

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
UNIVERSAL TECHNICAL INSTITUTE, INC.  
AS AMENDED AND RESTATED SEPTEMBER 5, 2013**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Compensation Committee (“Committee”) of the Board of Directors (the “Board”) of Universal Technical Institute, Inc. (the “Company”) shall be to carry out the Board’s responsibilities relating to compensation of the Company’s executives and to oversee and advise the Board on adoption of policies that govern employee compensation and benefits, including incentive compensation and equity based compensation; and to work with Company management to oversee the production of the Company’s Compensation Discussion and Analysis (“CD&A”) for inclusion in the Company’s proxy statement and annual report, in accordance with all applicable rules and regulations.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who qualify as independent directors (“Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”). Members of the Committee shall also qualify as “non employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

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.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes 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. COMMITTEE RESPONSIBILITIES**

##### **A. Board Compensation**

The Committee shall evaluate the appropriate level of compensation for Board and Board committee service by non employee members of the Board and make compensation adjustment recommendations for approval by the Board.

##### **B. Executive Compensation**

The Committee shall have the following goals and responsibilities with respect to the compensation of Company senior executives, including, but not limited to, employees with the title of Chief Executive Officer, Chairman, Vice Chairman, if applicable, Executive Vice President, if applicable, and Senior Vice President:

##### **1. Overall Executive Compensation Structure**

(a) The Committee shall review the Company's overall executive compensation philosophy, structure, and the goals and objectives relating to executive compensation and amend, or recommend that the Board amend, the Company's overall compensation philosophy, structure and goals and objectives, as appropriate.

(b) The Committee shall perform such duties and responsibilities as may be assigned to the Board and delegated to the Committee or assigned to the Committee under the terms of any executive compensation plan.

(c) The Committee shall review and discuss with Company management and approve the Company's Compensation Discussion and Analysis ("CD&A") prior to its public release and prepare an annual Committee report, which includes the Committee's recommendation with respect to whether the CD&A should be included in the Company's annual report and annual Proxy Statement in light of all applicable rules and regulations.

## **2. Chief Executive Officer and Chairman Compensation**

(a) The Committee shall review and approve compensation goals and objectives for the Chief Executive Officer, Chairman and Vice Chairman, if applicable, and evaluate the performance of such executives in light of those goals and objectives. The Committee shall review each component of such executive's total compensation, including contingent pay, and make compensation recommendations to the Board for approval and determine such executives' compensation based on this evaluation. In determining long term incentive compensation, the Committee shall consider, among other factors it deems appropriate, the Company's performance and relative stockholder return, the value of similar awards to similarly titled executive officers of comparable companies, the awards given to such officers of the Company in past years, the executive's tenure, the retention value of existing awards, the competitive environment for executive talent and compensation paid to other executives of the Company.

(b) The Committee shall periodically review perquisites or other personal benefits to the Company's Chief Executive Officer, Chairman and Vice Chairman, if applicable, and review any new perquisites or enhancements to existing perquisites and recommend any changes to the Board.

(c) The Committee shall periodically review the Company's contingent obligations made with the Chief Executive Officer, Chairman or Vice Chairman, if applicable, related to employment, termination, severance, change of control and similar type arrangements and make recommendations to the Board relating thereto.

## **3. Senior Vice President Compensation**

(a) The Committee shall consider the results of the Chief Executive Officer's annual review of the performance of the Senior Vice Presidents and any other executives senior to the level of Senior Vice President, if applicable, excluding the Chief Executive Officer, Chairman and Vice Chairman (collectively, the "SVP's") of the Company in light of the Company's executive compensation goals and objectives and review and approve each component of the SVP's total compensation, including contingent pay, based on this evaluation. To the extent that long term incentive compensation is a component of such SVP's compensation, the Committee shall consider all factors that the Committee deems important in determining the appropriate level of such compensation, including at least the factors applicable with respect to the Chief Executive Officer.

(b) The Committee shall periodically review and approve perquisites or other personal benefits to the Company's SVP's and review and approve any new perquisites or enhancements to existing perquisites.

(c) The Committee shall review and approve any compensation arrangements or adjustments for any SVP hires or promotions, upon the recommendation of the Chief Executive Officer.

(d) The Committee shall periodically review the Company's contingent obligations related to employment, severance, change of control and similar type arrangements with any SVP of the Company.

### **C. Incentive Compensation Plans**

The Committee shall have the following responsibilities with respect to the Company's incentive compensation plans:

(a) To review with Company Management the Company's overall incentive compensation structure and the goals and objectives relating to the overall incentive compensation structure, and to amend, or recommend that the Board amend, the Company's incentive compensation structures and the goals and objectives relating thereto, as the Committee deems appropriate.

(b) To oversee the development of employee incentive based compensation programs and bonus metrics that the Committee deems appropriate and make recommendations to the Board relating to employee incentive based compensation programs and bonus metrics.

(c) To perform such duties and responsibilities as may be assigned to the Board and delegated to the Committee or assigned to the Committee under the terms of any incentive compensation plan.

### **D. Equity Based Plans**

The Committee shall have the following responsibilities with respect to the Company's equity based compensation plans:

(a) To review with Company management the Company's overall equity based compensation structure and the goals and objectives relating to the overall equity compensation structure, and to amend, or recommend that the Board amend, the Company's equity compensation structures and the goals and objectives relating thereto, as the Committee deems appropriate.

(b) To act on behalf of the Board to administer equity-based compensation plans and employee benefit plans, and discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans and the equity granting procedures, as adopted.

(c) To oversee the operation of Company equity compensation plans, including but not limited to, the periodic review of the Company's equity granting policies and procedures, reviewing the annual equity budget and making recommendations to the Board for approval and/or amendment thereof and periodically reporting to the Board on equity consumption, overhang and equity expense awards.

(d) To review all new equity based compensation plans that are subject to shareholder approval and make recommendations to the Board with respect to approval and submission to Company shareholders for approval.

(e) To review all equity based compensation plans that are not subject to shareholder approval under the listing standards of the NYSE, and to approve such plans in its sole discretion.

#### **E. Other Compensation and Employee Benefit Plans**

The Committee shall have the following responsibilities with respect to the Company's overall employee compensation and benefit plans:

(a) To review with Company management the Company's overall employee compensation and benefit plans, programs, goals and objectives and amend, or make recommendations that the Board amend the Company's employee compensation and benefit plans and programs, as appropriate.

(b) To oversee the development and administration of general employee compensation and benefit programs, as the Committee deems appropriate.

(c) To perform such duties and responsibilities as may be assigned to the Board and delegated to the Committee or assigned to the Committee under the terms of its general compensation plans and other employee benefit plans.

#### **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, obtain or perform an evaluation of its performance under this Charter and 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 or the Board's policies or procedures.

#### **VI. REVIEW OF CHARTER**

The Committee shall periodically review and reassess this Charter and submit any proposed changes to the Board for approval.

#### **VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such counsel or other advisers as it deems necessary or appropriate. The Committee shall have the sole authority to retain, obtain the advice of or terminate a compensation consultant, legal counsel or other adviser to assist the Committee in carrying out its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser that it retains and shall have sole authority to approve the adviser's fees and other retention terms. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser. The Committee shall

consider all factors relevant to the independence from management of a compensation consultant, legal counsel or other adviser before selecting or receiving advice from such adviser, including consideration of the factors specified in the NYSE Listed Company Manual, as and to the extent required by applicable laws, rules and regulations and otherwise as the Committee determines to be appropriate.