[NOTICE: This Notice of Convocation is a translation of the Japanese original for reference purposes only, and in the event of any discrepancy, the Japanese original shall prevail.]

(Securities Identification Code: 6856)
2 Miyanohigashi-cho, Kisshoin, Minami-ku,
Kyoto-shi
HORIBA, Ltd.
Masayuki Adachi, President & COO

March 5, 2021

Notice of the 83rd Ordinary General Meeting of Shareholders

Dear Shareholders,

HORIBA, Ltd. ("the Company") would hereby like to inform you that the 83rd Ordinary General Meeting of Shareholders ("the Meeting") will be held as set forth below.

To our precious shareholders, with regard to the Meeting, we hereby announce the following requests in the interest of preventing transmission of COVID-19. For that purpose, please make every possible effort to exercise your voting rights in writing or by electronic means (over the Internet, etc.), and kindly refrain from attending in person to the actual site of the Meeting on the said date. Please review the Reference Documents for the Meeting that are attached below, and exercise your voting rights by 5 p.m. on Friday, March 26, 2021.

1. **Date and Time:** Saturday, March 27, 2021, from 10 a.m. (The reception starts at 9 a.m.)

2. **Location:** TECHNO PLAZA, Sixth Floor, HORIBA Techno Service Co., Ltd. Head Office,
18 Maegawara-cho, Kisshoin, Minami-ku, Kyoto-shi
*In the event of a spread in COVID-19, there is the possibility that the site and/or the starting time of the Meeting would be changed. For your information, any such changes will be posted on the HORIBA corporate website at the following address:
https://www.horiba.com/jp/investor-relations/shareholders-meeting/

3. **Objectives of the Meeting:**

Items to be Reported:

1. The Business Report, the Consolidated Financial Statements, and the audit results of the Consolidated Financial Statements by the Accounting Auditors and the Audit and Supervisory Board for the 83rd Fiscal Term (from January 1, 2020 to December 31, 2020)
2. The Non-Consolidated Financial Statements for the 83rd Fiscal Term (from January 1, 2020 to December 31, 2020)

Items to be Resolved:

Agenda Election of eight (8) Directors

※ Under this circumstances, commemorative gifts will not be distributed to shareholders, who attend the Meeting, this year.
Furthermore, the informal gathering event after the Meeting will be cancelled.

Exercise of voting rights by postal mail

Please indicate your approval or disapproval for the proposal in the space provided on the ballot and return it to the Company so it receives by 5 p.m., Friday, March 26, 2021.

Exercise of voting rights by electronic means (such as Internet)

Please access the website (https://www.web54.net), which the Company has designated for exercising voting rights, and enter your approval or disapproval for the proposal by following the instructions on the screen, using the "voting rights exercise code" and "password" printed on the enclosed ballot. We would ask you to do this by 5 p.m. on Friday, March 26, 2021.

With regard to the exercise of voting rights over the Internet, please be advised to read "Guide for the Exercise of Voting Rights via the Internet" in the last page of this document.

If you exercise your voting rights both by the voting card and by electronic means, only the latter ones will be valid.

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1. When you attend the Meeting, please hand in the enclosed ballot at the reception.
2. Please note that non-shareholders such as proxies or those who accompany shareholders are not allowed to attend the Meeting. You may exercise your voting right by designating one proxy, who is another shareholder of the Company with a voting right, in accordance with the articles of incorporation. In this case, however, please submit a document to prove the proxy voting right.
3. Among the documents provided by the Company on the occasion of this meeting notice are the Statement of Changes in Consolidated Shareholders' Equity and the Notes to the Consolidated Financial Statements in the consolidated financial statements as well as the Statement of Changes in Shareholders' Equity and the Notes to Non-Consolidated Financial Statements in the non-consolidated financial statements, all of which are posted on the Company's website, (https://www.horiba.com/jp/investor-relations/shareholders-meeting/), pursuant to applicable laws and regulations and Article 18 of the articles of incorporation. Accordingly, these materials are not among the documents attached to this meeting notice. Moreover, the Statement of Changes in Consolidated Shareholders' Equity and the Notes to the Consolidated Financial Statements in the consolidated financial statements, as well as the Statement of Changes in Shareholders' Equity and the Notes to Non-Consolidated Financial Statements in the non-consolidated financial statements have collectively undergone audits as one part of the preparation of the Consolidated Financial Statements by the Accounting Auditors, and the preparation of the Non-Consolidated Financial Statements by the Audit and Supervisory Board member.
4. Upon occurrence of circumstances resulting in the need for amendment of Reference Documents for the Meeting of Shareholders, business reports, consolidated financial statements or financial statements, the items of amendment shall be posted on the Company's website.(https://www.horiba.com/jp/investor-relations/shareholdersmeeting/)。

