

HAWAIIAN ELECTRIC INDUSTRIES INC  
Form DEF 14A  
March 26, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Hawaiian Electric Industries, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Notice of 2013  
Annual Meeting  
and  
Proxy Statement

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HAWAIIAN ELECTRIC INDUSTRIES, INC. PO BOX 730 HONOLULU, HI 96808-0730

Constance H. Lau  
*President and  
Chief Executive Officer*

March 26, 2013

Dear Fellow Shareholder:

On behalf of the Board of Directors, it is my pleasure to invite you to attend the Annual Meeting of Shareholders of Hawaiian Electric Industries, Inc. (HEI). The meeting will be held on HEI's premises in Room 805 on the eighth floor of the American Savings Bank Tower, located at 1001 Bishop Street, Honolulu, Hawaii, on Wednesday, May 8, 2013, at 9:30 a.m., Honolulu time. A map showing the location of the meeting site appears on the last page of the Proxy Statement.

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the items of business to be conducted during the meeting. In addition, we will review certain significant events that took place in 2012 and their impact on you as a shareholder of HEI. HEI officers and Board members will be available before the meeting to talk with you and answer questions.

As a shareholder of HEI, it is important that your views be represented. **Please help us obtain the quorum needed to conduct business at the meeting by promptly voting your shares.**

The Board and management team of HEI would like to express our appreciation to you for your confidence and support. I look forward to seeing you at the Annual Meeting in Honolulu.

Sincerely,

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**Hawaiian Electric Industries, Inc.**  
**1001 Bishop Street, Suite 2900**  
**Honolulu, Hawaii 96813**

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**NOTICE OF ANNUAL MEETING**

<b>Date and Time</b>	Wednesday, May 8, 2013, at 9:30 a.m., Honolulu time.
<b>Place</b>	American Savings Bank Tower, 1001 Bishop Street, 8th floor, Room 805, Honolulu, Hawaii 96813.
<b>Items of Business</b>	<ol style="list-style-type: none"><li>1. Election of three Class II directors for a three-year term expiring at the 2016 Annual Meeting of Shareholders.</li><li>2. Advisory vote to approve HEI's executive compensation.</li><li>3. Ratification of the appointment of PricewaterhouseCoopers LLP as HEI's independent registered public accounting firm for 2013.</li></ol>
<b>Record Date</b>	February 28, 2013.
<b>Annual Report</b>	The 2012 Annual Report to Shareholders, which is not a part of the proxy solicitation materials, has been mailed or made available electronically along with this Notice and accompanying Proxy Statement.
<b>Proxy Voting</b>	<p>Shareholders of record may appoint proxies and vote their shares in one of four ways:</p> <p>Via the Internet</p> <p>By telephone</p> <p>By mail</p> <p>In person</p> <p>Shareholders whose shares are held by a bank, broker or other financial intermediary (i.e., in "street name") should follow the voting instruction card provided by such intermediary.</p> <p>Any proxy may be revoked in the manner described in the accompanying Proxy Statement.</p>
<b>Attendance at Meeting</b>	Only shareholders of record as of the record date are entitled to receive notice of, attend and vote at the Annual Meeting. If your shares are registered in street name, you must bring a letter from your bank or broker or provide other evidence of your beneficial ownership on the record date if you plan to attend the Annual Meeting.
<b>Important Notice</b>	The Proxy Statement and Annual Report to Shareholders are available at <a href="http://www.hei.com/proxymatl.html">www.hei.com/proxymatl.html</a> .

**Regarding the Availability  
of Proxy Materials for  
the Annual Meeting  
of Shareholders to be  
held on May 8, 2013**

By Order of the HEI Board of Directors.

March 26, 2013

Chester A. Richardson  
Executive Vice President, General  
Counsel, Secretary and Chief  
Administrative Officer

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## 2013 PROXY SUMMARY

*This summary highlights information contained elsewhere in this Proxy Statement. The summary does not contain all of the information that you should consider. Please read the entire Proxy Statement before voting.*

### Voting Matters

	<b>Our Board's Recommendation</b>
Election of Class II Directors (page 4)	FOR each director nominee
Advisory Vote to Approve Executive Compensation (page 24)	FOR
Ratification of Independent Auditor for 2013 (page 67)	FOR

### Director Nominees for Class II Directors

Each director nominee is elected for a 3-year term by a plurality of votes cast. Each director nominee is a current director and attended at least 75% of all meetings of the Board and the committee(s) on which he sits.

Name	Age	Director		Occupation	Independent	Committee Membership	Other Public Company Boards
		Since					
Thomas B. Fargo	64	2005		Chairman, Huntington Ingalls Industries, Inc. Former Commander, U.S. Pacific Command	X	CC, NCGC	2
Kelvin H. Taketa	58	1993		President & Chief Executive Officer, Hawaii Community Foundation	X	NCGC	
Jeffrey N. Watanabe	70	1987		Retired Founder, Watanabe Ing LLP	X	EC, CC	2

EC - Executive Committee

CC - Compensation Committee

NCGC - Nominating and Corporate Governance Committee

### Advisory Vote to Approve Executive Compensation

Like last year, we are asking shareholders to approve on an advisory basis HEI's executive compensation, including our executive compensation policies and practices and the compensation of our named executive officers, as described in this Proxy Statement beginning on page 24. The Board recommends a FOR vote because it believes that the compensation policies and practices are effective in achieving the Company's goals of paying for performance and aligning the executives' long-term interests with those of our shareholders. Named executive officer compensation over the past three years, reflected in cash compensation (base salary and annual cash incentive award) and long-term equity awards, correlates to the Company's performance and earnings over that period.

### 2012 Business Highlights

In 2012, the Company delivered strong operating results. Business highlights included:

The utility subsidiary achieved operating efficiencies, continued to reinvest earnings in infrastructure to enhance the electric grid's reliability and support Hawaii's clean energy goals, and completed adoption of a new regulatory model designed to assure the utility's financial viability and health as it facilitates the state's clean energy future.

The bank subsidiary outperformed the majority of its peers in the primary banking metrics of return on assets, return on equity, net interest margin and efficiency ratio.

HEI's unique combination of businesses continues to provide the financial resources and ready access to capital as needed to invest in its utility and bank.





***2012 Financial Highlights***

In 2012, HEI achieved generally accepted accounting principle (GAAP) earnings of \$139 million, GAAP diluted earnings per share (EPS) of \$1.42 and GAAP return on average common equity (ROACE) of 8.9%. The 2012 GAAP results included a \$24 million after-tax write-down of utility assets pursuant to a regulatory settlement, which settlement had not yet been approved by the Hawaii Public Utilities Commission as of the date of printing of this Proxy Statement. Excluding the write-down of utility assets, 2012 core results<sup>1</sup> were \$163 million in net income, \$1.68 EPS and 10.3% ROACE, exceeding HEI's 2011 core net income, EPS and ROACE, representing among HEI's strongest core results in the past decade and reflecting solid performance in HEI's two operating subsidiaries. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.

After returning a combined 37% to shareholders in 2010 and 2011, our total shareholder return (TSR) lagged in 2012. Our 3-year and 5-year TSR remained strong and outperformed the S&P 500 Index, Edison Electric Index and KBW Regional Banking Index.

***Sound Compensation Program Design Tied to Performance***

The executive compensation program is designed to attract, motivate and retain the key executives who drive our success. Pay that reflects performance and alignment with the long-term interests of our shareholders at a reasonable cost are key principles. We achieve these objectives through a compensation program that:

Provides a competitive total pay opportunity

Utilizes stock-based compensation to align executive incentives with shareholder interests

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<sup>1</sup> Core results are non-GAAP measures that exclude after-tax write-downs of utility assets of approximately \$24 million in 2012 and approximately \$6 million in 2011.

<sup>2</sup> For compensation purposes and throughout this Proxy Statement, core ROACE (non-GAAP of 10.3% in 2012) is based on core net income divided by average core common equity. In HEI's Form 8-K filed March 4, 2013 containing the 2012 Statistical Supplement and Presentation booklet entitled "Financial Community Meetings, March 4-8, 2013," core ROACE (non-GAAP of 10.4% in 2012) was based on core net income divided by average GAAP common equity. This

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methodology difference did not impact incentive compensation payouts in 2012. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.

Links a significant portion of compensation to performance that creates long-term shareholder value and is tied to Company strategy

Enhances retention by having much of compensation subject to multi-year vesting

Does not encourage unnecessary or excessive risk taking

Other key compensation features, which reflect best practices, include:

No employment agreements

Ability to clawback incentive compensation

Double triggers for change-in-control agreements

No tax gross-ups (except for executive death benefit frozen in 2009)

Significant executive share ownership requirements

Elimination of all major perquisites

### ***Executive Compensation Elements***

Type	Form	Terms
Cash	Salary	Generally eligible for annual increases; competitively market-based
	Annual performance-based incentives	Based on quantitative and qualitative goals
Equity	Long Term Incentive Plan (LTIP) (performance shares)	LTIP has 3-year performance period with objective performance measures, paid 100% in stock
	Restricted stock units (RSUs)	RSUs generally vest 25% per year while employed
Retirement	Pension	5-year vesting, with normal retirement at age 65 and opportunities for early and deferred retirement
	Excess pay plan	Provides additional retirement benefits that cannot be paid under the broad-based pension plan due to Internal Revenue Code limits
Other	Supplementary pension (frozen)	CEO is only participant; frozen in 2009
	Limited perquisites	Business club membership

We use competitive market comparisons in determining appropriate pay levels and mix of pay components, benchmarking toward the competitive median while allowing consideration of other factors for differentiation.

### ***Pay for Performance***

The Compensation Committee and Board determine pay based on quantitative and qualitative factors designed to produce long-term business success. The alignment between our financial results and named executive officer compensation, as described in the "Compensation Discussion and Analysis" (beginning on page 25 of the Proxy Statement), demonstrates the success of this approach.

The following charts compare HEI's total shareholder return (TSR) to the realizable pay of HEI's CEO. From 2008 to 2011, CEO realizable pay aligns generally with HEI's TSR under both the annual and three-year TSR measures. The 2012 data also illustrate pay for performance, as 2012 CEO realizable pay reflects the application of other



company performance metrics on which CEO compensation is based. In 2012, CEO realizable pay increased due to HEI's strong core (non-GAAP) results in net income and return on average common equity.

\* In the charts above, realizable pay consists of: (1) base salary, (2) annual incentive payouts, (3) restricted stock units awarded, and (4) performance based equity awards (i) paid for cycles wholly contained within the five-year period shown and (ii) estimated for cycles granted in the five-year period but not yet completed. All equity is valued as of 12/31/12. A more detailed description of realizable pay, and how it differs from total compensation reported in the Summary Compensation Table, is provided on pages 29-30 of the Proxy Statement.

The Compensation Committee and Board believe that our executive compensation program reflects best practices and is structured to encourage participants to build long-term value in the Company for the benefit of our shareholders and all stakeholders.

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**Proxy Statement**

HEI is soliciting proxies for the Annual Meeting of Shareholders scheduled for Wednesday, May 8, 2013, at 9:30 a.m., Honolulu time, at the American Savings Bank Tower, 1001 Bishop Street, 8th floor, Room 805, Honolulu, Hawaii. The mailing address of the principal executive offices of HEI is P.O. Box 730, Honolulu, Hawaii 96808-0730.

The approximate mailing date for this Proxy Statement, form of proxy and Annual Report to Shareholders is March 26, 2013. The 2012 Annual Report to Shareholders accompanying this Proxy Statement is not considered proxy soliciting material.

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**About the Meeting**

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**Who can attend?**

Attendance will be limited to:

shareholders of record (i.e., shareholders who own shares registered in their own name on the books of HEI) on the record date;

beneficial owners of HEI Common Stock having evidence of ownership as of the record date and entitlement to vote at the meeting;

authorized representatives of absent shareholders; and

invited guests of management.

If you own shares of HEI Common Stock in the name of a bank, brokerage firm or other holder of record, you must show proof of ownership. This may be in the form of a letter from the holder of record or a recent statement from the bank or broker showing ownership of HEI Common Stock.

Any person claiming to be an authorized representative of a shareholder must produce written evidence of the authorization.

**What are shareholders being asked to vote on?**

**Proposal No 1:** Election of three Class II directors to serve a three-year term expiring at the 2016 Annual Meeting of Shareholders.

**Proposal No 2:** Advisory vote to approve HEI's executive compensation.

**Proposal No 3:** Ratification of the appointment of PricewaterhouseCoopers LLP (PwC) as HEI's independent registered public accounting firm for 2013.

## **Voting Procedures**

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### **Electronic Access to Proxy Materials**

HEI provides shareholders the option to access its proxy materials via the Internet. In keeping with our efforts to conserve natural resources, this method of delivery reduces the amount of paper necessary to produce these materials and reduces the costs associated with the printing and mailing of these materials to shareholders. On March 26, 2013, a Notice of Internet Availability of Proxy Materials (Notice) will be mailed to certain shareholders and our proxy materials will be posted on the website referenced in the Notice



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(www.ViewMaterial.com/HEI). As more fully described in the Notice, shareholders may choose to access our proxy materials on the website referred to in the Notice or may request to receive a printed set of our proxy materials. The Notice and website will provide information regarding how to request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

If you currently receive HEI's proxy materials in printed form and would like to receive them electronically in the future, please so indicate on the enclosed proxy, if voting by mail, or by following the instructions provided when using the telephone or Internet voting options described under "How may shareholders vote?" below.

**Who is eligible to vote?**

Only persons who own shares of HEI Common Stock as of the close of business on February 28, 2013 (the proxy record date) are entitled to vote.

**How many shares are outstanding and entitled to vote?**

On February 28, 2013, 98,198,800 shares of HEI Common Stock were outstanding. Each shareholder is entitled to one vote for each share held on the record date. Under the Bylaws of HEI, shareholders do not have cumulative voting rights in the election of directors.

**What constitutes a quorum?**

A quorum is needed to conduct business at the Annual Meeting. A majority of the shares of HEI Common Stock outstanding on February 28, 2013 and entitled to vote, and present in person or by proxy at the Annual Meeting, constitutes a quorum. Abstentions and broker votes of uninstructed shares on routine matters (such as ratification of the appointment of the independent registered public accounting firm) will be counted in the number of shares present in person or by proxy for purposes of determining a quorum. A quorum established for one purpose will apply for all purposes at the Annual Meeting.

**How may shareholders vote?**

Whether or not you plan to attend the Annual Meeting, please take the time to vote. You may vote via the Internet, by touchtone telephone or by mail before the Annual Meeting, or in person at the Annual Meeting. The Internet and telephone procedures are designed to authenticate your vote and confirm that your voting instructions are followed. If you vote via the Internet or by telephone, follow the instructions on the Notice or voting instruction card you received by mail. If you vote by telephone, you will receive additional recorded instructions, and if you vote via the Internet, you will receive additional instructions at the Internet website. You will need to have available the control number on your Notice or proxy/voting instruction card, as applicable.

Shareholders who vote via the Internet or by telephone should *not* mail the proxy/voting instruction card.

1. BY INTERNET: You may vote on-line by following the instructions in the Notice or by accessing the Internet at [www.cesvote.com](http://www.cesvote.com). Specific instructions regarding how to record and confirm your vote will be available on the website.
2. BY TELEPHONE: You may vote by touchtone telephone by following the instructions in the Notice or by calling 1-888-693-8683. Once connected, you will be prompted to record and confirm your vote.
3. BY MAIL: Please mark your vote and sign, date and promptly return the proxy card in the postage-paid envelope provided. If you return the signed proxy card but do not mark the boxes showing how you wish to vote, your votes will be cast following the recommendations of management on all proposals. If you wish to have someone other than the individuals listed on the



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enclosed proxy card vote your shares at the meeting, cross out all three names and insert the name of the person you designate to vote your shares at the meeting.

4.

IN PERSON: You may vote your shares by attending the Annual Meeting and voting in person.

**How do shareholders vote if their shares are held in street name?**

If your shares are held in "street name" (that is, through a broker, trustee or other holder of record), you will receive a voting instruction card or other information from your broker or other holder of record seeking instruction from you as to how your shares should be voted. *If you do not provide such instruction, your broker or nominee may vote your shares at its discretion on your behalf on routine matters, but not on nonroutine matters.* The ratification of the appointment of HEI's independent registered public accounting firm is considered a routine matter. The election of directors and the advisory vote on executive compensation are considered nonroutine matters. **Please provide instructions to your broker on how to vote your shares on all three proposals to ensure that your shares will be voted on all proposals at the Annual Meeting.**

You may not vote shares held in "street name" at the Annual Meeting unless you obtain a legal proxy from your broker or holder of record.

**How do shareholders vote if their shares are held in the HEI Dividend Reinvestment and Stock Purchase Plan, the HEI Retirement Savings Plan or the American Savings Bank 401(k) Plan?**

If you own shares held in the HEI Dividend Reinvestment and Stock Purchase Plan, the HEI Retirement Savings Plan (including shares previously received under the Tax Reduction Act Stock Ownership Plan or the HEI Stock Ownership Plan) or the American Savings Bank 401(k) Plan, you will receive instructions explaining how to direct your vote. Your shares will be voted according to your directions. For all of these plans, all shares of HEI Common Stock for which no voting instructions are given will be voted in the same proportion as the shares for which voting instructions were given.

**Can shareholders change their vote?**

If you vote by any of the methods described above, you may revoke your proxy card or vote at any time before the Annual Meeting in one of three ways:

submit a properly signed proxy card with a later date or vote again at a later time by telephone or Internet;

notify the Corporate Secretary of HEI in writing; or

vote in person at the Annual Meeting (if your shares are registered in your name on HEI's books or if your shares are held in "street name" and you have a legal proxy from your broker or other holder of record).

**How many votes are required?**

If a quorum is present at the Annual Meeting, then:

Directors will be elected by a plurality of the votes cast. Plurality means that the persons receiving the highest number of votes are elected. Your options are to vote either "FOR" or to "WITHHOLD" your vote for a nominee. Although the election

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of directors is considered a nonroutine matter, broker nonvotes (i.e., when your broker or other holder of record does not vote your shares on a nonroutine matter because you have not provided instructions regarding how to vote on that matter) will not affect the outcome of this matter if a quorum is present.

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Since the votes on executive compensation are advisory only, the result will not be binding on the Board. However, the Board and the HEI Compensation Committee value input from shareholders and will consider the outcome of the vote when making future executive compensation decisions. Brokers may not vote on this proposal without your instructions because this proposal is considered a nonroutine matter. For this proposal, your options are to vote "FOR," "AGAINST" or "ABSTAIN."

The appointment of HEI's independent registered public accounting firm will be ratified if more votes are cast in favor than against such ratification. Abstentions and broker nonvotes will not affect the outcome of this matter if a quorum is present.

**Who will count the votes and are the votes confidential?**

Corporate Election Services will act as tabulator for broker and bank proxies as well as for proxies of the other shareholders of record. Your identity and vote will not be disclosed to persons other than those acting as tabulators except:

as required by law;

to verify the validity of proxies and the voting results in the case of a contested proxy solicitation; or

when you write a comment on the proxy card.

**Could other matters be decided at the Annual Meeting?**

HEI knows of no business to be presented at the 2013 Annual Meeting other than the items set forth in this Proxy Statement. If other business is properly brought before the Annual Meeting, or any adjournment or postponement thereof, the persons named on the enclosed proxy card will vote your stock in accordance with their best judgment, unless authority to do so is withheld by you in your proxy card.

**What happens if the Annual Meeting is postponed or adjourned?**

If the Annual Meeting is postponed or adjourned, your proxy card will remain valid and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy card until it is voted at the Annual Meeting.

