WILLDAN GROUP, INC.

CODE OF ETHICAL CONDUCT

Introduction

It is the belief of the Willdan Group, Inc. and its subsidiaries (collectively, the "Company" or "Willdan") that a strong commitment to principles of ethical conduct is essential for its success. Accordingly, the Company has adopted this Code of Ethical Conduct (the "Code") to outline expectations and provide standards for all employees, directors, and officers (in connection with their work for the Company), regardless of the positions they hold. Each employee, director and officer should read this document carefully with a commitment to uphold the high ethical standards outlined in this Code in all of the Company's operations.

Honest, Ethical and Fair Conduct

Each employee, director, and officer owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest, fair and candid. Deceit, dishonesty and subordinating one's principles are inconsistent with integrity. Service to the Company should never be subordinated to personal gain and advantage. The Company has adopted this Code to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely, and understandable disclosure in reports and public communications;
- Compliance with applicable laws, rules and regulations;
- The prompt reporting of violations of this Code to appropriate individuals identified in this Code; and
- Accountability for adherence to this Code.

While this Code cannot address every issue that may arise, it is designed to establish basic principles that every individual is expected to observe in the performance of the Individual's role as an employee, director, or officer of the Company. This Code is in addition to and is meant to complement other Company codes of professional and ethical conduct. In the event an employee, director, or officer is unsure about a proper course of conduct, the individual should consult their supervisor, a Human Resources representative, or Company President. If an employee, director, or officer is aware of a violation or potential violation of this Code, the individual should follow the procedures described in the section entitled "Reporting a Violation or Suspected Violation." Violation of any provision of this Code may result in disciplinary action up to and including termination.

Laws, Rules, Regulations and Company Policies

It is the Company's philosophy that being informed about the legal environment in which the Company does business and conducting business in a manner that is lawful is vital to the Company's

continued success. Each employee, director, and officer of the Company is expected to develop an understanding of the laws and regulations that govern our business and to fully comply with all applicable local, state and federal laws and regulations. Furthermore, each employee, director, and officer is expected to utilize reasonable judgment when determining when it is appropriate to seek advice or clarification on laws, rules and regulations. Further, the employee, officer or director is expected to follow both the letter and spirit of these laws, rules and regulations. Any illegal action will be dealt with swiftly and violations will be reported to the proper authorities. Failure to obey fully all laws and regulations violates this Code and may expose both the Company and responsible employees or directors to criminal or civil prosecution and will be subject to disciplinary action by the Company. Employees, directors, and officers are also expected to be familiar with and comply with the terms, conditions and policies set forth in the Company's Employee Handbook as well as all other applicable Company policies and procedures.

Business Information and Disclosures to Investors

As a public company, it is critical that the Company's filings with the Securities and Exchange Commission as well as other public communications be full, fair, accurate, complete, timely and understandable. To assist in meeting the reporting standards detailed above, for all material information, including information relating to the Company's financial records and reports, an internal system of controls and procedures, as well as a Disclosure Committee, have been established. Each individual is expected to follow these controls and procedures to the extent they apply to the Individual's role.

Employees, directors, and officers are expected to always record information accurately, honestly and in accordance with all applicable legal requirements, as well as the Company's internal system of controls. An employee, director, or officer of the Company will never be granted authorization to knowingly enter into or maintain any false or misleading information in the corporate books, records, accounts or financial statements.

If an employee or other individual is aware that public disclosures are not accurate, complete or timely, or if an employee or other individual becomes aware of a transaction or development that the employee/individual believes may require disclosure, that employee/individual should report the information immediately to a member of the Disclosure Committee. The Disclosure Committee includes the Chief Financial Officer, General Counsel, Controller, Chief Human Resources Officer and Vice President-Accounting.

In the event the Chief Executive Officer, President, and/or one of the senior financial officers, or any other officer, becomes aware of information that has been filed or disclosed regarding the Company's business and/or financial condition that does not meet the standards set forth above, the individual is required to promptly report the violation to the Audit Committee of the Board of Directors of the Company.

