutions, and trends that may affect business strategy and operations, including the risks associated with the integration of AI and other emerging technologies;

- In conjunction with Audit Committee review and discuss with management the quality and effectiveness of IT systems and processes that relate to or affect the Company's internal control systems;

- In conjunction with Audit Committee review and discuss with management and the Board the Company's IT-related compliance risks, including IT-related internal audits, and the steps management has taken to identify, assess, monitor, manage or mitigate those risks;

- In conjunction with Audit Committee review and discuss with management the Company's major cybersecurity, IT, and emerging technology risk exposures and the steps management has taken to identify, assess, monitor, manage or mitigate those risks; and

- Perform such other duties as are necessary or appropriate to ensure that the Company's IT programs effectively support the Company's business objectives and strategies, or as the Board may from time to time direct.

Records and Reports

The Committee shall keep a record of its acts and proceedings and regularly report the same to the Board.

Advice From Third Party Advisers

The Committee shall have the resources and authority that are necessary and appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to approve the fees with respect to such advisers. The Committee shall have direct access to, and communication with, management and employees, as necessary and appropriate to assist the Committee with its responsibilities.

Evaluation

The Committee shall periodically review its performance and report the evaluation results to the Board.

The Committee shall review and update this Charter periodically, at least annually, and recommend any proposed changes to the Board for approval.

Approved October 29, 2026