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**Proposal No. 1: Election of Class II Directors**

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In accordance with HEI's Bylaws, the Board has fixed the size of the Board at nine directors, divided equally into three classes with staggered terms. The Board proposes that the following three nominees be elected at the 2013 Annual Meeting as Class II directors to serve until the 2016 Annual Meeting, or until his respective successor shall be duly elected and qualified:

Thomas B. Fargo

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Kelvin H. Taketa

Jeffrey N. Watanabe

Admiral Fargo, Mr. Taketa and Mr. Watanabe are all currently incumbent Class II directors of HEI. The Board has determined that Admiral Fargo, Mr. Taketa and Mr. Watanabe are independent under the applicable standards for director independence, as discussed below under "Board of Directors Who are the independent directors of the Board?". Each nominee has consented to serve for the new term expiring at the 2016 Annual

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Meeting if elected. If a nominee is unable to stand for election at the time of the 2013 Annual Meeting, the proxy holders listed in the proxy card may vote in their discretion for a suitable substitute.

Information regarding the business experience and certain other directorships for each Class II director nominee and for each continuing Class I and III director is provided on pages 6-11 below together with a description of the experience, qualifications, attributes and skills that led to the Board's conclusion at the time of this Proxy Statement that each of the nominees and directors should serve on the Board in light of HEI's current business and structure.

YOUR BOARD RECOMMENDS THAT YOU VOTE "**FOR**" EACH OF THE NOMINEES FOR CLASS II DIRECTOR LISTED ABOVE.

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## **Director Nominees for Election**

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### **Nominees for Class II Directors Whose Terms Expire at the 2016 Annual Meeting**

**Thomas B. Fargo**, age 64, director since 2005  
Compensation Committee Chair  
Nominating and Corporate Governance Committee Member

Admiral Fargo brings invaluable leadership skills to the HEI Board. Admiral Fargo's experience leading complex organizations, both in Hawaii and on the mainland, provides the Board with significant management expertise. Admiral Fargo has extensive knowledge of the U.S. military (a major customer of HEI's utility subsidiary and key driver of Hawaii's economy) having served as Commander of the U.S. Pacific Command from 2002-2005. Admiral Fargo's leadership, strategic planning and risk assessment skills have proven to be a valuable resource to management and other Board members.

*Business experience and other public company and HEI affiliate directorships since 2008*

Operating Executive Board Member, J.F. Lehman & Company (private equity firm), since 2008

Owner, Fargo Associates, LLC (defense and homeland/national security consultancy), since 2005

Chief Executive Officer, Hawaii Superferry, Inc. (interisland ferry), 2008-2009

President, Trex Enterprises Corporation (defense research and development firm), 2005-2008

Commander, U.S. Pacific Command, 2002-2005

Director and Audit Committee Member, Matson, Inc., since 2012

Chairman of the Board and Compensation and Governance Committee Member, Huntington Ingalls Industries, since 2011



Director, Alexander & Baldwin, Inc., 2011-2012

Director, Northrop Grumman Corporation, 2008-2011

Director, Hawaiian Holdings, Inc., 2005-2008

Director, Hawaiian Electric Company, Inc. (HEI subsidiary), since 2005

*Skills and qualifications for HEI Board service*

Extensive knowledge of the U.S. military, a major customer of HEI's electric utility subsidiary and key driver of Hawaii's economy.

Leadership, strategic planning and financial and nonfinancial risk assessment skills developed over 39 years of leading 9 organizations ranging in size from 130 to 300,000 people and managing budgets up to \$8 billion.

Experience with corporate governance, including audit, compensation and governance committees, from service on several public and private company boards.

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**Kelvin H. Taketa**, age 58, director since 1993  
Nominating and Corporate Governance Committee Chair

Mr. Taketa has considerable management experience as an executive leader in Hawaii. Mr. Taketa is one of Hawaii's leading non-profit administrators and has extensive relationships within Hawaii's business and non-profit communities. Having served on the Board for twenty years, Mr. Taketa has contributed significantly to the Board's understanding of Hawaii's distinctive cultural and business environment. Additionally, Mr. Taketa brings the unique ability to build bridges and connect people and organizations, which has made Mr. Taketa a well-respected leader throughout the state of Hawaii.

*Business experience and other public company and HEI affiliate directorships since 2008*

President and Chief Executive Officer, Hawaii Community Foundation (statewide charitable foundation), since 1998

Director, Hawaiian Electric Company, Inc. (HEI subsidiary), since 2004

*Skills and qualifications for HEI Board service*

Executive management experience with responsibility for overseeing more than \$500 million in charitable assets as President and Chief Executive Officer of the Hawaii Community Foundation.

Proficiency in risk assessment, strategic planning, organizational leadership and leadership development as well as marketing and public relations obtained from his current position at the Hawaii Community Foundation and his prior experience as Vice President and Executive Director of the Asia/Pacific Region for The Nature Conservancy and as Founder, Managing Partner and Director of Sunrise Capital Inc.

Knowledge of corporate and nonprofit governance issues gained from his prior service as a director for Grove Farm Company, Inc., his current service as Vice Chair of the Independent Sector and Director of the Stupski Foundation and through publishing articles and lecturing on governance of tax-exempt organizations.

**Jeffrey N. Watanabe**, age 70, director since 1987  
Chairman of the Board since 2006  
Executive Committee Chair  
Compensation Committee Member

Mr. Watanabe has been one of the most influential figures in Hawaii's business community over the past four decades. His strategic counsel is widely sought by Hawaii's business, political and non-profit leaders, as well as by global businesses seeking to do business in Hawaii. Having served on the Board for over twenty-five years, Mr. Watanabe's in-depth knowledge of HEI significantly contributes to the Board's ability to oversee HEI's operations. As Chairman since 2006, Mr. Watanabe has successfully led HEI through his strategic vision,

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willingness to make tough decisions, strong consensus-building skills, and communication ability. Mr. Watanabe has been recognized by a number of organizations for his accomplishments, recently being selected as a 2013 Outstanding Director by the Financial Times-Outstanding Directors Exchange.

*Business experience and other public company and HEI affiliate directorships since 2008*

Managing Partner, Watanabe Ing & Komeiji LLP, 1972-2007 (now retired)

Lead independent director, Alexander & Baldwin, Inc. (A&B) since 2012, director since 2003 and Nominating & Corporate Governance Committee Member

Director, Nominating and Corporate Governance Committee Chair and Compensation Committee Member, Matson, Inc., since 2012

Director since 1988 and Executive Committee Member, American Savings Bank, F.S.B. (HEI subsidiary)

Director, Hawaiian Electric Company, Inc. (HEI subsidiary), from 1999-2006 and 2008-2011

*Skills and qualifications for HEI Board service*

Broad business, legal, corporate governance and leadership experience from serving as Managing Partner of the law firm he founded, advising clients on a variety of business and legal matters for 35 years and from serving on more than a dozen public and private company and nonprofit boards and committees, including his current service on the A&B Nominating & Corporate Governance Committee and the Matson Nominating & Corporate Governance and Compensation Committees.

Specific experience with strategic planning from providing strategic counsel to local business clients and prospective investors from the continental United States and the Asia Pacific region for 25 years of his law practice.

## **Continuing Directors**

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### **Continuing Class III Directors Whose Terms Expire at the 2014 Annual Meeting**

**Peggy Y. Fowler**, age 61, director since 2011  
Audit Committee Member

Ms. Fowler brings a unique combination of utility and banking knowledge and experience to HEI. Ms. Fowler's prior position as chief executive officer of a NYSE-listed public utility company imparts significant leadership and management expertise to the Board. Additionally, Ms. Fowler's more recent experience of serving on the board of a mainland bank holding company strengthens the Board's capabilities in overseeing the subsidiary bank operations.

*Business experience and other public company and HEI affiliate directorships since 2008*

Co-Chief Executive Officer, Portland General Electric Company (PGE), 2009

President and Chief Executive Officer, PGE, 2000-2008

Director, PGE, 1998-2012

Chairman of the Board and Executive Committee since 2012 and director since 2009, Umpqua Holdings Corp.

Director and Audit Committee Member, Hawaiian Electric Company, Inc. (HEI subsidiary), since 2009

*Skills and qualifications for HEI Board service*

35 years of executive leadership, financial oversight and utility operations experience from serving at PGE in senior officer positions, including Chief Operating Officer, President and CEO.

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Environmental and renewable energy expertise from managing PGE's environmental department, overseeing initiatives that improved fish passage on multiple Oregon rivers, supervising the construction and integration into PGE's grid of wind and solar projects, and leading PGE to be ranked #1 by the National Renewable Energy Laboratory for selling more renewable power to residential customers than any other utility in the U.S. for several years during her tenure as PGE's CEO.

Proven management, leadership and analytical skills, including crisis management, risk assessment, strategic planning and public relations skills, demonstrated especially by her leadership of PGE after the 2001 bankruptcy of its parent company, Enron Corp., through its independence from Enron in 2006.

Expertise in financial oversight, regulatory compliance and corporate governance from serving as President (1997-2000), CEO (2000-2008) and Chair (2001-2004) of PGE, as a director for the Portland Branch of the Federal Reserve Bank of San Francisco and as a director and committee member for several private and public companies, including Umpqua Holdings Corporation (publicly traded bank holding company).

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**Keith P. Russell**, age 67, director since 2011  
Audit Committee Member

Mr. Russell has extensive senior management experience in the banking industry. Mr. Russell's many years of executive leadership experience in managing and overseeing bank operations contributes invaluable expertise to the Board. In addition, his prior service as chief risk officer of a large financial institution significantly strengthens the Board's capabilities in overseeing and managing risk within the organization. Mr. Russell also has extensive knowledge and experience from his prior service as an officer of a lender to the electric utility industry.

*Business experience and other public company and HEI affiliate directorships since 2008*

President, Russell Financial, Inc. (strategic and financial consulting firm servicing business and high net worth families and individuals), since 2001

Vice Chair/Chief Risk Officer, Mellon Financial Corp., then Chairman, Mellon West, 1991-2001

Senior Executive Vice President, then Director, President and Chief Operating Officer, GLENFED/Glendale Federal Bank, 1983-1991

Director since 2010, Risk Committee Chair and Audit Committee Member, American Savings Bank, F.S.B. (HEI subsidiary)

Director, Nationwide Health Properties, 2002-2011

Director, Sunstone Hotel Investors, since 2003

Director, Countrywide Financial, 2003-2008

*Skills and qualifications for HEI Board service*

10 years of executive leadership, financial oversight, risk management and strategic planning experience from serving as Vice Chairman/Chief Risk Officer for Mellon Financial Corporation and Chairman of Mellon's West Coast operations. Mellon was also a major lender and capital provider to the electric utility industry.

8 years of executive and corporate governance experience from serving as Director, President and Chief Operating Officer of GLENFED/Glendale Federal Bank.

9 years of banking industry experience from serving as Senior Vice President and Deputy Administrator for Security Pacific National Bank, with direct responsibility for a wide breadth of operations including leasing, consumer and commercial finance, mortgage banking, venture capital, cash management and trust business.

**Barry K. Taniguchi**, age 65, director since 2004  
Audit Committee Chair  
Executive Committee Member

Mr. Taniguchi brings to the Board considerable experience as a proven business leader in Hawaii, with extensive knowledge of the business climate and significant contacts and relationships within the business community and local governmental agencies. With the successes of his own businesses, and because of his commitment to a wide array of charitable causes, Mr. Taniguchi is one of the most well-respected businesspersons in the state of Hawaii.

*Business experience and other public company and HEI affiliate directorships since 2008*

President and Chief Executive Officer, KTA Super Stores (grocery store chain), since 1989

President, K. Taniguchi Ltd. (real estate lessor), since 1989

Director since 2002 and Audit Committee Chair, American Savings Bank, F.S.B. (HEI subsidiary)

Director 2001-2011 and Audit Committee Chair, Hawaiian Electric Company, Inc. (HEI subsidiary)

Director, Hawaii Electric Light Company, Inc. (HEI subsidiary), 1997-2009

Director, Maui Electric Company, Limited (HEI subsidiary), 2006-2009

*Skills and qualifications for HEI Board service*

Current knowledge of and experience with the business community on the island of Hawaii, which is served by one of HEI's utility subsidiaries, Hawaii Electric Light Company, Inc., from serving in his current chief executive

officer positions for the last 24 years.

Accounting and auditing knowledge and experience gained from obtaining a public accounting certification and working as an auditor and as a controller.

Extensive corporate and nonprofit board and leadership experience, including from his current service on the boards of Hawaii Employers Mutual Insurance Company and Hawaii Community Foundation and from his role as a director and former Chair of the Hawaii Island Economic Development Board.

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**Continuing Class I Directors Whose Terms Expire at the 2015 Annual Meeting**

**Constance H. Lau**, age 61, director 2001-2004 and since 2006  
Executive Committee Member

As HEI's President and Chief Executive Officer since 2006, Ms. Lau has extensive senior management experience and thorough knowledge of the Company's operations. Prior to becoming CEO, Ms. Lau served in various leadership capacities that have spanned several functions across HEI and its subsidiaries, including the legal, financial and executive management functions. Over her more than 28 years of service to HEI and its subsidiaries, Ms. Lau acquired significant experience and expertise with respect to the utility and banking industries. Further, having been exposed to virtually all aspects of HEI's operations at the holding company and at both operating subsidiaries, Ms. Lau brings a unique and comprehensive perspective to the Board. Ms. Lau's intelligence and leadership stature has been recognized nationally, leading her to be named to the National Infrastructure Advisory Council (NIAC), which she now chairs, by President Obama and the Community Depository Institutions Advisory Council of the Federal Reserve Bank of San Francisco. As a result, Ms. Lau brings to the Board a national perspective, as well as valuable insights regarding physical and cyber infrastructure security and monetary policy, which is critical in today's environment.

*Current and prior positions with the Company*

President and Chief Executive Officer and Director, HEI, since 2006

Chairman of the Board, Hawaiian Electric Company, Inc. (HEI subsidiary), since 2006

Chairman of the Board, American Savings Bank, F.S.B. (HEI subsidiary), since 2006

Chairman of the Board and Chief Executive Officer, American Savings Bank, F.S.B., 2008-2010

Chairman of the Board, President and Chief Executive Officer, American Savings Bank, F.S.B., 2006-2008

President and Chief Executive Officer and Director, American Savings Bank, F.S.B., 2001-2006

Senior Executive Vice President and Chief Operating Officer and Director, American Savings Bank, F.S.B., 1999-2001

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Treasurer, HEI, 1989-1999

Financial Vice President and Treasurer, HEI Power Corp. (former HEI subsidiary), 1997-1999

Treasurer, Hawaiian Electric Company, Inc., and Assistant Treasurer, HEI, 1987-1989

Assistant Corporate Counsel, Hawaiian Electric Company, Inc., 1984-1987

*Other public company directorships since 2008*

Director, Audit Committee Chair and Nominating & Corporate Governance Committee Member, Matson, Inc., since 2012

Director, Alexander & Baldwin, Inc., 2004-2012

*Skills and qualifications for HEI Board service*

Intimate understanding of the Company from serving in various chief executive, chief operating and other executive, finance and legal positions at HEI and its subsidiaries for more than 28 years.

Familiarity with current management and corporate governance practices from her current service as a director, Audit Committee Chair and Nominating and Corporate Governance Committee Member for Matson, Inc. and as a director of Associated Electric & Gas Insurance Services, Inc.

Experience with financial oversight and expansive knowledge of the Hawaii business community and the local communities that compose the Company's customer bases from serving as a director for various local industry, business development, educational and nonprofit organizations.

Utility and banking industry knowledge from serving as a director or task force member of the American Bankers Association, the Edison Electric Institute and the Electric Power Research Institute.

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**A. Maurice Myers**, age 72, director since 1991  
Compensation Committee Member

Mr. Myers brings a wealth of knowledge and leadership skills to the HEI Board. His extensive experience leading successful companies as chief executive officer, both in Hawaii and on the mainland, including several large public companies, provides the Board with significant management expertise. Having served on the Board for 22 years, Mr. Myers has gained in-depth knowledge of HEI and its operations. With this breadth and depth of experience, Mr. Myers is a valuable resource to management and other Board members and contributes substantially to the Board's capabilities in overseeing HEI's operations.

*Business experience and other public company and HEI affiliate directorships since 2008*

Chief Executive Officer and Owner, Myers Equipment Leasing LLC (equipment leasing company), since 2010

Chief Executive Officer and Director, POS Hawaii LLC (provider of point-of-sale business systems for restaurants and retailers), since 2009

Chief Executive Officer and Director, Wine Country Kitchens LLC (manufacturer of gourmet food products), since 2007

Chairman, Chief Executive Officer and President, Waste Management, Inc. (waste and environmental services provider), 1999-2004

Director, Hawaiian Electric Company, Inc. (HEI subsidiary), 2004-2006 and 2009-2011

Director since 2011 and Risk Committee Member, American Savings Bank, F.S.B. (HEI subsidiary)

*Skills and qualifications for HEI Board service*

20 years of public company executive and board leadership experience as Chairman, Chief Executive Officer and President of Waste Management, Inc., Chairman, Chief Executive Officer and President of Yellow Corporation, President of America West Airlines and Chief Executive Officer and President of Aloha Airgroup, Inc.

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Practiced skills in risk assessment, strategic planning, financial oversight, customer and public relations and marketing exercised in leading successful restructuring efforts at Waste Management, Yellow Corporation and America West Airlines.

Diverse business experience and public and private company board experience, including from his prior service as a director and Compensation Committee chair for Tesoro Corporation and as a director for BIS Industries Limited and Cheap Tickets.

**James K. Scott, Ed.D.**, age 61, director since 1995  
Nominating and Corporate Governance Committee Member

Dr. Scott has considerable management experience as an executive leader in Hawaii. While Dr. Scott has earned the reputation of being one of the nation's leading education administrators, his unique value to the Company derives from his extensive knowledge, contacts and relationships within Hawaii's business community, non-profit community and local governmental agencies. Dr. Scott's long participation on the Board has contributed significantly to the Board's understanding of Hawaii's unique cultural and business environment. With the success under his leadership of one of the country's most prominent college preparatory schools for nearly two decades, and because of his commitment to a wide array of charitable and civic causes, Dr. Scott is a well-respected leader in the state of Hawaii.

*Business experience and other public company and HEI affiliate directorships since 2008*

President, Punahou School (K-12 independent school), since 1994

Director, American Savings Bank, F.S.B. (HEI subsidiary), since 2008

*Skills and qualifications for HEI Board service*

Recognized leadership and executive management skills as President of Punahou School for 19 years.

28 years of experience developing and executing strategic plans as the chief executive at two independent schools, including overseeing fundraising programs and admissions/marketing and finance functions.

Governance and board leadership experience from his current positions as director and former Chair of the Hawaii Association of Independent Schools, and member of the Advisory Board of the Klingenstein Center of Teachers College at Columbia University.

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## Corporate Governance

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### **What are HEI's governance policies and guidelines?**

In 2012, HEI's Board and management continued to review and monitor corporate governance trends and best practices to comply with the corporate governance requirements of the New York Stock Exchange, regulations of the Securities and Exchange Commission and rules and regulations of the Board of Governors of the Federal Reserve (Federal Reserve) applicable to HEI as a savings and loan holding company. As part of an annual review, HEI's Corporate Governance Guidelines, Corporate Code of Conduct and charters for the Compensation and Nominating and Corporate Governance Committees were revised as deemed appropriate by the Board. These documents, as most recently revised, as well as other governance documents (such as the charters for the Audit and Executive Committees), are available on HEI's website at [www.hei.com](http://www.hei.com).