Reference Documents for the General Meeting of Shareholders

Agenda and Reference Information

Agenda : Election of eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. We would like to ask you to elect eight (8) Directors. Candidates for Directors are as follows.

Candidate Number	Name (Date of birth)	Career Summary [Positions, assignment and representation of other corporations]	Number of Shares of the Company Held
1	Atsushi Horiba (February 5, 1948)	September 1972 Entered the Company December 1977 General Manager of Overseas Technology Department of the Company March 1981 General Manager of Overseas Headquarters June 1982 Director of the Company June 1988 Senior Managing Director of the Company June 1989 Director of STEC Co., Ltd. (present HORIBA STEC, Co., Ltd.) January 1992 President of the Company June 1995 President of STEC Co., Ltd. (present HORIBA STEC, Co., Ltd.) August 2002 Chairman of HORIBA INSTRUMENTS (SHANGHAI) Co., Ltd. June 2005 Chairman, President & CEO of the Company April 2016 Chairman of HORIBA STEC, Co., Ltd. (to present) January 2018 Chairman & Group CEO of the Company (to present) [Representation of other corporations] Chairman of HORIBA STEC, Co., Ltd. External Director of SoftBank Corp.	1,041,022
	[Reason for Recommendation as Candidates for Corporate Director Positions] The candidate served as President & CEO of the Company over the 26-year period from 1992 to the end of 2017 and as Chairman & Group CEO of the Company from 2018, during which he played a pivotal role in spearheading the global growth of the overall HORIBA Group while otherwise accumulating rich management experience. In view of this solid background and further strengthening the Group solidarity and global development, the candidate is considered highly qualified to remain in the capacity of Director, with his reappointment to that position hereby requested.		