Special Ethics Obligations for Employees with Financial Reporting Responsibilities

Employees with financial reporting responsibilities bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Company's Chief Executive Officer, President, Chief Financial Officer, all Finance Department personnel, Presidents and Executive/Vice Presidents of subsidiary companies, Division Managers, and Regional Managers have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of the Company's financial results and condition. Because of this special role, the personnel listed above are bound by the following Financial Officer Code of Ethics, and by accepting this Code, each agrees that the individual will, in such individual's capacity as an employee of the Company:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships,

- Provide information that is accurate, complete, objective, relevant, timely, and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications,

- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies,

- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated,

- Respect the confidentiality of information acquired in the course of the Individual's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage,

- Share knowledge and maintain skills important and relevant to stakeholder's needs,

- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community,

- Achieve responsible use of and control over all assets and resources employed or entrusted, and

- Promptly report to the Vice President – Accounting and/or the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Violations of this Financial Officer Code of Ethics, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment.

Conflicts of Interest

The Company respects all individuals' rights to engage in activities outside of their employment that are private in nature (social, community, political, or religious). However, each employee, director, and officer is expected to avoid situations and relationships that involve the appearance of a conflict of interest or an actual or potential conflict of interest. A "conflict of interest" exists when an employee's, director's or officer's private interests (or the interests of a member of their family) interfere in any way with the interests of the Company or when an employee, director, or officer (or a member of their family) takes actions or has interests that may make it difficult to perform their work objectively and effectively. Conflicts of interest also arise when an employee, director or officer (or a member of their family) receives improper personal benefits as a result of their position in the Company. Employees, directors and officers are expected to avoid conflicts of interest and to conduct their personal, off-duty affairs in a manner that does not adversely affect the Company's integrity, reputation, or credibility.

Personal or Business Opportunities

Employees, directors, and officers are prohibited, without the consent of the Board, from taking advantage of personal opportunities that are discovered through use of Company property, access to Company information, or as a result of their position with the Company. No employee, director, or officer may use Company property, intellectual property, information, or position for improper personal gain. Employees, directors, and officers have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Securities Laws and Insider Trading

Federal and state laws prohibit trading in securities by persons who have material information that is not generally known or available to the public. Employees, directors, and officers are not allowed to purchase or sell the Company's stock while in the possession of material, non-public information concerning the Company. In general, information will be considered "material" if a reasonable investor would consider it important in making their investment decision. This information includes, but is not limited to, earnings results, acquisitions, divestitures, or pending changes in management or control. In addition, to use any material non-public information to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal.

These rules also apply to the use of material, non-public information about other companies including, but not limited to, customers, suppliers, competitors and potential business partners. These rules also apply to an employee's, director's, or officer's respective "family members" (as defined in the Company's insider trading policy, in effect from time to time) and other parties that are related to each employee, director and officer.

The Company maintains a separate Insider Trading Policy that further explains the duties and prohibitions applicable to all employees, directors, and officers and all employees, directors and officers are expected to be familiar, and comply, with such policy at all times. Questions regarding this policy should be directed to the Chief Financial Officer.

Antitrust Laws and Competition

The antitrust laws of the United States are intended to protect and promote vigorous and fair competition. Employees, directors, and officers are expected to adhere to applicable antitrust laws. A violation of these laws may give rise to civil or criminal prosecution. To that end, employees, directors, and officers are prohibited from entering into any agreement or understanding – even an informal understanding – with a competitor to (i) set prices on our products and services, (ii) divide territories, markets or customers, (iii) prevent another company from entering the market, (iv) participate in any form of bid rigging, (v) refuse to deal with a customer or supplier for improper reasons or (vi) boycott another company. Because the antitrust laws are broad and far-reaching, employees should always obtain the advice of each such employee's direct supervisor before engaging in any conduct or practice that may involve antitrust laws.

Entertainment and Gifts and Anti-Bribery

The purpose of business entertainment and gifts is to create goodwill and sound working relationships. The purpose is not to gain unfair advantages with customers, suppliers or personnel who work for the government or an organization that regulates the Company's business or business operations. No gift or entertainment should ever be offered, given, provided or accepted by any employee, officer, director, or family member of such person unless it:

- Is not a cash gift;
- Is consistent with customary business practices;

- Is of nominal value;
- Cannot be construed as a bribe or payoff;
- Does not violate any laws or regulations; and
- Does not imply that additional business opportunities are contingent upon the gift/gratuity.

All employees are prohibited from giving, promising, offering or authorizing payment of anything of value to any government official to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official's actions. Additionally, employees must also avoid the appearance of seeking to obtain an unfair advantage with government officials.

In addition to the prohibitions of bribing government officials discussed above, employees are prohibited from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery and are often called "kickbacks."

