

Supplemental Code of Ethics for Chief Executive Officer and Senior Financial Officers

Universal Technical Institute, Inc. (“UTI,” which for these purposes, includes UTI’s subsidiaries) is committed to making full, accurate and timely financial disclosure in compliance with applicable laws, rules and regulations and to maintaining its books and records in accordance with applicable accounting policies, laws, rules and regulations. This Supplemental Code of Ethics for UTI’s Chief Executive Officer, Chief Financial Officer, Vice President of Financial Reporting, VP Corporate Controller, VP Home Office Controller, VP of Tax, VP of Budgeting and Forecasting and Financial Reporting Manager (collectively, the “Senior Financial Officers”), sets forth specific policies to guide UTI’s Senior Financial Officers in the performance of their duties. As Senior Financial Officers, you perform tasks that are critical to UTI. This Code is designed to assist you in those tasks.

UTI’s Code of Business Conduct and Ethics (“Code of Conduct”), which this Supplemental Code of Ethics is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the conduct of all of us in UTI’s business. You are bound by the requirements and standards set forth in the Code of Conduct, as well as those set forth in this Supplemental Code of Ethics and in other applicable policies and procedures of UTI.

Compliance with Laws, Rules and Regulations

UTI is committed to conducting its business in accordance with all applicable laws, rules and regulations and in accordance with the highest standards of business ethics. As a Senior Financial Officer, you are obligated to comply with applicable laws, rules and regulations, and you also have leadership responsibilities that include creating a culture of high ethical standards and commitment to compliance; maintaining a work environment that encourages employees to raise concerns; and promptly addressing employee compliance concerns.

Conflicts of Interest

In order to maintain the highest degree of integrity in the conduct of UTI’s business and your independent judgment, you must avoid any activity or personal interest that creates or appears to create a conflict between your interests and the interests of UTI. A conflict of interest occurs when your private interests interfere in any way, or even appear to interfere, with the interests of UTI as a whole. You should conduct UTI’s business in an honest and ethical manner, and never act in a manner that could cause you to lose your independence and objectivity.

Although we cannot list every conceivable conflict, following are some common examples that illustrate actual or apparent conflicts of interest:

- You or a member of your family has an ownership interest in, is employed by or serve as a director of an entity that competes with UTI, does business with UTI (such as a customer, supplier or business partner of UTI) or is a recipient of charitable contributions made by UTI;

- You or a member of your family participate in a joint venture, partnership or other business arrangement or investment with UTI or that you learned about through the use of UTI property or information or your position with UTI; or
- You or a member of your family receive improper personal benefits as a result of your position with UTI.

Before making any investment, accepting any position or benefits or participating in any transaction or business arrangement that creates or appears to create a conflict of interest with the interests of UTI, you must obtain the written approval of the Audit Committee¹ of the Board of Directors.

Disclosures in Periodic Reports and Other Public Communications

As a public company, UTI is required to file various periodic reports with the Securities and Exchange Commission. It is UTI's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all required periodic reports and in all other public communications made by UTI.

Compliance with Supplemental Code of Ethics

If you have questions about this Supplemental Code of Ethics, you should seek guidance from UTI's compliance officer or general counsel. If you know of or suspect a violation of applicable laws or regulations or this Supplemental Code of Ethics, you must immediately report that information to UTI's Chief Executive Officer, compliance officer, general counsel or the Audit Committee of the Board of Directors. No one will be subject to retaliation because of a good faith report of suspected misconduct.

Waivers of the Code

UTI will waive application of the policies set forth in this Supplemental Code of Ethics only when circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. Changes in and waivers of this Supplemental Code of Ethics may be made only by the Board of Directors or the Audit Committee of the Board of Directors and will be disclosed as required under applicable law and regulations.

No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern UTI's Senior Financial Officers in the conduct of UTI's business. It is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity.

¹ This Code places oversight of conflicts of interest issues involving the Senior Financial Officers with the Audit Committee of the Board of Directors. The current corporate governance proposals contemplate that a UTI's audit committee (or a comparable body of the board of directors) will review and approve all related-party transactions.