



Investor Presentation

NASDAQ Ticker: WLDN

November 2018

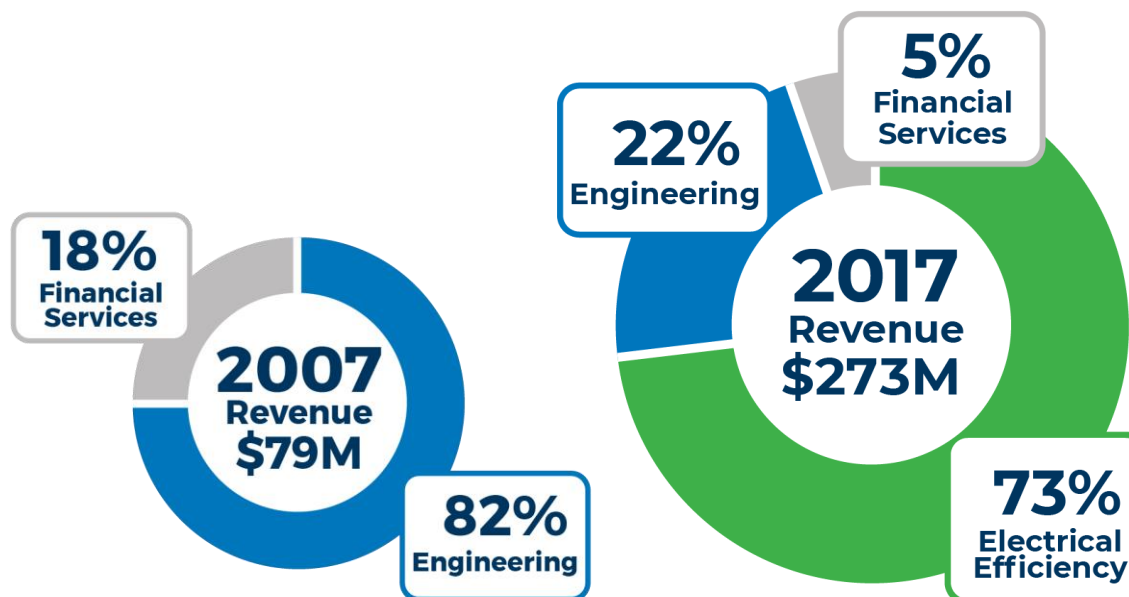
Safe Harbor Statement – Statements in this presentation that are not purely historical, are forward-looking statements that involve risks and uncertainties within the meaning of the Private Securities Litigation Reform Act of 1995. Willdan's actual results could differ materially from those in any such forward-looking statements. Willdan's business could be affected by a number of other factors, including the risk factors listed from time to time in Willdan's SEC reports including, but not limited to, the Annual Report on Form 10-K for the year ended December 29, 2017. Willdan disclaims any obligation, and does not undertake, to update or revise any forward looking statements.