<table>
<tr><th>Candidate Number</th><th>Name
(Date of birth)</th><th>Career Summary
[Positions, assignment and representation of other corporations]</th><th>Number of Shares of the Company Held</th></tr>
<tr><td rowspan="2">2</td><td>Juichi Saito
(February 10, 1958)</td><td>March 1982 Entered the Company
March 1997 General Manager of the Engine Measurement Planning & Development Department of the Company
February 2002 President of HORIBA Instruments Incorporated
June 2002 Corporate Officer of the Company
June 2004 Director of STEC, Co., Ltd. (present HORIBA STEC Co., Ltd.)
June 2005 Director of the Company
Managing Director of HORIBA STEC Co., Ltd.
June 2008 Executive Vice President of HORIBA STEC, Co., Ltd.
January 2012 General Manager of Corporate & Segment Strategy Division of the Company
March 2013 Executive Vice President of the Company
March 2016 Executive Vice President and Representative Director of the Company
January 2018 Executive Vice Chairman & Group COO of the Company (to present)
April 2018 President of HORIBA Europe Holding SASU (to present)
[Representation of other corporations]
President of HORIBA Europe Holding SASU (to present)</td><td>18,928</td></tr>
<tr><td colspan="3">[Reason for Recommendation as Candidates for Corporate Director Positions]
As General Manager of the Corporate & Segment Strategy Division, the candidate has attained extensive experience in promoting operations with the key focus on business strategies, corporate acquisition and other sectors. He has likewise built up an impressive overseas track record through engaging in management duties of the Company’s U.S. subsidiary and other assignments, further supporting the view that he is fully capable of unifying the overall Group in promoting programs of renewed global development as the Group COO from 2018. In view of this, his continued appointment to the post of Director is desired.</td></tr>
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<table>
<tr><th>Candidate Number</th><th>Name
(Date of birth)</th><th>Career Summary
[Positions, assignment and representation of other corporations]</th><th>Number of Shares of the Company Held</th></tr>
<tr><td rowspan="2">3</td><td>Masayuki Adachi
(November 1, 1962)</td><td>March 1985 Entered the Company
March 1999 General Manager of Emission Analysis R&D Department of the Company
March 2003 General Manager of Engine Measurement Systems Division of the Company
September 2005 General Manager of Automotive Test Systems Division of the Company
June 2006 Corporate Officer of the Company
January 2007 President of HORIBA International Corporation (present HORIBA Instruments Incorporated)
April 2010 Senior Corporate Officer of the Company
January 2011 General Manager of Research & Development Division & R & D Steering Committee of the Company
March 2014 Director of the Company
April 2014 President of HORIBA Jobin Yvon SAS. (present HORIBA FRANCE SAS)
January 2016 Chairman of Supervisory Board of HORIBA Jobin Yvon SAS. (present HORIBA FRANCE SAS) (to present)
March 2016 Senior Managing Director of the Company
January 2018 President & COO of the Company (to present)
[Representation of other corporations]
Chairman of Supervisory Board of HORIBA FRANCE SAS</td><td>14,070</td></tr>
<tr><td colspan="3">[Reason for Recommendation as Candidates for Corporate Director Positions]
The candidate has achieved far-reaching experience in the R & D Division of the Company, while likewise excelling in overseas management assignments at the Company’s subsidiaries in the United States and France and engaging in management duties of the Company as President & COO of the Company from 2018. These and other factors support the judgment of his ability to further enhance the Company’s technical prowess and propel the HORIBA Group to even greater successes, resulting in the request for the candidate’s continued appointment to the position of Director.</td></tr>
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Candidate Number	Name (Date of birth)	Career Summary [Positions, assignment and representation of other corporations]	Number of Shares of the Company Held
4	Masao Okawa (March 13, 1966)	April 1988 Entered Bank of Japan September 2003 Chief Representative in Frankfurt, Bank of Japan May 2013 General Manager of Takamatsu Branch, Bank of Japan June 2015 General Manager of Kyoto Branch, Bank of Japan January 2017 Retired from Bank of Japan January 2017 Entered the Company Senior Corporate Officer of the Company March 2017 General Manager of General Administration Division & Tokyo Branch Manager of the Company (to present) March 2018 Managing Director of the Company (to present)	10,692
	[Reason for Recommendation as Candidates for Corporate Director Positions] In view of the candidate's global experience compiled during his previous service at a topflight financial institution, it is the belief that he is uniquely qualified to formulate global financial strategies and to strengthen compliance and corporate governance. For these reasons, his continued appointment as Director would be greatly appreciated.		

Candidate Number	Name (Date of birth)	Career Summary [Positions, assignment and representation of other corporations]	Number of Shares of the Company Held
5	Takashi Nagano (April 13, 1962)	March 1985 Entered the Company March 1999 General Manager of the Engine Measurement Planning & Development Department of the Company March 2001 General Manager of Engine Measurement Systems Division of the Company December 2003 President of HORIBA Europe GmbH June 2005 Corporate Officer of the Company June 2006 Senior Corporate Officer of the Company January 2011 General Manager of Sales Division of the Company April 2011 President & CEO of HORIBA Europe GmbH April 2013 CEO of HORIBA Europe GmbH April 2014 President of HORIBA KOREA Ltd. March 2016 Director of the Company (to present) April 2016 Chairman of HORIBA KOREA Ltd. (to present) January 2018 Board Leader of GLOBAL ATS BOARD of the Company [Representation of other corporations] Chairman of HORIBA KOREA Ltd.	12,030
	[Reason for Recommendation as Candidates for Corporate Director Positions] The candidate has extensive experience at the Automotive segment and Sales Division, while holding management positions at HORIBA German and South Korean subsidiaries and cultivating other pivotal knowledge through the Company's overseas operations. This background supports the assessment of his credentials to expertly deal with the tumultuous changes that currently characterize the automobile industry, leading to the request for reappointment to the position of Director.		