The Company's prohibition on bribery applies to all improper payments regardless of size or purpose, including "facilitating" (or expediting) payments. Facilitating payments refer to small payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Employees or officers who are conducting business with the government officials of any country must contact the General Counsel for guidance on the law governing payments and gifts to governmental officials.

The promise, offer or delivery to an official or employee of the United States or any foreign government of a gift, favor or other gratuity in violation of any federal laws, rules or regulations, including the Foreign Corrupt Practices Act, would not only violate this Code but could also be a criminal offense. Foreign governments and US state and local governments or other regulating agencies may have similar rules and regulations that employees must comply with.

Confidentiality, Protection and Proper Use and Treatment of Company Information

The Company's confidential business information is a valuable asset that all employees, officers and directors must protect. Confidentiality, protection and the appropriate treatment of the Company's business information is critical to the Company's ability to grow and compete. Every employee, director, and officer is expected to take measures to protect or assist in the protection of all confidential and proprietary information, including technical, financial, marketing and other business information, which, if made available to our competitors or the public, would be advantageous to such competitors and detrimental to the Company. This confidentiality responsibility extends to confidential information of third parties that we have received. Each individual is expected to maintain the confidentiality of information entrusted to the individual by the Company or its customers, suppliers and competitors except when disclosure is authorized by management or legally mandated or permitted. Employees should also refrain from sharing confidential information internally beyond those persons who legitimately need to know it for purposes of their job. The obligation to preserve confidential information continues even after employment with the Company ends.

Use of Company Assets and Resources

Employees must only use Company funds or assets for lawful and proper purposes. Company resources, time or facilities (including assets, financial funds, vehicles, office equipment, e-mail and computer systems and resources) should only be used by employees in the furtherance of the Company's legitimate business objectives. Employees should not use Company property or Company equipment for personal use unless explicitly authorized by their supervisor.

Appropriate and effective use of Company assets benefits the organization as a whole. Improper use of Company assets could reduce productivity and profit, increase prices to our customers and, ultimately, result in decreased business and fewer projects. It is the responsibility of each employee to protect and properly use Company assets by taking preventative measures to protect Company property against unauthorized use, access, disposal in any manner that is inappropriate. To ensure the protection and proper use of the Company's assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Promptly report the actual or suspected theft, damage or misuse of Company property to a supervisor, Human Resources representative or Company President.
- Use the Company's supplies and equipment for business-related purposes and not personal purposes.
- Use the Company's telephone system, internet, other electronic communication services, written materials, and other property for business-related purposes and in a manner that does not reflect negatively on the Company or its customers.
- Refrain from using Company e-mail and the internet for personal gain, the advancement of individual views, non-business solicitation, or the promotion of events unrelated to Company business.
- Safeguard all electronic programs, proprietary data, communications, and written materials from inadvertent access by others. Without obtaining permission from a supervisor, employees should never download or save Company software, documents or information onto their personal computers or storage systems or to the computer or storage system of any third party.
- Refrain from downloading any software from the internet onto Company computers or any drive in Company computers.
- Use all software in accordance with applicable license agreements. Use of unauthorized computer software violates Company policy and may be in violation of federal copyright statutes. Employees may not duplicate any licenses, software or related documentation for use on the Company's premises or elsewhere, or in order to conduct Company business, unless the Company is expressly authorized to do so by agreement with the licensor.

All information, data, messages, attachments and other information created, communicated or stored using the Company's information and technology resources are the property of the Company. The Company reserves the right, for any purpose, without notice and in its sole discretion, to access, inspect, review, store, delete, copy or monitor any information, e-mails, data, messages, attachments, or other information communicated or stored through the use of its information and technology resources, including business or personal e-mails or other electronic messages. The Company also reserves the right to audit any cell phone, electronic device, PC or laptop used in connection with its business. In addition, the Company reserves the right, for any purpose, without notice and in its sole discretion, to disclose any such information to law enforcement or other third parties, or to otherwise give access to such information. Sending, saving, accessing or viewing offensive material is prohibited. Web sites visited by employees may be monitored from time to time and the Company may block offensive sites.

Communications and Record Retention

Employees should take care to ensure that all business records and communications, including electronic communications, are clear and accurate. Potential risks from inaccurate or misleading statements include, but are not limited to, claims of false advertising, misrepresentation, breach of contract, securities fraud, unfair disclosure, and antitrust violations.

