HAWAIIAN ELECTRIC INDUSTRIES, INC.
AUDIT COMMITTEE CHARTER
Amended as of November 16, 2010[1]

I. Purpose of the Committee

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Hawaiian Electric Industries, Inc. ("HEI") is to (a) assist Board oversight of (i) the integrity of the consolidated financial statements of HEI and its subsidiaries (the "Company"); (ii) the Company's compliance with legal and regulatory requirements; (iii) the qualifications, independence and performance of the registered public accounting firm engaged for the purpose of auditing the Company's consolidated financial statements (referred to herein as the "independent auditor"); and (iv) the performance of the Company's internal audit function (referred to herein as the "internal auditor"); (b) prepare the disclosure required by Item 407(d)(3) of Regulation S-K under the rules and regulations of the Securities and Exchange Commission ("SEC") to be included in HEI's annual meeting proxy statement; and (c) perform other responsibilities in accordance with this charter and any applicable laws, rules or regulations, including the rules of the New York Stock Exchange ("NYSE"), the rules and regulations of the SEC and the Federal Reserve Board ("FRB") and the Federal Deposit Insurance Act and the rules, regulations and guidelines of the Federal Deposit Insurance Corporation promulgated thereunder, and as otherwise delegated by the Board from time to time.

II. Committee Membership

A. 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 in accordance with NYSE and SEC requirements and any additional requirements imposed by law, rule or regulation or as determined by the Board. In addition, each member of the Committee shall be financially literate in accordance with NYSE rules (or must become financially literate within a reasonable period of time after his or her appointment to the Committee) and at least one member of the Committee shall be an "audit committee financial expert" as defined by SEC rules. While serving on the Committee, no member shall serve on the audit committees of more than two other public companies.

B. The members of the Committee and a chairperson shall be recommended by the Nominating and Corporate Governance Committee and appointed annually by the Board. The Board shall have the authority to fill vacancies on the Committee and remove or replace Committee members or the chairperson at any time. The term of a Committee member shall end if the member ceases to be a director.

III. Committee Structure and Operations

A. The Committee shall meet as often as it determines necessary to carry out its responsibilities, but no less than four times a year.

B. 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

[1] The role of the Office of Thrift Supervision ("OTS") in regulating HEI as a savings and loan holding company was transferred to the Federal Reserve Board ("FRB") effective July 21, 2011. Accordingly, in October 2011 references in the charter to the OTS were replaced by references to the FRB.

Board. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of HEI.

C. The Committee may form subcommittees consisting solely of Committee members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Any such subcommittee shall have at least two members. The Committee shall not delegate to a subcommittee any power or authority required by any law, rule or regulation to be exercised by the Committee as a whole.

IV. Committee Responsibilities

The Committee shall have the following responsibilities and authority:

A. General.

1. Maintain free and open communication among the independent auditor, the internal auditor, management and the Board.

2. Periodically meet separately with each of management, the internal auditor and the independent auditor.

3. Report regularly to the Board and review with the Board any issues that arise within the scope of the Committee's purpose, responsibilities and authority as set forth in this charter.

B. Independent Auditor.

1. Be directly responsible for the appointment (subject to shareholder ratification), compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting). The independent auditor shall report directly to the Committee.

2. Pre-approve all audit and permitted non-audit services of the independent auditor in accordance with applicable laws, rules or regulations. The Committee may delegate this responsibility to one or more of its members, provided that such member or members report any such pre-approvals to the full Committee at its next regularly scheduled meeting. The Committee has delegated such responsibility to its chairperson.

3. Evaluate the independent auditor's qualifications, performance and independence, which evaluation should include the review and evaluation of the lead partner of the independent auditor. In making its evaluation, the Committee should take into account the opinions of management and the internal auditor. The Committee should present its conclusions with respect to the independent auditor to the Board.

4. In addition to any other qualifications or requirements under any applicable laws, rules or regulations, the independent auditor shall meet the requirements of an independent public accountant under FRB regulations at 12 CFR § 238.5(d) to the extent applicable.

