



**KURA SUSHI USA, INC.**  
**STRATEGY AND DEVELOPMENT COMMITTEE CHARTER (THIS "*CHARTER*")**

**I. Purpose**

The primary purpose of the Strategy and Development Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Kura Sushi USA, Inc., a Delaware corporation (the "*Company*") is to assist the Board in fulfilling its oversight responsibilities relating to the Company's development initiatives, including strategic decisions with respect to new restaurant expansion and sales growth.

The Committee has overall responsibility for assisting the Board in its oversight of: (a) the process relating to site selection for new stores; (b) success rate of future stores, and (c) timely delivery of development programs within budget.

**II. Membership and Qualification**

Membership: The Committee shall consist of at least two (2) directors ("*Directors*"). Members of the Committee, including its Chairperson (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 satisfy all requirements for serving on the Committee as determined by the Board. At least one member of the Committee shall be a "restaurant development expert" as determined by the Board.

Chairperson: The Board may designate a Chairperson of the Committee (the "*Chairperson*"). In the absence of such designation, the Committee may designate the Chairperson 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. 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 two (2) members composed solely of Directors.

**III. Meetings and Other Actions**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Chairperson (or in the Chairperson's absence, a member of the Committee designated

by a majority of the Committee members present at such meeting) shall preside at all meetings of the Committee. The Chairperson 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, including with respect to any issues that arise regarding development initiatives and strategic decisions with respect to new restaurant expansion and sales growth.

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, 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.

#### **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.

The function of the Committee is to develop initiatives and strategic decisions with respect to new restaurant expansion and sales growth in accordance with the Company's management goals and strategies for new restaurant expansion. The Committee shall make recommendations to the Board on areas of improvement, and provide other feedback and guidance to the Board.

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 oversee the following:

- A. Restaurant Development, Expansion and Renovation Activities
  - 1. Development of expansion strategies utilizing internal and external resources.
  - 2. Development of a site selection process for new stores.
  - 3. Conduct cost analyses of proposed projects and create project budgets.
  - 4. Prepare prospective sales volume analyses for new stores.
  - 5. Development of designs and planning construction of new stores.
- B. Development of Procedures and Implementation

1. Development of standard operating procedures for strategic site selection.
2. Implementation of sustainable technology to improve site selection success rates.

C. Real Estate Strategies

1. Develop strategies for lease negotiations for new leases, renewals, amendments, rent reductions, termination of leases and other lease related issues.
2. Develop strategies for the acquisition and disposition of restaurants.
3. Develop strategies for improving relationships with real estate brokers.
4. Prepare analyses of new sites based on local demographics and competitors.

D. Market Research

1. Prepare analyses on relevant market information and forecasts of future market trends.
2. Prepare investor materials relating to store development.

E. Other

1. Report its activities to the Board on a regular basis and make such recommendations with respect to the matters described above and other matters as the Committee may deem necessary or appropriate.
2. 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, this Charter, all to supplement the oversight authority by the Board with respect to such matters.
3. Perform such further responsibilities as are given to it from time to time by the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

**V. Authority to Retain Advisors**

In the course of its duties, the Committee will have sole authority, at the Company's expense, to engage and terminate consultants and advisors, as the Committee deems advisable, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such consultants and advisors and for the payment of ordinary expenses that are necessary or

appropriate in carrying out the Committee's duties.

**VI. Amendments**

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

**VII. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.kurausa.com](http://www.kurausa.com).

Adopted: August 17, 2020