### **What is the Board's leadership structure?**

Since 2006, Mr. Watanabe has served as the nonexecutive Chairman of the Board and Ms. Lau has served as HEI's President and Chief Executive Officer. Since that time, Ms. Lau has also been the only employee director on the Board.

Mr. Watanabe has served on the Board since 1987, but has never been employed by HEI or any HEI subsidiary. The Board has determined that he is independent. Among the many skills and qualifications that Mr. Watanabe brings to the Board, the Board considered: (i) his extensive experience in corporate and nonprofit governance from serving on other public company, private company and nonprofit boards; (ii) his reputation for effective consensus and relationship building and business and community leadership, including leadership of his former law firm; (iii) his willingness to spend time advising and mentoring members of HEI's senior management; and (iv) his dedication to committing the hard work and time necessary to successfully lead the Board.

As HEI's Chairman, Mr. Watanabe's key responsibilities are to:

lead Board and shareholder meetings and executive sessions of the independent directors, including executive sessions at which the performance of the Chief Executive Officer is evaluated by the Board;

attend all meetings of the Audit, Compensation and Nominating and Corporate Governance Committees of the Board as an observer and the Executive Committee of the Board as its chair. Since May 2011, Mr. Watanabe attends meetings of the Compensation Committee as a member;

serve on and/or advise the boards of HEI's primary operating subsidiaries, Hawaiian Electric Company and American Savings Bank, chair joint executive sessions of the independent directors of HEI and these subsidiary boards and attend meetings of subsidiary board committees;

work closely with management to develop meeting agendas and materials for the Board and subsidiary boards;

be available to other Board and subsidiary board members and management for questions and consultation; and

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ensure and facilitate communications among Board members and Board committees and between the Board and management.

The Board's Corporate Governance Guidelines provide that if the Chairman and Chief Executive Officer positions are held by the same person, or if the Board determines that the Chairman is not independent, the independent directors should designate an independent director to serve as "Lead Director". If a Lead Director is designated, the Lead Director's responsibilities are to: (i) preside at Board and shareholder meetings when the

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Chairman is not present, (ii) preside at executive sessions of the independent directors, (iii) facilitate communication between the independent directors and the Chairman or the Board as a whole, (iv) call meetings of the nonmanagement or independent directors in executive session, (v) participate in approving meeting agendas, schedules and materials for the Board and (vi) perform other functions described in the Corporate Governance Guidelines or as determined by the Board from time to time.

The Board believes that its current leadership structure, which provides for an independent nonemployee Chairman, or an independent Lead Director if the Chairman is not independent, is appropriate and effective in light of HEI's current operations, strategic plans and overall corporate governance structure. Several reasons support this conclusion. First, the Board believes that having an independent Chairman or Lead Director has been important in establishing a tone at the top for both the Board and the Company that encourages constructive expression of views that may differ from those of senior management. Second, the Board believes that the presence of an independent Chairman or Lead Director, particularly at this time of increased government and investor scrutiny of public and financial company boards, demonstrates to the Company's regulators and shareholders that the Board is committed to serving the best interests of the Company and its shareholders and not the best interests of management. Third, the Board recognizes that HEI has an uncommon corporate governance structure in that the boards of its two primary operating subsidiaries are also composed mostly of nonemployee directors and that the HEI Chairman plays an important leadership role at these subsidiary boards. For instance, in addition to chairing executive sessions of the nonemployee directors and attending meetings of the committees of these subsidiary boards, the Chairman leads each subsidiary board in conducting its annual performance self-evaluation and facilitates communications between each of these boards and management of the respective subsidiary company as well as among members of each subsidiary board.

**What is the Board's role in risk oversight?**

HEI is a holding company that operates principally through its operating electric public utility and bank subsidiaries. At the holding company and subsidiary levels, the Company faces a variety of risks, including operational risks, regulatory and legal compliance risks, credit and interest rate risks, competitive risks, liquidity risks and strategic and reputational risks. Developing and implementing strategies to manage these risks is the responsibility of management, and that responsibility is carried out by assignments of responsibility to various officers and other employees of the Company under the direction of HEI's Chief Financial Officer, who also serves as HEI's chief risk officer. The role of the Board is to oversee the management of these risks.

The Board's specific risk oversight functions are as follows:

The Board has approved a consolidated enterprise risk management (ERM) system recommended by management. The system is designed to identify and assess risks across the HEI enterprise so that information regarding the Company's risks can be reported to the Board, along with proposed strategies for mitigating these risks. The structure of the ERM system is decentralized, with separate chief risk officers at each of Hawaiian Electric Company and American Savings Bank. The chief risk officer of Hawaiian Electric Company is also responsible for identifying, assessing and reporting risks at HEI's other electric utility subsidiaries that operate on the neighbor islands of Hawaii, Maui, Molokai and Lanai. Each subsidiary chief risk officer reports directly to the respective subsidiary President and functionally to HEI's chief risk officer, who reviews such risks on a consolidated basis. The Board believes that this decentralized risk management structure is appropriate and effective for the Company's diverse operations and holding company structure, because it allows for industry-specific risk identification and management at the subsidiary levels while also ensuring an integrated and consolidated view of risk at the holding company level by HEI's chief risk officer. In connection with approving this ERM system, the Board reviewed a catalog of risks and management's assessment of those risks reported by HEI's chief risk officer. As part of the Board's ongoing risk oversight, HEI's chief risk officer is responsible for providing regular reports to the Board and Audit Committee on the status of those risks, any changes to the risk catalog or management's assessment of those risks, and any other risk management matters that the Board may request from time to time. The Board and Audit

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Committee also receive reports from HEI's internal auditor evaluating the effectiveness of management's implementation of the approved ERM system.

The Board has assigned to the Compensation Committee the specific risk oversight responsibility of reviewing whether the Company's compensation policies or practices encourage employees to take risks that are reasonably likely to have a material adverse effect on the Company and of recommending new or revised policies and practices to address any such risks identified. Included in this oversight responsibility is the Compensation Committee's review and evaluation of American Savings Bank's compensation practices for compliance with regulatory guidance on sound incentive compensation plans. The Compensation Committee reports the results of its review and any recommendations to the Board. The results of the Compensation Committee's review are also communicated to the Audit Committee through HEI's chief risk officer. Both the Audit and Compensation Committees are composed entirely of independent directors.

The Board has assigned to the Audit Committee the specific risk oversight responsibilities of (i) reviewing the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, (ii) overseeing HEI's Code of Conduct compliance program and (iii) establishing procedures for direct reporting of potential accounting and auditing issues to the Audit Committee. The Audit Committee reports to the Board each quarter regarding these matters.

The Board has also assigned to the Audit Committee the responsibility of assisting the Board in overseeing the overall risk management strategy of the Company. In order to assist the Board with overall risk oversight, the Audit Committee is specifically required to discuss policies with respect to risk assessment and risk management, including the guidelines and policies governing the process by which risk assessment and risk management are undertaken at the Company, and to report to the Board the committee's discussion and findings so that the entire Board can consider changes in the Company's risk profile.

In addition to overall risk oversight by the HEI Board, the boards of HEI's primary operating subsidiaries, Hawaiian Electric Company and American Savings Bank, are specifically responsible for overseeing risks at their respective companies. The Hawaiian Electric Company Board has assigned responsibility for ongoing oversight of risk management to its Audit Committee and the American Savings Bank Board has assigned such responsibility to its Risk Committee. Under the decentralized ERM structure discussed above, risk management activities at the subsidiary level are reported to these committees and to the subsidiary boards through the subsidiary chief risk officers. The HEI Board and/or Audit Committee may also be invited to participate in risk oversight discussions by these subsidiary boards and/or committees. The information from these subsidiary board and committee sessions are also reported, on at least a quarterly basis, to the HEI Board by the subsidiary chief risk officers (or their representatives), who functionally report to HEI's chief risk officer on risk management matters. These subsidiary boards are composed mostly of nonemployee directors. The subsidiary audit committees are composed entirely of nonemployee directors who meet the independence requirements for audit committee members of companies listed on the New York Stock Exchange.

At least annually, the Board conducts a strategic planning and risk review. As part of this review, the Board reviews fundamental financial and business strategies and assesses the major risks facing the Company and options to mitigate those risks. To facilitate strategic planning through constructive dialogue among management and Board members, members of management who are not directors may be invited to participate in the review. Based on the review, the Board and senior management, including the HEI chief risk officer, identify key issues to be addressed during the course of the next calendar year.

The Board believes that risk oversight is one of the areas in which having an independent Chairman or Lead Director is especially important in order to ensure that views that may differ from those of management are



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expressed. Since the HEI Chairman attends the meetings of the Board, the subsidiary boards and their respective committees, the HEI Chairman is also in a unique position to assist with communications regarding risk oversight and risk management among the Board and its committees, between the subsidiary boards and their respective committees and between directors and management.

**How does the Board select nominees for the Board?**

The Board believes that there are skill sets and qualities and attributes that should be represented on the Board as a whole but do not necessarily need to be possessed by each director. The Nominating and Corporate Governance Committee and the Board, thus, consider the qualifications and attributes of incumbent directors and director candidates not only individually but also in the aggregate with all directors and in light of the current and future needs of HEI and its subsidiaries.

The Nominating and Corporate Governance Committee of the Board assists the Board in identifying and evaluating persons for nomination or re-nomination for Board service. To identify qualified candidates for HEI Board membership, the committee may consider persons who are serving on its subsidiary boards as well as persons suggested by Board members, management and shareholders or may retain a third-party search firm to help identify qualified candidates. The committee's evaluation process does not vary based on whether a candidate is recommended by a shareholder, a Board member or a member of management.

Once a person is identified as a potential director candidate, the committee may review publicly available information to assess whether the candidate should be further considered. If so, a committee member or designated representative for the committee will contact the person. If the person is willing to be considered for nomination, the person is asked to provide additional information regarding his or her background, his or her specific skills, experience and qualifications for Board service, and any direct or indirect relationships with the Company. In addition, one or more interviews may be conducted with committee and Board members and committee members may contact one or more references provided by the candidate or others who would have first-hand knowledge of the candidate's qualifications and attributes.

In evaluating the qualifications and attributes of each potential candidate (including incumbent directors) for nomination or re-nomination, the committee considers:

the candidate's qualifications, consisting of his/her knowledge (including relevant industry knowledge), understanding of the Company's businesses, experience, skills, substantive areas of expertise, financial literacy, innovative thinking, business judgment, achievements and other factors required to be considered under applicable laws, rules or regulations;

the candidate's attributes, comprising independence, personal and professional integrity, character, reputation, ability to represent the interests of all shareholders, time availability in light of other commitments, dedication, absence of conflicts of interest, diversity, appreciation of multiple cultures, commitment to deal responsibly with social issues and other stakeholder concerns and other factors that the committee considers appropriate in the context of the needs of the Board;

familiarity with and respect for corporate governance requirements and practices;

with respect to incumbent directors, the self-evaluation of the individual director, his or her current qualifications and his or her contributions to the Board;

the current composition of the Board and its committees; and

intangible qualities of the candidate including the ability to ask difficult questions and, simultaneously, to work collegially with members of the Board, as well as to work effectively with management.

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The Board considers the recommendations of the Nominating and Corporate Governance Committee and then makes the final decision whether to re-nominate incumbent directors and whether to approve and extend an invitation to a candidate to join the Board upon appointment or election, subject to any approvals required by law, rule or regulation.

**Does the Board consider diversity in identifying nominees for the Board?**

In assisting the Board to identify qualified director candidates, the Nominating and Corporate Governance Committee considers whether the candidate would contribute to the expertise, skills and professional experience, as well as to the diversity of the Board in terms of race, ethnicity, gender, age and cultural background. The Board believes it functions most effectively with members who collectively possess a range of substantive expertise, skills and experience in areas that are relevant to leading HEI in accordance with the Board's fiduciary responsibilities. The Board also believes that having a board composed of members who can collectively contribute a range of perspectives, including perspectives that may arise from a person's gender or ethnicity, improves the quality of the Board's deliberations and decisions because it enables the Board to view issues from a variety of angles and, thus, more thoroughly and completely. As the Company's operations and strategic plans and the Board's composition may evolve over time, the Nominating and Corporate Governance Committee is charged with identifying and assessing the appropriate mix of knowledge areas, qualifications and personal attributes contributed by Board members that will bring the most strategic and decision-making advantages to HEI.

With operations almost exclusively in the state of Hawaii, it is natural and advantageous that our Board be composed largely of members who live and work in the state and have firsthand knowledge of and experience with our customer base and political and regulatory environment. Since a large pool of potential candidates for Board membership come from this state, the Board benefits from the unique racial diversity that exists in Hawaii. If the shareholders vote to elect the three director nominees proposed by the Board for election at the Annual Meeting, the resulting composition of the Board would be as follows: four directors (or 44.4%) who are Caucasian, four directors (or 44.4%) who are Asian American and one director (or 11.1%) who is Caucasian, Asian American and native Hawaiian. Two (or 22.2%) of the nine directors are female.

The Board also recognizes that, due to Hawaii's geographic isolation from the continental United States and the comparatively small number of publicly-traded companies, banks and regulated utilities based in Hawaii, the Board also benefits from having among its members directors who have gained business experience at companies located in other states because those Board members contribute valuable information about experiences they have had working at or serving on the boards of other public companies and companies in similar industries, which also contributes to the breadth of perspectives on the Board.

**How can shareholders communicate with the directors?**

Interested parties, including shareholders, desiring to communicate with the Board, any individual director or the independent directors as a group regarding matters pertaining to the business or operations of HEI may address their correspondence in care of the Corporate Secretary, Hawaiian Electric Industries, Inc., P.O. Box 730, Honolulu, HI 96808-0730. The HEI Corporate Secretary may review, sort and summarize all such correspondence in order to facilitate communications to the Board. In addition, the HEI Corporate Secretary has the authority and discretion to handle any director communication that is an ordinary course of business matter including routine questions, complaints, comments and related communications that can appropriately be handled by management. Directors may at any time request copies of all correspondence addressed to them. The charter of the HEI Audit Committee, which is available for review at [www.hei.com](http://www.hei.com), sets forth procedures for submitting complaints or concerns regarding financial statement disclosures, accounting, internal accounting controls or auditing matters on a confidential, anonymous basis.

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## **Board of Directors**

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### **Who are the independent directors of the Board?**

Under HEI's Corporate Governance Guidelines, a majority of Board members must qualify as independent under the listing standards of the New York Stock Exchange (NYSE) and any additional requirements as determined by the Board from time to time.

For a director to be considered independent under NYSE listing standards, the Board must determine that the director does not have any direct or indirect material relationship with HEI or its subsidiaries apart from his or her service as a director. The NYSE listing standards also specify circumstances under which a director may not be considered independent, such as when the director has been an employee of the Company within the last three fiscal years, if the director has had certain relationships with the Company's external or internal auditor within the last three fiscal years or when the Company has made or received payments for goods or services to entities with which the director or an immediate family member of the director has specified affiliations and the aggregate amount of such payments in any year within the last three fiscal years exceeds the greater of \$1 million or 2% of such entity's consolidated gross revenues for the last fiscal year.

The Board has also adopted Categorical Standards for Director Independence (HEI Categorical Standards), which are available for review on HEI's website at [www.hei.com](http://www.hei.com). The HEI Categorical Standards specify circumstances under which a director may not be considered independent. In addition to the circumstances that would preclude independence under the NYSE listing standards, the HEI Categorical Standards provide that a director is not independent if HEI and its subsidiaries have made charitable contributions to a nonprofit organization for which the director serves as an executive officer and the aggregate amount of such contributions in any single fiscal year of the nonprofit organization within the last three fiscal years exceeds the greater of \$1 million or 2% of such organization's consolidated gross revenues for the last fiscal year.

The Nominating and Corporate Governance Committee and the Board considered the information below, which was provided by the directors and director nominees and/or by HEI or its subsidiaries, concerning relationships between (i) HEI or its subsidiaries and (ii) the director, director nominee, the director's or director nominee's immediate family members or entities with which any of the directors, director nominees or immediate family members have certain affiliations. Based on its consideration of the relationships described below and the recommendations of the Nominating and Corporate Governance Committee, the Board determined that all of the nonemployee directors and director nominees of HEI (Messrs. Fargo, Myers, Russell, Scott, Taketa, Taniguchi and Watanabe and Ms. Fowler) are independent. The remaining director, Ms. Lau, is the only employee director of HEI and therefore is not independent.

With respect to Messrs. Scott, Taketa and Taniguchi, the Board considered amounts paid during the last three fiscal years to purchase electricity from HEI subsidiaries, Hawaiian Electric Company or Hawaii Electric Light Company (the sole public utilities providing electricity to the islands of Oahu and Hawaii, respectively), by entities employing these directors. None of the amounts paid by these entities for electricity (excluding pass-through surcharges for fuel and for Hawaii state revenue taxes) within the last three fiscal years exceeded the thresholds in the NYSE listing standards or HEI Categorical Standards that would automatically result in a director not being independent (i.e., the greater of \$1 million or 2% of such entity's consolidated gross revenues for the last fiscal year). The Board also considered that Hawaiian Electric Company and Hawaii Electric Light Company are the sole source of electric power on the islands of Oahu and Hawaii, respectively, and that the rates charged by these public utilities for electricity are fixed by state regulatory authority. Since purchasers of electricity from Hawaiian Electric Company and Hawaii Electric Light Company have no choice as to supplier and no ability to negotiate rates or other terms, the Board determined that these relationships do not impair the independence of these directors.

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With respect to Messrs. Scott and Taketa, the Board considered the amount of charitable contributions during the last three fiscal years from HEI and its subsidiaries to nonprofit organizations where these directors serve as executive officers. None of the contributions made to such nonprofit organizations within the last three fiscal years exceeded the threshold in the HEI Categorical Standards that would automatically result in a director not being independent (i.e., the greater of \$1 million or 2% of such organization's consolidated gross revenues for the last fiscal year). In determining that these charitable donations did not impair the independence of these directors, the Board also considered the fact that Company policy requires that charitable contributions from HEI or its subsidiaries to entities where an HEI director serves as an executive officer, and where the director has a direct or indirect material interest, and the aggregate amount donated by HEI and its subsidiaries to such organization would exceed \$120,000 in any single fiscal year, be preapproved by the Nominating and Corporate Governance Committee.

With respect to Mr. Taketa, the Board considered modest fees paid during the last three fiscal years to the charitable foundation for which he serves as an executive officer for management of scholarship and nonprofit grant programs and concluded that such fees did not affect Mr. Taketa's independence. None of the fees paid within the last three fiscal years exceeded the threshold in the HEI Categorical Standards that would automatically result in a director not being independent (i.e., the greater of \$1 million or 2% of such organization's consolidated gross revenues for the last fiscal year).

With respect to Messrs. Fargo, Myers, Scott, Taniguchi and Watanabe, the Board considered other director or officer positions held by those directors at entities for which an HEI executive officer serves as a director or trustee and determined that none of these relationships affected the independence of these directors. None of these relationships resulted in a compensation committee interlock or would automatically preclude independence under the NYSE listing standards or HEI Categorical Standards.

**How often did the Board meet in 2012?**

In 2012, there were eight regular meetings and one special meeting of the Board. All directors attended at least 75% of the combined total number of meetings of the Board and Board committees on which they served.

