

Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

FIRST HAWAIIAN, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

99-0156159  
(I.R.S. Employer  
Identification No.)

999 Bishop Street, Honolulu, Hawaii  
(Address of Principal Executive Offices)

96813  
(Zip Code)

FIRST HAWAIIAN, INC. PROFIT SHARING PLAN  
FIRST HAWAIIAN, INC. FUTURE PLAN  
(Full title of the plans)

Walter A. Dods, Jr.  
Chairman and Chief Executive Officer  
First Hawaiian, Inc.  
999 Bishop Street  
Honolulu, Hawaii 96813  
(Name and address of agent for service)

Telephone number, including area code, of agent for service:  
(808) 525-7000

## Calculation of Registration Fee

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit*	Proposed maximum aggregate offering price*	Amount of registration fee
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Common Stock	1,000,000	\$33.4375	\$33,437,500	\$10,132.58

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

\* Estimated in accordance with Rule 457(h) and Rule 457(c) of the Securities Act of 1933 solely for the purpose of calculating the registration fee as follows: \$33,437,500 for 1,000,000 shares of common stock based on a price of \$33.4375 per share, the average of the high and low trading prices of the common stock of First Hawaiian, Inc. on the Nasdaq Stock Market on February 14, 1997.

## PART II - INFORMATION REQUIRED IN REGISTRATION STATEMENT

## Item 3. Incorporation of Documents by Reference.

The following documents filed by First Hawaiian, Inc. (hereinafter the "Company"), the First Hawaiian, Inc. Profit Sharing Plan (hereinafter the "Profit Sharing Plan"), or the First Hawaiian, Inc. Future Plan (hereinafter the "Future Plan") with the Securities and Exchange Commission are incorporated in this Registration Statement by this reference as of their respective dates:

1. The Company's Form 10-K Annual Report for the year ended December 31, 1995.
2. All other reports of the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 1995.

3. The description of the Common Stock contained in the Registration Statement (and past and future amendments thereto) for such stock filed under Section 12 of the Securities Exchange Act of 1934.

In addition, all documents subsequently filed by the Company, the Profit Sharing Plan, or the Future Plan pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of such filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## Item 4. Description of Securities.

The Company's authorized capital stock consists of 100,000,000 shares of Common Stock, par value \$5.00 per share (the "Common Stock"). At December 31, 1996, there were 31,774,420 shares of Common Stock issued and outstanding. This includes 22,337 shares which were converted by law into the shares of the Common Stock of the Company from shares of the common stock of ANB Financial Corporation in connection with the 1996 merger of ANB Financial Corporation with a subsidiary of the Company. American Stock Transfer and Trust Company is the transfer agent and registrar for the Common Stock.

Holders of the Common Stock are entitled to receive dividends when, as, and if declared by the Board of Directors out of funds legally available for dividends.

The holders of the Common Stock are entitled to one vote for each share held on all matters as to which stockholders are entitled to vote. There are no cumulative voting rights in the election of directors. The quorum required at a stockholders' meeting for consideration of any matter is a majority of shares entitled to vote on the matter, represented in person or by proxy.

In the event of any liquidation, dissolution, or winding up of the Company, the holders of the Common Stock are entitled to receive pro rata any assets distributable to stockholders in respect of shares held by them, after payment of all obligations of the Company.

Holders of the Common Stock have preemptive rights to subscribe for additional authorized shares of any capital stock of the Company, unless the stockholders' action authorizing an additional issue provides otherwise or the stock is used to accomplish a merger with or acquisition of another corporation, bank, or trust company, to the extent deemed proper by the Board of Directors. The holders of the Common Stock have waived their preemptive rights to acquire 54,640 shares of Common Stock reserved for issuance under the Company's Incentive Plan for Key Executives, of which 20,049 shares remain unissued; 200,000 shares of Common Stock, which may be used in possible

financing programs; and 5,170,000 shares of Common Stock, which were issued in a public offering commenced by the Company in July 1990.

The outstanding shares of the Common Stock (including the shares registered pursuant to this Registration Statement) are duly authorized, validly issued, fully paid, and nonassessable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Officers and Directors.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation -- a "derivative action"), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's bylaws, disinterested director vote, stockholder vote, agreement, or otherwise.

The Certificate of Incorporation of the registrant provides:

Thirteenth. To the fullest extent permitted by the Delaware General Corporation Law as it exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director.

The Bylaws of the registrant provide:

#### ARTICLE XI

##### INDEMNIFICATION

Section 11.1. To the extent permitted by Delaware law from time to time in effect and subject to the provisions of Section 11.2, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 11.2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 11.3. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 11.1 and 11.2, or in defense of any claim, issue or matter therein, he shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 11.4. Any indemnification under Sections 11.1 and 11.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 11.1 and 11.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by

independent legal counsel (compensated by the Corporation) in a written opinion; or (iii) by the shareholders.