Candidate Number	Name (Date of birth)	Career Summary [Positions, assignment and representation of other corporations]	Number of Shares of the Company Held
6	Sawako Takeuchi (July 9, 1952)	April 1984 Visiting Researcher, Institute of Applied Mathematical and Economic Sciences, France October 1988 Deputy Director, Master of International Business (MIB) Graduate Program, Ecole Nationale des Ponts et Chaussées (France) September 1994 Chief Economist, Long-Term Credit Bank of Japan Research Institute April 1998 Associate Professor, Graduate School of Engineering, University of Tokyo April 2002 Professor, Faculty of Economics, Toyo University October 2004 Urban Development Sector (Economist / Analyst), Asia-Pacific Division, World Bank July 2005 Ambassador and Special Assistant to the Minister, Ministry of Foreign Affairs October 2005 Visiting Professor, School of Engineering, Kyoto University April 2011 President, Japan Cultural Institute in Paris (Japan Foundation) March 2016 Director of the Company (to present) April 2016 Advisor to the Minister, Ministry of Education, Culture, Sports, Science, and Technology June 2017 Specially Appointed Professor, Yamagata University Faculty of Engineering April 2018 Invited Professor, Tokyo College of Music (to present) Visiting Professor, Yamagata University Faculty of Engineering June 2019 Outside Director of SAXA Holdings, Inc. (to present) [Representation of other corporations] Visiting Professor, Tokyo College of Music Outside Director of SAXA Holdings, Inc.	0
	[Reason for Recommendation as Candidates for Outside Director Positions] The candidate's specialized knowledge in management engineering, international experience in Europe where is an important base for HORIBA business operations have been put to fruitful use in the Company's management. To continue to benefit from this outstanding background and expertise, reappointment of the candidate to continue to serve as an Outside Director is respectfully requested.		

