Universal Technical Institute

Q2 FY23 Financial Supplement

May 9, 2023

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the safe harbor from civil liability provided for such statements by the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). Forward-looking statements may contain words such as "goal," "target," "future," "estimate," "expect," "anticipate," "intend," "plan," "believe," "seek," "project," "may," "should," "will," the negative form of these expressions or similar expressions. These statements are based on our management's current beliefs, expectations and assumptions about future events, conditions and results and on information currently available to us. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. Discussions containing these forward-looking statements may be found, among other places, in the Sections entitled "Business," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" incorporated by reference from our most recent Annual Report on Form 10-K, in our subsequent Quarterly Reports on Form 10-Q and certain of our current reports on Form 8-K, as well as any amendments thereto, filed with the Securities and Exchange Commission (the "SEC").

In addition, statements that refer to projections of earnings, revenue, costs or other financial items in future periods; anticipated growth and trends in our business or key markets; cost synergies, growth opportunities and other potential financial and operating benefits; future growth and revenues; future economic conditions and performance; anticipated performance of curriculum; plans, objectives and strategies for future operations; and other characterizations of future events or circumstances, and all other statements that are not statements of historical fact are forward-looking statements. Such statements are based on currently available operating, financial and competitive information and are subject to various risks, uncertainties and assumptions that could cause actual results to differ materially from those anticipated or implied in our forward-looking statements due to a number of factors, including, but not limited to, those set forth under the section entitled "Risk Factors" in our filings with the SEC. Factors that might cause such a difference include, but are not limited to, failure of our schools to comply with the extensive regulatory requirements for school operations; our failure to maintain eligibility for federal student financial assistance funds; continued Congressional examination of the for-profit education sector; a disruption in our ability to process student loans under the Federal Direct Loan Program; regulatory investigations of, or actions commenced against, us or other companies in our industry; our inability to execute on our growth and diversification strategy including our failure to realize the expected benefits of our acquisitions; changes in the state regulatory environment or budgetary constraints; our failure to successfully integrate our acquisitions; offerings into our current program offerings; our failure to improve underutilized capacity at certain of our campuses; enrollment declines or challenges in our students' ability to find employment as a result of macroeconomic conditions; our failure to maintain and expand existing industry relationships and develop new industry relationships with our industry customers; our ability to update and expand the content of existing programs and develop and integrate new programs in a timely and cost-effective manner while maintaining positive student outcomes; our failure to effectively identify, establish and operate additional schools, programs or campuses; the effect of our principal stockholder owning a significant percentage of our capital stock, and thus being able to influence certain corporate matters and the potential in the future to gain substantial control over our company; the impact of certain holders of our Series A Preferred Stock owning a significant percentage of our capital stock, their ability to influence and control certain corporate matters and the potential for future dilution to holders of our common stock; loss of our senior management or other key employees; and other risks that are described from time to time in our filings with the SEC; the effect of public health pandemics, epidemics or outbreak, including COVID-19. Given these risks, uncertainties and other factors, many of which are beyond our control, you should not place undue reliance on these forward-looking statements. Neither we nor any other person makes any representation as to the accuracy or completeness of these forward-looking statements and, except as required by law, we assume no obligation to update these forward-looking statements publicly, or to revise any forward-looking statements, even if new information becomes available in the future.

This presentation also contains estimates and other statistical data made by independent parties, and by us, relating to market size and growth and other data about our industry and our business. This data involves several assumptions and limitations, and you are cautioned not to give undue weight to such estimates. In addition, projections, assumptions and estimates of our future performance and the future performance of the markets in which we operate are necessarily subject to a high degree of uncertainty and risk.

Consolidated Q2 2023 Highlights

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Q2 2023
Revenue
$163.8 million
Net Income
$3.5 million
Adjusted Net Income
$6.3 million
Adjusted EBITDA
$19.2 million
Diluted Earnings Per Share
$0.04

- Company delivered Q2 financial results ahead of analyst consensus and reaffirms its fiscal 2023 guidance for all key metrics
- Segment revenue contribution in the quarter was $107.6 million for UTI (5.4% year over year growth) and $56.3 for Concorde
- Total new student starts of 4,626, with UTI delivering 2,374 (4.4% year over year growth), and Concorde delivering 2,252
- Successfully closed the purchase of the three primary buildings and associated land at the UTI Orlando, Florida campus for $26 million. Expected to deliver ~$2 million of annual adjusted EBITDA benefit and ~$500 thousand of annual after-tax cash savings.
- $120.6 million of cash and $8.2 million of revolver capacity provides ample liquidity for any potential business needs or new opportunities that may arise
- Continued integration efforts around the Concorde Career Colleges acquisition and operated in its new reporting structure of two business segments alongside its corporate supporting functions:
  - UTI Segment – All offerings and operations associated with Transportation, Skilled Trades and Energy
  - Concorde Segment – All offerings and operations associated with the acquired Healthcare business
  - Corporate Unallocated Costs – Resources and costs not directly attributable to, or controllable by, the two segments

Consolidated Q2 2023 Summary Results
($ in millions)

