KURA SUSHI USA, INC.
CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines have been adopted by the Board of Directors (the ***"Board"***) of Kura Sushi USA, Inc. (the ***"Company"***). The Board recognizes the importance of good corporate governance as a means of addressing the needs of the Company's stockholders, employees, customers, suppliers and the community. These guidelines are intended to serve as flexible principles and to be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation, Bylaws, the charters of the committees of the Board, and other governing legal documents, all of which necessarily take precedence. The Board recognizes that corporate governance is a developing and dynamic area warranting periodic review. Accordingly, the following guidelines are subject to review and change from time to time by the Board.

I. The Board of Directors

A. Role of the Board

The Board oversees and provides policy guidance on the business and affairs of the Company. Among other things, the Board monitors overall corporate performance, the integrity of the Company's controls and the effectiveness of its legal, ethics and compliance programs. The Board selects the Chair of the Board (the ***"Chair"***), if any, selects the Chief Executive Officer of the Company (the ***"CEO"***), selects the other officers, designates which executive officers are officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and oversees management. The Board also oversees the Company's strategic and business planning process. Finally, the Board reviews and assesses risks facing the Company and management's approach to addressing such risks.

Directors are expected to attend Board and applicable Board committee meetings and to review meeting materials in advance of such meetings. Directors also are encouraged to attend the Company's annual meetings of stockholders.

B. Fiduciary Oversight

The Board shall support a corporate environment of internal controls, fiscal accountability, ethical standards and compliance with applicable governance policies, laws and regulations. Under Delaware law, each director owes duties of loyalty and care to the Company and is expected to act in the best interests of the Company's stockholders as a whole.

C. Board Size

The Bylaws provide that the Board will consist of such number of directors as may be determined from time to time by resolution of the Board. The current size of the Board is five, which the Board believes is appropriate. The Board will assess its size from time to time to determine whether its size continues to be appropriate.

D. Election of Directors

The directors are elected at each annual meeting of stockholders.

E. Term Limits

At this time, the Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they could result in the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasingly significant contribution to the Board.

F. Independent Directors

The Board will include at least such number or proportion of independent directors as is necessary to comply with the NASDAQ Listing Rules, including any exceptions permitted by such rules. For purposes of these guidelines, ***"independent director"*** shall mean a director who satisfies the definition of an "independent director" under the applicable NASDAQ Listing Rules. The Board will monitor compliance with the NASDAQ Listing Rules for director independence on an ongoing basis. Each independent director is expected to notify the Board as soon as reasonably practicable in the event that his or her personal circumstances change in a manner that may affect the Board's evaluation of such director's independence. The Board will consider that a director's independence may be jeopardized if substantial charitable contributions are made to organizations with which a director is affiliated, or if other indirect forms of compensation are made to a director or an organization with which the director is affiliated.

G. CEO, Chair and Lead Independent Director

The Board selects the Company's CEO and Chair in the manner that it determines to be in the best interests of the Company's stockholders. The Board does not have a policy as to whether the Chair should be an independent director or a member of management. When the Chair is an affiliated director, or a member of Company management, or when the independent directors determine that it is in the best interest of the Company, the independent directors may annually appoint from among themselves a ***"Lead Independent Director."*** If a Lead Independent Director is not appointed, then the Chair of the Audit Committee will be treated as the Lead Independent Director. The Lead Independent Director coordinates the activities of the independent directors and is authorized to call meetings of the independent directors, chairs executive sessions of the independent directors, and performs the other duties either specified in these guidelines or assigned from time to time by the Board. In addition, when appropriate

and consistent with the Company's policies and applicable law, the Lead Independent Director will be available for consultation with stockholders.

H. Director Compensation

The Company's executive officers will not receive additional compensation for their services as directors.

Except as otherwise permitted by the applicable NASDAQ Listing Rules, members of the Audit Committee, Compensation Committee and Nominating Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards. Eligible directors will receive compensation for serving on the Board pursuant to approval by the Compensation Committee.

I. Other Boards and Committees

After first becoming a director of the Company, without the specific approval from the Board, no director may accept an invitation to serve on another public company board or any committee thereof. No director may sit on the board of any competitor of the Company in its principal lines of business to the extent that any such service would constitute a violation of U.S. antitrust law.

