

## **FIRST HAWAIIAN, INC.**

### **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

#### **PURPOSE**

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of First Hawaiian, Inc. (the “Company”) is to assist the Board in recommending qualified individuals for election or re-election to the Board and for assignment to Board committees.

#### **COMMITTEE MEMBERSHIP**

The Committee will consist of at least three (3) members of the Board. Except as provided below, the Board will have determined that each member of the Committee is neither an officer or employee of the Company or its subsidiaries nor has a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and each of whom is otherwise “independent” under the rules of The NASDAQ Stock Market (“NASDAQ”).

Except as provided below, the Board will appoint the members of the Committee, and members will serve at the pleasure of the Board, for such term or terms as the Board may determine.

However, under the Stockholder Agreement between BNP Paribas (“BNPP”) and the Company, unless BNPP waives its rights to appoint members to the Committee, until BNPP ceases to beneficially own at least 50% of the Company’s outstanding common stock, at least one (1) member of the Committee will be a director designated for nomination and election to the Board by BNPP. Moreover, after such time as the Committee transitions to full independence, but prior to the date BNPP ceases to directly or indirectly beneficially own at least 5% of the Company’s common stock, if any of the directors designated for nomination and election to the Board by BNPP qualifies as an independent director, at least one such director will be a member of the Committee.

The Board will designate one (1) member of the Committee as its chair (the “Chair”).

#### **COMMITTEE OPERATIONS**

The Committee will meet at least twice a year, or more frequently as circumstances dictate, at a time and place determined by the Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chair. The Committee will meet in executive session, outside the presence of management, at meetings at least twice a year to discuss such matters as it may deem appropriate.

The Committee will maintain free and open communication with the Board. The Committee will make regular reports to the Board regarding actions taken by the Committee.

The Committee also will maintain minutes or other records of its meetings, activities and decisions.

Members of management and staff will be invited to attend meetings to provide pertinent information as necessary.

## **COMMITTEE RESPONSIBILITIES**

The following are the duties and responsibilities of the Committee:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Identify individuals believed to be qualified to become Board members, consistent with the criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee will recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee will take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines (the "Guidelines"), and such factors it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee must consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement and its Amended and Restated Bylaws. The Committee may consider candidates proposed by management, but is not required to do so.
3. Review the Board's committee assignments and identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member to the respective committee. In nominating a candidate for committee membership, the Committee will take into consideration the criteria approved by the Board, which are set forth in the Guidelines, and the factors set forth in the charter of the committee, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
4. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.

5. Review the Guidelines at least once per year and recommend to the Board any changes to the Guidelines.
6. Prepare and issue to the Board an annual performance evaluation of the Committee, which evaluation will compare the performance of the Committee with the requirements of this Charter. The performance evaluation will be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report.
7. Review and assess the adequacy of this Charter annually and recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee.
8. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
9. Perform any other duties or responsibilities expressly delegated to the Committee in the Guidelines or by the Board from time to time relating to the nomination of Board and committee members.

#### **RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The authority to retain consultants or search firms to identify director candidates will be vested solely in the Committee.

#### **DELEGATION TO SUBCOMMITTEE**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

#### **AMENDMENTS**

This Charter may be amended by means of an express resolution of the Board.

#### **DISCLOSURE OF CHARTER**

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