**Does the Board meet in executive session without management present?**

The nonemployee directors meet regularly in executive sessions without management present. In 2012, these sessions were chaired by Mr. Watanabe, who is the Chairman of the Board and an independent nonemployee director. Mr. Watanabe may request from time to time that other nonemployee directors chair the executive sessions.

**Did all directors attend last year's Annual Meeting?**

All of HEI's nine directors attended the 2012 Annual Meeting of Shareholders. HEI encourages all directors to attend each year's Annual Meeting of Shareholders.

**Does the Board evaluate itself?**

The Board conducts annual evaluations to determine whether it and its committees are functioning effectively. As part of the evaluation process, each member of the Audit, Compensation and Nominating and Corporate Governance Committees annually evaluates the performance of each committee on which he or she serves. Each director up for reelection also evaluates his or her own performance. The nonemployee directors also periodically complete peer evaluations of each of the other nonemployee directors. The evaluation process is overseen by the Nominating and Corporate Governance Committee, in consultation with the Chairman.

Table of Contents**Committees of the Board****What committees has the Board established and how often did they meet?**

The Board has four standing committees: Audit, Compensation, Executive and Nominating and Corporate Governance. Members of these committees are appointed annually by the Board, taking into consideration the recommendations of the Nominating and Corporate Governance Committee. The table below shows committee members during 2012 and the number of meetings each committee held in 2012.

Name	Audit	Compensation	Executive	Nominating and Corporate Governance
Thomas B. Fargo		X(1)		X
Peggy Y. Fowler	X			
Constance H. Lau (2)			X	
A. Maurice Myers		X		
Keith P. Russell	X			
James K. Scott				X
Kelvin H. Taketa				X(1)
Barry K. Taniguchi	X(1)		X	
Jeffrey N. Watanabe		X	X(1)	
<b>Number of Meetings in 2012</b>	<b>6</b>	<b>5</b>	<b>0</b>	<b>4</b>

(1) Committee Chairperson.

(2) Ms. Lau is an employee director. All other directors have been determined to be independent. See "Board of Directors Who are the independent directors of the Board?" above.

**What are the primary functions of each of the four committees?**

The primary functions of HEI's standing committees are described below. Each committee operates and acts under written charters that are approved by the Board and available for review on HEI's website at [www.hei.com](http://www.hei.com). Each of the Audit, Compensation and Nominating and Corporate Governance Committees may form subcommittees of its members and delegate authority to its subcommittees.

*Audit Committee*

The Audit Committee is responsible for overseeing (i) HEI's financial reporting processes and internal controls, (ii) the performance of HEI's internal auditor, (iii) risk assessment and risk management policies set by management and (iv) the Corporate Code of Conduct compliance program for HEI and its subsidiaries. In addition, this committee is directly responsible for the appointment, compensation and oversight of the independent registered public accounting firm that audits HEI's consolidated financial statements and maintains procedures for receiving and reviewing confidential reports to the committee of potential accounting and auditing concerns. See "Audit Committee Report" below for additional information about the Audit Committee.

All Audit Committee members are independent and qualified to serve on this committee pursuant to NYSE and SEC requirements and the Audit Committee meets the other applicable requirements of the Securities Exchange Act of 1934. None of the Audit Committee members serve on the audit committees of more than two other public companies.

*Compensation Committee*

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The responsibilities of the Compensation Committee include (i) overseeing the compensation plans and programs for employees, executives and nonemployee directors of HEI and its subsidiaries, including equity and

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incentive plans; (ii) reviewing the extent to which risks that may arise from the Company's compensation policies and practices, if any, may have a material adverse effect on the Company and recommending changes to address any such risks; (iii) evaluating the compliance of American Savings Bank's incentive compensation practices under the principles for sound incentive compensation plans for banking organizations and (iv) assessing the independence of any compensation consultant involved in determining or recommending director or executive compensation. See "Compensation Discussion and Analysis Compensation Process" and "Other Relationships and Related Person Transactions Compensation Committee Interlocks and Insider Participation" below for additional information about the Compensation Committee.

All Compensation Committee members are independent and qualified to serve on this committee pursuant to NYSE requirements and also qualify as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code. All of the members of the Compensation Committee qualify as "nonemployee directors" as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934. A member of the board of directors of each of Hawaiian Electric Company and American Savings Bank attends meetings of the Compensation Committee as a nonvoting representative of such director's subsidiary board.

*Executive Committee*

The Executive Committee may exercise the power and authority of the Board when it appears to its members that action is necessary and a meeting of the full Board is impractical. It may also consider other matters concerning HEI that may arise from time to time between Board meetings. The committee is currently composed of the Chairman of the Board, who chairs the committee, the Audit Committee Chairperson and the HEI President and Chief Executive Officer.

*Nominating and Corporate Governance Committee*

The functions of the Nominating and Corporate Governance Committee include (i) evaluating the background and qualifications of potential nominees for the Board and for the boards of HEI's subsidiaries, (ii) recommending to the Board the director nominees to be submitted to shareholders for election at the next Annual Meeting, (iii) assessing the independence of directors and nominees, (iv) recommending the slate of executive officers to be appointed by the Board and subsidiary boards, (v) advising the Board with respect to matters of Board and committee composition and procedures, (vi) overseeing the annual evaluation of the Board and individual directors, (vii) overseeing talent development and succession planning for senior executive positions and (viii) making recommendations to the Board and the boards of HEI's subsidiaries regarding corporate governance and board succession planning matters. See "Corporate Governance" above for additional information regarding the activities of the Nominating and Corporate Governance Committee.

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## **Director Compensation**

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### **How is director compensation determined?**

The Board believes that a competitive compensation package is necessary to attract and retain individuals with the experience, skills and qualifications needed for the challenging role of serving as a director of a publicly traded company with a unique blend of highly regulated industries. The Board chooses to compensate nonemployee directors using a mix of cash and HEI Common Stock to allow for an appropriate level of compensation for services, including stock awards designed to align the interests of directors with those of HEI shareholders. Only nonemployee directors are compensated for their service as directors. Ms. Lau, who is the only employee director of HEI, does not receive separate or additional compensation for serving as a director. Although Ms. Lau is a member of the HEI Board, neither she nor any other executive officer of the Company participates in the determination of nonemployee director compensation.

The Compensation Committee reviews nonemployee director compensation no less frequently than once every three years and recommends changes to the Board. In 2010, the committee asked its independent

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compensation consultant, Frederic W. Cook & Co. Inc. (Fred Cook & Co.), to conduct an evaluation of HEI's nonemployee director compensation practices. Fred Cook & Co. assessed the structure of HEI's nonemployee director compensation program and its value compared to competitive market practices of financial services and utility peer companies, similar to the assessments used in its executive compensation review, which is described under "Compensation Discussion and Analysis Compensation Elements How does HEI determine the amount for each element?" below. The 2010 analysis took into consideration the duties and scope of responsibilities of directors, especially in light of HEI's unique business and regulatory structure. The Compensation Committee reviewed the analysis in determining its recommendations to the Board concerning the appropriate nonemployee director compensation, including cash retainers, stock awards and meeting fees, and the Board approved the Compensation Committee's recommendations, which were effective on January 1, 2011. Director compensation for 2012 was unchanged from 2011, except for (i) the establishment of fees for service on the American Savings Bank Risk Committee, which began operations in 2012, and (ii) the reduction of fees for service on the American Savings Bank Audit Committee to align with fees for service on the American Savings Bank Risk Committee and Hawaiian Electric Company Audit Committee.

*Retainer.* The following is the 2012 cash retainer schedule for nonemployee directors of HEI, including those who also serve as directors of certain HEI subsidiaries. Cash retainers were paid in quarterly installments. Nonemployee directors of HEI who serve on HEI Board committees received fees for service on such committees in 2012 as indicated below. No separate fees are paid to HEI directors for service on subsidiary company boards, although the subsidiaries pay an allocable portion of the overall fee for an HEI director who serves on the applicable subsidiary board and HEI directors who serve on committees of subsidiary boards received fees in 2012 for such committee service, as shown below.

<b>Position</b>	<b>2012 Retainer</b>
HEI Nonexecutive Chairman of the Board	\$ 250,000
HEI Director	65,000
HEI Audit Committee Chair	15,000
HEI Compensation Committee Chair	15,000
HEI Nominating and Corporate Governance Committee Chair	10,000
HEI Audit Committee Member	6,000
HEI Compensation Committee Member	6,000
HEI Nominating and Corporate Governance Committee Member	4,000
American Savings Bank Audit Committee Chair	10,000
American Savings Bank Audit Committee Member	4,000
Hawaiian Electric Company Audit Committee Chair	10,000
Hawaiian Electric Company Audit Committee Member	4,000
American Savings Bank Risk Committee Chair	10,000
American Savings Bank Risk Committee Member	4,000

*Meeting Fees.* Nonemployee directors of HEI and its subsidiary company boards are also entitled to meeting fees for each committee meeting attended (as member or chair) after the number of meetings specified below.

HEI Audit Committee	\$1,500 per meeting after 6 meetings
American Savings Bank Audit Committee	\$1,000 per meeting after 8 meetings
Hawaiian Electric Company Audit Committee	\$750 per meeting after 8 meetings
HEI Nominating and Corporate Governance Committee	\$1,500 per meeting after 6 meetings
HEI Compensation Committee	\$1,500 per meeting after 6 meetings

*Stock Awards.* On June 29, 2012, each HEI nonemployee director received shares of HEI Common Stock with a value equal to \$75,000 as an annual grant under HEI's 2011 Nonemployee Director Stock Plan (2011 Director Plan), which was approved by HEI shareholders on May 10, 2011, for the purpose of further aligning directors' and shareholders' interests. The number of shares issued to each HEI nonemployee director was



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determined based on the closing sales price of HEI Common Stock on the New York Stock Exchange on June 29, 2012. Stock grants to nonemployee directors under the 2011 Director Plan are made annually on the last business day in June.

**Retirement Benefit.** HEI's Nonemployee Director Retirement Plan, which provided retirement benefits to nonemployee directors, was terminated in 1996. Directors who were retired from their primary occupation at that time continued to be eligible to receive benefits under the plan based on years of active service as a director until the plan's termination in 1996. Mr. Myers is the only current director still eligible to receive benefits under the terminated plan. Upon his retirement from service as a director, Mr. Myers is eligible to receive retirement benefits in an annual total of \$15,000, paid in quarterly installments, for a period equal to the number of years of his active service through December 31, 1996 (6 years). All benefits payable under the plan cease upon the death of the nonemployee director.

**Deferred Compensation.** Nonemployee directors may elect to participate in the HEI Nonemployee Directors' Deferred Compensation Plan, as amended January 1, 2009, which allows any nonemployee director to defer compensation from HEI for service as a director. The plan allows for either lump sum or installment distributions upon the retirement of the director. Upon the death of the director, the balance of the deferred account will be distributed in a lump sum to a designated beneficiary. Nonemployee directors are also eligible to participate in the HEI Deferred Compensation Plan implemented in 2011 (2011 Deferred Compensation Plan) and described under "Compensation Discussion and Analysis Compensation Elements May named executive officers participate in nonqualified deferred compensation plans?" below. In 2012, two HEI directors, Messrs. Myers and Taketa, participated in the 2011 Deferred Compensation Plan.

**Health Benefits.** Directors, at their election and at their cost, may participate in the group employee medical, vision and dental plans generally made available to HEI, Hawaiian Electric Company or American Savings Bank employees. No director currently participates in such plans.

**Director Compensation Table**

The table below shows compensation paid to the HEI nonemployee directors in 2012.

**2012 DIRECTOR COMPENSATION TABLE**

<b>Name</b>	<b>Fees Earned or Paid in Cash</b>	<b>Stock Awards</b>	<b>Change in Pension Value and Nonqualified Deferred Compensation Earnings</b>	<b>Total</b>
	<b>(\$) (2)</b>	<b>(\$) (3)</b>	<b>(\$) (4)</b>	<b>(\$)</b>
Thomas B. Fargo	84,000	75,000		159,000
Peggy Y. Fowler	75,000	75,000		150,000
A. Maurice Myers (5)	75,000	75,000	5,650	155,650
Keith P. Russell	85,000	75,000		160,000
James K. Scott	69,000	75,000		144,000
Kelvin H. Taketa (5)	75,000	75,000		150,000
Barry K. Taniguchi	90,000	75,000		165,000
Jeffrey N. Watanabe, Chairman (1)	321,000	75,000		396,000

(1) Mr. Watanabe's fees were for service as director and Chairman of the HEI Board and as a member of the Compensation Committee. He also served on the HEI Executive Committee and the American Savings Bank Board and Executive Committee. As explained above, HEI directors do not receive additional compensation for service on the boards of HEI's subsidiaries but do receive fees for service on subsidiary committees. His responsibilities are described above under the heading "Corporate Governance What is the Board's leadership structure?"

(2) See detail of cash retainers for Board and committee service below.

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- (3) As discussed above under "Director Compensation How is director compensation determined?", HEI nonemployee directors received shares of HEI Common Stock valued at \$75,000 as the annual grant to HEI directors under the HEI 2011 Nonemployee Director Stock Plan.
- (4) As discussed above under "Director Compensation How is director compensation determined?", pension benefits for Mr. Myers were frozen in 1996, when the HEI Nonemployee Director Retirement Plan was terminated. Accordingly, he does not receive credit for service after 1996 under that Plan. The change in pension value reflects the change in his age and change in actuarial factors, such as discount rate and mortality assumptions.
- (5) In 2012, Messrs. Myers and Taketa each elected to defer 80%, or \$60,000, of their fees under the 2011 Deferred Compensation Plan. Neither director had above-market or preferential earnings on nonqualified deferred compensation in 2012.

The table below shows cash retainers paid to HEI nonemployee directors for board and committee service (including subsidiary committee service) in 2012.

Name	HEI Board Retainer (\$)	HEI Committee Retainer (\$)	HEI Chairman Retainer (\$)	HECO Audit Committee Retainer (\$)	ASB Audit Committee Retainer (\$)	ASB Risk Committee Retainer (\$)	Total (\$)
Thomas B. Fargo	65,000	19,000					84,000
Peggy Y. Fowler	65,000	6,000		4,000			75,000
A. Maurice Myers	65,000	6,000				4,000	75,000
Keith P. Russell	65,000	6,000			4,000	10,000	85,000
James K. Scott	65,000	4,000					69,000
Kelvin H. Taketa	65,000	10,000					75,000
Barry K. Taniguchi	65,000	15,000			10,000		90,000
Jeffrey N. Watanabe, HEI Chairman	65,000	6,000	250,000				321,000

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## **Proposal No. 2: Advisory Vote to Approve HEI's Executive Compensation**

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Consistent with the advisory vote of our shareholders at the 2011 Annual Meeting of Shareholders, the Board determined to hold an advisory vote to approve HEI's executive compensation (commonly referred to as a "say-on-pay" vote) each year until the next shareholder advisory vote on the frequency of say-on-pay votes. Under the Dodd-Frank Act, a company must hold such a frequency vote at least once every six years. HEI will hold its next advisory vote on the frequency of say-on-pay votes no later than 2017.

Like last year, this year's say-on-pay vote gives HEI's shareholders the opportunity to endorse or not endorse the Company's executive compensation program by voting on the following resolution:

**Resolved: that shareholders approve HEI's executive compensation, including its executive compensation policies and practices and the compensation for the named executive officers, as set forth under "Compensation Discussion and Analysis" and "Executive Compensation" in the Proxy Statement for the 2013 Annual Meeting of Shareholders.**

We urge you to read the "Compensation Discussion and Analysis" and "Executive Compensation" portions of this Proxy Statement that follow this proposal. These sections provide detailed information on the Company's executive compensation policies and practices and the compensation of our named executive officers. The Compensation Committee and Board believe that HEI's executive compensation program is properly designed to incentivize performance that creates long-term value for shareholders and to attract, motivate and retain the highly qualified executives necessary to generate and sustain such value.

While the say-on-pay vote is nonbinding, the Compensation Committee and Board consider the vote results when evaluating HEI's executive compensation program. HEI will continue to engage regularly with shareholders concerned with executive compensation or any other legitimate matter. Shareholders wishing to communicate with the Board or management should visit our website at [www.hei.com](http://www.hei.com) and view "Contact Information."

YOUR BOARD AND COMPENSATION COMMITTEE RECOMMEND THAT YOU VOTE "**FOR**" APPROVAL OF THE RESOLUTION APPROVING HEI'S EXECUTIVE COMPENSATION.

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## **Compensation Committee Report**

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The Compensation Committee, which is composed solely of independent directors of the Board, has reviewed and discussed with management the Compensation Discussion and Analysis that follows. Based on such review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into HEI's 2012 Annual Report on Form 10-K.

SUBMITTED BY THE COMPENSATION COMMITTEE OF THE  
HEI BOARD OF DIRECTORS  
Thomas B. Fargo, Chairperson  
A. Maurice Myers  
Jeffrey N. Watanabe



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**Compensation Discussion and Analysis**

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**Executive Summary**

The Compensation Committee and Board believe that our executive compensation program, described in this Compensation Discussion and Analysis, reflects best practices and is structured to encourage participants to build long-term value in the Company for the benefit of our shareholders and all stakeholders.

*Objectives and Compensation Components*

Our executive compensation program is designed to: (i) pay for performance, (ii) align the interests of executives with those of our shareholders, (iii) attract, motivate and retain talented executives who can drive the Company's success and (iv) ensure that the cost of executive compensation is reasonable.

The primary components of executive compensation are base salary, annual incentives (based on achieving performance goals over a one-year period), long-term incentives (contingent on meeting performance goals over rolling three-year periods) and service-based grants of restricted stock units (RSUs) vesting in installments over four years. Other named executive officer benefits include double-trigger change-in-control agreements, eligibility to participate in retirement and nonqualified deferred compensation plans, and limited perquisites.

*Executive Compensation Practices*

The table below highlights our current executive compensation practices both what we do (to drive performance and manage risk) and what we don't do (in order to protect our shareholders' long-term interests):

<b>Our Executive Compensation Practices (What We Do)</b>	<b>See Page</b>
Link pay to performance	27-28
Utilize rigorous performance conditions that encourage long-term value creation	38-44
Balance short- and long-term compensation to promote sustained performance over time	40
Benchmark toward the competitive median in setting compensation levels	36-37
Review tally sheets when making compensation decisions	34
Mitigate risk through a clawback policy, retention requirements and multiple performance metrics	33
Maintain double-trigger change-in-control agreements	46
Require significant stock ownership and retention throughout employment with the Company	33, 64
Prohibit pledging and many transactions in Company stock, including selling short, holding securities in a margin account, or trading in options, warrants, puts, calls or similar instruments	64
<b>Practices We Do Not Employ (What We Don't Do)</b>	<b>See Page</b>
No employment contracts	*
No tax gross ups, except under the Executive Death Benefit Plan frozen in 2009	46
No significant perquisites	46-47
No compensation programs that are reasonably likely to create material risk to the Company	32
No repricing of underwater equity-based grants	*

\* No separate page reference.

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*2012 Program Changes*

The Compensation Committee and Board made the following changes in 2012 to further strengthen our executive compensation program:

Strategic initiatives goals, emphasizing progress on projects related to growth, community affairs, and people and culture, were added to the annual incentive goals for Messrs. Ajello and Richardson, HEI's Executive Vice President, Chief Financial Officer and Treasurer and HEI's Executive Vice President, General Counsel, Secretary and Chief Administrative Officer, respectively, to promote achievement of key milestones related to those initiatives.