<table>
<tr><th>Candidate Number</th><th>Name
(Date of birth)</th><th>Career Summary
[Positions, assignment and representation of other corporations]</th><th>Number of Shares of the Company Held</th></tr>
<tr><td rowspan="2">7</td><td>*
Haruyuki Toyama
(March 23, 1959)</td><td>April 1982 Entered Bank of Japan
January 2000 Alternate Executive Director for Japan, International Monetary Fund
August 2004 General Manager of Okayama Branch, Bank of Japan
July 2006 Deputy Director General, Payment and Settlement Systems Department, Bank of Japan
March 2009 Director General, Financial Markets Department, Bank of Japan
May 2011 General Manager for Americas, Bank of Japan
November 2012 Director General, International Department, Bank of Japan
August 2014 Retired from Bank of Japan
March 2015 Registered as an attorney-at-law admitted in Japan
June 2015 Outside Director of Hitachi Construction Machinery Co., Ltd. (to present)
January 2019 Special Counsel, IWATA GODO (to present)
[Representation of other corporations]
Outside Director of Hitachi Construction Machinery Co., Ltd.
Special Counsel, IWATA GODO</td><td>0</td></tr>
<tr><td colspan="3">[Reason for Recommendation as Candidates for Outside Director Positions]
The candidate possesses expert knowledge as corporate lawyer, together with extensive experience and expertise in the field of international banking and financial affairs. To effectively utilize these outstanding assets in the Company’s management, the candidate’s appointment to serve as a new Outside Director is respectfully requested.</td></tr>
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Candidate Number	Name (Date of birth)	Career Summary [Positions, assignment and representation of other corporations]	Number of Shares of the Company Held
8	* Fumihiko Matsuda (December 3, 1960)	August 1998 Head of Gene Identification, Centre National de Génotypage, Evry France April 2003 Professor, Department of Genome Epidemiology, Kyoto University Graduate School of Medicine April 2004 Professor, Unit of Human Disease Genomics, Center for Genomic Medicine Kyoto University Graduate School of Medicine January 2007 Research Director, Institut National de la Santé et de la Recherche Médicale (INSERM) U.852 November 2008 Professor and Director, The Center for Genomic Medicine, Graduate School of Medicine, Kyoto University October 2014 Deputy Executive Vice-President for International Affairs, Kyoto University April 2015 Visiting Professor, Research Institute for Mathematical Sciences, Kyoto University November 2016 Scientific Coordinator, Pasteur-Kyoto University International Joint Research Unit for Integrative Vaccinomics (to present) April 2018 Dean, Kyoto-McGill International Collaborative School of Genomic Medicine, Kyoto University (to present) November 2018 Founder and Director, Chief Advisor, GenoConcierge Kyoto, Inc. (to present) October 2020 Senior Advisor to the President on Academic Affairs, Kyoto University (to present) November 2020 Founder and Director, Chief Advisor, RADDAR-J for Society Inc. (to present) [Representation of other corporations] Senior Advisor to the President on Academic Affairs, Kyoto University Founder and Director, Chief Advisor, GenoConcierge Kyoto, Inc. Founder and Director, Chief Advisor, RADDAR-J for Society Inc.	0
	[Reason for Recommendation as Candidates for Outside Director Positions] The candidate has accumulated impressive specialized knowledge in viruses, immunity, genomes and other areas of the medical field. He has also served as Chief Advisor to the President for Academic Affairs of Kyoto University and held other posts through which he has attained extensive management skills, while possessing international experience in France. To utilize this background in the Company's management operations, the candidate's appointment to serve as a new Outside Director is respectfully requested.		

Notes:

