

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
HAWAIIAN ELECTRIC INDUSTRIES, INC.
ADOPTED SEPTEMBER 17, 2002
(AS AMENDED AS OF FEBRUARY 4, 2009)**

I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Hawaiian Electric Industries, Inc. (the "Company") shall be to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to Board composition, procedures and committees; to advise the Board with respect to the corporate governance guidelines of the Company; and to oversee the evaluation of the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be independent and qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange ("NYSE") and any additional requirements that the Board deems appropriate.

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board at its first meeting following the annual meeting of stockholders or at any such time as the Board may determine. Vacancies shall be filled by majority vote of the Board. A chairperson shall be appointed by the Board. No member shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. Special meetings may be called by the chairperson of the Committee or a majority of its members. The Committee may ask members of management or others to attend all or part of any of its meetings and to provide pertinent information as necessary. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all participating persons can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. No subcommittee shall consist of fewer than two members. The Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall report to the Board regarding each of its meetings, including a description of all actions taken by the Committee and any recommendations to the Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. DUTIES OF THE COMMITTEE

The Committee shall have the following duties, goals and responsibilities with respect to each of the following:

A. Board Candidates and Nominees

(a) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee shall consider all potential candidates in the same manner regardless of the source of recommendation.

(b) Review the background and qualifications of individuals being considered as director candidates. The Committee shall consider the following attributes and qualifications of candidates: knowledge, experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, absence of conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, taking into account any criteria identified by the Board for the selection of new directors.

(d) Review the suitability for continued service as a director of each Board member when his or her term expires. Before recommending re-nomination of an incumbent director, the Committee will consider the results of a director's evaluation and his or her current qualifications to determine whether or not the director should be recommended for re-nomination.

(e) Review any resignation tendered for consideration by a director upon a change in status pursuant to the Corporate Governance Guidelines and recommend whether or not such resignation should be accepted. If the Committee recommends acceptance of such resignation, it may recommend that such resignation be effective at any point in time up to the expiration of the director's then-current term.

B. Board Composition and Procedures

(a) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole.

(b) Make recommendations to the Board regarding the independence of directors, based on all applicable laws, rules, regulations and listing standards.

(c) Review periodically the size of the Board relative to its responsibilities and recommend to the Board any appropriate changes.

(d) Make recommendations on the frequency and structure of Board meetings.

(e) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

(a) Review the Board committee structure and make recommendations to the Board regarding the size and composition of each standing committee of the Board.

(b) Advise the Board on committee appointments and removal from committees, rotation of committee members and chairpersons and committee structure and operations. The Committee shall identify individuals qualified to serve as committee members and shall recommend committee assignments in accordance with the membership requirements specified in the charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness.

(c) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

(d) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Related Person Transactions

Review and consider any related person transactions involving a director or a nominee for director in accordance with the Company's Related Person Transactions policy and procedures. The Committee shall periodically review the Company's Related Person Transactions policy and procedures and monitor compliance with the policy and procedures.

E. Officers

Recommend annually the slate of senior officers for the Company.

F. Subsidiary Companies

- (a) Recommend to the boards of the respective subsidiary company the slate of directors.
- (b) Recommend to the boards of the respective subsidiary company the slate of officers (senior officers for American Savings Bank, Hawaiian Electric Company, Inc., Maui Electric Company, Limited. and Hawaii Electric Light Company, Inc.).

G. Corporate Governance

- (a) Review at least annually the Company's corporate governance policies and practices, including the Corporate Governance Guidelines. The Committee shall assure that the corporate governance policies are appropriate for the Company and comply with the requirements of the NYSE. The Committee shall recommend any desirable changes to the Board.
- (b) Consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.

H. Evaluation of the Board

Oversee the annual evaluation of the Board as a whole and of individual directors who may be up for renomination to the Board and evaluate the Board's effectiveness in fulfilling its responsibilities in a manner that serves the best interests of the Company and its shareholders. The Committee shall report its assessment to the Board.

V. EVALUATION OF THE COMMITTEE

The Committee shall annually evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director

candidates, including authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

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The responsibilities and duties set forth in this Charter are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties enumerated as necessary or appropriate given the circumstances, subject to compliance with applicable state and federal law and listing standards of the NYSE. The Committee shall undertake any other action or exercise such other powers, authority and responsibilities as necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Company's Bylaws, or otherwise required by the listing standards of the NYSE or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under the applicable state and federal laws or the listing requirements of the NYSE.