

HAWAIIAN ELECTRIC INDUSTRIES, INC.

CATEGORICAL STANDARDS OF DIRECTOR INDEPENDENCE

Adopted September 13, 2004

- A director who is an employee, or whose immediate family member is an executive officer, of the company is not “independent” until three years after the end of such employment relationship.
- A director who receives, or whose immediate family member receives, more than \$100,000 per year in direct compensation from the company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not independent until three years after he or she ceases to receive more than \$100,000 per year in such compensation.
- A director who is affiliated with or employed by, or whose immediate family member is affiliated with or employed in a professional capacity by, a present or former internal or external auditor of the company is not “independent” until three years after the end of the affiliation or the employment or auditing relationship.
- A director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the company's present executive officers serve on that other company's compensation committee is not “independent” until three years after the end of such service or the employment relationship.
- A director who is an executive officer or an employee, or whose immediate family member is an executive officer, of another company that makes payments to, or receives payments from, the company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues, is not “independent” until three years after falling below such threshold.
- A director who serves, or whose immediate family member serves, as an officer, director or trustee of a charitable organization that receives from the company or its charitable foundation contributions which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such charitable organization's total annual charitable receipts is not “independent” until three years after falling below such threshold.

“Immediate family member” includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home.

References to “the company” mean Hawaiian Electric Industries, Inc. and its consolidated subsidiaries.