Financial Supplement

	3 Mos. 3/31/23(2)	3 Mos. 3/31/22(2)	YoY Change	6 Mos. 3/31/23(2)	6 Mos. 3/31/22(2)	YoY Change
Revenues	$163.8	$102.1	60.5%	$283.8	$207.2	37.0%
Operating expenses	$157.9	$98.7	59.9%	$273.4	$190.2	43.8%
Ed Services	$86.9	$49.2	76.7%	$148.3	$97.1	52.8%
SG&A	$70.9	$49.5	43.3%	$125.1	$93.1	34.4%
Income (loss) from operations	$5.9	$3.4	$2.6	$10.4	$17.0	$(6.6)
Net income (loss)	$3.5	$7.4	$(3.9)	$6.1	$22.2	$(16.0)
Adjusted net income (loss)(1)	$6.3	$6.4	$(0.1)	$11.7	$21.8	$(10.2)
Adjusted EBITDA(1)	$19.2	$12.6	$6.6	$33.6	$33.2	$0.4
Operating cash flow	$(7.1)	$7.9	$(15.1)	$(4.3)	$10.4	$(14.7)
Adjusted free cash flow(1)	$(4.6)	$3.4	$(8.0)	$(2.0)	$(0.2)	$(1.8)
Capital expenditures(3)	$31.9	$42.4	$(10.5)	$38.6	$53.1	$(14.5)

[1] *For a detailed reconciliation of Non-GAAP measures, see slides 15-19.*
[2] *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Consolidated Statements of Operations Trend
($ in thousands, except EPS)

Financial Supplement

	3 Mos. 3/31/23	3 Mos. 12/31/22[3]	12 Mos. 9/30/22	3 Mos. 9/30/22	3 Mos. 6/30/22	3 Mos. 3/31/22	3 Mos. 12/31/21[3]	12 Mos. 9/30/21
Revenues	$ 163,820	$ 120,004	**$ 418,765**	$ 110,638	$ 100,966	$ 102,086	$ 105,075	**$ 335,083**
Operating expenses:								
Educational services and facilities	86,930	61,408	**207,233**	56,907	53,216	49,209	47,901	**166,818**
SG&A	70,941	54,148	**189,158**	50,266	45,796	49,500	43,596	**153,318**
Total operating expenses	157,871	115,556	**396,391**	107,173	99,012	98,709	91,497	**320,136**
Income from operations	5,949	4,448	**22,374**	3,465	1,954	3,377	13,578	**14,947**
Total other (expense) income, net	(706)	(275)	**(1,933)**	(434)	(775)	(621)	(103)	**236**
Income tax (expense) benefit[1]	(1,763)	(1,525)	**5,407**	(202)	(336)	4,598	1,347	**(602)**
Net income[1]	$ 3,480	$ 2,648	**$ 25,848**	$ 2,829	$ 843	$ 7,354	$ 14,822	**$ 14,581**
Preferred stock dividends	(1,251)	(1,277)	**(5,159)**	(1,246)	(1,296)	(1,294)	(1,323)	**(5,250)**
Income (loss) available for distribution	$ 2,229	$ 1,371	**$ 20,689**	$ 1,583	$ (453)	$ 6,060	$ 13,499	**$ 9,331**
Income allocated to participating securities	$ (833)	$ (514)	**$ (7,847)**	$ (594)	$ —	$ (2,359)	$ (5,267)	**$ (3,467)**
Net income (loss) available to common shareholders	$ 1,396	$ 857	**$ 12,842**	$ 989	$ (453)	$ 3,701	$ 8,232	**$ 5,684**
Net income (loss) per share, diluted	$ 0.04	$ 0.02	**$ 0.38**	$ 0.03	$ (0.01)	$ 0.11	$ 0.25	**$ 0.17**
EBITDA[2]	$ 12,821	$ 10,021	**$ 38,819**	$ 8,122	$ 6,224	$ 7,098	$ 17,375	**$ 29,493**
Total Shares Outstanding (Period End)	34,149	33,925	**33,775**	33,775	33,767	33,042	32,906	**32,833**
Diluted Shares Outstanding (Period End)	34,553	34,408	**33,743**	34,279	33,257	33,436	33,572	**33,123**

1. *Net income for the three months ended March 31, 2022 and twelve months ended September 30, 2022 includes an income tax benefit from the reversal of a majority of our valuation allowance. The three months ended December 31, 2021 includes an income tax benefit from MIAT purchase accounting adjustments for deferred tax liabilities.*
2. *A reconciling table for EBITDA is available on slide 15*
3. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Consolidated Results of Operations Trend

