

January 26, 2024

To Our Shareholders

Harumi Building, 2-5-9 Kotobashi,
Sumida-ku, Tokyo
Yoshitsu Co., Ltd
Representative Director and President
Mei Kanayama

**Public Notice of Subscription Requirements Concerning Issuance of Shares and
Granting of Warrants**

Dear Sirs,

At a meeting of the Board of Directors held on January 25, 2024, we have resolved to make the following changes to the issuance of ordinary shares (the “Underlying Shares”) of the Company and granting of warrants (the “Warrants”), which were resolved by the Board of Directors as of December 30, 2023.

We hereby give public notice of the following issuance of shares and granting of warrants in accordance with Articles 201.4 and 240.3 of the Companies Act.

Thank you so much for your cooperation.

1. Offering of the Underlying Shares

(1) Class and number of shares for subscription	5,970,152 ordinary shares of the Company
(2) Amount to be paid for shares for subscription	US\$0.67
(3) Payment period for subscription for shares	From January 26, 2024 to March 31, 2024
(4) Amount of capital increase and capital	(i) The amount of capital increase regarding the issuance of the Underlying Shares shall be 50% of the maximum

reserve increase	<p>amount of increase in capital as calculated in accordance with Article 14.1 of the Regulation on Corporate Accounting, where fractional amounts less than JPY 1 shall be rounded up.</p> <p>(ii) The amount of capital reserve increase shall be the maximum amount of increase in capital as set forth in</p> <p style="margin-left: 20px;">(i) above less the capital increase amount as set forth in</p> <p style="margin-left: 20px;">(i) above.</p>
(5) Others	<p>The Company authorizes the President and Representative Director or his or her appointed representative to determine all matters required for the offering of the Underlying Shares.</p>

2. Granting of the Warrants

(1) Name of Warrants	Second series Warrants of Yoshitsu Co., Ltd
(2) Number of Warrants	5,970,152
(3) Number of shares to be issued upon exercise of Warrants or calculation method thereof	<p>5,970,152 ordinary shares of the Company (the “Ordinary Shares”), which will be represented by the ADSs</p> <p>However, if the Number of Allotted Shares (as defined below) is adjusted as set forth below, it shall be adjusted to the number obtained by multiplying the Number of Allotted Shares after adjustment by the total number of the Warrants.</p> <p>The number of Ordinary Shares to be issued upon exercise of one Warrant (the “Number of Allotted Shares”) shall be one share. In case of a share split, including allotment of</p>

	<p>Ordinary Shares without contribution (the same shall apply hereinafter) or share consolidation by the Company after the date on which Warrants are allotted (the “Allotment Date”), the Number of Allotted Shares shall be adjusted by the formula below. However, such an adjustment shall be made to the Number of Allotted Shares which have not been exercised at the time.</p> <p>The Number of Allotted Shares after adjustment = The Number of Allotted Shares before adjustment × ratio of share split or consolidation</p> <p>If there is any compelling reason which requires adjustment of the Number of Allotted Shares, such as a merger or a company split by the Company, the Company shall adjust the Number of Allotted Shares to the extent necessary by the formula below, using an adjustment ratio which is determined by considering the conditions, etc. of the merger or company split. Such an adjustment shall only be made to the Number of Allotted Shares which have not been issued at the time.</p> <p>The Number of Allotted Shares after adjustment = The Number of Allotted Shares before adjustment × adjustment ratio</p>
(4) Amount to be paid for Warrants or calculation method thereof or the fact	No payment is required.

	that no payment is required	
(5) Allotment date of Warrants		January 30, 2024
(6) Method of allotment of Warrants		The method shall be third-party allotment.
(7) Amount of assets to be contributed upon exercise of Warrants or calculation thereof		<p>The amount to be paid per Ordinary Share upon the exercise of the Warrant shall be the amount equal to the public offering price (offering price) of the ADSs (the “Exercise Price”).</p> <p>If any of the following events occur after the Allotment Date, the Exercise Price shall be adjusted respectively.</p> <p>(i) In case of a share split or share consolidation by the Company, the Company shall adjust the Exercise Price by the formula below, and any fraction of US\$0.01 resulting from such adjustment shall be rounded up.</p> <p style="text-align: center;">The Exercise Price after adjustment = The Exercise Price before adjustment × 1/ratio of split or consolidation</p> <p>(ii) If there is any compelling reason which requires adjustment of the Number of Allotted Shares, such as a merger or a company split by the Company, the Company shall adjust the Exercise Price to the extent necessary by the formula below, using an adjustment ratio which is determined by considering the</p>

		<p>conditions, etc. of the merger or company split, and any fraction of US\$0.01 resulting from such adjustment shall be rounded up.</p> <p>The Exercise Price after adjustment = The Exercise Price before adjustment × 1/adjustment ratio</p>
(8) Period during which Warrants can be exercised		From January 30, 2024 to July 30, 2029
(9) Conditions for the exercise of Warrants		None
(10) Matters related to capital and capital reserve increase by the issuance of shares upon exercise of Warrants		<p>(i) The amount of capital increase by the issuance of Ordinary Shares upon the exercise of the Warrants shall be one half of the capital increase limit calculated by the rule provided for in Article 17.1 of the Regulation on Corporate Accounting, and any fraction of a yen after such calculation shall be rounded up.</p> <p>(ii) The amount of capital reserve increase by the issuance of Ordinary Shares upon the exercise of Warrants shall be the capital increase limit mentioned in (i) above minus the amount of capital increase provided for in (i) above.</p>
(11) Rule regarding the fraction of a share upon exercise of Warrants		If the number of Ordinary Shares issued to the holders of Warrants upon the exercise of their Warrants is found to have a fraction of a share, the fraction shall be rounded down.

(12) Others	The Company authorizes the President and Representative Director or his/her appointed representative to conduct all necessary matters for offering Warrants.
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Note:

1. ADS is an abbreviation for "American depositary shares" and refers to alternative securities issued by a depository bank that has received a deposit of shares of a company outside the U.S., representing such shares, in order to put the shares of a company outside the U.S. into circulation in the U.S.
2. The actual amount of capital increase and capital reserve increase will be the amount converted into JPY based on the exchange rate on the date the capital contribution is made.