Utility Consolidated Plant Additions and Employee Engagement were added to the utility's balanced scorecard of metrics for evaluating annual performance of utility executives. Evaluating the progress in Consolidated Plant Additions during the year incentivizes management to execute the utility's robust plant additions program, which is needed to achieve clean energy goals and maintain reliable service to customers. Considering the Employee Engagement metric emphasizes the importance of the engagement of all employees in achieving utility goals. These new metrics were used in determining the annual incentive payout for Mr. Rosenblum, who is the only named executive officer who is a utility employee.

American Savings Bank's Return on Assets (ROA) metric for long-term incentives was converted to a relative measurement, such that the bank's ROA performance over the three-year performance period is compared against the ROA performance of industry peers. This change applied to Mr. Wacker, who is the only named executive officer who is a bank subsidiary employee.

*2012 Performance Highlights*

In 2012, HEI and its utility and bank subsidiaries continued their record of strong performance. Highlights of our 2012 performance include the following:

In 2012, HEI achieved generally accepted accounting principle (GAAP) earnings of \$139 million, GAAP diluted earnings per share (EPS) of \$1.42 and GAAP return on average common equity (ROACE) of 8.9%. The 2012 GAAP results included a \$24 million after-tax write-down of utility assets pursuant to a regulatory settlement, which settlement had not yet been approved by the Hawaii Public Utilities Commission as of the date of printing of this Proxy Statement. Excluding the write-down of utility assets, 2012 core results<sup>3</sup> were \$163 million in net income, \$1.68 EPS and 10.3% ROACE, exceeding HEI's 2011 core net income, EPS and ROACE, representing among HEI's strongest core results in the past decade and reflecting solid performance in HEI's two operating subsidiaries. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.

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<sup>3</sup> Core results are non-GAAP measures that exclude after-tax write-downs of utility assets of approximately \$24 million in 2012 and approximately \$6 million in 2011.

<sup>4</sup> For compensation purposes and throughout this Proxy Statement, core ROACE (non-GAAP of 10.3% in 2012) is based on core net income divided by average core common equity. In HEI's Form 8-K filed March 4, 2013 containing the 2012 Statistical Supplement and Presentation booklet entitled "Financial Community

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Meetings, March 4-8, 2013," core ROACE (non-GAAP of 10.4% in 2012) was based on core net income divided by average GAAP common equity. This methodology difference did not impact incentive compensation payouts in 2012. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.

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After returning a combined 37% to shareholders in 2010 and 2011, our total shareholder return (TSR) lagged in 2012. Our 3-year and 5-year TSR remained strong and outperformed the S&P 500 Index, Edison Electric Index and KBW Regional Banking Index.

In 2012, Hawaiian Electric Company (HEI's electric utility subsidiary) continued to focus on its critical role in achieving the state's clean energy goals, among the most aggressive in the nation. Hawaiian Electric Company completed the conversion of its utilities on all islands to a decoupled regulatory model, which delinks revenues from the volume of kilowatt-hours sold by the utilities and supports the utilities' efforts to achieve Hawaii's clean energy goals. Hawaiian Electric Company and its subsidiaries also completed additional power purchase agreements for energy produced from solar, wind and waste-to-energy sources and contracts for renewable biofuels to help Hawaii achieve its goal of 40% of electricity sales from renewable sources by 2030. In addition, the utilities achieved operating efficiencies and continued to reinvest earnings in infrastructure to enhance electric grid reliability and support the move to clean energy.

In 2012, American Savings Bank (HEI's bank subsidiary) continued its solid performance in a challenging business environment. The bank recorded profitability metrics that compare favorably to its high performing peers, including \$58.6 million in net income, return on average equity of 11.7%, a 1.18% return on assets, a 3.93% net interest margin and a 59% efficiency ratio for the year, as well as grew its loan portfolio by 2.6%, which is in line with the bank's target range for loan growth. The bank achieved these results while prudently managing risks and maintaining a quality balance sheet, as reflected by its low net charge-off ratio of 0.24%.

Please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for a more detailed description of our 2012 results.

*Pay for Performance*

Pay for performance is a fundamental principle of our approach to executive compensation. The Compensation Committee views performance-based compensation as an essential means of aligning executive effort with the creation of long-term value for shareholders and customers. For this reason, the Compensation Committee designs the executive compensation program such that a significant portion of executives' pay opportunity is performance-based. As illustrated in the following graph, more than half of the 2012 target total direct compensation opportunity for the HEI CEO, and, on average, for the other executive officers named in the Summary Compensation Table set out on page 48 (collectively with the HEI CEO the named executive officers or NEOs) depended on achievement of pre-established performance goals.



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Named executive officer compensation for 2012 reflects alignment with the strong 2012 performance summarized above, as well as with our performance over the three-year period that ended December 31, 2012:

HEI Consolidated Net Income and HEI Return on Average Common Equity (ROACE) were the key 2012 annual incentive metrics for Ms. Lau and Messrs. Ajello and Richardson. Messrs. Ajello and Richardson's annual incentives were also based on strategic initiative goals focused on projects related to growth, community affairs, and people and culture. Performance with respect to HEI Consolidated Net Income and HEI ROACE was at maximum, each as determined based on core (non-GAAP) results. HEI strategic initiative performance was between target and maximum. As a result of these strong outcomes for 2012, the annual incentive plan paid out at 200% of target for Ms. Lau and 193% of target for Messrs. Ajello and Richardson. Mr. Rosenblum, President and CEO of Hawaiian Electric Company (HECO), and Mr. Wacker, President and CEO of American Savings Bank, had 2012 annual incentive metrics that related to utility and bank operations, respectively. Performance in the applicable metrics for Messrs. Rosenblum and Wacker resulted in payouts at 114% of target and 126% of target, respectively. For further detail, please see "What was HEI's 2012 annual incentive plan and were there any payouts?" below.

Long-term incentives comprise a significant portion of each named executive officer's pay opportunity. For the three-year period that ended December 31, 2012, long-term incentives for Ms. Lau and Messrs. Ajello, Richardson and Rosenblum were based on HEI's 3-year Total Shareholder Return (TSR) as compared to that of the Edison Electric Institute and on HEI's 2-year Average Consolidated Net Income. Mr. Rosenblum had an additional metric (HECO Consolidated 2-year ROACE) for this performance period. Despite HEI and HECO's strong 2012 performance, the improvement in HEI 2-year Average Consolidated Net Income and HECO Consolidated 2-year ROACE (each as determined based on core (non-GAAP) results) was slower than originally anticipated and performed below minimum, resulting in no payout for these metrics. Three-year TSR performance was between minimum and target. In accordance with these results, the 2010-2012 long-term incentive payout was 40% of target shares for Ms. Lau and Messrs. Ajello and Richardson and 32% of target shares for Mr. Rosenblum (plus compounded dividend equivalents). Mr. Wacker did not participate in the 2010-2012 long-term incentive plan because he first joined the HEI enterprise in late 2010. For further detail, please see "What was HEI's 2010-2012 long-term incentive plan and were there any payouts?" below.



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*Historical CEO Realizable Pay and Company Performance Relative to Peer Group*

The graph below compares the degree of alignment between the HEI CEO's realizable pay and HEI's total shareholder return (TSR) relative to HEI's compensation peer group over the 2009 to 2011 period. Further detail regarding the companies in HEI's compensation peer group is provided under "Compensation Elements How does HEI determine the amount for each element?" below.

Companies that fall within the shaded range in the following graph are generally viewed as having pay and performance alignment. As shown below, over the 2009 to 2011 period, HEI CEO realizable pay aligned closely with HEI's TSR. We use the three-year period ending in 2011 to maximize the extent to which historical compensation and performance information from other companies with varying fiscal year ends is available for comparison purposes.

\*For all companies in the graph above, realizable pay over the 3-year period consists of: (1) base salary earned over the 3-year period, (2) performance-based cash payments earned over the 3-year period, (3) performance-based equity awards earned over the 3-year period based on actual payouts for completed periods and proxy statement estimated performance for periods not completed as of 12/31/2011, valued using the 2011 fiscal year end closing price, and (4) time-based equity awards granted over the 3-year period, valued using the 2011 fiscal year end closing price. HEI did not award stock options during the 3-year period; however, to the extent a peer company CEO received stock options in the 3-year period, those options are valued based on the difference between the grant price and the 2011 fiscal year end closing price. HEI's 2011 fiscal year end closing price was \$26.48. TSR and realizable pay calculations provided by Pay Governance LLC.

*How does Summary Compensation Table total compensation differ from realizable pay?*

The Securities and Exchange Commission's (SEC) calculation of total compensation, as shown in the 2012 Summary Compensation Table on page 48, includes items that are driven by accounting and actuarial assumptions and which are not necessarily reflective of compensation realizable by the named executive officers. In particular, total compensation in the Summary Compensation Table values equity awards based on their fair value on the date granted. This includes long-term incentive compensation opportunities for which the amount to be received by

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executives depends on future performance results. Additionally, total compensation in the 2012 Summary Compensation Table includes change in pension value, which can fluctuate significantly from year-to-year based on changes in discount rates and other actuarial assumptions. For example, nearly 80% of the amount reported in the change in pension value and nonqualified deferred compensation earnings column of the 2012 Summary Compensation Table for the HEI CEO was due solely to a change in the discount rate, reflecting historic low interest rates and not any change in the benefit to be received after retirement.

Due to the aspects of Summary Compensation Table total compensation described above, we have provided below a graph comparing the HEI CEO's 2012 realizable pay to her total compensation reported in the 2012 Summary Compensation Table. Realizable pay, as used in the graph below, differs substantially from total compensation reported in the 2012 Summary Compensation Table because realizable pay (i) values equity awards based on the value as of the end of the measurement period rather than grant date fair value and (ii) excludes amounts from the change in pension value and nonqualified deferred compensation earnings column of the Summary Compensation Table. For a reconciliation of realizable pay and total compensation as reported in the 2012 Summary Compensation Table, see Exhibit B.

\*In the chart above:

*Realizable Pay* consists of: (1) base salary, (2) annual incentive payouts, (3) restricted stock units awarded, and (4) performance-based equity awards (i) paid for cycles wholly contained within the three-year period shown and (ii) estimated for cycles granted in the three-year period but not yet completed. All equity is valued using the 12/31/12 closing price of \$25.14. Realizable pay calculations provided by Pay Governance LLC.

*Summary Compensation Table Total* consists of all items included in the 2012 Summary Compensation Table on page 48, which are: (1) base salary, (2) annual incentive payouts, (3) restricted stock units awarded based on grant date fair value, (4) performance-based equity award opportunities based on grant date fair value, (5) change in pension value and change in value of executive death benefits, and (6) any perquisites.

For a reconciliation of realizable pay and total compensation as reported in the 2012 Summary Compensation Table, see Exhibit B.

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**Compensation Process**

**Who is responsible for determining our executive compensation?**

The Compensation Committee recommends compensation programs for executives of HEI and its subsidiaries, subject to approval by the Board or applicable subsidiary board. The committee may retain consultants and advisors to advise it in fulfilling its responsibilities. Each year the committee holds lengthy discussions, with and without management present, to consider best pay practices; evaluate recommendations from its consultants, advisors or management; and approve compensation programs.

The Board evaluates the performance of the HEI President and Chief Executive Officer in light of corporate goals and objectives relevant to her compensation. The Compensation Committee, with the assistance of its independent compensation consultant, recommends to the Board a compensation package for HEI's President and Chief Executive Officer based on the Board's evaluation. The independent directors on the Board consider the committee's recommendation and decide whether to approve the compensation package.

**Can the Compensation Committee modify or terminate executive compensation programs?**

The Compensation Committee may amend, suspend or terminate any incentive program or other executive compensation program, or any individual executive's participation in such programs. The committee has discretion to reduce or, except to the extent an award or payout is intended to satisfy the requirements for deductibility under Section 162(m) of the Internal Revenue Code, increase the size of any award or payout. HEI's incentive compensation plans and awards are designed to comply with Section 162(m), although the Compensation Committee reserves the right to award compensation even when not deductible if it is reasonable and appropriate to do so.

In making compensation determinations, the Compensation Committee will consider financial, accounting and tax consequences, if appropriate. For instance, as noted above, the committee takes into account tax deductibility in establishing executive compensation. As another example, the committee may determine that there should not be any incentive payout that would result solely from a new way of accounting for a financial measure.

**Who is the compensation consultant and what is the consultant's role?**

Frederic W. Cook & Co. Inc. (Fred Cook & Co.) is the independent compensation consultant engaged by the Compensation Committee to provide advice and data with respect to executive compensation matters. Fred Cook & Co. reports directly to the Compensation Committee and not to management and assists the committee by (i) reviewing and advising the committee on HEI's executive compensation policies and practices; (ii) evaluating and recommending the appropriate competitive peer groups for benchmarking purposes; and (iii) examining and recommending the compensation components and pay ranges for the named executive officers and other senior executives. A representative of Fred Cook & Co. generally attends meetings of the Compensation Committee, participates in committee executive sessions, and communicates directly with the committee. The Compensation Committee assessed the independence of Fred Cook & Co. pursuant to SEC rules and concluded that the work of Fred Cook & Co. has not raised any conflict of interest.

In late 2011, Fred Cook & Co. conducted a review of the compensation peer groups for HEI, Hawaiian Electric Company and American Savings Bank and a comparison of their executive compensation against executive compensation for such peer companies and against market survey data. After extensive deliberations in committee meetings held over the course of three months, and after receipt of the report from Fred Cook & Co., in February 2012 the committee reached its determinations with respect to 2012 compensation for the named executive officers. The results of Fred Cook & Co.'s review and the determinations made by the committee are discussed below.

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**What is the role of executive officers in determining executive officer compensation?**

In 2012 and with the permission of the Compensation Committee, HEI executive officers discussed with Fred Cook & Co. the compensation philosophy of the Company, peer group evaluation methodology, and the Company's metrics for executive incentives. Human resources and finance personnel provided data in response to requests from the Compensation Committee and Fred Cook & Co.

Although HEI's President and Chief Executive Officer is a member of the Board, she did not participate in any Board decisions impacting her own compensation. However, she did review the performance of the other named executive officers and made recommendations with respect to their compensation to the Compensation Committee. In addition, she participated in the deliberations of the Board in acting on the recommendations of the Compensation Committee with respect to the compensation of the other named executive officers.

**Are "say-on-pay" vote results considered in determining executive compensation matters?**

The Compensation Committee and Board reviewed and discussed the results of the advisory shareholder vote on executive compensation (commonly referred to as "say-on-pay") from the 2012 Annual Meeting of Shareholders. The overwhelming majority of votes cast were in favor of the resolution approving HEI's executive compensation. Taking into account the level of support received from our shareholders, and the Compensation Committee's view of the effectiveness of HEI's executive compensation program, the Compensation Committee recommended refinements, but not major changes, to HEI's executive compensation program. On an ongoing basis, the Compensation Committee, working with its independent compensation consultant, reviews best practices and evaluates HEI's executive compensation programs to ensure such programs are structured to promote shareholder interests.

**How do HEI's compensation policies and practices relate to HEI's risk management?**

HEI's Enterprise Risk Management function is principally responsible for identifying and monitoring risk at the holding company and its principal operating subsidiaries, and for reporting high risk areas to the Board and designated Board committees. As a result, all HEI directors, including those who serve on the Compensation Committee, are apprised of risks that could have a material adverse effect on HEI. The Compensation Committee assessed and considered potential risks when establishing HEI's compensation policies and practices and the executive compensation program described in this Compensation Discussion and Analysis. The Enterprise Risk Management function conducts an annual risk review of HEI's executive compensation program, and findings from this review are considered by the Compensation Committee in designing the next year's executive compensation program. The Compensation Committee informed the Board that it had completed the annual compensation risk review and that such review shows that the executive compensation program does not encourage unnecessary or excessive risk-taking.

HEI's compensation policies and practices are designed to encourage executives to build value for shareholders, while considering its key stakeholders (including customers and employees), and to discourage decisions that introduce risks that may have a material adverse effect on HEI. Because the executive officers are in a position to directly influence HEI's performance, more than half of their pay opportunity is "at risk" and tied directly to HEI performance – namely, awards under the annual incentive plan and long-term incentive plan. In addition, annual equity grants to executive officers in the form of restricted stock units ensure that executives share in both the upside potential and downside risk of any shareholder.

In structuring incentive compensation plans and setting metrics and goals for awards under those plans, the Compensation Committee incorporates the following elements and practices to promote prudent decision-making without encouraging employees to take unnecessary or excessive risks:

Financial performance objectives for the annual cash incentive program are linked to approved budget guidelines, and nonfinancial measures (such as customer satisfaction, safety, employee engagement and clean energy initiatives) are aligned with the interests of all of HEI's stakeholders.

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Financial and nonfinancial performance measures for annual cash incentive programs are aligned for named executive officers, other officers and nonexecutive employees.

An executive compensation recovery policy permits clawback/recoupment of performance-based compensation paid to executives found personally responsible for fraud, gross negligence or intentional misconduct that causes a restatement of HEI's financial statements.

Financial opportunities under long-term incentive programs are greater than financial opportunities under annual incentive programs, thereby encouraging sustained attention to long-term value growth and discouraging excessive short-term risk-taking.

Share ownership and retention guidelines requiring named executive officers to hold significant amounts of HEI Common Stock promote a shared interest in HEI's long-term performance.

Payouts under the long-term incentive plan are 100% equity based, so executives share in the same upside potential and downside risk as all shareholders.

Payouts under performance-based plans are generally pro-rata once performance is above minimum thresholds, rather than "all-or-nothing."

Annual grants of long-term equity-based incentives vest over a period of years to encourage executives to focus on sustaining HEI's long-term performance.

Performance-based plans use a variety of financial and nonfinancial performance metrics (e.g., net income, return on average common equity, total shareholder return, achievement of clean energy initiatives, safety, customer satisfaction and employee engagement, among others) that correlate with long-term creation of shareholder value and are impacted by management decisions.

The goal-setting process is variable and nonformulaic and considers prior performance, market conditions and peer group measures relative to future expected performance to assess the reasonableness of the goals.

The Compensation Committee and Board exercise discretion in establishing performance metrics and goals, in determining whether the goals have been achieved and in administering performance-based and equity awards.

The Compensation Committee and Board continuously monitor HEI's progress toward its goals in juxtaposition to risks faced by the enterprise, including through management presentations at quarterly meetings and through periodic written reports from management.

## **Compensation Philosophy**

### **What is HEI's philosophy regarding its executive compensation programs?**

HEI's overall philosophy is to have compensation plans that enhance long-term value for all stakeholders, including shareholders, customers and employees. The specific goals that satisfy this objective are:

To attract and retain talented executives;

To motivate that talent through rewards aligned to the creation of sustainable value; and

To satisfy these attraction and alignment goals at a reasonable cost.



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**How are the programs designed and what are they designed to reward?**

The compensation programs' objectives of attracting and retaining executives, alignment of executive interests with value creation and maintaining reasonable cost are designed to be mutually distinct and collectively complete.

Target total direct compensation is established at approximately the competitive market median of the relevant peer group to promote executive recruitment, retention and motivation, while at a reasonable cost.

Compensation elements are designed to incent individual and group performance toward achieving the Company's strategic goals.

Compensation components are balanced between cash and equity to ensure an appropriate level of alignment of executives' compensation with shareholders' interests.

Multiple metrics are used to focus executives on long-term value creation and risk management, with Company performance measured against its peers.

In making executive compensation decisions, the Compensation Committee reviews tally sheets and considers how changes in one element impact other compensation elements as well as the overall pay mix for each executive.