Percent of Revenue

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	3 Mos. 3/31/23	3 Mos. 12/31/22[2]	12 Mos. 9/30/22	3 Mos. 9/30/22	3 Mos. 6/30/22	3 Mos. 3/31/22	3 Mos. 12/31/21[2]	12 Mos. 9/30/21
Revenues	100.0%	100.0%	**100.0%**	100.0%	100.0%	100.0%	100.0%	**100.0%**
Operating Expenses:								
Educational services and facilities	53.1%	51.2%	**49.5%**	51.4%	52.7%	48.2%	45.6%	**49.8%**
SG&A	43.3%	45.1%	**45.2%**	45.4%	45.4%	48.5%	41.5%	**45.8%**
Total operating expenses	96.4%	96.3%	**94.7%**	96.9%	98.1%	96.7%	87.1%	**95.6%**
Income from operations	3.6%	3.7%	**5.3%**	3.1%	1.9%	3.3%	12.9%	**4.4%**
Total other (expense) income, net	(0.4)%	(0.2)%	**(0.5)%**	(0.4)%	(0.7)%	(0.7)%	(0.1)%	**0.1%**
Income tax (expense) benefit[1]	(1.1)%	(1.3)%	**1.3%**	(0.2)%	(0.3)%	4.5%	1.3%	**(0.2)%**
Net income[1]	2.1%	2.2%	**6.1%**	2.6%	0.8%	7.2%	14.1%	**4.3%**
Preferred stock dividends	(0.8)%	(1.1)%	**(1.2)%**	(1.1)%	(1.3)%	(1.3)%	(1.3)%	**(1.6)%**
Income (loss) available for distribution	1.4%	1.1%	**4.9%**	1.4%	(0.4)%	5.9%	12.8%	**2.8%**
Income allocated to participating securities	(0.5)%	(0.4)%	**(1.9)%**	(0.5)%	—%	(2.3)%	(5.0)%	**(1.0)%**
Net income (loss) available to common shareholders	0.9%	0.7%	**3.1%**	0.9%	(0.4)%	3.6%	7.8%	**1.7%**
EBITDA	7.8%	8.4%	**9.3%**	7.3%	6.2%	7.0%	16.5%	**8.8%**

1. *Net income for the three months ended March 31, 2022 and the twelve months ended September 30, 2022 includes an income tax benefit from the reversal of a majority of our valuation allowance. The three months ended December 31, 2021 includes an income tax benefit from MIAT purchase accounting adjustments for deferred tax liabilities.*
2. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Quarterly Trend – Segment Key Metrics

($ in millions, except revenue per student amounts)

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	3 Mos. 3/31/23 UTI	3 Mo. 3/31/23 Concorde	3 Mos. 12/31/22 UTI	1 Mo. 12/31/22 Concorde	3 Mos. 9/30/22 UTI(1)	3 Mos. 6/30/22 UTI(1)	3 Mos. 3/31/22 UTI(1)
New student starts	2,374	2,252	1,974	336	5,965	3,166	2,275
Y/Y growth/(decline)	4.4%	—%	0.1%	—%	(3.2)%	25.1%	(5.4)%
Average undergraduate full-time active students	12,516	7,808	13,511	7,737	12,709	12,025	12,903
Revenue per student(2)	$8,600	$7,200	$7,800	$5,600	$8,700	$8,400	$7,900
Average student Y/Y growth/(decline)	(3.0)%	—%	(1.6)%	—%	4.5%	11.4%	13.6%
Revenues	$107.6	$56.3	$105.6	$14.4	$110.6	$101.0	$102.1
Y/Y growth/(decline)	5.4%	—%	0.5%	—%	13.5%	20.5%	31.4%
Income (loss) from operations	$13.1	$6.2	$16.5	$(0.7)	$3.5	$2.0	$3.4
Margin	12.2%	11.0%	15.6%	(4.9)%	3.2%	2.0%	3.3%
Adjusted EBITDA(3)(4)	$20.7	$8.4	$23.3	$(0.1)	$15.1	$12.0	$12.5
Adjusted EBITDA margin	19.2%	14.9%	22.1%	(0.7)%	12.7%	10.9%	10.7%

1. *The acquisition of Concorde closed on December 1, 2022 impacting comparability. For periods subsequent to the acquisition, Corporate results are not included within these metrics as they do not have any student data. Prior to the acquisition, the Corporate results were included within the UTI segment. Corporate financial data is available on slide 8.*
2. *Concorde's December revenue per student was adjusted to reflect the revenue per student for a full quarter.*
3. *A reconciling table for Adjusted EBITDA is available on slides 16.*
4. *Starting in fiscal 2023, stock-based compensation expense is included in Adjusted EBITDA. All prior periods have been restated for comparability.*

Segment Results of Operations
($ in thousands)

Financial Supplement

Three Months Ended March 31, 2023	UTI	Concorde	Corporate	**Consolidated**
Revenues	$ 107,560	$ 56,260	$ —	**$ 163,820**
Ed Services	53,321	33,609	—	**86,930**
SG&A	41,137	16,462	13,342	**70,941**
Total operating expenses	94,458	50,071	13,342	**157,871**
Income (loss) from operations	13,102	6,189	(13,342)	**5,949**
Net income (loss)	12,135	6,237	(14,892)	**3,480**
EBITDA	18,204	7,837	(13,220)	**12,821**
Adjusted EBITDA	$ 20,696	$ 8,381	$ (9,886)	**$ 19,191**