II. Selection and Qualifications

A. Selection and Invitation

The Board shall be responsible for selecting nominees for membership on the Board. All applications, recommendations or proposed nominations for Board membership received by the Company shall be referred to the Nominating Committee. Nominations made other than by or at the direction of the Board shall be made pursuant to the regulations set forth in the Bylaws and the Policy Regarding Security Holder Recommendations of Director Nominees. Invitations to join the Board should be extended by the Chair of the Board. The Nominating Committee shall also be responsible for recommending director nominees to be voted on at the annual meetings of stockholders to the Board. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies on the Board that may occur between annual meetings of stockholders.

B. Criteria

As provided in its charter, the Nominating Committee shall develop general criteria for use in selecting potential new Board members and for identifying and attracting qualified candidates for election to the Board, which shall consider diversity in identifying potential nominees. The Board seeks to identify and attract directors with a diverse mix of experience, qualifications, attributes or skills. For purposes of Board composition, diversity includes, but is not limited to, work experiences, military service, geography, age, gender, race, ethnicity, disability, sexual orientation and other distinctions between directors. Any search firm engaged to assist the Board or Nominating Committee in identifying candidates for nomination to the Board will be specifically directed to include diverse candidates generally, and multiple women candidates in particular.

Annually, the Board or a committee of the Board will review and assess the effectiveness of its diversity initiative.

C. Annual Determination of Director Independence

The Board, in consultation with the Nominating Committee, shall annually review the affiliations of each outside director to determine if he or she has any material relationship with the Company or is independent under the NASDAQ Listing Rules.

D. Changed Circumstances

If a director, including employee directors, discontinues, retires or changes his or her employment affiliation held at the time of election as a director, becomes involved in a current or potential conflict of interest or becomes unable to spend the required time, that director shall submit a letter offering his or her resignation for consideration by the Board. The Nominating Committee shall recommend to the Board what action, if any, to be taken with respect to the resignation.

III. Board Operations and Performance

A. Agenda

The Chair of the Board shall coordinate with the CEO and the corporate secretary to set the agenda for each Board meeting. The Lead Independent Director, if applicable, and each other Board member and members of the senior management may suggest the inclusion of item(s) on the agenda.

B. Advance Distribution of Board Materials

As a general rule, presentations on specific topics should be sent to the Board members sufficiently in advance to allow time for review. Directors are expected to review such materials prior to the applicable meeting so that Board meeting time may be conserved and discussion time focused on questions that the Board may have about the materials. On those occasions in which the subject matter is highly sensitive, the individual directors should be

notified by telephone in advance of the meeting of the general subject matter and that the topic will be discussed at the meeting.

C. Attendance at Meetings

While it is understood that practical considerations may limit a director from attending each Board meeting and each meeting for those committees on which he or she serves, it is expected that each director will endeavor to attend substantially all of such meetings and to attend in person whenever possible. In addition, directors are encouraged to attend each annual meeting of the Company's stockholders. Finally, to ensure compliance with Item 407(b) of Regulation S-K, it is expected that each director will, at an absolute minimum, for each fiscal year of such director's service, attend at least 75% of the aggregate of (i) the total number of meetings of the board of directors (held during the period for which such director served as a director), and (ii) the total number of meetings held by all committees of the board on which such director served (during the periods that such director served).

D. Meetings of Non-Management Directors

Independent directors will meet at regularly scheduled executive sessions at least quarterly and at such other times as they deem appropriate. Additional executive sessions may be held as needed. Executive sessions of the independent directors will be called and chaired by the Lead Independent Director or, if there is no Lead Independent Director, the Chair of the Audit Committee. These executive sessions may include such topics as the non-management directors or independent directors, respectively, determine.

E. Access to Independent Advisors

The Board and each of its committees may hire independent legal, financial or other experts or advisors, as the Board or any committee deems necessary, to assist it in evaluating proposals, transactions and information supplied by management. The Audit Committee shall have the authority to retain and terminate the Company's independent auditor. In addition, the Compensation Committee and Nominating Committee shall have the sole authority to retain and terminate the consulting firm, independent legal counsel and other experts and advisors to assist in the evaluation of director or executive officer compensation and any search firm used to identify director candidates. Each committee shall communicate to the full Board its intent to hire an independent expert or advisor; however, prior Board approval is not required.

