

UNIVERSAL TECHNICAL INSTITUTE, INC. ANNUAL MEETING OF STOCKHOLDERS

Rules of Conduct

We welcome you to the Annual Meeting of Shareholders (the “Meeting”) of Universal Technical Institute, Inc. (the “Company”). The following procedures have been established in order to provide for a fair and informative meeting. We thank you in advance for your cooperation in adhering to them.

1. The business of the meeting will be conducted as set forth in the Order of Business.
2. Please do not address the meeting until recognized by the Chairman of the Meeting. When recognized, speakers should first state their name and affiliation, if any. In addition, speakers should state whether they are a shareholder or a proxy for a shareholder. Proxies should identify the shareholder they represent.
3. Only shareholders of record at the close of business on January 4, 2021, or their duly authorized proxies, are entitled to vote and submit questions at the Meeting.
4.
 - a. We will only respond to questions related to the official business of the Meeting. If you wish to ask a question, please type your question in the “ask a question” section on the left hand of your screen. You may ask the question at any point during the Meeting.
 - b. If you are a shareholder and wish to submit a question about one of the matters being voted on at the Meeting, the question can be submitted through the online portal at or before the time the matters are before the Meeting for consideration. We will answer appropriate questions regarding matters voted on at the Meeting before voting is closed.
 - c. When submitting a question, please include your name and your relationship to the Company.
 - d. All questions and comments should be directed to the Chairman of the meeting, who may call on other persons to respond as appropriate.
 - e. Approximately fifteen (15) minutes has been allotted at the end of the Meeting to answer questions. Because time is limited at the Meeting, we may not be able to answer all questions that are submitted.
 - f. In order to provide the opportunity to everyone who wishes to ask a question, each stockholder will be limited to one question at the Meeting. Please confine your comments and questions to matters relevant to all stockholders and be as brief as possible.

- g. Individual matters not of concern to all stockholders generally, such as personal grievances or matters of self-interest, are not appropriate matters for general discussion, and will not be addressed during the Meeting. Questions or comments of individual concern rather than of general concern to all shareholders may be submitted by contacting Robert Winters or Wyatt Turk of Alpha IR Group, at UTI@alpha-ir.com.
 - h. The Company does not intend to answer questions that are, among other things:
 - i. irrelevant to the business of the Company or the business of the Meeting;
 - ii. related to material non-public information of the Company;
 - iii. related to personal grievances;
 - iv. derogatory references to individuals or that are otherwise in bad taste;
 - v. related to threatened or ongoing litigation;
 - vi. repetitious statements already made by another shareholder;
 - vii. a matter of individual concern that is not a matter of interest to shareholders generally; or
 - viii. out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chairman in his reasonable judgment.
- 6.
- a. If you encounter any difficulties accessing the Meeting during check-in or at the meeting time, please contact the Broadridge Financial Solutions technical support team as provided to you on the virtual meeting login page.
 - b. In the event of disorder, technical malfunction, or another significant problem that disrupts the Meeting, the Chairman may adjourn, recess or expedite the Meeting or take such other action that he determines is appropriate in light of the circumstances.
7. The use of cameras, sound or video recording equipment, communications devices, or any other similar equipment, or the distribution of any printed materials to attendees without the express advance approval of the Company, is prohibited.
8. The Chairman of the meeting will preside and make determinations with respect to the conduct of the meeting, consistent with these procedures and principles of fairness.

**Thank you in advance for your cooperation and thank you for your continued interest in
Universal Technical Institute, Inc.**