Six Months Ended March 31, 2023	UTI	Concorde	Corporate	**Consolidated**
Revenues	$ 213,133	$ 70,691	$ —	**$ 283,824**
Ed Services	104,198	44,140	—	**148,338**
SG&A	79,318	21,088	24,683	**125,089**
Total operating expenses	183,516	65,228	24,683	**273,427**
Income (loss) from operations	29,617	5,463	(24,683)	**10,397**
Net income (loss)	27,960	5,503	(27,335)	**6,128**
EBITDA	39,682	7,568	(24,408)	**22,842**
Adjusted EBITDA	$ 43,969	$ 8,317	$ (18,656)	**$ 33,630**

Segment Results of Operations - QTD
($ in thousands)

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	3 Mos. 03/31/2023 UTI	% of Segment Revenue	3 Mos. 03/31/2023 Concorde	% of Segment Revenue	3 Mos. 03/31/2023 Corporate	% of Consolidated Revenue	**3 Mos. 03/31/2023 Consolidated**	**% of Consolidated Revenue**
EDUCATIONAL SERVICES AND FACILITIES EXPENSES:								
Compensation and related costs	$ 29,880	27.8 %	$ 19,696	35.0 %	$ —	— %	**$ 49,576**	**30.3 %**
Occupancy Costs	7,944	7.4 %	5,592	9.9 %	—	— %	**13,536**	**8.3 %**
Depreciation and amortization expense	4,763	4.4 %	1,530	2.7 %	—	— %	**6,293**	**3.8 %**
Supplies, maintenance and student expense	5,062	4.7 %	4,104	7.3 %	—	— %	**9,166**	**5.6 %**
Contract service expense	1,012	0.9 %	119	0.2 %	—	— %	**1,131**	**0.7 %**
Other educational services and facilities expense	4,660	4.3 %	2,568	4.6 %	—	— %	**7,228**	**4.4 %**
Total	**$ 53,321**	**49.6 %**	**$ 33,609**	**59.7 %**	**$ —**	**— %**	**$ 86,930**	**53.1 %**
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES:								
Compensation and related costs	$ 20,820	19.4 %	$ 7,287	13.0 %	$ 7,617	4.6 %	**$ 35,724**	**21.8 %**
Advertising and marketing costs	14,179	13.2 %	6,502	11.6 %	—	— %	**20,681**	**12.6 %**
Professional and contract service expense	1,906	1.8 %	56	0.1 %	3,051	1.9 %	**5,013**	**3.1 %**
Other selling general and administrative expense	4,232	3.9 %	2,617	4.7 %	2,674	1.6 %	**9,523**	**5.8 %**
Total	**$ 41,137**	**38.2 %**	**$ 16,462**	**29.3 %**	**$ 13,342**	**8.1 %**	**$ 70,941**	**43.3 %**
COMPENSATION AND RELATED COST SUMMARY:								
Salaries, employee benefit and tax expense	$ 46,065	42.8 %	$ 26,503	47.1 %	$ 5,164	3.2 %	**$ 77,732**	**47.4 %**
Bonus expense	3,991	3.7 %	480	0.9 %	984	0.6 %	**5,455**	**3.3 %**
Stock based compensation	644	0.6 %	—	— %	1,469	0.9 %	**2,113**	**1.3 %**
Total compensation and related costs:	**$ 50,700**	**47.1 %**	**$ 26,983**	**48.0 %**	**$ 7,617**	**4.6 %**	**$ 85,300**	**52.1 %**

Segment Results of Operations - YTD

($ in thousands)

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	6 Mos. 03/31/2023 UTI	% of Segment Revenue	6 Mos. 03/31/2023 Concorde	% of Segment Revenue	6 Mos. 03/31/2023 Corporate	% of Consolidated Revenue	**6 Mos. 03/31/2023 Consolidated**	**% of Consolidated Revenue**
EDUCATIONAL SERVICES AND FACILITIES EXPENSES:								
Compensation and related costs	$ 57,469	27.0 %	$ 26,255	37.1 %	$ —	— %	**$ 83,724**	**29.5 %**
Occupancy Costs	15,626	7.3 %	7,356	10.4 %	—	— %	**22,982**	**8.1 %**
Depreciation and amortization expense	9,180	4.3 %	1,950	2.8 %	—	— %	**11,130**	**3.9 %**
Supplies, maintenance and student expense	9,647	4.5 %	5,015	7.1 %	—	— %	**14,662**	**5.2 %**
Contract service expense	2,077	1.0 %	175	0.2 %	—	— %	**2,252**	**0.8 %**
Other educational services and facilities expense	10,199	4.8 %	3,389	4.8 %	—	— %	**13,588**	**4.8 %**
Total	**$ 104,198**	**48.9 %**	**$ 44,140**	**62.4 %**	**$ —**	**— %**	**$ 148,338**	**52.3 %**
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES:								
Compensation and related costs	$ 39,282	18.4 %	$ 9,392	13.3 %	$ 14,769	5.2 %	**$ 63,443**	**22.4 %**
Advertising and marketing costs	27,528	12.9 %	7,782	11.0 %	—	— %	**35,310**	**12.4 %**
Professional and contract service expense	3,906	1.8 %	97	0.1 %	5,226	1.8 %	**9,229**	**3.3 %**
Other selling general and administrative expense	8,603	4.0 %	3,817	5.4 %	4,687	1.7 %	**17,107**	**6.0 %**
Total	**$ 79,319**	**17.5 %**	**$ 21,088**	**29.8 %**	**$ 24,682**	**8.7 %**	**$ 125,089**	**44.1 %**
COMPENSATION AND RELATED COST SUMMARY:								
Salaries, employee benefit and tax expense	$ 88,321	41.4 %	$ 34,979	49.5 %	$ 10,265	3.6 %	**$ 133,565**	**47.1 %**
Bonus expense	7,534	3.5 %	668	0.9 %	2,118	0.7 %	**10,320**	**3.6 %**
Stock based compensation	896	0.4 %	—	— %	2,386	0.8 %	**3,282**	**1.2 %**
Total compensation and related costs:	**$ 96,751**	**45.4 %**	**$ 35,647**	**50.4 %**	**$ 14,769**	**5.2 %**	**$ 147,167**	**51.9 %**

