

**CHARTER OF THE STRATEGIC OPPORTUNITIES COMMITTEE
OF THE BOARD OF DIRECTORS OF
UNIVERSAL TECHNICAL INSTITUTE, INC.**

ADOPTED AS OF DECEMBER 10, 2020

I. PURPOSE OF THE COMMITTEE

The Strategic Opportunities Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Universal Technical Institute, Inc., a Delaware corporation (the “*Company*”), shall analyze and make recommendations to the Board with respect to potential strategic opportunities involving the Company’s (a) entering into business combinations, acquisitions, mergers, dispositions, divestitures, joint ventures, and similar strategic transactions, (b) entering into agreements for the purchase, sale or lease of real property, (c) establishing additional campus locations and offerings, (d) overseeing management’s development of a capital deployment framework, and/or (e) such other matters as the Board assigns to the Committee from time to time (collectively, “*Strategic Opportunities*”).

II. COMPOSITION OF THE COMMITTEE

The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and elected annually to one year terms by majority vote of the Board at the first meeting of the Board to be held following the annual meeting of stockholders to serve until they are removed or until their successors are duly elected and qualified. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by Board Action Without a Meeting as permitted by the Company’s Bylaws. No member of the Committee shall be removed during the member’s term except by majority vote of the Independent Directors then in office.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as provided by its rules, which shall be at least two times annually or more frequently as the Committee deems appropriate. The Board shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power

or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

At each regularly scheduled meeting of the Board of Directors, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meetings conducted since the last Board meeting. The Committee shall keep written minutes of its meetings, or may act by unanimous written consent, which minutes or consents shall be maintained with the books and records of the Company.

The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda items to be addressed at each meeting. The chairperson of the Committee will ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

IV. DUTIES OF THE COMMITTEE

The Committee shall have the following duties with respect to Strategic Opportunities:

(a) assist management in identifying, and facilitate the analysis and review of, Strategic Opportunities;

(b) ensure fairness of process with respect to the risks and benefits of any proposed Strategic Opportunity involving the Company, including, but not limited to, ensuring independence from any member of the Board that may have an interest in a Strategic Opportunity that may be different from or adverse to those of the Company or its stockholders;

(c) evaluate whether any Strategic Opportunity is in the best interests of the Company or its stockholders;

(d) if not delegated to this Committee and if the Committee determines that a Strategic Opportunity is in the best interests of the Company and its stockholders, recommend to the Board that the Company pursue and consummate the Strategic Opportunity; and

(e) take any other action reasonably necessary or advisable to fulfill the Committee's purpose set forth herein.

In connection with fulfilling its duties as described herein, the Committee shall have access to (i) other members of the Board, and any independent professional advisors engaged by the Company, the Board or other committees of the Board, and (ii) access to all books, records, facilities and personnel of the Company (as needed and as is consistent with their meeting their responsibilities to management of the Company) as deemed necessary or appropriate by the Committee to be necessary or appropriate in fulfilling its purpose and duties described hereunder.

For any Strategic Opportunity that the Committee recommends that the full Board approve, the Committee shall present its findings, conclusions and appropriate summaries to the Board, make a formal recommendation to the Board and, to the extent properly authorized and approved by the Board, assist with the implementation and consummation of the Strategic Opportunity. The Committee is authorized to take any other action as the Committee determines to be necessary or appropriate in order to carry out the duties and responsibilities of the Committee as set forth herein.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance with respect to its purposes and its duties and tasks set forth in this Charter. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's strategic priorities, policies or procedures.

VI. OUTSIDE ADVISERS

The Committee may retain and terminate, at the Company's expense, such independent counsel or other advisers as it deems necessary as approved by the Board.