



**KURA SUSHI USA, INC.**  
**NOMINATING COMMITTEE CHARTER (THIS “CHARTER”)**

**I. Purpose**

The purpose of Nominating Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Kura Sushi USA, Inc. (the “*Company*”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, oversight of the board and board committee assessment process and any related matters required by the federal securities laws.

**II. Membership and Qualification**

Membership: The Committee shall consist of at least three (3) directors (“*Directors*”). Members of the Committee, including its Chair (as defined below), shall be designated by the Board at the annual organizational meeting of the Board and shall serve until their successors have been duly elected and qualified or until their earlier resignation, death or removal by the Board.

Qualification: Each member of the Committee shall: be independent in accordance with the rules of the NASDAQ Listings Standards,

Chair: The Board may designate a Chair of the Committee (the “*Chair*”). In the absence of such designation, the Committee may designate the Chair by majority vote of the Committee.

Resignation, Removal and Replacement: Any member of the Committee may resign from the Committee at any time upon notice of such resignation to the Board. A member who ceases to be independent under the NASDAQ Listing Standards shall promptly resign to the extent required for the Company to comply with applicable laws, rules and regulations. The Board shall have the power at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, upon the recommendation of the Committee, to replace any absent or disqualified members, so long as the Committee shall at all times have at least three (3) members and be composed solely of Directors who meet the aforementioned qualifications.

**III. Meetings and Other Actions; Delegation of Authority**

Meetings and Other Actions: The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Chair shall preside at all meetings of the Committee. The Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee will keep minutes of its meetings and will regularly report to the Board on its activities, making recommendations as appropriate. All meetings of and other actions by the Committee shall be held and taken pursuant to the Amended and Restated Bylaws of the Company (as may be amended, restated, supplemented or otherwise modified from time to time, the “*Bylaws*”), including provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee may invite any Director who is not a member of the Committee, management, counsel, representatives of service providers or other persons to attend

meetings and provide information as the Committee, in its sole discretion, considers appropriate. As appropriate, the Committee may meet in executive sessions.

Delegation of Authority:

- a) The Committee may create a subcommittee of the Committee consisting of one or more Directors on the Committee and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing rules.
- b) The Committee may delegate any of its duties and responsibilities, including the administration of equity incentive or employee benefit plans, to one or more Directors on the Committee, another Director or other persons (including Section 16 Officers), unless otherwise prohibited by applicable laws or listing rules.
- c) Any subcommittee, Director or other person will provide a written or oral report to the Committee regarding any activities undertaken pursuant to such delegation.
- d) The Committee may terminate any such subcommittee and revoke any such delegation at any time.

**IV. Goals, Responsibilities and Authority**

The following are the general goals, responsibilities and authority of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Bylaws and other governance documents of the Company and in accordance with applicable law (it being understood that the Committee may condition its approval of any compensation on Board ratification to the extent so required to comply with applicable tax law). Nothing in this Charter shall be interpreted as diminishing or derogating the duties, responsibilities or obligations of the Board. Subject to the requirements of the Bylaws, the Committee shall:

1. determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “*Director Criteria*”);
2. identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Policy Regarding Security Holder Recommendations of Director Nominees. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Bylaws;
3. make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board;
4. review the qualifications and independence of the members of the Board and its various committees, as well as review the Board’s committee structure and

- composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually;
5. if a vacancy on the Board and/or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board;
  6. in collaboration with the CEO, at least annually review the executive organization of the Company's CEO, CFO and COO, and oversee the succession planning process, including the development of personnel to fill the CEO, CFO and COO positions and implementation of succession planning for CEO, CFO and COO positions. Succession plans will be reviewed annually by the full Board, with the Committee's input;
  7. review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted; and
  8. perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate, propose to the Board any desired changes in the Committee's Charter, all to supplement the oversight authority by the Board with respect to such matters.

#### **V. Authority to Retain Advisors**

The Committee shall have the authority, in its sole discretion, at the Company's expense, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors.

#### **VI. Amendments**

Any amendments to this Charter must be approved or ratified by a majority vote of the Board, including a majority of the independent Directors.

Adopted: September 1, 2024