New Student Starts Details

Financial Supplement

	3 Mos. 3/31/23	3 Mos. 12/31/22	3 Mos. 9/30/22	3 Mos. 6/30/22	3 Mos. 3/31/22	3 Mos. 12/31/21[1]	3 Mos. 9/30/21	3 Mos. 6/30/21	3 Mos. 3/31/21	3 Mos. 12/31/20
UTI SEGMENT										
Total New Student Starts	2,374	1,974	5,965	3,166	2,275	1,972	6,165	2,532	2,405	1,927
Y/Y growth/(decline)	4.4%	0.1%	(3.2)%	25.0%	(5.4)%	2.3%	6.8%	38.8%	14.9%	20.9%
High School New Student Starts	539	560	3,786	1,032	538	480	3,748	540	476	519
Y/Y growth/(decline)	0.2%	15.9%	1.0%	91.1%	14.3%	(7.5)%	(0.3)%	22.4%	24.9%	24.5%
Adult New Student Starts	1,320	1,013	1,729	1,661	1,273	1,014	1,955	1,432	1,372	924
Y/Y growth/(decline)	3.7%	0.2%	(11.6)%	16.0%	(7.6)%	9.7%	27.7%	66.1%	12.8%	16.5%
Military New Student Starts	515	401	450	473	464	478	462	560	557	484
Y/Y growth/(decline)	11.0%	(16.1)%	(2.6)%	(15.5)%	(16.9)%	(1.2)%	(3.8)%	7.5%	12.3%	26.0%
Concorde Segment										
Total New Student Starts	2,252	336								
Core New Student Starts	1,384	336								
Clinical New Student Starts	868	—								

1. *The acquisition of MIAT closed on November 1, 2021, impacting comparability for all future periods.*

Consolidated Balance Sheet and Cash Flow Summary
($ in thousands)

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At:	3/31/2023[1]	9/30/22
Cash & cash equivalents	$ 120,579	$ 66,452
Held-to-maturity investments	—	28,918
Total current assets	174,606	135,953
PP&E (net)	262,544	214,292
Right-of-use assets for operating leases	182,958	132,038
Total assets	**712,715**	**552,911**
Operating lease liability – current	21,233	12,959
Long term debt, current portion	2,319	1,115
Total current liabilities	154,542	137,722
Operating lease liability – LT	171,704	129,302
Long term debt	160,825	66,423
Total liabilities	491,848	337,514
Stockholders' equity	220,867	215,397
Total liabilities & equity	**$ 712,715**	**$ 552,911**

	6 Mos. 3/31/23[1]	6 Mos. 3/31/22[1]
Net cash provided by operating activities	**$ (4,315)**	**$ 10,400**
Cash paid for acquisition, net of cash acquired[1]	(16,973)	(26,514)
Net (purchases) proceeds from held-to-maturity securities	29,000	—
Purchase of property and equipment, excluding Lisle, Orlando, new campus purchases and program expansion	(4,214)	(16,199)
Purchase of Lisle, Illinois campus	—	(28,378)
Purchase of Orlando, Florida campus buildings and associated land	(26,156)	—
Purchase of property and equipment for new campus and program expansion	(8,271)	(8,572)
Net cash used in investing activities	**(26,614)**	**(79,475)**
Proceeds from revolving credit facility	90,000	—
Net cash used in financing activities	**85,525**	**(3,923)**
Change in cash and restricted cash	54,596	(72,998)
Ending balance of cash and restricted cash	**$ 124,592**	**$ 72,979**

1. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Leverage Ratios

Financial Supplement

As of 3/31/2023

Debt	
Term Loan: Fifth Third Bank	
Original Note Amount	$31.2M
Inception Date	5/12/2021
Rate*	Fixed/Float
Term Loan: Valley National Bank	
Original Note Amount	$38.0M
Inception Date	4/14/2022
Rate*	Fixed/Float
Maturity	7 years
Current Note Balance**	$38.0M
Gross Leverage Ratio	**1.13x**
Net Leverage Ratio	**-0.45x**