Willdan Overview

ELECTRIC GRID SOLUTIONS COMPANY

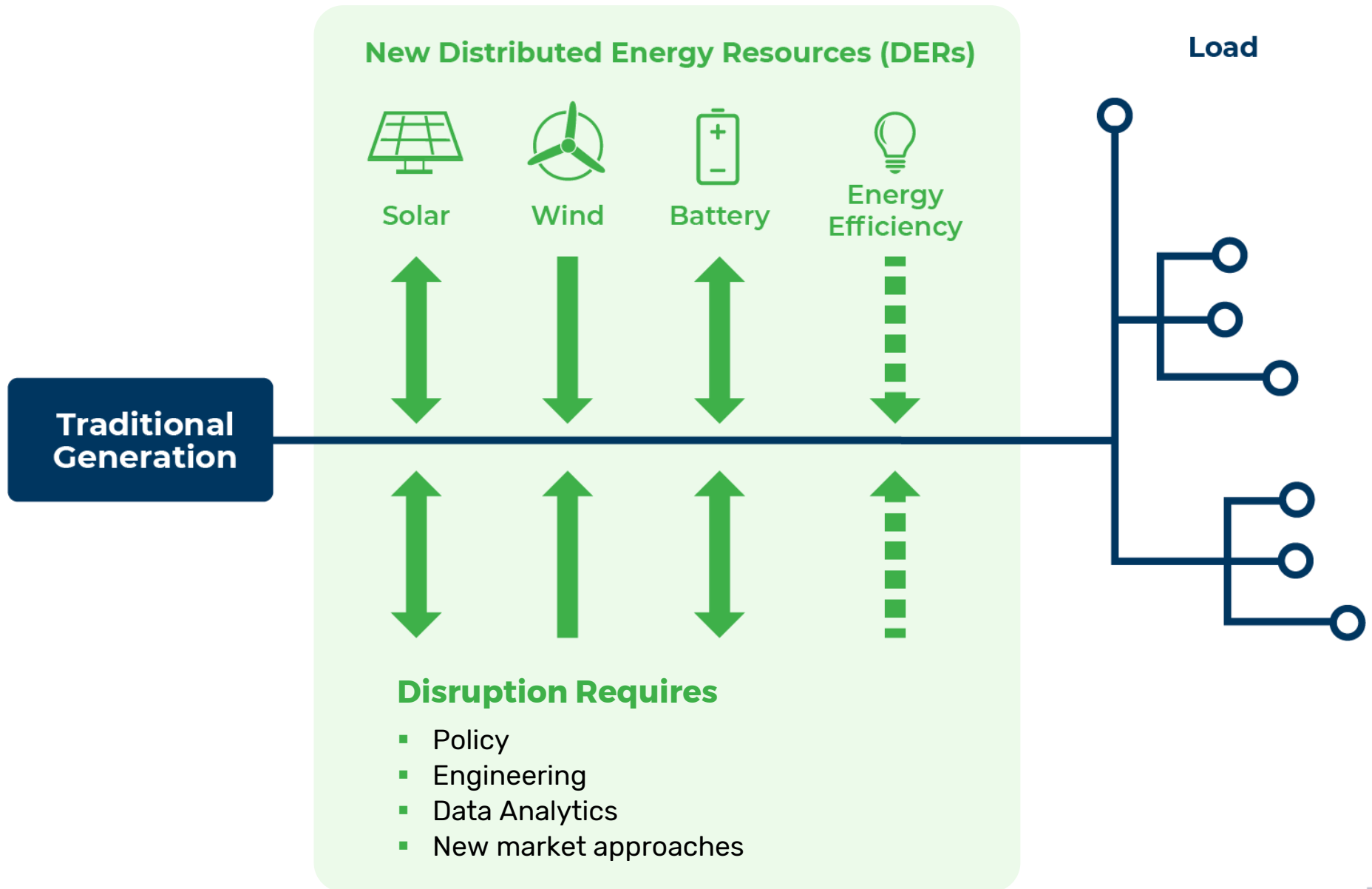
Our FY17 Stats

- \$273M Revenue
- Diluted EPS = \$1.32
- Adjusted Diluted EPS = \$1.84 ⁽¹⁾



(1) Adjusted Diluted EPS is defined as net income plus stock-based compensation, intangible amortization and transaction costs, net of tax, all divided by the diluted weighted-average shares outstanding, and is a non-GAAP financial measure. See appendix for a reconciliation to diluted EPS, which is the corresponding GAAP financial measure.

What Willdan Does



Competitors

Name	Category	Ticker
Ameresco	ESCO	AMRC
CLEAResult	PE Roll-up	--
Willdan	Mgmt. Consultant	WLDN
GoodCents/ Franklin	PE Roll-up	--
Leidos	Mgmt. Consultant	LDOS
ICF	Mgmt. Consultant	ICFI
Nexant	PE Roll-up	--

