

**CHARTER OF THE
GOVERNMENT AFFAIRS AND PUBLIC POLICY COMMITTEE
OF THE BOARD OF DIRECTORS OF
UNIVERSAL TECHNICAL INSTITUTE, INC.
ADOPTED AS OF DECEMBER 9, 2014**

I. PURPOSE OF THE COMMITTEE

The Government Affairs and Public Policy Committee (the “Committee”) of the Board of Directors (the “Board”) of Universal Technical Institute, Inc. (the “Company”) shall assist the Board with respect to oversight of legislative, regulatory, governmental and public policy matters with potential to impact the Company’s strategic business goals. The Committee will:

- (a) Assist the Board in identifying, evaluating and reviewing legislative, regulatory, governmental and public policy matters and trends that may impact the Company’s strategic business goals, activities and performance;
- (b) Assist the Board by evaluating and reviewing the Company’s strategic governmental affairs and public policy mission and objectives and develop recommendations to allow the Company to effectively achieve strategic business goals; and
- (c) Assist the Board by providing tactical assistance to manage and to support the Company’s governmental affairs and public policy mission and objectives and achievement of strategic business goals.

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 be determined from time to time by a majority vote of the Board based on recommendations, if any, from the Nominating and Corporate Governance Committee. 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. If the resignation of a Committee member is effective at a future time, the Board may elect a successor to take office upon the effective date of the submitted resignation. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall adopt its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Board shall designate one member of the Committee as its Chairperson, based on recommendations, if any, from the Nominating and Corporate Governance Committee. In the absence of Board designation, the members of the

Committee may designate the Chairperson by majority vote of the full Committee membership. 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 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 Committee shall meet no fewer than four times annually, or more frequently as circumstances require. The Chairperson of the Committee will ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

The Chairperson shall have unlimited access to management and information and may request that any directors, officers or employees of Company or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information or materials the Committee may request.

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.

IV. DUTIES OF THE COMMITTEE

The Committee's primary responsibility is to identify and develop recommendations and provide targeted tactical assistance with legislative, regulatory, governmental and public policy matters with potential to impact the Company's strategic business goals including, but not limited to, matters concerning:

- federal and state compliance requirements applicable to for-profit education;
- availability of veterans earned benefits;
- student loan debt;
- availability of federal Title IV funding;
- political advocacy and spending; and
- other duties to be approved by the Board.

Among other duties and responsibilities, the Committee shall:

(a) Review no less than annually, the policies, practices and priorities of UTI's Political Action Committee ("UTIPAC"), including specifically all political and campaign contributions, reports on the Company's political spending and related cyclical audits and any direct or indirect lobbying. Develop recommendations to the Board and management concerning the Company's strategic political activity and/or targeted Committee support of tactical initiatives.

(b) Review no less than annually, the Company's strategic governmental affairs and public policy mission and objectives as defined by management. Develop recommendations to the Board and management concerning the Company's strategic governmental affairs and public policy mission and/or targeted Committee support of tactical initiatives.

(c) Identify and analyze legislative, regulatory, governmental or public policy trends. Develop recommendations to the Board and management regarding how to anticipate and adjust to more effectively achieve the Company's strategic business goals, participate in the public dialogue, formulate and adopt positions or priorities on public policy issues and/or engage in targeted Committee support of tactical initiatives.

(d) Maintain an active dialogue with the Board and management on all legislative, regulatory, governmental and public policy matters under review.

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 governmental affairs and public policy 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.