Avondale rate is 50% fixed at 3.50% + 50% Floating @ LIBOR plus 2% Margin
Lisle rate is 50% fixed at 4.69% + 50% Floating @ SOFR plus 2% Margin
Revolver rate is SOFR plus 1.75% to 2.25% Margin based on UTI's Total Leverage

Proforma 9/30/2023

Debt	
Term Loans	
Original Note Amounts	$69.2M
LTM Mandatory Amortization on Loans	$1.1M
Projected Note Balances	$66.9M
Revolver: Fifth Third Bank	
Total Capacity	$100.0M
Inception Date	11/21/2022
Rate*	Fixed/Float
Maturity	3 years
Projected Balance	$90.0M
Gross Leverage Ratio	**2.61x**
Net Leverage Ratio	**0.11x**

9/30/2023 proforma leverage calculation is based upon midpoint of the adjusted EBITDA guidance range

Use of Non-GAAP Financial Information

This presentation contains non-GAAP (Generally Accepted Accounting Principles) financial measures, which are intended for supplemental informational purposes only, and should not be considered substitutes for the most directly comparable GAAP measures. Management chooses to disclose to investors these non-GAAP financial measures because they provide an additional analytical tool to clarify the results from operations and help to identify underlying trends. Additionally, such measures help compare the company's performance on a consistent basis across time periods. Management defines EBITDA as net income (loss) before interest expense, interest income, income taxes, depreciation, and amortization. Management defines adjusted EBITDA as net income (loss) before interest expense, interest income, income taxes, depreciation and amortization, adjusted for stock-based compensation expense and items not considered as part of the company’s normal recurring operations. Prior year amounts have been restated to include stock-based compensation expense. Management defines adjusted net income (loss) as net income (loss), adjusted for items that affect trends in underlying performance from year to year and are not considered normal recurring operations, including the income tax effect on the adjustments utilizing the effective tax rate. Management defines adjusted free cash flow as net cash provided by (used in) operating activities less capital expenditures, adjusted for items not considered as part of the company’s normal recurring operations. Management chooses to disclose any campus adjustments as direct costs (net of any corporate allocations). Management utilizes adjusted figures as performance measures internally for operating decisions, strategic planning, annual budgeting and forecasting. For the periods presented, this includes, without limitation, acquisition-related costs for both announced and potential acquisitions, integration costs for completed acquisitions, start-up costs associated with new campus openings and other program expansion, stock-based compensation expense, costs related to the purchase of our campuses, lease accounting adjustments resulting from the purchase of our Lisle, Illinois campus and our campus consolidation efforts, severance expenses for the CEO transition, and intangible asset impairment charges. To obtain a complete understanding of the company's performance, these measures should be examined in connection with net income (loss) and net cash provided by (used in) operating activities, determined in accordance with GAAP, as presented in the financial statements and notes thereto included in the annual and quarterly filings with the Securities and Exchange Commission (“SEC”). Because the items excluded from these non-GAAP measures are significant components in understanding and assessing UTI’s financial performance under GAAP, these measures should not be considered to be an alternative to net income (loss) or net cash provided by (used in) operating activities as a measure of UTI's operating performance or liquidity. Exclusion of items in the non-GAAP presentation should not be construed as an inference that these items are unusual, infrequent or non-recurring. Other companies, including other companies in the education industry, may define and calculate non-GAAP financial measures differently than we do, limiting their usefulness as a comparative measure across similarly titled performance measures presented by other companies. A reconciliation of the historical non-GAAP financial measures to the most directly comparable GAAP measures is included in the following slides.

Information reconciling forward-looking adjusted EBITDA, adjusted net (loss) income and adjusted free cash flow to the most directly comparable GAAP financial measure is unavailable to the company without unreasonable effort. The company is not able to provide a quantitative reconciliation of forward-looking adjusted EBITDA, adjusted net (loss) income or adjusted free cash flow to the most directly comparable GAAP financial measure because certain items required for such reconciliation are uncertain, outside of the company’s control and/or cannot be reasonably predicted, including but not limited to the provision for (benefit from) income taxes. Preparation of such reconciliation would require a forward-looking statement of income and statement of cash flows prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to the company without unreasonable effort.

Consolidated Adjusted EBITDA Reconciliation Trend
($ in thousands)