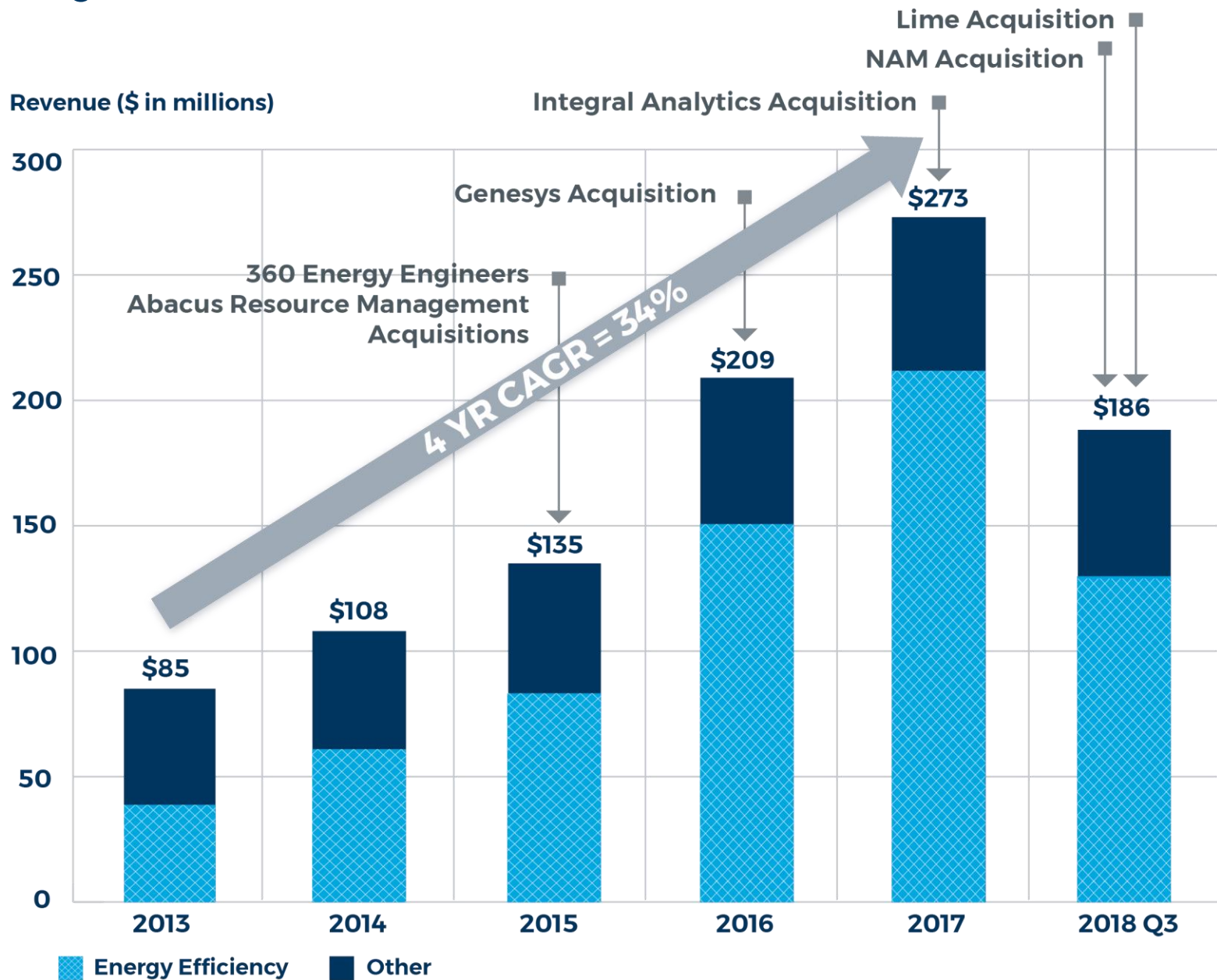
	ROIC ⁽¹⁾ 2017
Willdan	15.5%
NV5	10.1%
TETRA TECH	9.3%
NAVIGANT	9.1%
ICF	7.6%
AMERESCO	7.4%
LEIDOS	5.7%
AECOM	4.3%

Return On Invested Capital (ROIC)





$$\text{ROIC} = \frac{\text{Annual After-Tax Net Income}}{\text{Investment Capital} = (\text{Total Equity} + \text{Long-Term Debt})}$$


(1) Calculated from data in SEC filings.

History of Deals & Growth



Acquisitions Catalyze Growth

Strategy	Add Energy Efficiency	Add Performance Contracting	Add Central Plant Engineering	Add Grid Data Analytics
Acquisition	INTERGY	360 ENERGY ENGINEERS ABACUS	GENESYS	INTEGRAL ANALYTICS
New Program Cross-sold	 Direct Install \$30M/yr	 Rocky Mountain Power Direct Install \$10M/yr	 Multifamily \$8M/yr	 An Exelon Company \$3M/yr
	2008	2015	2016	2017



Lime Energy Acquisition

Energy Efficiency Company

- Founded 1997, went public in 2008. Currently traded OTC/Pink Sheets
- Direct install
- Contracts with 10 of the top 25 US electric utilities⁽¹⁾
- Substantially all installations are subcontracted
- Strong Southeast, Northeast, and California presence
- Approximately 260 staff

- Paid \$120M, 10 times its projected 2018 EBITDA
- Projected \$145M revenue in 2018

- 67.1% of 2018 1H revenue from:
 - LADWP⁽²⁾ – largest US municipal utility⁽¹⁾
 - Duke Energy – 2nd largest US investor owned utility⁽¹⁾

(\$M)	2016A	2017A
Revenue	\$103.8	\$124.6
Net Revenue ⁽³⁾	\$34.1	\$42.9
Net Income	(\$8.9)	\$4.7
Adjusted EBITDA ⁽⁴⁾	(\$0.4)	\$8.5
Adjusted EBITDA % Revenue	-0.3%	6.8%
Adjusted EBITDA % Net Revenue	-1.1%	19.9%

(1) Source: Energy Information Administration Data, summed by parent corporation.