**Compensation Elements**

**What is each element of executive compensation and how does it fulfill HEI's compensation objectives?**

The following chart summarizes the components of HEI's executive compensation program and the connection of each component to HEI's executive compensation objectives. Each compensation element is described in further detail in the pages that follow and in the charts and notes in the "Executive Compensation" section of this Proxy Statement.

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Element	Description	Objectives
<b>CURRENT YEAR PERFORMANCE</b>		
Base Salary	Fixed level of cash compensation targeted to peer group median (but may vary based on performance, experience, responsibilities and other factors).	Attract and retain talented executives by providing market-competitive base salary.
Annual Incentive	Cash award based on achievement of Company goals during the year.	Motivate executives and pay for performance in financial and nonfinancial metrics designed, over time, to build shareholder value.
	Awards are at risk because they depend on achievement of pre-set performance goals. Poor performance yields no incentive payment.	Attract and retain talented leaders by providing competitive annual cash opportunity.
	Combined with base salary, target annual incentive provides a market-competitive total annual cash opportunity.	Balance compensation cost and return by paying awards based on performance.
<b>LONG-TERM COMPENSATION</b>		
Long-term Performance-based Awards	Long-term incentive award opportunity based on meeting performance objectives over rolling three-year periods.	Motivate executives and pay for performance that creates long-term value for shareholders and considers other key stakeholders.
	Awards are at risk because they depend on achievement of pre-set performance goals. Poor performance yields no incentive payment.	Align executive interests with those of shareholders by focusing on long-term growth and by paying awards in the form of equity.
	Target opportunity is based on peer group median.	Attract and retain talented leaders by setting target level to be competitive with peer median.
	Awards are payable 100% in shares of HEI stock.	Balance compensation cost and return by paying awards based on performance.
Annual Stock-based Grant	Annual equity grants in the form of restricted stock units.	Align executive and shareholder interests by ensuring executives have a significant personal stake in long-term growth of the Company.
	Amount of annual grant is a percentage of base salary at market-competitive levels.	Motivate high business performance.
	Awards vest in annual installments over 4 years.	Retain talented leaders through multi-year vesting.
<b>RETIREMENT, PENSION &amp; SAVINGS</b>		
HEI Retirement Plans	HEI and Hawaiian Electric Company executives participate in the defined benefit pension plans under the same terms and conditions as all HEI employees.	Attract and retain talented leaders by providing retirement income and enhancing long-term employee well-being.
	The HEI Excess Pay Plan enables HEI and Hawaiian Electric Company executives to earn retirement benefits correlated to salary compensation in excess of limits applicable to tax-qualified defined benefit pension plans.	

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HEI and American Savings Bank 401(k) Plans	401(k) plans providing retirement savings opportunity for all HEI, Hawaiian Electric Company and American Savings Bank employees.	Attract and retain talented leaders by providing retirement income and enhancing long-term employee well-being.
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HEI and American Savings Bank Deferred Compensation Plans	Enable HEI, Hawaiian Electric Company and American Savings Bank executives to defer portions of cash compensation, with certain limitations. The plan applicable to American Savings Bank executives allows employer matching contributions on certain contributions and allows profit sharing contributions.	Attract and retain talented leaders by providing an additional method of saving for retirement and enhancing long-term employee well-being.
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### OTHER BENEFITS

Double Trigger Change-in-control Agreements	Double-trigger agreements, with 2 to 3 times payment multiples. (Double-trigger = change in control followed by qualifying loss of employment.)	Attract and retain qualified leaders capable of a high level of performance.
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Encourage focused attention of executives in the change-in-control context.

HEI Executive Death Benefit Plan	Form of insurance that provides benefits to executive's beneficiaries in event of executive's death; frozen to include only those participants who were employees as of September 2009.	Provide peace of mind to enhance long-term employee well-being.
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Table of Contents**How does HEI determine the amount for each element?***Competitive Market Comparisons*

The Compensation Committee considers competitive market compensation as a reference in determining appropriate pay levels and mix of pay components. The Compensation Committee benchmarks the elements of named executive officer compensation toward the median of the competitive market, while allowing individual differences based on an executive's importance to the organization, performance, length of time in the position, execution of strategy, competitive options and retention and succession considerations. Competitive market data used in setting 2012 executive compensation consisted of information from public company proxy statements for peer group companies and compensation survey data provided to Fred Cook & Co. by Towers Watson.

Peer companies are recommended by Fred Cook & Co. and reviewed and approved by the Compensation Committee. Peer companies are, in the aggregate, similar in size, provide similar products and services and are sources for talented employees. Peer companies for HEI and its subsidiaries reflect HEI's diverse businesses. HEI is a Hawaii-based holding company with a unique blend of two regulated operating subsidiaries, a bank and electric utilities. HEI supplies power to 95% of Hawaii's population through Hawaiian Electric Company and its subsidiaries, Hawaii Electric Light Company and Maui Electric Company, and provides a range of financial services through American Savings Bank, one of the state's largest financial institutions based on asset size.

In late 2011, Fred Cook & Co. conducted a peer group selection and compensation comparison in which separate peer groups applied to HEI, Hawaiian Electric Company and American Savings Bank for purposes of setting 2012 compensation. Taking into account Fred Cook & Co.'s peer analysis, the HEI Compensation Committee largely maintained the peer groups used for the prior year's compensation decisions, with modest changes for 2012 with respect to companies that had undergone an acquisition or merger since the prior year.

*HEI.* HEI's peers were selected from among utilities in a similar size range with primarily regulated operations and less than 80% regulated assets. The 2012 peer group consisted of 22 publicly-traded utilities with annual revenue generally between one-third and two-times that of HEI. Following is HEI's 2012 peer group:

Alliant Energy	IDACORP	OGE Energy	TECO Energy
Avista	Integrus Energy	Pepco Holdings	UniSource Energy
Black Hills	NiSource	Pinnacle West Capital	Vectren
Cleco	NorthWestern	PNM Resources	Westar Energy
DPL	NSTAR	Portland General Electric	
Great Plains Energy	NV Energy	SCANA	

*Hawaiian Electric Company.* Hawaiian Electric Company's peers were chosen from among utilities in a similar size range with primarily regulated operations. The 2012 peer group included 16 public utilities with annual revenue generally between one-third and 1.5 times that of Hawaiian Electric Company. Following is Hawaiian Electric Company's 2012 peer group:

Alliant Energy	Great Plains Energy	OGE Energy	TECO Energy
Avista	IDACORP	Pinnacle West Capital	UniSource Energy
Black Hills	NorthWestern	PNM Resources	Vectren
DPL	NV Energy	Portland General Electric	Westar Energy

*American Savings Bank.* American Savings Bank's peers were selected from among high-performing regional banks and thrifts. The 2012 peer group included 21 regional banks and thrifts with total assets generally

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between one-half and two-times that of American Savings Bank. Following is American Savings Bank's 2012 peer group:

1 <sup>st</sup> Source	CVB Financial	Independent Bank
BancFirst	Dime Community Bancshares	NBT Bancorp
Bank of Hawaii	First Financial	Park National
Bank of the Ozarks	Flushing Financial	Prosperity Bancshares
Central Pacific Financial	Glacier Bancorp	Republic Bancorp
City Holding Company	Great Southern Bancorp	United Bankshares
Community Bank System	IBERIABANK	Westamerica Bancorporation

Competitive market data available in late 2011 was used to establish the 2012 total direct compensation opportunity (comprised of base salary, target annual incentive, target long-term incentive and restricted stock unit grants). The competitive market comparison revealed that the 2012 total direct compensation opportunity for all HEI named executive officers was established approximately at the median of the applicable peer group, except for Mr. Ajello, whose 2012 total direct compensation opportunity was set between median and 70% due to his significant expertise in and value to the Company with respect to finance and strategy and to promote retention.

### *Other Considerations*

In addition to competitive market comparisons, the Compensation Committee considers other factors to determine compensation levels, including internal equity among the named executive officers, individual and Company performance, experience and other matters. The Compensation Committee believes that the comparative compensation among the named executive officers is fair considering job scope, experience, value to the organization and duties relative to the other named executive officers, and that the total compensation for the named executive officers is appropriate given the needs of the Company, the experience, responsibilities, competencies and performance of the executive team and market comparisons.

### **What are the base salaries of the named executive officers?**

Base salaries for our named executive officers are targeted to the median of the competitive market (with individual differences above or below the median in light of considerations discussed above under "How does HEI determine the amount for each element?") in order to provide a base level of compensation for the year and to attract and retain the talent needed to create shareholder value.

In February 2012, the Board evaluated Ms. Lau's performance for the prior year. Taking such evaluation into consideration, the Compensation Committee recommended to the Board, with Ms. Lau's full support, that her salary remain the same as 2011 but that her long-term incentive opportunity be increased as described under "What is HEI's 2012-2014 long-term incentive plan?" below. Also in February 2012, Ms. Lau recommended to the Compensation Committee base salary increases for Messrs. Ajello, Richardson, Rosenblum and Wacker. After considering these recommendations, the Board approved the base salary adjustments below for Messrs. Richardson, Rosenblum and Wacker, effective January 2012.

Name	% Base Salary Increase	\$ Base Salary Increase	Annualized Base Salary
Constance H. Lau			\$ 815,000
James A. Ajello	2.0%	\$ 10,000	\$ 510,000
Chester A. Richardson	3.8%	\$ 14,200	\$ 385,000
Richard M. Rosenblum	0.5%	\$ 3,000	\$ 605,000
Richard F. Wacker	5.5%	\$ 30,000	\$ 580,000

The foregoing base salary increases were consistent with both industry practice and the state of the economy.

Table of Contents**What was HEI's 2012 annual incentive plan and were there any payouts?**

HEI named executive officers have the opportunity to earn an annual cash incentive award based on the achievement of performance goals during the year. Goals under HEI's annual incentive plan, known as the Executive Incentive Compensation Plan (EICP), are designed to (i) focus executives on building fundamental earnings in a controlled risk manner to support the continued payment of the HEI dividend, (ii) promote nonfinancial goals important to HEI's stakeholders and (iii) motivate executives and encourage their commitment to HEI's success. Award ranges are determined in comparison to competitive peers to assist in attracting and retaining high-caliber executives.

*Award ranges.* Below are the 2012 EICP named executive officer award ranges established by the Compensation Committee in February 2012, shown as a percentage of 2012 base salary.

Name	Minimum Threshold	Target	Maximum
Constance H. Lau	45%	90%	180%
James A. Ajello	30%	60%	120%
Chester A. Richardson	27.5%	55%	110%
Richard M. Rosenblum	35%	70%	140%
Richard F. Wacker	40%	80%	160%

*Metrics, goals and results.* In February 2012, the Compensation Committee and Board established the performance metrics, weightings, minimum thresholds, target and maximum goals shown in the chart below for the 2012 EICP. The executives listed together in the chart below shared the same goals. The results shown in the table represent the level of achievement in each 2012 EICP performance metric.

The 2012 EICP metrics were chosen because improvement in those metrics correlates with strengthened financial condition, progress that benefits our stakeholders, including customers and employees, and, over time, growth in shareholder value. The minimum threshold, target and maximum performance levels were established taking into account the performance challenges posed by changing regulatory environments. Unless otherwise specified, references in this Proxy Statement to Utility goals means consolidated goals of the utilities, which include Hawaiian Electric Company and its subsidiaries, Maui Electric Company and Hawaii Electric Light Company. HEI's goals of return on average common equity and net income are determined on a consolidated basis, and are thus impacted by the results from both American Savings Bank and Hawaiian Electric Company.

In determining the level of performance achieved for purposes of the 2012 EICP, in February 2013 the Compensation Committee excluded from the HEI Net Income, HEI Return on Average Common Equity and Utility Net Income results the impact of an after-tax write-down of utility assets of approximately \$24 million pursuant to a regulatory settlement, which settlement had not yet been approved by the Hawaii Public Utilities Commission as of the date of printing of this Proxy Statement. In reaching its decision to approve this exclusion for purposes of the 2012 EICP, the Compensation Committee considered that (i) the write-down was in the long-term best interests of the Company, its shareholders and utility customers and that executives should be encouraged to take actions that are in the best interests of the Company and its stakeholders, (ii) on a core (non-GAAP) basis, in 2012 HEI and Hawaiian Electric Company achieved among their strongest financial performance in the past decade and (iii) that including the impact of the write-down for purposes of determining the level of performance achieved would have frustrated the intent of the goals established at the beginning of the performance period. The after-tax write-down of utility assets is described further under "Subsequent Event" in Note 3 of our financial statements included in our Annual Report on Form 10-K.

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Metric and Weighting (%)	Minimum Threshold	Target	Maximum	Result
<b>Constance H. Lau</b>				
HEI Net Income (1) (50%)	\$134 million	\$150 million	\$161 million	\$163 million <i>Core (non-GAAP) result</i>
HEI Return on Average Common Equity (2) (50%)	8.4%	9.4%	10.1%	10.3% <i>Core (non-GAAP) result</i>
<b>James A. Ajello, Chester A. Richardson</b>				
HEI Net Income (1) (50%)	\$134 million	\$150 million	\$161 million	\$163 million <i>Core (non-GAAP) result</i>
HEI Return on Average Common Equity (2) (35%)	8.4%	9.4%	10.1%	10.3% <i>Core (non-GAAP) result</i>
HEI Strategic Initiatives (3) (15%)	Meet minimum milestones	Meet target milestones	Meet maximum milestones	Met milestones between target and maximum
<b>Richard M. Rosenblum</b>				
Utility Net Income (1) (40%)	\$102 million	\$112 million	\$122 million	\$124 million <i>Core (non-GAAP) result</i>
Utility Operations & Maintenance Expense Management (4) (10%)	\$412 million	\$396 million	\$380 million	\$389 million
Utility Plant Additions (5) (10%)	\$280 million	\$312 million	\$329 million	\$340 million
Utility Safety (6) (10%)	1.85	1.53	1.21	2.15
Hawaii Clean Energy Initiative (7) (10%)	Meet minimum milestones	Meet target milestones	Meet maximum milestones	Did not meet minimum milestones
Utility Customer Satisfaction (8) (10%)	50 <sup>th</sup> percentile	55 <sup>th</sup> percentile	60 <sup>th</sup> percentile	5 <sup>th</sup> percentile
Utility Employee Engagement (9) (10%)	67.8%	Utility industry average	Utility industry average + 5%	66.9%
<b>Richard F. Wacker</b>				
Bank Return on Assets (10) (40%)	1.05%	1.15%	1.25%	1.21%
Bank Net Income (1) (60%)	\$51.6 million	\$57.3 million	\$63.0 million	\$58.6 million

- (1) Net Income is a basic financial measure of earnings for the year. The HEI and Utility Net Income results were based on core (non-GAAP) earnings, which differ from what is reported under GAAP because they exclude the impact of an after-tax write-down of utility assets of approximately \$24 million in 2012. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A. Bank Net Income was equal to American Savings Bank's 2012 GAAP net income.
- (2) The HEI Return on Average Common Equity result was calculated by dividing HEI core (non-GAAP) net income by HEI core (non-GAAP) average common equity as measured from the beginning to the end of the performance period. HEI core (non-GAAP) net income and HEI core (non-GAAP) average common equity differ from what is reported under GAAP because they reflect the exclusion described in note 1. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.
- (3) The HEI Strategic Initiatives metric focused HEI executives on projects relating to growth, community affairs and people and culture. HEI achieved between target and maximum for this metric by meeting or exceeding milestones established at the beginning of the year for each of growth, community affairs and people and culture.
- (4) Utility Operations and Maintenance Expense Management encourages utility executives to seek better ways to perform operations and maintenance projects. Demand-side management expenses were not considered for purposes of this metric.
- (5) Utility Plant Additions incentivizes management to execute the utility's robust plant additions program, which is needed to achieve clean energy goals and maintain reliable service to customers. Utility Plant Additions represents budgeted plant additions to the utility rate base, net of in-kind contributions in aid of construction.
- (6) Utility Safety is measured by Total Cases Incident Rate (TCIR), which is a standard measure of employee safety. TCIR is equal to the total number of Occupational Safety and Health Administration recordable cases as of December 31, 2012 x 200,000 productive hours divided by the total number of productive hours for the year, with the lower the TCIR the better.

(7)

The Hawaii Clean Energy Initiative (HCEI) metric focuses executives on projects to obtain renewable energy from wind, photovoltaics, biomass, geothermal, ocean and other sources to help the utilities meet their commitments under the HCEI, an



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agreement between the state of Hawaii and the utilities to reduce the state's dependence on fossil fuels by increasing the development and use of renewable energy.

- (8) Utility Customer Satisfaction is based on customer surveys conducted by a third party vendor and compares utility performance to the national utility industry. This metric is an indicator of how satisfied customers are with the utilities' service, reliability and pricing relative to other utilities.
- (9) Utility Employee Engagement is based on employee engagement surveys conducted by a third party vendor and compares utility employee engagement to that of general industry and to utilities in particular.
- (10) Bank Return on Assets is American Savings Bank's GAAP net income divided by its average total assets for the performance period. Average total assets is calculated by averaging the total assets for each day in the performance period.

As a result of achieving the performance levels indicated in the chart above, in February 2013 the Compensation Committee and Board approved payment of the following 2012 annual incentive awards to the named executive officers:

Name	Payout
Constance H. Lau	\$ 1,467,000
James A. Ajello	\$ 589,050
Chester A. Richardson	\$ 407,619
Richard M. Rosenblum	\$ 484,378
Richard F. Wacker	\$ 584,982

**What was HEI's 2010-2012 long-term incentive plan and were there any payouts?**

HEI named executive officers have the opportunity to earn awards under HEI's long-term incentive plan (LTIP) based on achievement of company performance goals over rolling three-year performance periods. The three-year performance periods foster a long-term perspective and provide balance with the shorter-term focus of the annual incentive program. In addition, the overlapping three-year performance periods encourage sustained high levels of performance because at any one time three separate potential awards are affected by current performance. These incentives also are intended to promote retention due to their long-term nature. The 2010-2012 LTIP awards described below were paid 100% in HEI stock to align executive incentives with shareholder interests.

*Award ranges.* In February 2010, the Compensation Committee established the following award ranges for the named executive officers participating in the 2010-2012 LTIP, shown as a percentage of annual base salary as of January 2010:

Name	Minimum Threshold	Target	Maximum
Constance H. Lau	70%	140%	280%
James A. Ajello	40%	80%	160%
Chester A. Richardson	35%	70%	140%
Richard M. Rosenblum	45%	90%	180%

*Metrics, goals and results.* The table below shows the performance metrics, weightings, minimum thresholds, target and maximum goals and results for the 2010-2012 LTIP. The executives listed together below shared the same goals. Mr. Wacker did not participate in the 2010-2012 LTIP because he joined American Savings Bank in late 2010.

The metrics and goals below were set by the Compensation Committee in 2010 because they were believed to align executive compensation with the creation of long-term shareholder value. The minimum thresholds reflected what the Compensation Committee believed to be minimum performance expectations and the maximum goal provided greater upside potential for performance stretch goals. Each goal was aligned with HEI's or Hawaiian Electric Company's strategic plan and determined by the Compensation Committee to be at a level which, if achieved, would be worthy of the incentive compensation.

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In determining the level of performance achieved for purposes of the 2010-2012 LTIP, for the reasons described above on page 38, in February 2013 the Compensation Committee excluded from the HEI 2-year Average Consolidated Net Income and Utility Return on 2-Year Average Common Equity results the impact of after-tax write-downs of utility assets of approximately \$24 million in 2012 (described above with respect to the 2012 EICP results) and approximately \$6 million in 2011.