Records should always be retained or destroyed as outlined in the Company's Records Retention Policy. In accordance with those policies, in the event of litigation or governmental investigation, each employee, director and officer is expected to preserve all possibly relevant documents.

Political Contributions

While the Company encourages individual participation in the political process, no employee should create the impression of speaking or acting on the Company's behalf without specific authorization. It is up to each employee to abide by all laws relating to political contributions, and to make such contributions as individuals, not as representatives of the Company. Employees cannot contribute any Company money, property, time, or services (directly or indirectly) to any political candidate or political party, unless making such a contribution is permitted by local law and the employee has the prior consent of the Company's General Counsel or Chief Executive Officer. Written pre-authorization is required before an employee can make a political contribution on the Company's behalf to a foreign political party or candidate for public office.

Equal Opportunity, Discrimination and Harassment

The Company is guided by the principles of equal opportunities for all and respect for others. The Company is firmly committed to providing equal opportunities in all aspects of employment and will not tolerate any discrimination or harassment of any kind with regard to race, religious creed, color, age, marital status, sex, sexual orientation, gender identity, gender expression, citizenship status, nationality or ethnic or national origin, ancestry, religion (or belief, where applicable), military service or veteran status, physical or mental disability, medical condition, childbirth and related medical conditions, genetic information or characteristics (or those of a family member), reproductive status or any other classification protected by federal, state or local laws and ordinances.

Consistent with legal requirements, the Company will make reasonable accommodation for qualified individuals with known disabilities and employees whose work requirements interfere with a religious belief unless doing so would result in an undue hardship to the Company or a direct threat. Employees needing such accommodation are instructed to contact their supervisor, Human Resources representative or Company President immediately.

The Company will not tolerate any form of sexual harassment. Sexual harassment includes, but is not limited to, unwelcome sexual advances, requests for sexual favors and any other verbal, visual, or physical conduct of a sexual nature that has the effect of interfering with an employee's work performance or which creates an intimidating, hostile or offensive work environment, especially where submission to or rejection of such conduct is used as the basis for decisions affecting an individual's employment.

Harassment and discrimination may constitute serious misconduct, as may be filing a false statement that harassment or discrimination has occurred. Either action may result in discipline or termination of employment. Harassment or discrimination may also subject the harasser to personal legal and financial liability.

If an employee suspects that any discrimination or harassment has occurred, the individual is encouraged to promptly provide a written or oral complaint to their supervisor, Human Resources

representative or Company President. The Company will investigate all reports and take corrective action as the Company deems appropriate.

Environment, Health and Safety

The Company is committed to complying with environmental, health, and safety (EHS) laws and regulations in the workplace. The Company strives to continually improve the total environmental impact of all of its activities at all times. The Company's EHS programs are designed to protect the environment, maintain a secure workplace, and provide employees with the necessary resources to comply with EHS laws and the Company's values and standards. Employees are encouraged to use Company resources in an efficient and non-wasteful manner. Each employee has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting unsafe conditions, procedures, or behaviors. Violence, horseplay and threatening behavior are not permitted. The Company maintains an alcohol and drug-free workplace. All employees must strictly comply with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances, or face disciplinary action, up to and including termination of employment.

Reporting a Violation or Suspected Violation

Any third party, employee, director, or officer, regardless of the individual's position, that suspects a violation of this Code or has knowledge of a suspected violation of this Code is required to bring forward any pertinent information, regardless of the identity or position of the suspected offender. To report a suspected violation of this Code, contact a member of management, Human Resources representative, or Company President. In the case that an individual wishes to remain anonymous, the individual may report a suspected violation of this Code directly to the Audit Committee of the Board by submitting a report through an ethics hotline by calling (833) 221-9970 or online at willdan.ethicspoint.com. In order to maintain confidentiality, this ethics hotline is hosted by an independent, third party.

All information regarding a suspected violation will be treated with the utmost discretion, consistent with conducting an appropriate evaluation and investigation. If it is determined, upon the appropriate evaluation and investigation, that a provision of this Code has been violated, disciplinary action may be taken, up to and including termination of employment, against the person(s) violating this Code.

Confidential Reporting and Cooperation with Investigations

Reports and complaints will be kept as confidential as possible to the extent permitted by law and by the Company's need to properly investigate the complaint. Employees must cooperate completely in any investigation relating to the Company and must be truthful at all times. Employees may never interfere with or obstruct an investigation conducted by the Company or any government agency. In addition, employees should never disclose or discuss an investigation with unauthorized persons.