F. Access to Management and Employees

The Board shall have complete access to the Company's management. It is assumed that the Board members will use judgment to be sure that this contact is not distracting to the business operations of the Company and its subsidiaries, and that, if such contact is in writing, a copy is sent to the CEO. The Board also encourages management to, from time to time, bring into meetings of the Board officers, employees and representatives of the Company and its subsidiaries.

G. Director Orientation and Continuing Education

The Company shall establish an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finance, risk management processes, compliance program and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

IV. Performance Evaluation and Succession Planning

A. Annual CEO Evaluation

The Chair of the Compensation Committee will lead the Compensation Committee in conducting a review of the performance of the CEO at least annually. The Compensation Committee establishes the evaluation process for reviewing the CEO's performance. The evaluation results are reviewed and discussed with the independent directors, and the results shall be communicated to the CEO.

B. Succession Planning

Principal responsibilities of the Board include planning for CEO succession and overseeing the identification and development of executive talent. The Board, with the assistance of its committees, as appropriate, CEO and human resources department, oversees executive officer development and corporate succession plans for the CEO, CFO and COO to provide for continuity in senior management. The criteria used to assess potential CEO candidates are formulated based on the Company's business strategies, and include strategic vision, leadership and operational execution.

The Board shall establish an emergency succession contingency plan should an unforeseen event, such as death or disability, occur that prevents the CEO from continuing to serve. The plan identifies the individuals who would act in an emergency and their responsibilities. The contingency plan shall be reviewed by the Board annually and revised as appropriate. The Board may review development and succession planning more frequently as it deems necessary or desirable.

C. Board and Committee Self-Evaluation

The Board conducts an annual self-evaluation to assess its performance. In addition, each committee is responsible for conducting an annual performance self-evaluation. Evaluation results must be reported to the Board. The ability of individual directors to contribute to the Board is considered in connection with the re-nomination process. In addition, each director annually evaluates his or her own performance as a director.

V. Executive Compensation

A. Compensation Committee

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and determine, or recommend to the full board for determination,

the individual elements of the CEO's total compensation based on the annual evaluation. In addition, the Compensation Committee shall determine compensation for the Company's other executive officers and advise the Board, the Chair and CEO on other compensation and employee benefit matters within the Committee's charter.

B. Philosophy

The Compensation Committee's philosophy pertaining to executive compensation shall be described in the "Compensation Discussion and Analysis" section set forth each year in the Company's annual proxy statement.

C. Recoupment

In the event of any accounting restatement of the financial statements of the Company, the Board will review the incentive-based compensation and awards made to the executive officers based on the financial results during the period covered by the restatement and, in appropriate circumstances and to the extent permitted by applicable law and required by Section 10D-1 of the Securities Exchange Act of 1934 and the Company's policies and plans, including the Policy Regarding Recoupment of Incentive Compensation Upon Restatement or Misstatement of Financial Results, or as Required by Law, seek to recover or cancel the portion of any such compensation or awards in excess of what would have been received under the restated financial statement.

VI. Board Committees

A. Number and Type

The Board has three standing committees consisting of (i) a Compensation Committee, (ii) an Audit Committee and (iii) a Nominating Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

B. Independence and Composition of Committees

The Audit Committee, the Compensation Committee and the Nominating Committee shall satisfy all requirements under the NASDAQ Listing Rules, as applicable, and the respective committee charters for membership on the particular committee.

C. Agenda and Minutes

The chairperson of each committee, in consultation with the members of the committee and the Company secretary, shall set the agenda and frequency for each meeting. Each committee shall keep minutes of its proceedings and report its proceedings at the next meeting of the Board.

VII. Miscellaneous

A. Board Interaction with Investors, Research Analysts and the Media

The Company has established guidelines to avoid selective disclosure of material non-public information. A copy of the Company's Insider Trading, Tipping and Wrongful Disclosure Policy is available on the Company's website, www.kurausa.com.

In the case of stockholder communications directly to the Board, including any outside directors, the review of and response to such communications will be handled as set forth in the Company's Regulation FD Policy and Process for Security Holder Communications with the Board, copies of which are available on the Company's website, www.kurausa.com.

B. Internal Reporting Procedures

The Audit Committee has established or will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company or its subsidiaries of concerns regarding questionable accounting or auditing matters pertaining to the Company or its subsidiaries and shall review reports regarding alleged violations of the Code of Business Conduct and Ethics or other Company policies.

Adopted: August 5, 2019

Last updated: October 29, 2026