Financial Supplement

	3 Mos 3/31/23	3 Mos 12/31/22[7]	**12 Mos. 9/30/22**	3 Mos. 9/30/22	3 Mos. 6/30/22	3 Mos 3/31/22	3 Mos. 12/31/21[6]	**12 Mos. 9/30/21**
Net income, as reported[1]	$ 3,480	$ 2,648	$ 25,848	$ 2,829	$ 843	$ 7,354	$ 14,822	$ 14,581
Interest expense (income), net	832	600	1,495	332	484	458	221	282
Income tax expense (benefit)	1,763	1,525	(5,407)	202	336	(4,598)	(1,347)	602
Depreciation and amortization	6,746	5,248	16,883	4,759	4,561	3,884	3,679	14,028
EBITDA	**$ 12,821**	**$ 10,021**	**$ 38,819**	**$ 8,122**	**$ 6,224**	**$ 7,098**	**$ 17,375**	**$ 29,493**
Acquisition related costs[2]	1,322	775	4,239	1,016	314	2,023	886	2,522
Integration related costs for acquisitions	1,014	1,095	1,691	788	702	126	75	—
Intangible asset impairment[3]	—	—	2,000	2,000	—	—	—	—
Start-up costs for new campuses and program expansion[4]	1,921	1,379	9,177	1,711	3,169	2,704	1,593	502
Stock-based compensation expense[5]	2,113	1,169	4,337	1,064	1,033	1,534	706	1,733
Facility lease accounting adjustments[6]	—	—	(64)	397	547	(1,008)	—	—
Adjusted EBITDA, non-GAAP	**$ 19,191**	**$ 14,439**	**$ 60,199**	**$ 15,098**	**$ 11,989**	**$ 12,477**	**$ 20,635**	**$ 34,250**

1. *Net income for the three months ended March 31, 2022 and twelve months ended September 30, 2022 includes an income tax benefit from the reversal of a majority of our valuation allowance.*
2. *Costs related to both announced and potential acquisition targets.*
3. *During the fourth quarter of 2022, we completed a branding study and determined that the carrying value of the MIAT trademarks and trade name exceeded its fair value and recorded an intangible asset impairment charge of $2.0 million during the year ended September 30, 2022.*
4. *The Austin, TX and Miramar, FL campuses opened during FY2022. The adjustment reflects opening costs incurred for both campuses and the costs incurred related to other program expansions.*
5. *Starting in fiscal 2023, stock-based compensation expense is included in Adjusted EBITDA. All prior periods have been restated for comparability.*
6. *Lease accounting adjustments from our campus optimization efforts. These are primarily non-cash except for a lease termination payment related to our Orlando campus.*
7. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Adjusted EBITDA Reconciliation By Segment - QTD
($ in thousands)

Financial Supplement

	3 Mos 3/31/23 UTI	3 Mos 3/31/23[4] Concorde	3 Mos 3/31/23 Corporate	3 Mos. 3/31/22[4] UTI	3 Mos. 3/31/22 Corporate
Net income (loss), as reported	$ 12,135	$ 6,237	$ (14,892)	$ 15,132	$ (7,778)
Interest expense (income), net	975	(49)	(94)	465	(7)
Income tax expense (benefit)	—	—	1,763	—	(4,598)
Depreciation and amortization	5,094	1,649	3	3,869	15
EBITDA	**$ 18,204**	**$ 7,837**	**$ (13,220)**	**$ 19,466**	**$ (12,368)**
Acquisition related costs[1]	—	—	1,322	—	2,023
Integration related costs for acquisitions	97	374	543	126	—
Start-up costs for new campuses and program expansion[2]	1,751	170	—	2,704	—
Stock-based compensation expense[3]	644	—	1,469	205	1,404
Facility lease accounting adjustments	—	—	—	(1,008)	—
Adjusted EBITDA, non-GAAP	**$ 20,696**	**$ 8,381**	**$ (9,886)**	**$ 21,493**	**$ (8,941)**

1. *Costs related to both announced and potential acquisition targets*
2. *The Austin, TX and Miramar, FL campuses opened during FY2022. The adjustment reflects opening costs incurred for both campuses and the costs incurred related to program expansions.*
3. *Starting in fiscal 2023, stock-based compensation expense is included in Adjusted EBITDA. All prior periods have been restated for comparability.*
4. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Adjusted EBITDA Reconciliation By Segment - YTD
($ in thousands)

Financial Supplement

	6 Mos 3/31/23 UTI	6 Mos 3/31/23[4] Concorde	6 Mos 3/31/23 Corporate	6 Mos. 3/31/22[4] UTI	6 Mos. 3/31/22 Corporate
Net income (loss), as reported	$ 27,960	$ 5,503	$ (27,335)	$ 38,091	$ (15,915)
Interest expense (income), net	1,853	(41)	(380)	694	(15)
Income tax expense (benefit)	—	—	3,288	—	(5,945)
Depreciation and amortization	9,869	2,106	19	7,532	31
EBITDA	**$ 39,682**	**$ 7,568**	**$ (24,408)**	**$ 46,317**	**$ (21,844)**
Acquisition related costs[1]	—	—	2,097	—	2,909
Integration related costs for acquisitions	316	524	1,269	201	—
Start-up costs for new campuses and program expansion[2]	3,075	225	—	4,297	—
Stock-based compensation expense[3]	896	—	2,386	374	1,941
Facility lease accounting adjustments	—	—	—	(1,008)	—
Adjusted EBITDA, non-GAAP	**$ 43,969**	**$ 8,317**	**$ (18,656)**	**$ 50,181**	**$ (16,994)**

1. *Costs related to both announced and potential acquisition targets*
2. *The Austin, TX and Miramar, FL campuses opened during FY2022. The adjustment reflects opening costs incurred for both campuses and the costs incurred related to program expansions.*
3. *Starting in fiscal 2023, stock-based compensation expense is included in Adjusted EBITDA. All prior periods have been restated for comparability.*
4. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*