(2) Los Angeles Department of Water and Power.

(3) Net Revenue is defined as contract revenue minus subcontractor services and other direct costs and is a non-GAAP financial measure. See appendix for a reconciliation to the corresponding GAAP financial measure.

(4) Adjusted for Extinguishment of Debt, Change in Derivative Liability, Acquisition Costs, Pro-forma COGS Adjustment, Other One-Time Costs and Share-Based Compensation that ends after Acquisition.

Strategic Rationale for Lime Transaction



Makes Willdan more competitive in the market



Expands utility customer base



Expands and diversifies geographically



Positions Willdan for upcoming Northeast and California program expansions



Further absorbs corporate costs



Enables Willdan to further invest in technically differentiated areas




Lime Complements and Expands Willdan

	Utility	# Electric Customers
1	Exelon	7,690,000
2	Duke Energy	7,100,000
3	First Energy	6,000,000
4	Dominion	6,000,000
5	American Electric Power	5,300,000
6	PG&E	5,200,000
7	Edison International	4,929,000
8	NextEra Energy	4,600,000
9	Southern Company	4,412,000
10	Consolidated Edison Inc.	3,600,000
11	National Grid	3,500,000
12	Xcel Energy	3,400,000
13	Tennessee Valley Authority	3,300,000
14	Northeast Utilities	3,087,000
15	Entergy	2,800,000
16	American Corporation	2,436,000
17	MidAmerican Energy	2,429,844
18	PPL Corporation	2,343,000
19	PSEG	2,200,000
20	DTE Energy	2,100,000
21	Centerpoint Energy	2,100,000
22	Iberdrola USA	1,852,000
23	Oncor	1,672,000
24	Sempra Energy	1,400,000
25	Los Angeles Department of Water & Power	1,400,000

Top 25 US Utilities

Willdan = 10 of top 25

After Lime = 16 of top 25

-  Current Willdan utility energy efficiency contracts
-  Current Lime utility energy efficiency contracts
-  Both Lime and Willdan have current contracts