5. At least annually, obtain and review a report by the independent auditor describing (a) the independent auditor's internal quality-control procedures;

(b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to address any such issues; and (c) all relationships between the independent auditor and the Company (in order to assess the independence of the independent auditor).

6. Receive and review other reports provided by the independent auditor relating to the Company.

7. Meet with the independent auditor and management to review the scope, plans and procedures of the proposed audit for the current year, monitor such plan's progress and results during the year, and, at the conclusion thereof, review such audit, including any comments or recommendations of the independent auditor.

8. Regularly review with the independent auditor any audit problems or difficulties the independent auditor encountered in the course of the audit work and management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management. The review should also include discussion of the responsibilities, budget and staffing of the internal auditor.

9. Set clear hiring policies for employees and former employees of the independent auditor. The current policy is that no current or former employee of the independent auditor may be hired by the Company if such hiring would result in the independent auditor no longer being independent under Rule 2-01 of Regulation S-X under the rules and regulations of the SEC.

C. Internal Auditor.

1. Regularly review and discuss the responsibilities, budget, staffing and performance of the internal auditor, including the purpose, authority, organizational reporting lines and the appointment and compensation of the internal auditor. The internal audit function is designed to provide management and the Committee with ongoing assessments of the Company's risk management processes and system of internal control. The internal audit function, or any portion thereof, may be outsourced to a third party service provider other than the independent auditor.

2. Annually review and approve the internal audit plan and discuss any changes in the scope of the audit plan.

3. Review progress reports on the internal audit plan, which reports shall explain any deviations from the original plan.

4. Review the results of the internal audit process with management and the internal auditor, including significant findings, management's responses thereto and the status of corrective actions and implementation of recommendations.

D. Financial Reporting.

1. Meet with management and the independent auditor to review and discuss annual audited and quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

2. Discuss HEI's earnings press releases, including reviewing the type and presentation of information to be included in earnings releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP, information) as well as financial information and earnings guidance (if any) provided by HEI to analysts and rating agencies.

3. Review with management and the independent auditor (a) major issues regarding accounting principles and financial statement presentations, including significant accounting policies, any changes in the Company's selection or application of accounting principles and audit conclusions regarding significant accounting estimates, (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements, including analyses of the effects of alternative GAAP methods on the consolidated financial statements, (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's consolidated financial statements, and (d) periodic reports from the independent auditor, the internal auditor and management on significant accounting or financial reporting developments in order to assess their impact on the Company.

4. Review with management and the independent auditor major issues as to the adequacy of the Company's internal controls and any special audit steps adopted and remediation efforts undertaken in light of material control deficiencies, and elicit recommendations for the improvement of such internal controls. Such review shall include a review of (a) the assessments of the independent auditor and management regarding the adequacy and effectiveness of the Company's internal controls over financial reporting, including disclosure controls and procedures, and (b) the resolution of identified material weaknesses and significant deficiencies in internal controls over financial reporting, including the prevention or detection of management override or compromise of the internal control system.

5. Prepare the disclosure required by SEC rules to be included in HEI's annual meeting proxy statement pursuant to Item 407(d)(3) of Regulation S-K under the rules and regulations of the SEC.

E. Risk Management and Compliance.

1. Oversee the enterprise risk management program of the Company, including by (a) reviewing and discussing the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, (b) discussing policies with respect to risk assessment and risk management, including the guidelines and policies governing the process by which risk assessment and risk management is undertaken, and (c) periodically reporting to the Board the Committee's discussion and findings regarding risk oversight so the entire Board can be responsive to changes in the Company's risk profile.

2. Periodically review the Company's code of conduct (the "Code") and oversee the Company's program and procedures to monitor compliance with the Code, including meeting with the Compliance Officer to discuss potential Code violations that have been reported and the results of the Code compliance program and recommending to the Board proposed revisions to the Code.

3. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. The Committee has established the procedures set forth in Annex A to this charter.

F. Other Responsibilities.

1. Receive and review the financial statements of the Company's employee benefit plans and any related auditor reports.

V. Committee Evaluation and Charter Review

The Committee shall annually evaluate its performance and review this charter and may recommend to the Board proposed revisions to this charter.