Metric and Weighting (%)	Minimum Threshold	Target	Maximum	Result
<b>Constance H. Lau, James A. Ajello, Chester A. Richardson</b>				
HEI Total Shareholder Return (TSR) as percentile of Edison Electric Institute (EEI) Index (1) (50%)	30 <sup>th</sup> percentile	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile	42 <sup>nd</sup> percentile
HEI 2-year Average Consolidated Net Income (2) (50%)	\$172 million	\$191 million	\$210 million	\$154 million <i>Core (non-GAAP) result</i>
<b>Richard M. Rosenblum</b>				
HEI TSR as percentile of EEI Index (1) (40%)	30 <sup>th</sup> percentile	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile	42 <sup>nd</sup> percentile
HEI 2-year Average Consolidated Net Income (2) (30%)	\$172 million	\$191 million	\$210 million	\$154 million <i>Core (non-GAAP) result</i>
Utility Return on 2-year Average Common Equity (3) (30%)	8.5%	9.1%	10.0%	8.1% <i>Core (non-GAAP) result</i>

- (1) TSR is based on the relationship of HEI's total return to that of the Edison Electric Institute (EEI) Index. For LTIP purposes, TSR is the sum of the growth in price per share of HEI Common Stock based on the December month-average share price at the beginning of the performance period to the December month-average share price at the end of the performance period, plus dividends during the period, assuming reinvestment, divided by the beginning December month-average share price. The EEI is an association of U.S. shareholder-owned electric companies that are representative of comparable investment alternatives to HEI. The EEI's members serve 95% of the ultimate customers in the shareholder-owned segment of the industry and represent approximately 70% of the U.S. electric power industry. The 2012 three-year EEI Index consisted of the following:

ALLETE	Edison International	NEXTERA Energy	Public Service Enterprise Group
Alliant Energy	El Paso Electric	NiSource	Scana
Ameren	The Empire District Electric	Northeast Utilities	Sempra Energy
American Electric Power	Entergy	NorthWestern Energy	Southern
Avista	Exelon	NV Energy	TECO Energy
Black Hills	First Energy	OGE Energy	UIL Holdings
Centerpoint Energy	Great Plains Energy	Otter Tail	UniSource Energy
CH Energy Group	Hawaiian Electric Industries	Pepco Holdings	Unitil
CLECO	IDACORP	PG&E	Vectren
CMS Energy	Integrus Energy Group	Pinnacle West Capital	Westar Energy
Consolidated Edison	MDU Resources Group	PNM Resources	Wisconsin Energy
Dominion Resources	MGE Energy	Portland General Electric	Xcel Energy
DTE Energy		PPL	
Duke Energy			

- (2) The HEI 2-year Average Consolidated Net Income result was calculated by averaging HEI's core (non-GAAP) net income for 2011 and 2012. HEI core (non-GAAP) net income for 2011 and 2012 differs from what is reported under GAAP because it excludes after-tax write-downs of utility assets of approximately \$6 million in 2011 and approximately \$24 million in 2012. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.
- (3) The Utility Return on 2-year Average Common Equity result was calculated by dividing the average 2-year Utility core (non-GAAP) consolidated net income for 2011 and 2012 by the Utility core (non-GAAP) average common equity for 2011 and 2012. Utility core (non-GAAP) average common equity is calculated by taking the simple average of the sum of Utility core (non-GAAP) common equity at December 31, 2010, 2011 and 2012. For a reconciliation of the GAAP and non-GAAP results, see Exhibit A.

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Based on achievement of the performance levels indicated in the chart above, in February 2013 the Compensation Committee approved the 2010-2012 LTIP payouts listed below for Ms. Lau and Messrs. Ajello, Richardson and Rosenblum. Dividend equivalent shares compounded during the period and were issued based on the number of shares earned and shown below.

Name	Payout	Dividend Equivalent (DE) Shares	Total (Payout plus DE Shares)
Constance H. Lau	22,814 shares	3,789 shares	26,603 shares
James A. Ajello	7,179 shares	1,192 shares	8,371 shares
Chester A. Richardson	5,158 shares	857 shares	6,015 shares
Richard M. Rosenblum	8,817 shares	1,465 shares	10,282 shares

**What is HEI's 2011-2013 long-term incentive plan?**

HEI's 2011-2013 long-term incentive plan was described in the proxy statement for HEI's 2012 Annual Meeting of Shareholders.

**What is HEI's 2012-2014 long-term incentive plan?**

Awards under the 2012-2014 LTIP will be paid 100% in shares of HEI Common Stock (plus compounded dividend equivalent shares). The potential number of shares at minimum threshold, target and maximum performance levels was determined at the beginning of the performance period based on the participant's salary at the beginning of the performance period and the fair market value of HEI Common Stock on the date the award opportunity was established.

*Award ranges.* In February 2012, the Compensation Committee established the following 2012-2014 LTIP award ranges for the named executive officers, shown as a percentage of annual base salary as of January 2012:

Name	Minimum Threshold	Target	Maximum
Constance H. Lau	75%	150%	300%
James A. Ajello	40%	80%	160%
Chester A. Richardson	35%	70%	140%
Richard M. Rosenblum	45%	90%	180%
Richard F. Wacker	40%	80%	160%

In lieu of a base salary increase for 2012, Ms. Lau received an increase in her long-term incentive award opportunity (from a target of 140% for the 2011-2013 performance period to a target of 150% for the 2012-2014 performance period), in order to tie a greater proportion of her compensation to long-term value creation.

*Metrics and goals.* In February 2012 the Compensation Committee also approved the following 2012-2014 LTIP performance metrics, weightings, minimum thresholds, target and maximum goals. The executives listed together below share the same goals. The minimum threshold, target and maximum performance levels were established taking into account the performance challenges posed by changing regulatory environments.

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Metric and Weighting (%) (1)	Minimum Threshold	Target	Maximum
<b>Constance H. Lau, James A. Ajello, Chester A. Richardson</b>			
HEI Total Shareholder Return (TSR) as percentile of Edison Electric Institute (EEI) Index (2) (50%)	30 <sup>th</sup> percentile	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile
HEI 3-year Average Consolidated Net Income (3) (50%)	\$153 million	\$170 million	\$183 million
<b>Richard M. Rosenblum</b>			
HEI TSR as percentile of EEI Index (2) (40%)	30 <sup>th</sup> percentile	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile
Utility Consolidated Return on Average Common Equity (ROACE) as a percentage of allowed return (4) (30%)	72%	80%	90%
Utility 3-year Average Consolidated Net Income (5) (30%)	\$117 million	\$130 million	\$143 million
<b>Richard F. Wacker</b>			
Bank Return on Assets relative to performance peers (6) (40%)	60 <sup>th</sup> -69 <sup>th</sup> percentile	70 <sup>th</sup> -79 <sup>th</sup> percentile	80 <sup>th</sup> -100 <sup>th</sup> percentile
Bank 3-year Average Net Income (7) (40%)	\$54.9 million	\$59.7 million	\$62.7 million
HEI TSR as percentile of EEI Index (2) (20%)	30 <sup>th</sup> percentile	50 <sup>th</sup> percentile	75 <sup>th</sup> percentile

- (1) Compensation Committee-authorized adjustments of American Savings Bank and Hawaiian Electric Company results will be applied for purposes of calculating HEI metric results.
- (2) TSR is based on the relationship of HEI's total return to that of the EEI Index. For LTIP purposes, TSR is the sum of the growth in price per share of HEI Common Stock based on the December month-average share price at the beginning of the performance period to the December month-average share price at the end of the performance period, plus dividends during the period, assuming reinvestment, divided by the beginning December month-average share price.
- (3) HEI 3-year Average Consolidated Net Income is the average over the performance period of HEI's GAAP net income, adjusted for exclusions allowed by the Compensation Committee for American Savings Bank and Hawaiian Electric Company.
- (4) Utility Consolidated ROACE as a percentage of allowed return is measured as the average consolidated return on average common equity for the 3-year performance period compared to the average consolidated allowed return on common equity as determined by the Hawaii Public Utilities Commission for the 3-year performance period.
- (5) Utility 3-year Average Consolidated Net Income is the average of Hawaiian Electric Company's GAAP consolidated net income over the performance period, adjusted for exclusions allowed by the Compensation Committee.
- (6) Bank Return on Assets relative to performance peers represents how American Savings Bank's Return on Assets compared to the Return on Assets of its performance peer group over the three years of the performance period. The result for the performance period is obtained by (i) comparing American Savings Bank's Return on Assets for each year against the Return on Assets of the performance peer group for each year, resulting in a percentile ranking and (ii) taking the average of American Savings Bank's percentile ranking for the three years. Return on Assets is American Savings Bank's GAAP net income for the year divided by its average total assets for the year, adjusted for exclusions allowed by the Compensation Committee. Average total assets is calculated by averaging the daily total assets for each day of the year.
- The bank performance peer group differs from the bank's compensation peer group discussed under "How does HEI determine the amount for each element?" above. The bank performance peer group consists of all publicly traded banks and thrifts with total assets between \$3.5 billion and \$8 billion, determined for each applicable year as of the beginning of such year. The specific banks and thrifts in the bank performance peer group in one year may differ from the banks and thrifts in the bank performance peer group in the next year, as total assets for a given institution may change from year to year. The banks and thrifts in the bank performance peer group for 2012 are listed in Exhibit C.
- (7) Bank 3-year Average Net Income is the average of American Savings Bank's GAAP net income over the performance period, adjusted for exclusions allowed by the Compensation Committee.

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The Compensation Committee chose the metrics and goals above to encourage long-term achievement of earnings and enhancement of shareholder value. Shareholders, customers and employees all benefit when these goals are met. Achievement of these goals makes HEI, the utility and the bank stronger financially, enabling HEI to raise capital at favorable rates for reinvestment in the operating companies and supporting dividends to shareholders. Total Shareholder Return (TSR) shows the return on stock to an investor. Comparing HEI's TSR to that of the EEI Index reflects the value created for HEI shareholders compared to that created by other investor-owned electric companies. Net income for each of HEI, the utility and the bank is a standard measurement of earnings for the year and supports reinvestment in the utility and the bank as well as continued payment of HEI's dividend to shareholders. Utility Consolidated ROACE as a percentage of allowed return is a measure of the utility's ability to earn net income as a percentage of equity. As Utility Consolidated ROACE increases, it reduces the difference between the ROACE allowed by regulation and the utility's actual ROACE, thus providing more income. Bank return on assets is a widely used performance metric to measure how effectively management uses assets to increase profitability.

From a historical perspective, payouts are not easy to achieve, nor are they guaranteed, under the LTIP. HEI and its utility and bank subsidiaries face significant external challenges in the 2012-2014 performance period. Extraordinary leadership on the part of the named executive officers will be needed to achieve the long-term objectives required for them to earn the incentive payouts. The Compensation Committee believes the LTIP targets are challenging and that all stakeholders will benefit if HEI and its utility and bank subsidiaries are successful in achieving the goals listed above for the 2012-2014 performance period.

**Do named executive officers receive equity-based awards other than through the long-term incentive plan?**

HEI named executive officers are eligible to receive annual equity-based grants in the form of restricted stock units (RSUs) that vest in annual installments over four years. RSUs offer executives the opportunity to receive shares of HEI Common Stock when the restrictions lapse, generally subject to continued employment with the Company. The amount of the annual RSU grant is a percentage of the executive's base salary. These awards are designed to align named executive officers' interests with those of shareholders by exposing executives to the same upside potential and downside risk as our shareholders. Since they take four years to fully vest, these awards focus executives on creating long-term value for shareholders and other stakeholders and encourage retention.

In February 2012, RSUs were granted to all of the named executive officers. The Compensation Committee determined the number of RSUs to be awarded in consultation with its independent compensation consultant and considering peer practices. The RSUs vest and convert to shares of HEI Common Stock (plus compounded dividend equivalent shares) in equal annual installments over a four-year period. The 2012 RSU grants are summarized in the 2012 Grants of Plan-Based Awards table and related notes below.

**What retirement benefits do named executive officers have?**

HEI, Hawaiian Electric Company and American Savings Bank provide retirement benefits to named executive officers to promote financial security in recognition of years of service and to attract and retain high-quality leaders.

HEI and Hawaiian Electric Company employees who joined the Company before May 1, 2011 (including each named executive officer employed by HEI or Hawaiian Electric Company) are eligible to participate in the HEI Retirement Plan, which is a tax-qualified defined benefit pension plan, and to save for retirement on a tax-deferred basis through HEI's 401(k) Plan, which does not provide matching contributions for participants who joined the Company before May 1, 2011. In 2011, revisions were made to reduce the pension benefit under the HEI Retirement Plan and to provide for limited Company matching contributions under the HEI 401(k) Plan, but only for employees hired on or after May 1, 2011. These changes are intended to lower the cost of pension benefits over the long term.

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Additional retirement benefits that cannot be paid from the HEI Retirement Plan due to Internal Revenue Code limits are provided to named executive officers and other executives through the nonqualified HEI Excess Pay Plan. Benefits under the HEI Excess Pay Plan are determined using the same formula as the HEI Retirement Plan, but are not subject to the Internal Revenue Code limits on the amount of annual compensation that can be used for calculating benefits under qualified retirement plans and on the amount of annual benefits that can be paid from qualified retirement plans. This allows those participating in the HEI Excess Pay Plan a total retirement benefit at the same general percentage of final average pay afforded to other employees under the HEI Retirement Plan.

Certain American Savings Bank executives, including its president and CEO (who is a named executive officer), may participate in the American Savings Bank 401(k) Plan, a qualified defined contribution retirement plan that enables eligible employees to save for retirement on a tax-deferred basis. The plan allows eligible American Savings Bank employees to elect to reduce their salary in return for a tax-deferred contribution to their account in the plan. American Savings Bank provides matching contributions to the accounts of eligible employees of American Savings Bank on a dollar-for-dollar basis up to 4% of eligible compensation, subject to the Internal Revenue Code limit on the amount of annual compensation that can be used for calculating benefits under qualified retirement plans. American Savings Bank also provides discretionary, nonelective profit sharing contributions to the accounts of eligible employees.

Retirement benefits are discussed in further detail in the 2012 Pension Benefits table and related notes below.

**May named executive officers participate in nonqualified deferred compensation plans?**

HEI provides named executive officers and other executives the opportunity to participate in plans that allow them to defer compensation and the resulting tax liability.

Executives of HEI and Hawaiian Electric Company and directors of HEI, Hawaiian Electric Company and American Savings Bank may participate in the HEI Deferred Compensation Plan, a nonqualified deferred compensation plan implemented in 2011 that allows deferral of portions of the participants' cash compensation, with certain limitations, and provides investment opportunities that are substantially similar to those available under HEI's 401(k) Plan. There are no matching contributions under this plan. Messrs. Ajello and Richardson participated in the HEI Deferred Compensation Plan in 2012. HEI and Hawaiian Electric Company executives are also eligible to defer payment of annual and long-term incentive awards and the resulting tax liability under a prior nonqualified deferred compensation plan, although no named executive officer participated in that plan in 2012.

The American Savings Bank Select Deferred Compensation Plan is a nonqualified deferred compensation plan that allows a select group of American Savings Bank management to defer up to 100% of current salary, bonus or commissions based upon annual elections made prior to the beginning of each deferral year. Pursuant to a 2009 amendment, the plan provides for employer matching contributions on certain contributions to the plan and profit sharing contributions for plan years beginning January 1, 2010. These matching and profit sharing contributions would be in an amount that would have been made to the named executive officer's American Savings Bank 401(k) Plan account if not for certain tax limits. Ms. Lau participated in the American Savings Bank Select Deferred Compensation Plan during her employment with American Savings Bank.

Deferred compensation benefits are discussed in further detail in the 2012 Nonqualified Deferred Compensation table and related notes below.

**Do named executive officers have executive death benefits?**

The Executive Death Benefit Plan of HEI and Participating Subsidiaries, which provides death benefits to an executive's beneficiaries following the executive's death while employed or after retirement, was closed to new participants effective September 9, 2009. These death benefits would be provided to beneficiaries of executives who

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participated in the plan prior to that date. In addition, the benefits to beneficiaries of participants who were employees as of such date were frozen (i.e., the plan was amended to foreclose any increase in death benefits that would occur due to salary increases after September 9, 2009). Under the Executive Death Benefit Plan contracts with participants in effect before September 9, 2009, the death benefits were grossed up for tax purposes. This treatment was considered appropriate because the executive death benefit is a form of life insurance and traditionally life insurance proceeds have been tax-exempt. Ms. Lau and Messrs. Ajello, Richardson and Rosenblum are covered under the Executive Death Benefit Plan. Mr. Wacker is not covered under the plan because he joined the HEI enterprise after the plan was frozen. Death benefits are discussed in further detail in the 2012 Pension Benefits table and related notes below.

**Do named executive officers have change-in-control agreements?**

The Compensation Committee and Board view change-in-control agreements to be an appropriate tool to recruit executives as an expected part of their compensation package, to encourage the continued attention of key executives to the performance of their duties without distraction in the event of a potential change in control and to assist in retaining key executives. Change-in-control agreements can protect against executive flight during a transaction when key executives might, in the absence of the agreement, leave the Company and accept employment elsewhere. Accordingly, each of the named executive officers has a change-in-control agreement.

All of the change-in-control agreements are double trigger, which means that the executives receive severance payments only if there is both a change in control and they lose their jobs as a result. In determining the amount an executive is eligible to receive in such an event, the Compensation Committee takes into account the executive's expected role in a potential transaction, value to the organization and fairness. The agreements approved by the Compensation Committee provide for a cash lump sum payment of three times base salary plus annual incentive for Ms. Lau and two times base salary plus annual incentive for Messrs. Ajello, Richardson, Rosenblum and Wacker. Annual incentive pay is the greater of the current annual incentive target or the largest actual annual incentive payout during the preceding three fiscal years. Aggregate payments under these agreements are limited to the maximum amount deductible under Section 280G of the Internal Revenue Code and there are no tax gross ups with respect to these agreements. Payment of the severance benefits is conditioned on the Company receiving a release of claims by the executive.

The change-in-control agreements have initial terms of two years and automatically renew for an additional year on each anniversary unless 90 days' notice of nonrenewal is provided by either party, so that the protected period is at least one year upon nonrenewal. The agreements remain in effect for two years following a change in control. The agreements define a change in control as a change in ownership of HEI, a substantial change in the voting power of HEI's securities or a change in the majority of the composition of the Board following consummation of a merger, tender offer or similar transaction. The agreements for Messrs. Rosenblum and Wacker also define a change in control as a change in ownership of Hawaiian Electric Company and American Savings Bank, respectively. Change-in-control benefits are discussed in further detail in the Potential Payments upon Termination or Change in Control section and related notes below.

**What other benefits do named executive officers have?**

HEI provides limited other compensation to the named executive officers because they are commonly provided to business executives in Hawaii, such as club memberships primarily for the purpose of business entertainment, or are necessary to recruit executives, such as relocation expenses or extra weeks of vacation. HEI reimburses executives for reasonable business-related expenses.

HEI has eliminated nearly all tax gross ups. There are no tax gross ups on club membership initiation or membership fees, or in the change-in-control agreements for the named executive officers. As discussed under "Do named executive officers have executive death benefits?", tax gross ups of death benefits have been restricted to the executives who participated in the Executive Death Benefit Plan prior to September 9, 2009 (the date the plan was frozen). As noted in that discussion, such tax gross ups are pursuant to contracts in effect prior to

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September 9, 2009 and were considered appropriate because executive death benefits are a form of life insurance, the proceeds of which have traditionally been tax-exempt.