Source: Energy Information Administration Data, summed by parent corporation

Lime Better Positions Willdan

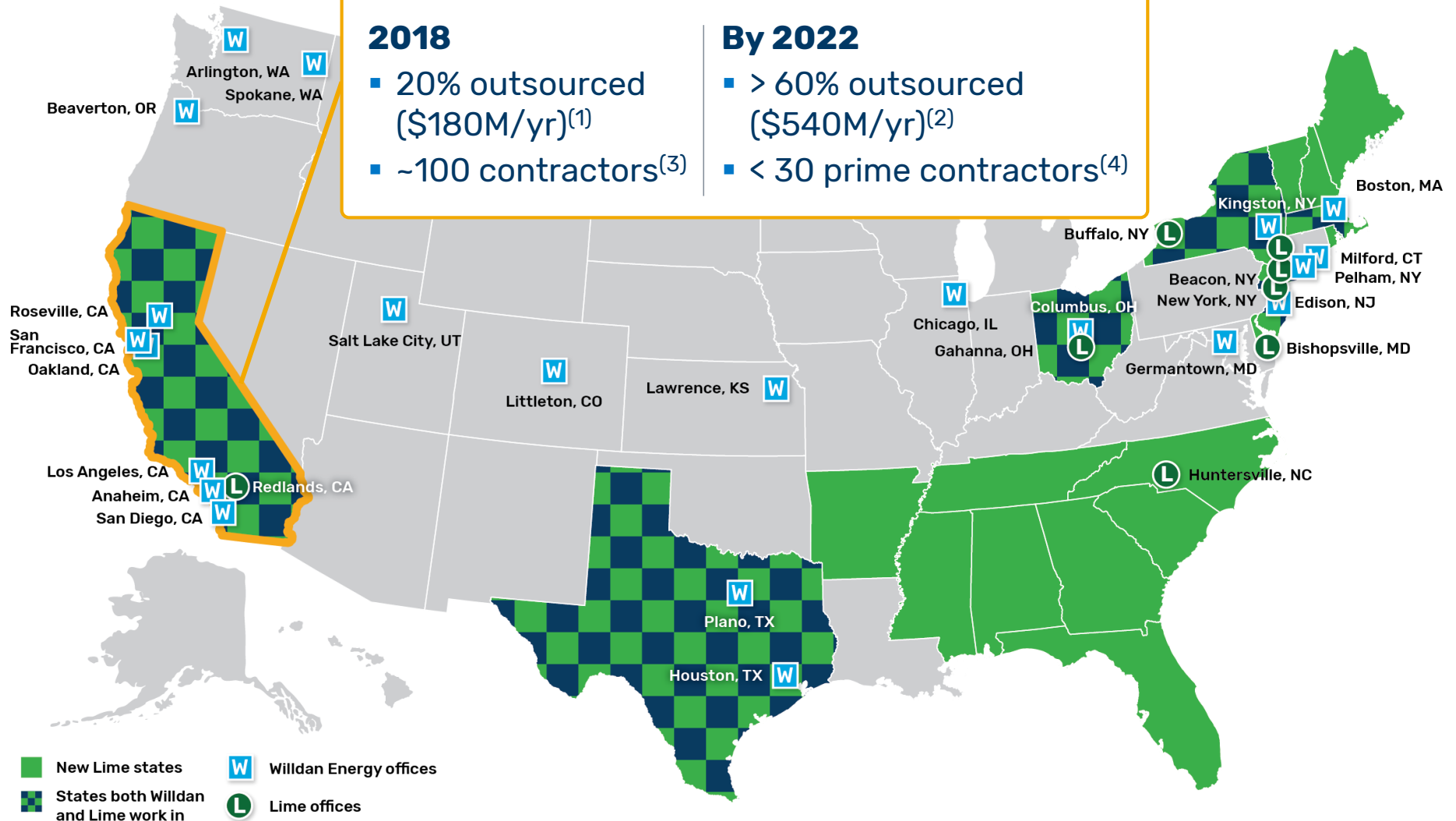
CA Opportunity - \$900M⁽¹⁾/yr Market

2018

- 20% outsourced (\$180M/yr)⁽¹⁾
- ~100 contractors⁽³⁾

By 2022

- > 60% outsourced (\$540M/yr)⁽²⁾
- < 30 prime contractors⁽⁴⁾



(1) Based on 2018 budget provided in Decision 18-01-004 from the California Public Utilities Commission.

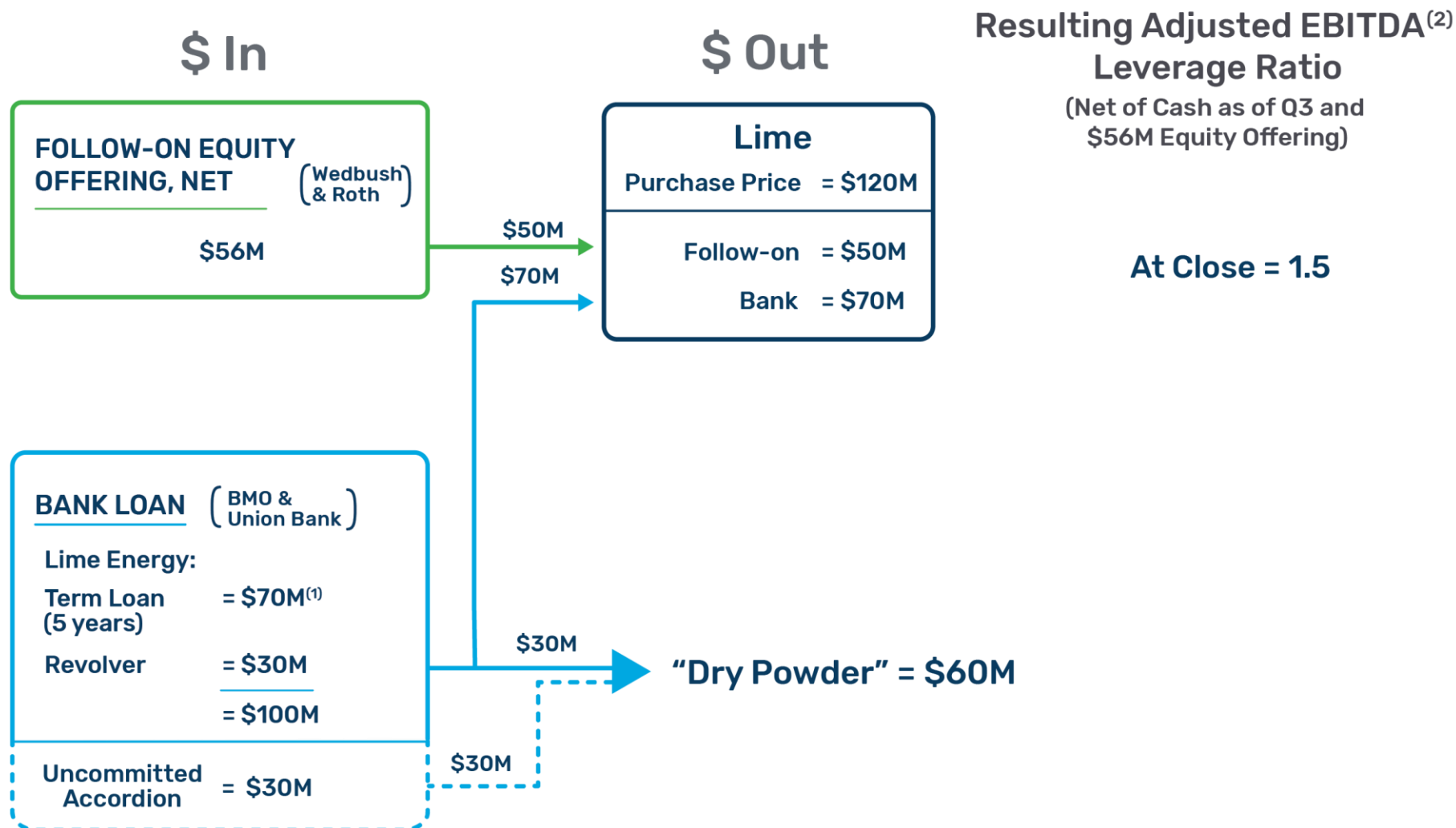
(2) Assumes no changes in budget from 2018.