Consolidated Adjusted Net Income Trend
($ in thousands)

Financial Supplement

	3 Mos. 3/31/23	3 Mos. 12/31/22[1]	**12 Mos. 9/30/22**	3 Mos. 9/30/22	3 Mos. 6/30/22	3 Mos. 3/31/22	3 Mos. 12/31/21[1]	**12 Mos. 9/30/21**
Net income	$ 3,480	$ 2,648	$ 25,848	$ 2,829	$ 843	$ 7,354	$ 14,822	$ 14,581
Income tax expense (benefit)	1,763	1,525	(5,407)	202	336	(4,598)	(1,347)	602
Income before income taxes	5,243	4,173	20,441	3,031	1,179	2,756	13,475	15,183
Adjustments:								
Acquisition related costs[2]	1,322	775	4,239	1,016	314	2,023	886	2,522
Intangible asset impairment[3]	—	—	2,000	2,000	—	—	—	—
Integration costs for acquisitions	1,014	1,095	1,691	788	702	126	75	—
Facility lease accounting adjustments[4]	—	—	(64)	397	547	(1,008)	—	—
Start-up costs for new campuses and program expansion[5]	1,921	1,379	9,177	1,711	3,169	2,704	1,593	502
Adjusted income before income taxes	9,500	7,422	37,484	8,943	5,911	6,601	16,029	18,207
Income tax effect: (expense) benefit[6]	(3,192)	(2,152)	(1,983)	(935)	(248)	(238)	(636)	(722)
Adjusted net income, non-GAAP	**$ 6,308**	**$ 5,270**	**$ 35,501**	**$ 8,008**	**$ 5,663**	**$ 6,363**	**$ 15,393**	**$ 17,485**
GAAP effective income tax rate[7]	33.6 %	29.0 %	5.3 %	10.5 %	4.2 %	3.6 %	4.0 %	4.0 %

1. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*
2. *Costs related to both announced and potential acquisition targets*
3. *During the fourth quarter of 2022, we completed a branding study and determined that the carrying value of the MIAT trademarks and trade name exceeded its fair value and recorded an intangible asset impairment charge of $2.0 million during the year ended September 30, 2022.*
4. *Lease accounting adjustments from our campus optimization efforts. These are primarily non-cash except for a lease termination payment related to our Orlando campus.*
5. *The Austin, TX and Miramar, FL campuses opened during FY2022. The adjustment reflects opening costs incurred for both campuses and the costs incurred related to other program expansions.*
6. *The calculation of income tax (expense) benefit on adjusted pre-tax income (loss) is based upon the GAAP effective tax rate applicable for the period.*
7. *The GAAP effective income tax rate for the three months ended December 31, 2021 has been adjusted to remove the impact from the MIAT purchase accounting adjustments for deferred tax liabilities which created a benefit for the period. The rate for the three months ended March 31, 2022 and twelve months ended September 30, 2022 has been adjusted to remove the impact from the reversal of a majority of our valuation allowance. The rate for the three months ended December 31, 2022 has been adjusted to remove the impact of the Concorde acquisition related costs.*

Consolidated Adjusted Free Cash Flow Trend

($ in thousands)

Financial Supplement

	6 Mos. 3/31/23[7]	6 Mos. 3/31/22[7]
Cash flow provided by operating activities, as reported	$(4,315)	$10,400
Purchase of property and equipment	(38,641)	(53,149)
Free cash flow, non-GAAP	(42,956)	(42,749)
Adjustments:		
Purchase of Lisle campus building[1]	—	28,378
Purchase of Orlando, Florida campus[2]	26,156	—
Acquisition related costs paid[3]	1,367	1,872
Integration related costs paid	1,850	143
Facility lease accounting adjustments[4]	—	575
Cash outflow for start-up costs for new campuses and program expansion[5]	3,300	2,987
Cash outflow for property and equipment for new campuses and program expansion[5]	8,271	8,572
Severance payment for CEO transition[6]	—	32
Adjusted free cash flow, non-GAAP	**$(2,012)**	**$(190)**

1. *In February 2022, we purchased our Lisle, Illinois campus for approximately $28.7 million in cash consideration.*
2. *In March 2023, we purchased the three primary buildings and the associated land at our UTI Orlando, Florida campus for approximately $26.2 million*
3. *Costs related to both announced and potential acquisition targets.*
4. *Lease accounting adjustments from our campus optimization efforts. These are primarily non-cash except for a lease termination payment related to our Orlando campus.*
5. *The Austin, TX and Miramar, FL campuses opened during FY2022. The adjustment reflects opening costs incurred for both campuses and the costs incurred related to other program expansions.*
6. *Adjustments reflect the cash paid in accordance with previous CEO Kimberly J. McWaters' Retirement Agreement and Release of Claims, dated October 31, 2019.*
7. *The acquisition of MIAT closed on November 1, 2021, and the acquisition of Concorde closed on December 1, 2022 impacting comparability for all future periods.*