1. Dr. Sawako Takeuchi served from June 2017 as a visiting professor at Yamagata University, an institution with which the Company has maintained business relations in the past. She retired from that post as of March 31, 2020. In this regard, and in view of the fact that there were no business transactions conducted between Yamagata University and the Company during the most recent accounting year (consolidated) no issues are considered to exist pertaining to the independence of Dr. Sawako Takeuchi.
2. The HORIBA Group maintains business transactions with Kyoto University. In this institution, the candidate, Dr. Fumihiko Matsuda, serves as Chief Advisor to the President for Academic Affairs and holds other posts. The said transactions pertain to research and development, product sales and other domains. In this regard, the value of the transactions between the Group and the said University accounted for less than 0.01% of the value of the University's aggregate income during its most recent accounting year. For the HORIBA Group, meanwhile, the share of the value of its transactions from the said University was less than 0.03% of the Group's consolidated sales during its most recent accounting year. As further disclosure, Dr. Fumihiko Matsuda serves as "Founder and Director, Chief Advisor" of GenoConcierge Kyoto, Inc., a company at which Mr. Atsushi Horiba, Chairman & Group CEO of HORIBA, Ltd., holds the post of "Advisor." In that capacity, while Mr. Atsushi Horiba provides advice to GenoConcierge Kyoto concerning business management and other matters from his insights as a corporate executive, he receives no compensation from the said company in return for those services. There are no direct business relations between GenoConcierge Kyoto and the HORIBA Group. In consideration of these factors, the proposed appointment of Dr. Fumihiko Matsuda is considered to satisfy the "Independent Judgment Standards for Independent Outside Directors and Auditors" established by HORIBA, Ltd., with no issues existing with regard to the independence of Dr. Fumihiko Matsuda.
3. There are also no other special vested interests existing between any of the Corporate Director candidates and the Company.
4. The candidates for Director, Dr. Sawako Takeuchi, Mr. Haruyuki Toyama and Dr. Fumihiko Matsuda, are all being presented as candidates for the post of Outside Directors.
5. The Company has set forth its Policy for Nomination of Director Candidates, as well as "Independence Judgment Standards for Independent Outside Directors and Audit & Supervisory Board members" (both of which are available on the Company's website: (https://www.horiba.com/jp/investor-relations/corporate-governance/)). Each of the three (3) candidates for Outside Director presented in this motion satisfies all aspects these of standards. Other matters pertaining to the said Outside Director candidates are as follows:
   (1) Term of Service as HORIBA Outside Director
   For Dr. Sawako Takeuchi, the term of service as a HORIBA Ltd. Outside Director commenced with her appointment to that position at the 78th Ordinary General Meeting of Shareholders convened on March 26, 2016. Upon the conclusion of this latest general shareholders meeting, that period will have reached 5 years.
   (2) Limited liability agreement
   The Company and Dr. Sawako Takeuchi signed an agreement to limit their liability under Article 423, paragraph 1 of the Companies Act, and based on this agreement their liability is limited to the minimum liability amount stipulated in laws and ordinances. If she is reappointed as Outside Director, the Company intends to continue this limited liability agreement. In case Mr. Haruyuki Toyama and Dr. Fumihiko Matsuda are appointed as Outside Director, the Company intends to sign an agreement with Mr. Haruyuki Toyama and Dr. Fumihiko Matsuda to limit their liability under Article 423, Paragraph 1 of the Companies Act, and based on this agreement their liability is limited to the minimum liability amount stipulated in laws and ordinances.
   (3) Notification of independent officer
   In accordance with the provisions of the Tokyo Stock Exchange, the Company has notified the Exchange that Dr. Sawako Takeuchi is independent officers. If she is reappointed as Outside Director, the Company intends to have her continue serving as independent officers. In the event of approval and passage of the request for the appointments of Mr. Haruyuki Toyama and Dr. Fumihiko Matsuda, the schedule calls for both of these candidates to be named as new independent officers in accordance with the provisions of the Tokyo Stock Exchange.
6. The person marked with an asterisk is a new candidate.
7. The Company and an insurance company have entered into a Directors and Officers Liability Insurance policy as stipulated in Article 430, No. 3, Paragraph 1 of the Company Law, calling for the said insurance company to furnish compensation for claims for damages suffered attributable to the performance of operations undertaken through the responsibilities of the Company's directors. In the event of the installation of new appointment candidates, they would be included as persons covered under the said insurance policy.

"Guide to Exercising Voting Rights via the Internet"

(1) Notes

- Exercising your voting rights via the Internet can only be done on the website (https://www.web54.net) that the Company has designated. Further, this website cannot be accessed via mobile phones.
- If you exercise your voting rights multiple times via the Internet, the last vote cast will be deemed to be the valid one.
- You can set your own password for use in exercising your voting rights at the Meeting, when you first access the website. Please keep the part of the enclosed ballot on which the "voting rights exercise code" is printed. Also, please take care not to forget the password you have input.

  In addition, if the wrong password is input more than a certain number of times, the website will be locked, and you are not able to access it. To request a new password, please follow the on-screen instructions.
- Please note that our shareholders shall bear any costs incurred when accessing the dedicated voting website.

(2) Contacts

- For information concerning the operation of personal computers for the exercise of voting rights:
  Web Support Help Desk of Securities Transfer Agency Sumitomo Mitsui Trust Bank, Limited
  Telephone: 0120-652-031(Japan only) Opening hours: 9:00 - 21:00 (Japan standard time)

- For any other information, please contact:
  1) Shareholder who has an account at a securities company:
     Your securities company
  2) Shareholder who does not have an account at a securities company (shareholder who has a special account)
     Securities Transfer Agency Administration Center, Sumitomo Mitsui Trust Bank, Limited
     Telephone: 0120-782-(Japan only)
     Opening hours: 9:00 -17:00 excluding Saturdays, Sundays and national holidays (Japan standard time)

To institutional investors

Institutional investors wishing to exercise their voting rights by electronic means at the Meeting may do so by using the Electronic Voting Platform operated by ICJ, Inc.