(3) Based on third-party contractors disclosed by Pacific Gas and Electric Company, Southern California Edison, Southern California Gas Company and San Diego Gas and Electric on their third-party program webpages.

(4) Based on management estimates and assumes an anticipated reduction in prime contractors.

Lime Acquisition Capitalization

AS OF NOVEMBER 9, 2018:



- (1) The initial delayed draw term loan facility allowed for up to \$90M of term loans; however, under the terms of the credit agreement, the maximum amount of the term loan was reduced to no more than \$70M as a result of our equity offering.
- (2) See (2) on page 13 for Adjusted EBITDA definition.

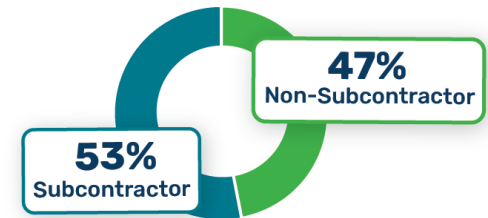
Willdan Pre- and Post-Acquisition of Lime

SEPTEMBER 28, 2018

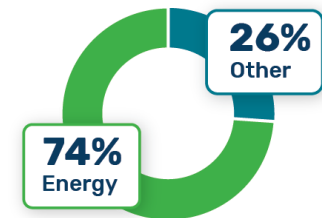
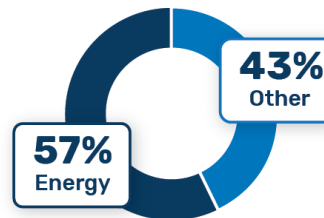
POST-ACQUISITION



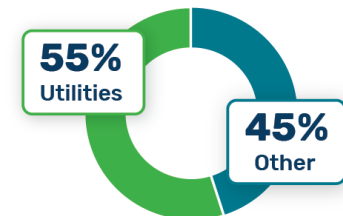
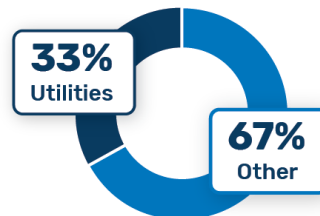
Subcontractors
as a % of Revenue