Section 11.5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 11.6. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 11.7. The indemnification and advancement of expenses provided by or granted to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.8. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of Section 145 of the General Corporation Law of Delaware, as it may be amended or substituted for.



The registrant carries directors' and officers' liability insurance.

Item 7. Exemption from Registration Claimed.

None.

Item 8. Exhibits.

Exhibit No. -----	Description -----
23	Consent of Coopers & Lybrand L.L.P.
24	Powers of Attorney

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment of any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the

opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) Pursuant to the instructions to Item 8(b) of Form S-8, the registrant will cause the Profit Sharing Plan, as amended since its most recent determination letter, to be submitted to the Internal Revenue Service in a timely manner and will make all changes required by the Internal Revenue Service in order to qualify the Profit Sharing Plan.

(e) Pursuant to the instructions to Item 8(b) of Form S-8, the registrant will cause the Future Plan, as amended, to be submitted to the Internal Revenue Service in a timely manner and will make all changes required by the Internal Revenue Service in order to qualify the Future Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of Honolulu, State of Hawaii, on this 20th day of February, 1997.

FIRST HAWAIIAN, INC.

By /s/ Howard H. Karr

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Howard H. Karr  
Executive Vice President & Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
Walter A. Dods, Jr.* ----- Walter A. Dods, Jr.	Chairman and Chief Executive Officer, Director (principal executive officer)	February 20, 1997
/s/ Howard H. Karr ----- Howard H. Karr	Executive Vice President & Treasurer (principal financial & accounting officer)	February 20, 1997
John W.A. Buyers* ----- John W.A. Buyers	Director	February 20, 1997
John C. Couch* ----- John C. Couch	Director	February 20, 1997

Dr. Julia Ann Frohlich*	Director	February 20, 1997
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Dr. Julia Ann Frohlich		
Paul Mullin Ganley*	Director	February 20, 1997
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Paul Mullin Ganley		
David M. Haig*	Director	February 20, 1997
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David M. Haig		
John A. Hoag*	Director	February 20, 1997
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John A. Hoag		
Bert T. Kobayashi, Jr.*	Director	February 20, 1997
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Bert T. Kobayashi, Jr.		
Dr. Richard T. Mamiya*	Director	February 20, 1997
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Dr. Richard T. Mamiya		
George P. Shea, Jr.*	Director	February 20, 1997
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George P. Shea, Jr.		
John K. Tsui*	Director	February 20, 1997
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John K. Tsui		
Dr. Fujio Matsuda*	Director	February 20, 1997
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Dr. Fujio Matsuda		
Dr. Roderick F. McPhee*	Director	February 20, 1997
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Dr. Roderick F. McPhee		
Fred C. Weyand*	Director	February 20, 1997
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Fred C. Weyand		
Robert C. Wo*	Director	February 20, 1997
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Robert C. Wo		

The Plans. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated. (Note: The Profit Sharing Committee is the administrative committee responsible for the administration of the Profit Sharing Plan and the Future Plan.)

Signature -----	Title -----	Date -----
Roy E. King, Jr.* ----- Roy E. King, Jr.	Member, Profit Sharing Committee	February 19, 1997
----- William B. Johnstone, III	Member, Profit Sharing Committee	-----
Corbett A.K. Kalama* ----- Corbett A.K. Kalama	Member, Profit Sharing Committee	February 19, 1997
Kathryn Okazaki* ----- Kathryn Okazaki	Member, Profit Sharing Committee	February 19, 1997
Vera V. Thomas* ----- Vera V. Thomas	Member, Profit Sharing Committee	February 19, 1997

\*By /s/ Howard H. Karr  
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Howard H. Karr, Attorney in Fact

## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of First Hawaiian, Inc. and subsidiaries (hereinafter referred to as "the Company") on Form S-8 (to be filed on or about February 20, 1997) of our report dated January 17, 1996, on our audits of the consolidated financial statements of the Company as of December 31, 1995 and 1994 and for the years ended December 31, 1995, 1994 and 1993, which report is included in the Annual Report on Form 10-K for the year ended December 31, 1995 incorporated by reference in this registration statement.

/s/ Coopers & Lybrand L.L.P.

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Coopers & Lybrand L.L.P

Honolulu, Hawaii  
February 14, 1997

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in the capacities indicated below, hereby constitutes and appoints JOHN K. TSUI and HOWARD H. KARR, of Honolulu, Hawaii, and each of them (with full power to each of them to act alone), his true and lawful attorneys and agents to do any and all acts and things and to execute any and all instruments that said attorneys and agents, or any of them, may deem necessary or advisable or may require to enable FIRST HAWAIIAN, INC. (hereinafter the "Company") to comply with the Securities Act of 1933, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under the Securities Act of 1933 of 1,000,000 shares of common stock of the Company under S.E.C. Registration Statement on Form S-8 for purchase by the First Hawaiian, Inc. Profit Sharing Plan and the First Hawaiian, Inc. Future Plan, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned in the capacities indicated below to the registration statement and any and all amendments and supplements to said registration statement (including specifically, and without limitation to the generality of the foregoing, any amendment or amendments changing the number of shares of common stock) and to any instruments or documents filed as a part of or in connection with said amendments or supplements to said registration statement, and the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Walter A. Dods, Jr.

