

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

### **PURPOSE**

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Boards of Directors (the “Boards”) of First Hawaiian, Inc. (“FHI”) and First Hawaiian Bank (“FHB”) (FHI and FHB being collectively referred to herein as the “Company”) is to assist the Boards in carrying out their responsibilities relating to the Company’s governance practices, including:

- identifying and recommending qualified individuals for election or re-election to the Boards and for assignment to Board committees;
- overseeing the annual self-evaluations of the Boards and their committees;
- reviewing and making recommendations to the Boards with respect to the Company’s corporate governance framework;
- providing guidance on Board and corporate governance issues;
- overseeing the Company’s engagement with stockholders and other interested parties concerning corporate governance matters and related governance disclosures;
- reviewing the Company’s oversight practices and initiatives with respect to corporate social responsibility matters; and
- fulfilling the other responsibilities set forth in this charter (this “Charter”).

The Committee will also perform any and all duties required of it under any applicable law, regulation, directive, guideline or regulatory or judicial precedents or authorities and orders of any applicable governmental authority.

### **COMMITTEE MEMBERSHIP**

The Committee will consist of at least three (3) members of the applicable Board. The Committee shall consist solely of “independent” directors, i.e., those directors who the applicable Board has determined (a) are not, and have not been within the past three (3) years, an officer or employee of the Company or its subsidiaries; (b) do not have 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 (c) otherwise qualify as “independent” under the rules of The NASDAQ Stock Market, Inc. (“NASDAQ”) and any other independence standards adopted by the applicable Board.

The Boards, based on the recommendations of the Committee, appoint the members of the Committee, and members serve at the pleasure of the Boards, for such term or terms as the Boards may determine.

The Boards, based on the recommendations of the Committee, will designate one (1) member of the Committee as its chair (the “Chair”). In the absence of the Chair at any meeting of the Committee, the members of the Committee may designate one (1) of its members to serve as the Chair of the meeting.

### **COMMITTEE OPERATIONS**

The Committee will meet at least twice a year, at a time and place, if any, or by means of remote communications, as determined by the Chair. The Committee will meet more frequently, or will take additional actions 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.

A majority of the members of the Committee shall constitute a quorum. At every meeting of the Committee at which a quorum is present, the vote of a majority of the members of the Committee present shall be the act of the Committee. In the event of a tie vote on any issue, the Chair’s vote shall decide the issue.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of FHI’s Amended and Restated Certificate of Incorporation, FHB’s Articles of Incorporation, FHI’s or FHB’s Amended and Restated Bylaws (the “Bylaws”) this Charter or any applicable corporate governance guidelines or Board resolutions.

The Committee will maintain free and open communication with the Boards. The Committee will make regular reports to the Boards 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. The Committee may request any officer or employee of the Company, the Company’s outside counsel or other advisors attend a meeting of the Committee or meet with any members of, or serve as consultants to, the Committee.

In carrying out its responsibilities, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented by (i) officers and other employees of the Company or its subsidiaries whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants, consultants, advisors or other persons with respect to matters that the member believes to be within the professional competence of such person.

## **COMMITTEE RESPONSIBILITIES**

The following are the duties and responsibilities of the Committee:

1. Periodically review and make recommendations to the Boards from time to time as to changes that the Committee believes to be desirable with respect to the structure, size, composition and leadership of the Boards or any committee thereof.
2. Review the overall composition of the Boards and their various committees, including the characteristics, skills, experience, tenure, age and independence of the directors on a regular basis and make recommendations to the Boards with respect thereto as the Committee may deem appropriate.
3. Identify and evaluate individuals believed to be qualified to become Board members (including individuals recommended by stockholders in accordance with the Bylaws), consistent with the criteria approved by the Boards, and recommend to the Boards for nomination or appointment, as applicable, (a) the nominees to stand for election or re-election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders and (b) individuals to fill any vacancy in the office of a director (including a vacancy created by an increase in the size of a Board) either through appointment by the Board or through election by stockholders. In identifying and nominating candidates, the Committee shall seek to build a Board that reflects an appropriate mix of viewpoints, background, experience and personal characteristics and will take into consideration the criteria approved by the applicable Board, which are set forth in FHI's and FHB's respective Corporate Governance Guidelines (the "Guidelines"), and such other factors it deems appropriate. These factors may include judgment, skill, education, achievements, 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 a Board and any committees of such Board. The Committee may consider candidates proposed by management, but is not required to do so.
4. Review the Boards' committee assignments and identify and recommend to the Boards for appointment Board members qualified to serve as the chair and members of each committee and/or to fill vacancies on any committee of the Boards (including the Committee). In identifying and nominating a candidate for committee membership, the Committee will take into consideration the criteria approved by the applicable Board, which are set forth in the applicable Guidelines, the factors set forth in the charter of the committee, and any other factors it deems appropriate, including, without limitation, the overall composition of the committee, the consistency of the candidate's experience and skills with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
5. Regularly review and make recommendations to the Boards with respect to the Boards' leadership structures, including by identifying and recommending

candidates for appointment as the Chairpersons of the Boards and the Chief Executive Officer.

6. Periodically review and oversee director succession planning, including succession plans for key leadership positions on the Boards (such as the Chairperson of the Board, the Lead Independent Director (if one has been appointed) and the chair of each committee).
7. Oversee the annual evaluation of the Boards and its committees and the implementation of appropriate follow-up actions based on the results of the evaluation as needed.
8. Annually evaluate and make recommendations to the Boards with respect to whether each director qualifies as “independent” under the NASDAQ rules and any other independence standards adopted by the Company.
9. Assist management in the preparation of the disclosure in FHI’s annual proxy statement regarding director independence and the operations of the Committee.
10. Review and recommend to the applicable Board any action to be taken in response to a tender of resignation by a director, including in connection with the circumstances provided in the Guidelines.
11. Oversee the operation of the Company’s orientation programs for new directors and provide continuing education opportunities for existing directors as deemed necessary or appropriate.
12. Review the Company’s oversight practices and initiatives with respect to corporate social responsibility matters.
13. Oversee the Company’s annual stockholder engagement in connection with corporate governance matters and related governance disclosures.
14. Review and recommend to the applicable Board any changes to the Company’s corporate governance framework, including FHI’s Certificate of Incorporation, FHB’s Articles of Incorporation, the Bylaws and the Guidelines, as deemed appropriate.
15. Prepare and review with the Boards an annual performance evaluation of the Committee. The performance evaluation will be conducted in such manner as the Committee deems appropriate. The report to the Boards 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.
16. Review and assess the adequacy of this Charter annually and recommend to the Boards any improvements to this Charter deemed necessary or desirable by the Committee.
17. Report its activities to the Boards on a regular basis and make such

recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.

18. Perform any other duties or responsibilities expressly delegated to the Committee in the Guidelines or by the Boards from time to time.

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

The Committee will have the resources, funding 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, advisors or consultants, as it deems appropriate, without seeking approval of the Boards or management. The authority to retain consultants or search firms to identify director candidates will be vested solely in the Committee.

The Company will provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Boards, for payment of:

- compensation to any advisor(s) employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **DELEGATION TO SUBCOMMITTEE**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee comprised of one (1) or more members of the Committee.

### **AMENDMENTS**

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