Energy Revenue



Utilities as %
Net Revenue



of Employees

851

1,110



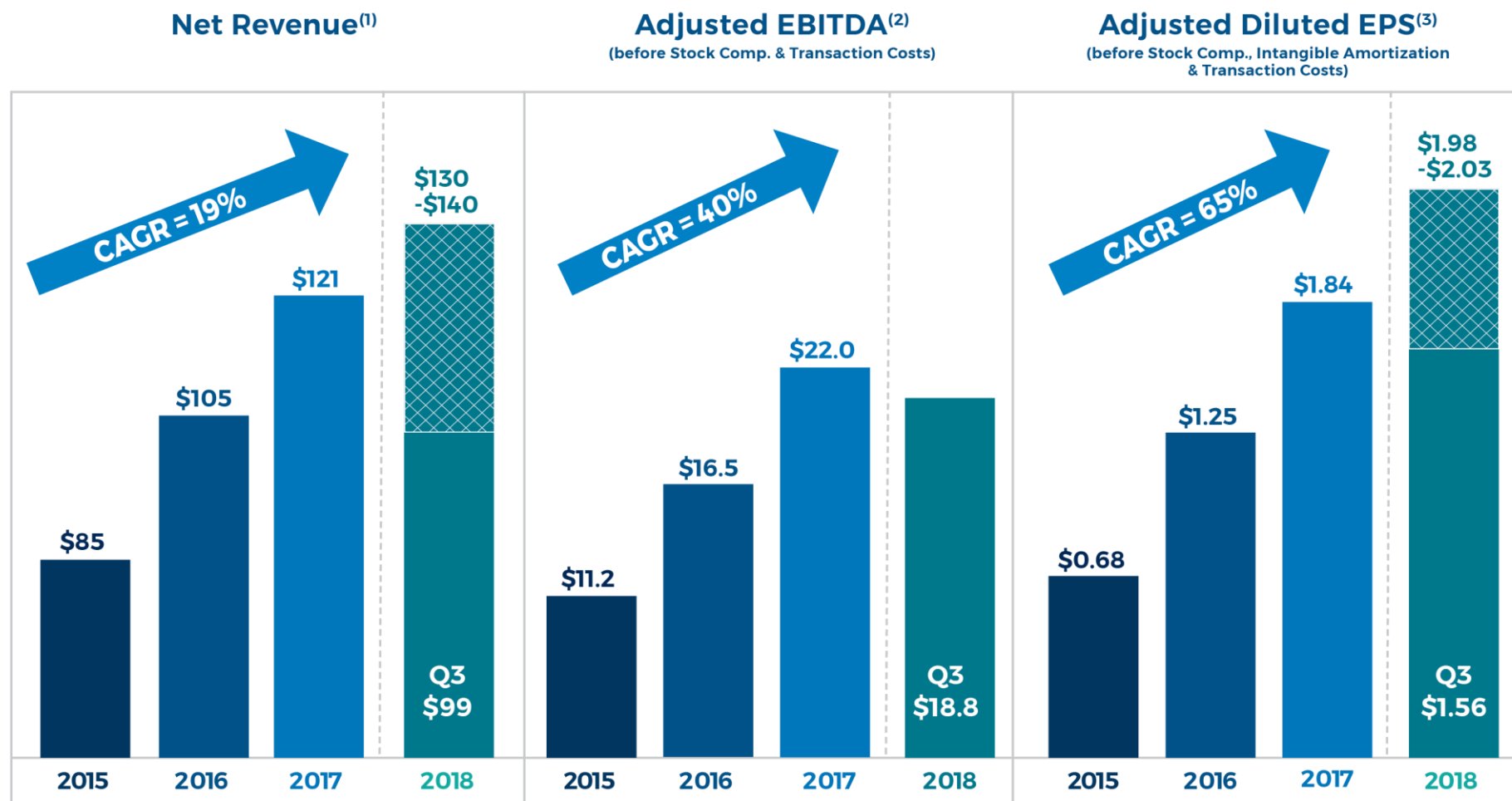
of Locations

43

51

Three-year Financial Performance and Q3 2018

\$ in millions, except per share data



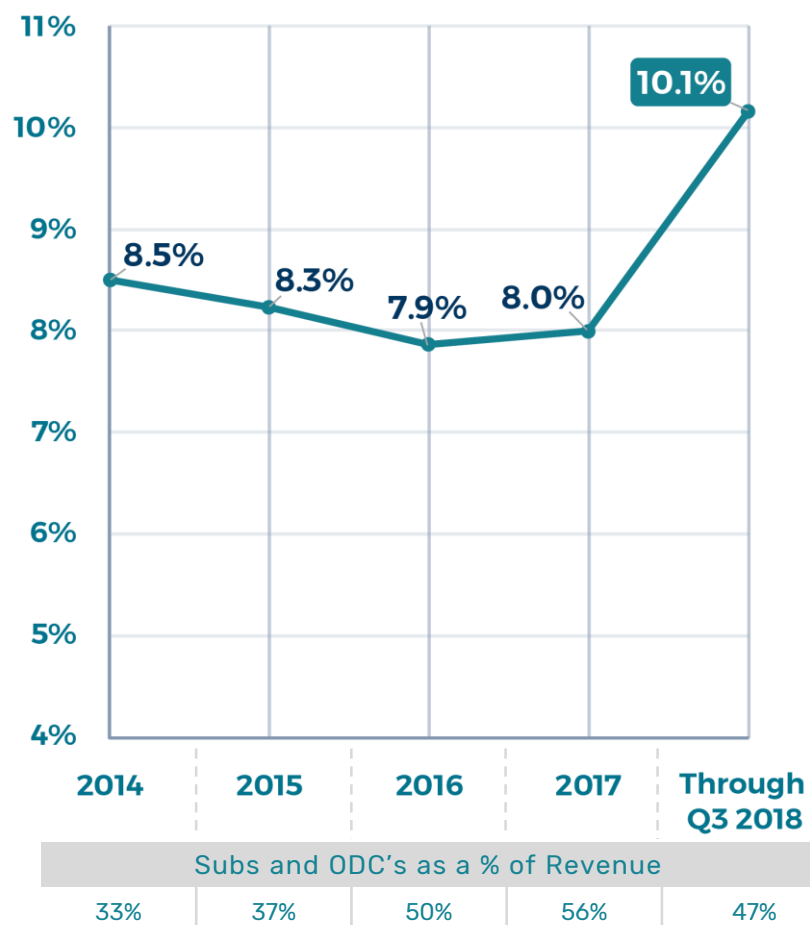
(1) Net Revenue is defined as contract revenue minus subcontractor services and other direct costs and is a non-GAAP financial measure. See appendix for a reconciliation to the corresponding GAAP financial measure.