VI. Investigations and Studies; Outside Advisers

A. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities.

B. The Committee may retain, at the Company's expense, such independent counsel, accountants, consultants and other advisers as it deems appropriate to carry out its duties and responsibilities, and shall have sole authority to retain, terminate and approve the fees and other retention terms of such counsel, accountants, consultants and other advisers.

C. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditor for the purpose of preparing or issuing an annual audit report or performing other audit, review or attest services, (ii) compensation to any independent counsel, accountants, consultants and other advisers employed by the Committee under Section VI.B above, and (iii) ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

VII. Limitation of the Committee's Role

While the Committee has the responsibilities set forth in this charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company's financial statements are complete, accurate and in accordance with GAAP. Such duties are the responsibility of management and the independent auditor.

ANNEX A TO HEI AUDIT COMMITTEE CHARTER

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls or Auditing Matters

1. Employees may report any complaints or concerns regarding Company financial statement disclosures, accounting, internal accounting controls or auditing matters ("reports") to their supervisor, manager, internal audit department or the respective controller, chief financial officer, president, compliance officer or the general counsel of their respective company or HEI (any of whom must promptly notify the HEI Compliance Officer designated in the Company's code of conduct).

2. Employees and other interested parties may submit reports on a confidential, anonymous basis through the EthicsPoint hotline or website described in Sections 4.b. and 4.c. below or as described in Section 5 below.

3. The policy of the Company is that ***no employee will be subject to retaliation because of a good faith report*** of suspected misconduct.

4. Reports may be submitted by:

   a. **regular mail to the HEI Compliance Officer**, P.O. Box 730, Honolulu, Hawaii 96808, who shall promptly forward such report to the HEI Audit Committee chairperson;

   b. calling the toll-free EthicsPoint hotline, which is open 24 hours a day, seven days a week, at **1-888-247-3186**; or

   c. filing a report online through the EthicsPoint website at **www.ethicspoint.com**.

   Reports submitted through the EthicsPoint hotline or website are also forwarded to the HEI Audit Committee chairperson.

5. To submit reports on a confidential, anonymous basis to the HEI Audit Committee only, employees and other interested parties must set forth the complaint or concern in writing and send the writing in a sealed envelope by regular mail, addressed as follows: "HEI Audit Committee Chair, c/o HEI Corporate Secretary, P.O. Box 730, Honolulu, Hawaii 96808, To be opened by the Audit Committee only." If an employee would like to discuss the matter with the HEI Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she may be contacted if the HEI Audit Committee deems it appropriate. Any such envelopes received by the HEI Corporate Secretary shall be promptly forwarded, unopened, to the HEI Audit Committee chairperson. If the complaint or concern involves an HEI subsidiary, the HEI Audit Committee chairperson shall promptly forward a copy of the complaint or concern to the chairperson of the subsidiary audit committee. The Company will maintain the confidentiality of such reports to the extent reasonably possible.

6. At each of its meetings, including any special meeting called by the HEI Audit Committee chairperson following the receipt of any complaints or concerns pursuant to this annex, the HEI Audit Committee shall review and consider any such complaints or concerns and take any action that it deems appropriate in order to respond thereto, provided that the HEI Audit Committee chairperson will consult with

the chairperson of the subsidiary audit committee before any decision is made with respect to the handling of a complaint or concern involving an HEI subsidiary. All complaints or concerns received pursuant to this annex will be tracked on a separate docket and their status will be reported on a quarterly basis to the Board.

7. The HEI Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisers, as appropriate, to conduct the investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls or auditing matters. **It is imperative that reporting persons not conduct their own preliminary investigations.** Investigations may involve complex legal issues, and acting on one's own may compromise the integrity of an investigation.

8. The Company informs employees of their obligation and procedures to report suspected misconduct through this annex and the Company's code of conduct.

9. For a period of no less than seven years:

    a. The internal auditor shall retain, on behalf of the HEI Audit Committee, reports submitted to the HEI Audit Committee on a confidential, anonymous basis pursuant to Section 5 above.

    b. The HEI Compliance Officer shall retain all other reports submitted pursuant to this annex.