-----  
Walter A. Dods, Jr.  
Chairman and Chief Executive  
Officer, Director  
First Hawaiian, Inc.  
(principal executive officer)



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in the capacity indicated below, hereby constitutes and appoints WALTER A. DODS, JR. and JOHN K. TSUI, of Honolulu, Hawaii, and each of them (with full power to each of them to act alone), his true and lawful attorneys and agents to do any and all acts and things and to execute any and all instruments that said attorneys and agents, or any of them, may deem necessary or advisable or may require to enable FIRST HAWAIIAN, INC. (hereinafter the "Company") to comply with the Securities Act of 1933, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under the Securities Act of 1933 of 1,000,000 shares of common stock of the Company under S.E.C. Registration Statement on Form S-8 for purchase by the First Hawaiian, Inc. Profit Sharing Plan and the First Hawaiian, Inc. Future Plan, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned in the capacity indicated below to the registration statement and any and all amendments and supplements to said registration statement (including specifically, and without limitation to the generality of the foregoing, any amendment or amendments changing the number of shares of common stock) and to any instruments or documents filed as a part of or in connection with said amendments or supplements to said registration statement, and the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Howard H. Karr

-----  
Howard H. Karr  
Executive Vice President & Treasurer  
First Hawaiian, Inc.  
(principal financial and accounting  
officer)

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ John W.A. Buyers

-----  
John W.A. Buyers                      Director

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ John C. Couch

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John C. Couch

Director

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set her hand as of this 19th day of February, 1997.

/s/ Dr. Julia Ann Frohlich

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Dr. Julia Ann Frohlich Director

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Paul Mullin Ganley

-----  
Paul Mullin Ganley                      Director

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ David M. Haig

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David M. Haig

Director

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in the capacity indicated below, hereby constitutes and appoints WALTER A. DODS, JR., JOHN K. TSUI, and HOWARD H. KARR, of Honolulu, Hawaii, and each of them (with full power to each of them to act alone), his true and lawful attorneys and agents to do any and all acts and things and to execute any and all instruments that said attorneys and agents, or any of them, may deem necessary or advisable or may require to enable FIRST HAWAIIAN, INC. (hereinafter the "Company") to comply with the Securities Act of 1933, as amended, and any rules, regulations, or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under the Securities Act of 1933 of 1,000,000 shares of common stock of the Company under S.E.C. Registration Statement on Form S-8 for purchase by the First Hawaiian, Inc. Profit Sharing Plan and the First Hawaiian, Inc. Future Plan, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned in the capacity indicated below to the registration statement and any and all amendments and supplements to said registration statement (including specifically, and without limitation to the generality of the foregoing, any amendment or amendments changing the number of shares of common stock) and to any instruments or documents filed as a part of or in connection with said amendments or supplements to said registration statement, and the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ John A. Hoag

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John A. Hoag                      Director

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Bert T. Kobayashi, Jr.

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Bert T. Kobayashi, Jr. Director



## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Dr. Richard T. Mamiya

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Dr. Richard T. Mamiya Director

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ George P. Shea, Jr.

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George P. Shea, Jr.      Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ John K. Tsui  
 -----  
 John K. Tsui                                  Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Dr. Fujio Matsuda  
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 Dr. Fujio Matsuda                      Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Dr. Roderick F. McPhee  
 -----  
 Dr. Roderick F. McPhee Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Fred C. Weyand  
 -----  
 Fred C. Weyand                      Director

POWER OF ATTORNEY

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/s/ Robert C. Wo

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 Robert C. Wo                                  Director

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Roy E. King, Jr.  
 -----  
 Roy E. King, Jr.  
 Member of the Profit Sharing  
 Committee



## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ William B. Johnstone, III

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William B. Johnstone, III  
Member of the Profit Sharing  
Committee

## POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 19th day of February, 1997.

/s/ Corbett A.K. Kalama

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Corbett A.K. Kalama  
Member of the Profit Sharing  
Committee

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set her hand as of this 19th day of February, 1997.

/s/ Vera V. Thomas  
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 Vera V.Thomas  
 Member of the Profit Sharing  
 Committee

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has hereunto set her hand as of this 19th day of February, 1997.

/s/ Kathryn Okazaki  
 -----  
 Kathryn Okazaki  
 Member of the Profit Sharing  
 Committee