(2) Adjusted EBITDA is defined as net income plus interest expense, interest accretion, income tax expense (benefit), stock-based compensation, depreciation and amortization and transaction costs and is a non-GAAP financial measure. See appendix for a reconciliation net income, which is the corresponding GAAP financial measure.

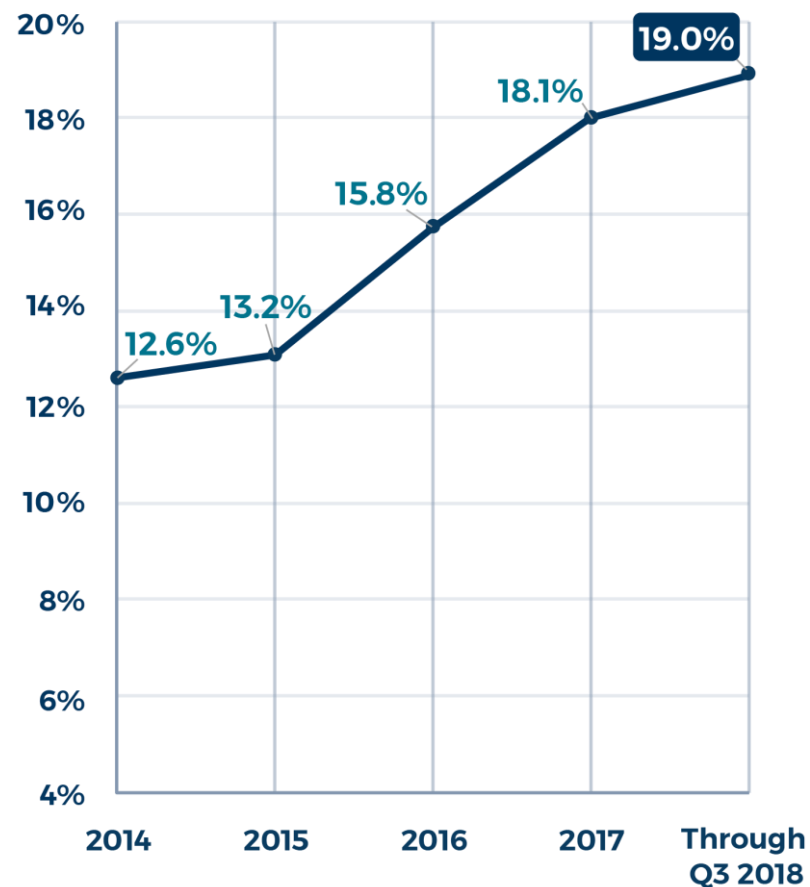
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Adjusted EBITDA Margin Trend

Adjusted EBITDA vs Revenue



Adjusted EBITDA vs Net Revenue*



*See (1) and (2) on page 13 for Adjusted EBITDA and Net Revenue definitions.

Summary

ELECTRIC GRID SOLUTIONS COMPANY

2018 Outlook

	Range
Net Revenue	\$130 - 140M
Adjusted Diluted EPS	\$1.98 - 2.03

- Annual effective tax rate of 24%
- Diluted share count of 10.1M shares
- Annual Depreciation of \$2.2M
- Annual Amortization of \$3.5M
- Assumes No Future Acquisitions

Long Term

Organic Growth	>10%
Accretive Acquisitions	>10%
Total Growth	>20%