Whistleblower Protections and No Retaliation

The Company has a zero-tolerance policy for retaliation or retribution against any person who reports a suspected violation of this Code (even if the report is mistaken but was submitted in the good faith belief it was correct) or against any person who participates in the investigation of a violation of this Code. Any person who has been found to have engaged in an act(s) of retaliation may be subject to disciplinary action, up to and including termination. If any employee believes they have been subjected to retaliation, that person is encouraged to report the situation as soon as possible to a supervisor, Human Resources representative, or Company President or through the Company's ethics hotline by calling (833) 221-9970 or online at willdan.ethicspoint.com.

Under the Company's government contracts, employees have whistleblower rights and protections as outlined in 10 U.S.C. § 2409 and, for Department of Defense government contracts, 48 C.F.R. Subpart 203.9. The Company is prohibited from discharging, demoting, or otherwise discriminating against an employee as a reprisal for disclosing to government officials identified in the statute, information that the employee reasonably believes is evidence of gross mismanagement of a federal contract, a gross waste of federal funds, an abuse of authority relating to a federal contract, a violation of law, rule or regulation relating to a federal contract (including the competition for or negotiation of a contract), or a substantial and specific danger to public health or safety. Employees who believe that they have been discharged, demoted, or otherwise discriminated against in violation of this policy may submit a complaint with the Inspector General of the applicable agency concerned.

The Company is prohibited from requiring its employees or subcontractors to sign or comply with internal confidentiality agreements or statements prohibiting or otherwise restricting employees or subcontractors from lawfully reporting waste, fraud, or abuse relating to the performance of a government contract to a designated investigative or law enforcement representative of a federal department or agency authorized to receive such information (e.g., agency Office of the Inspector General). If any confidentiality agreements or statements currently contain such proscribed prohibitions or restrictions, such prohibitions and restrictions are no longer in effect.

An employee who provides information or assists in investigations of securities law violations or who files, testifies in or participates in proceedings involving a public company's alleged violations of securities laws or Securities Exchange Commission (SEC) regulations is termed a whistleblower. The Sarbanes-Oxley Act of 2002 protects whistleblowers from being discriminated against. Willdan, being a publicly traded company, and any officer, employee, contractor, subcontractor, or agent of Willdan, may not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against a whistleblower in the term and conditions of this Agreement because of any unlawful act done by the employee (1) to provide information which the employee reasonably believes constitutes a violation of any rule or regulation of the SEC relating to fraud against shareholders; or (2) to file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed relating to an alleged SEC violation. An employee or other third party who wishes to discuss an alleged SEC violation of Willdan can contact a senior member of management, CFO, CEO, General Counsel, or the Securities and Exchange Commission, the Department of Labor, or any other appropriate government authority or submit a report through the Company's ethics hotline by calling (833) 221-9970 or online at willdan.ethicspoint.com. This ethics hotline is hosted by an independent, third party. Note a whistleblower is not required to notify Willdan of any disclosures to government agencies (such as the SEC) and note that a whistleblower is permitted to share in an SEC award.

Periodic Certification

All employees, directors and officers shall sign a copy of the Code annually confirming their review of and compliance with the Code. New employees shall sign a copy when hired. The Company's Human Resources department shall verify that all current employees have signed the code yearly.

Board of Directors

With respect to their service on behalf of the Company, members of the Company's Board of Directors must comply with the relevant provisions of this Code, including conflicts of interest, insider trading and compliance with all applicable laws, rules and regulations.

Amendments and Waivers to this Code for Directors and Executive Officers

This Code may be amended only by resolution of the Board. Waivers of this Code may be made only in a manner permitted by law. The Company's General Counsel may grant waivers under this Code for

employees other than executive officers or senior financial officers. Any waiver, explicit or implicit, of this Code for a member of the Board of Directors, executive officer, senior financial officer or persons performing similar functions or any amendment to this Code must be approved by the Board and is required to be disclosed in the Company's Annual Report on Form 10-K or in a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission along with the reasons for any waiver approved by the Board. A "waiver" means the approval by the Board of a material departure from a provision of the Code. An "implicit waiver" means the Company's failure to take action within a reasonable period of time regarding a material departure from a provision of the Code that has been made known to an executive officer of the Company. An "amendment" means any amendment to this Code other than minor technical, administrative or other non-substantive amendments hereto.

All persons should note that it is not the Company's intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code.