In 2012, each named executive officer had a Company-paid club membership for the primary purpose of business entertainment expected of executives in their positions. For part of 2012, Ms. Lau had a preferential rate mortgage loan from American Savings Bank, but paid off the remaining balance under that loan in November 2012. American Savings Bank ceased offering such loans to employees and executives in 2009 and no named executive officer currently has a preferential rate mortgage loan from American Savings Bank.

Mr. Ajello received a signing bonus upon being hired in 2009 by HEI, subject to monthly pro-rata reimbursement in the event of a voluntary termination or termination for cause prior to the completion of three years of service. This reimbursement period ended on January 25, 2012. As part of his employment offer, he was also extended a special severance agreement that provided that, in the event his employment was terminated without cause on or before the third anniversary of his date of hire, he would be paid a declining portion of his annual base salary and any target annual incentive compensation amount, depending on length of service. This agreement also expired on January 25, 2012. Such severance agreements are not uncommon when hiring experienced executives, especially from the mainland United States, who may have difficulty finding other employment if their job is terminated within months of their hire and relocation. Since Mr. Ajello's severance arrangement has now expired, there are no separate severance agreements for any named executive officers. The named executive officers are eligible to participate in the same manner as all HEI, Hawaiian Electric Company and American Savings Bank employees in their respective company's standard severance policy based on years of service.

When he joined the company in 2009, Mr. Rosenblum received two years of additional credited service for purposes of calculating his retirement benefits under the HEI Excess Pay Plan. Messrs. Ajello, Richardson and Rosenblum receive four weeks of vacation annually, which is more than an employee with similar length of service would receive. Mr. Wacker receives 28 days of paid time off annually, which is more than employees with similar length of service below the senior vice president level would receive.



Table of Contents**Executive Compensation****Summary Compensation Table**

The following table shows HEI named executive officer total compensation for 2010, 2011 and 2012 as calculated under Securities and Exchange Commission (SEC) rules. Cash compensation earned for the applicable year is reported in the "Salary," "Bonus," and "Nonequity Incentive Plan Compensation" columns. The "Stock Awards" column is comprised of (i) the opportunity to earn shares of Company stock in the future if performance metrics are achieved and (ii) shares that vest over time and may be forfeited in whole or in part if the executive leaves before the applicable vesting period ends. The "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column sets forth the change in value of pension and executive death benefits, which can fluctuate significantly from year-to-year based on changes in discount rates and other actuarial assumptions. For example, nearly 80% of the amount reported in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column for the HEI CEO for 2012 was due to a change in the discount rate, which reflects historic low interest rates and not any change in the benefit to be received after retirement. This year we have added a new column, "Total Without Change in Pension Value," to show how the change in value of pension and executive death benefits impacts total compensation as determined under SEC rules.

**2012 SUMMARY COMPENSATION TABLE**

Name and 2012 Principal Positions	Year	Salary	Bonus	Stock Awards	Nonequity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total Without Change in Pension Value	Total
		(\$)	(\$) (1)	(\$) (2)	(\$) (3)	(\$) (4)	(\$) (5)	(\$) (6)	(\$)
<b>Constance H. Lau</b>	2012	815,000		1,945,033	1,467,000	1,572,661	23,976	4,251,009	5,823,670
HEI President & CEO	2011	815,000		1,951,782	853,222	1,645,834	31,137	3,651,141	5,296,975
American Savings Bank Chair Hawaiian Electric Company Chair	2010	787,267		1,722,253	2,575,164	1,448,910	34,408	5,119,092	6,568,002
<b>James A. Ajello</b>	2012	510,000		700,124	589,050	359,587	25,971	1,825,145	2,184,732
HEI Executive Vice President, CFO and Treasurer	2011	473,750		891,260	313,980	231,273	23,469	1,702,459	1,933,732
	2010	436,333		597,479	203,830	180,636	25,741	1,263,383	1,444,019
<b>Chester A. Richardson</b>	2012	385,000		486,532	407,619	291,888		1,279,151	1,571,039
HEI Executive Vice President, General Counsel, Secretary & Chief Administrative Officer	2011	370,800		499,596	206,564	220,841	16,574	1,093,534	1,314,375
	2010	357,000		447,715	563,568	178,365	16,605	1,384,888	1,563,253
<b>Richard M. Rosenblum</b>	2012	605,000		886,652	484,378	482,246	29,210	2,005,240	2,487,486
Hawaiian Electric Company President & CEO	2011	602,000		873,872	529,013	337,515	25,696	2,030,581	2,368,096
	2010	584,667		786,620	282,037	279,777	26,335	1,679,659	1,959,436
<b>Richard F. Wacker</b>	2012	580,000		596,899	584,982		50,243	1,812,124	1,812,124
American Savings Bank President & CEO	2011	550,000		587,042	577,346		25,000	1,739,388	1,739,388
	2010	68,750	150,020	399,980	103,851			722,601	722,601

(1)

*Bonus.* Represents signing bonus paid in cash that was not awarded under a nonequity incentive plan. Mr. Wacker received a signing bonus when he joined the Company in 2010. Cash incentive compensation awarded under nonequity incentive plans is reported under

"Nonequity Incentive Plan Compensation."

(2)

*Stock Awards.* These amounts represent the aggregate grant date fair value of stock awards granted in the years shown computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (FASB ASC Topic 718). These amounts comprise: (i) the opportunity (based on probable outcome of performance conditions (or target) as of the grant date) to earn shares of HEI Common Stock in the future pursuant to the Long-term Incentive Plan (LTIP) if pre-established performance goals are achieved and (ii) restricted stock units (RSUs) granted in the year shown and vesting in installments over a four-year period. See the 2012 Grants of Plan-Based Awards table below for the portion of the amount in the Stock Awards column above that is composed of 2012 grants of RSUs and performance award opportunities under the 2012-2014 LTIP. Assuming achievement of the highest

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level of performance conditions, the maximum value of the performance awards payable in 2015 under the 2012-2014 LTIP would be: Ms. Lau \$2,667,579; Mr. Ajello \$890,291; Mr. Richardson \$588,077; Mr. Rosenblum \$1,168,312; and Mr. Wacker \$961,796. For a discussion of the assumptions underlying the amounts set out for the RSUs and performance awards, see Note 10 to HEI's Consolidated Financial Statements in HEI's 2012 Form 10-K.

(3) *Nonequity Incentive Plan Compensation.* These amounts represent payouts to named executive officers under the annual incentive plan, called the Executive Incentive Compensation Plan (EICP), earned for the years shown. EICP payouts are made in cash. For 2010 and 2011, the amount in this column also included the cash portion of any payout from the LTIP ending in the applicable year. No portion of the 2010-2012 LTIP payout was in cash (100% of the payout was in HEI Common Stock), and so no LTIP payout is reflected in this column for 2012.

(4) *Change in Pension Value and Nonqualified Deferred Compensation Earnings.* These amounts represent the change in present value of the accrued pension and executive death benefits from beginning of year to end of year for 2010, 2011 and 2012. These amounts are not current payments; pension and executive death benefits are only paid after retirement or death, as applicable. The amounts in this column depend heavily on changes in actuarial assumptions, such as discount rates. For example, for 2012, nearly 80% of the increase in this column for Ms. Lau was solely due a change in the assumed discount rate, which reflects historic low interest rates and not any change in the benefit to be received after retirement. If the discount rate had not changed from 2011 to 2012, Ms. Lau's change in pension value would have been \$338,279. For a further discussion of the applicable plans, see the 2012 Pension Benefits table and related notes below. No named executive officer had above-market or preferential earnings on nonqualified deferred compensation for the periods covered in the table above.

(5) *All Other Compensation.* The following table summarizes the components of "All Other Compensation" with respect to 2012:

Name	Preferential Mortgage Loan Interest (\$ (a))	Other (\$ (b))	Contributions to Defined Contribution Plans (\$ (c))	Total All Other Compensation (\$)
Constance H. Lau	13,735	10,241		23,976
James A. Ajello		25,971		25,971
Chester A. Richardson*				
Richard M. Rosenblum		29,210		29,210
Richard F. Wacker		32,147	18,096	50,243

(a) Ms. Lau received the benefit of a preferential mortgage loan interest rate for part of 2012 and a club membership. The value of the preferential mortgage loan interest benefit shown above is calculated as the difference between the preferential rate and the market rate at the time the loan was originated. Ms. Lau paid off the remaining balance under the preferential rate mortgage in 2012.

(b) Messrs. Ajello and Rosenblum each received a club membership and had two weeks of vacation more than employees with similar length of service would usually receive. Mr. Wacker received club membership dues, a distribution from ASB's profit sharing plan and eight more days of paid time off than non-executive employees with similar length of service would usually receive.

(c) Mr. Wacker received matching contributions to his account in the American Savings Bank 401(k) Plan.

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\*

Mr. Richardson's total value of perquisites and other personal benefits was less than \$10,000 for 2012 and is therefore not included in the table above.

(6)

*Total Compensation Without Change in Pension Value.* This column shows how the change in value of pension and executive death benefits impacts total compensation as determined under SEC rules. The amounts reported in the Total Without Change in Pension Value column differ substantially from the amounts reported in the Total column required by SEC rules and are not a substitute for total compensation. Total Without Change in Pension Value represents total compensation, as determined under SEC rules, minus the change in pension value amount reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column.

Additional narrative disclosure about salary, bonus, stock awards, non-equity incentive plan compensation, change in pension value and nonqualified deferred compensation earnings and other compensation can be found in the Compensation Discussion and Analysis above.

**Grants of Plan-Based Awards**

The table below shows cash award opportunities under the 2012 annual incentive plan, equity award opportunities granted under the 2012-2014 long-term incentive plan for performance over the 2012-2014 period and payable in 2015 and restricted stock unit awards granted in 2012 and vesting in installments over four years under the 2010 Equity and Incentive Plan.

**2012 GRANTS OF PLAN-BASED AWARDS**

Name	Grant Date	Estimated Future Payouts Under Nonequity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	Grant Date Fair Value of Stock Awards \$(4)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Constance H. Lau	2/03/12 EICP	366,750	733,500	1,467,000					
	2/03/12 LTIP				23,528	47,055	94,111		1,333,776
	2/03/12 RSU							23,528	611,257
James A. Ajello	2/03/12 EICP	153,000	306,000	612,000					
	2/03/12 LTIP				7,852	15,704	31,409		445,130
	2/03/12 RSU							9,815	254,994
Chester A. Richardson	2/03/12 EICP	105,875	211,750	423,500					
	2/03/12 LTIP				5,187	10,373	20,747		294,020
	2/03/12 RSU							7,410	192,512
Richard M. Rosenblum	2/03/12 EICP	211,750	423,500	847,000					
	2/03/12 LTIP				10,479	20,958	41,917		584,141
	2/03/12 RSU							11,644	302,511
Richard F. Wacker	2/03/12 EICP	232,000	464,000	928,000					
	2/03/12 LTIP				8,930	17,860	35,720		480,898

2/03/12  
RSU

4,465

116,001

EICP Executive Incentive Compensation Plan (annual incentive)  
LTIP Long-Term Incentive Plan (2012-2014 period)  
RSU Restricted stock unit

(1) *Estimated Future Payouts Under Nonequity Incentive Plan Awards.* Shows possible cash payouts under the 2012 EICP based on meeting performance goals set in February 2012 at threshold, target and maximum levels. Actual payouts for the 2012 EICP are reported in the 2012 Summary Compensation Table above. See further discussion of the 2012 EICP, including performance goals, in the Compensation Discussion and Analysis above.

(2) *Estimated Future Payouts Under Equity Incentive Plan Awards.* Represents number of shares of stock that may be issued under the 2012-2014 LTIP based upon the achievement of performance goals set in February 2012 at threshold, target and maximum levels and vesting at the end of the three-year

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performance period. LTIP awards are forfeited for terminations of employment during the vesting period, except for terminations due to death, disability or retirement, which allow for pro-rata participation based upon completed months of service after a minimum number of months of service in the performance period. Dividend equivalent shares, not included in the chart, compound over the period at the actual dividend rate and are paid at the end of the performance period based on actual shares earned. See further discussion of the 2012-2014 LTIP, including performance goals, in the Compensation Discussion and Analysis above.

(3)

*All Other Stock Awards: Number of Shares of Stock or Units.* Represents number of RSUs awarded in 2012 that will vest and be issued as unrestricted stock in four equal annual increments on the grant date anniversary if the awardee has remained with the Company until that time. The awards are forfeited for terminations of employment during the vesting period, except for terminations due to death, disability or retirement, which allow for pro-rata vesting up to the date of termination. The primary purpose of the RSU awards is retention and there are no conditions to vesting other than expiration of the applicable vesting period. Dividend equivalent shares, not included in the chart, compound over the period at the actual dividend rate and are paid in conjunction with the annual installment vesting. See further discussion of RSUs in the Compensation Discussion and Analysis above.

(4)

*Grant Date Fair Value of Stock Awards.* Grant date fair value for shares under the 2012-2014 LTIP is estimated in accordance with the fair-value based measurement of accounting, as described in FASB ASC Topic 718 based upon the probable (in this case, target) outcome of the performance conditions as of the grant date. For a discussion of the assumptions and methodologies used to calculate the amounts reported, see the discussion of performance awards contained in Note 10 (Share-based compensation) to HEI's Consolidated Financial Statements in HEI's 2012 Form 10-K. Grant date fair value for RSUs is based on the closing price of HEI Common Stock on the New York Stock Exchange (NYSE) on the date of the grant of the award.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End****OUTSTANDING EQUITY AWARDS AT 2012 FISCAL YEAR-END**

Name	Grant Year	Option Awards					Stock Awards			
		Number of Securities Underlying Unexercised Options		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Shares or Units of Stock That Have Not Vested (1)		Equity Incentive Plan Awards	
		Exercise-able (#)	Unexercise-able (#)				Number	Market Value (\$)(2)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(3)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(2)
Constance H. Lau	2004	50,000			26.02	4/19/14				
	2004 DE	1,831				4/19/14				
	2005	50,000			26.18	4/07/15				
	2009						34,500	867,330		
	2010						25,000	628,500		
	2011						17,149	431,126	22,866	574,851
	2012						23,528	591,494	23,528	591,494
	Total	101,831					100,177	2,518,450	46,394	1,166,345
James A. Ajello	2009						9,000	226,260		
	2010						10,000	251,400		
	2011						14,339	360,482	7,295	183,396
	2012						9,815	246,749	7,852	197,399
	Total						43,154	1,084,891	15,147	380,795
Chester A. Richardson	2009						2,500	62,850		
	2010						8,000	201,120		
	2011						5,573	140,105	5,202	130,778
	2012						7,410	186,287	5,187	130,401
	Total						23,483	590,362	10,389	261,179
Richard M. Rosenblum	2009						11,000	276,540		
	2010						10,000	251,400		
	2011						7,239	181,988	10,858	272,970
	2012						11,644	292,730	10,479	263,442
	Total						39,883	1,002,658	21,337	536,412
Richard F. Wacker	2010						9,005	226,386		
	2011						3,306	83,113	8,818	221,685
	2012						4,465	112,250	8,930	224,500
	Total						16,776	421,749	17,748	446,185

DE

Dividend equivalents

All information presented in respect of the option grant to Ms. Lau in 2004 has been adjusted for the 2-for-1 stock split in June 2004.

(1)

*Shares or Units of Stock That Have Not Vested.* The 2009 restricted stock unit awards (RSUs) became unrestricted on February 20, 2013. The 2010 RSUs become unrestricted on June 9, 2014 for Ms. Lau and on May 11, 2014 for Messrs. Ajello, Richardson and Rosenblum. The 2010 restricted shares award to Mr. Wacker becomes unrestricted in equal annual increments on the grant date anniversary of December 9 over the four-year period beginning December 9, 2010. The 2011 RSUs become unrestricted in equal

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annual increments over the four-year period beginning February 4, 2011 for Ms. Lau, and Messrs. Richardson, Rosenblum and Wacker. For RSUs awarded to Mr. Ajello in 2011, 9,118 shares become unrestricted in equal annual increments over the four-year period beginning February 4, 2011 and 10,000 shares become unrestricted in equal annual increments over the four-year period beginning August 4, 2011. The 2012 RSUs become unrestricted in equal annual increments over the four-year period beginning February 3, 2012.

(2)

*Market Value.* Market value is based upon the closing per-share trading price of HEI Common Stock on the NYSE of \$25.14 as of December 31, 2012.

(3)

*Number of Unearned Shares, Units or Other Rights That Have Not Vested.* Represents shares of HEI Common Stock that would be issued under the 2011-2013 and 2012-2014 long-term incentive plans based upon the achievement of performance goals at the threshold level at the end of the three-year performance periods.



Table of Contents**Option Exercises and Stock Vested****2012 OPTION EXERCISES AND STOCK VESTED**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
	(#)	(\$)	(#)	(\$)
Constance H. Lau			8,000(1)	200,520
			5,716(2)	156,333
			26,603(3)	716,951
James A. Ajello			2,279(2)	62,331
			2,500(2)	73,625
			8,371(3)	225,598
Chester A. Richardson			1,500(1)	37,598
			1,857(2)	50,789
			6,015(3)	162,104
Richard M. Rosenblum			2,412(2)	65,968
			10,282(3)	277,100
Richard F. Wacker			4,502(1)	99,989
			1,102(2)	30,140

- (1) Represents the number of shares acquired on vesting of restricted shares and restricted stock awards. The following restricted stock and shares vested during the year: Ms. Lau 8,000 shares and Mr. Richardson 1,500 shares of restricted stock issued on April 15, 2008; and Mr. Wacker 4,502 shares, representing 25% of restricted shares issued on December 9, 2010.
- (2) Represents the number of shares acquired on vesting of restricted stock units (RSUs). The following restricted stock units (RSUs) vested during the year: Ms. Lau 5,716 shares, Mr. Ajello 2,279 shares, Mr. Richardson 1,857 shares, Mr. Rosenblum 2,412 shares and Mr. Wacker 1,102 shares, representing 25% of RSUs granted on February 4, 2011; and Mr. Ajello 2,500 shares, representing 25% of restricted stock units granted on August 4, 2011. Dividend equivalents paid in cash (based upon the shares vested during the year) were as follows: Ms. Lau \$7,088; Mr. Ajello \$5,926; Mr. Richardson \$2,303; Mr. Rosenblum \$2,991; and Mr. Wacker \$1,366.
- (3) Represents the number of shares acquired upon vesting of performance share awards under the 2010-2012 LTIP, which were payable in stock at the end of the performance period. The Compensation Committee certified the achievement of the applicable performance measures on February 6, 2013 and the shares are valued as of the date of payment. The number of shares shown above include compounded dividend equivalents paid in shares (based upon the number of shares earned) as follows: Ms. Lau 3,789 shares; Mr. Ajello 1,192 shares; Mr. Richardson 857 shares; and Mr. Rosenblum 1,465 shares. For further discussion of the payment of the performance shares, see discussion of "What was HEI's 2010-2012 long-term incentive plan and was there any payout?" above.

Table of Contents**Pension Benefits**

The table below shows the present value as of December 31, 2012 of accumulated benefits for each of the named executive officers and the number of years of service credited to each executive under the applicable pension plan and executive death benefit plan, determined using the interest rate, mortality rate and other assumptions described below, which are consistent with those used in HEI's financial statements (see Note 9 to HEI's Consolidated Financial Statements in HEI's 2012 Form 10-K):

**2012 PENSION BENEFITS**

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit \$(6)	Payments During the Last Fiscal Year (\$)
Constance H. Lau	HEI Retirement Plan (1)	21.8	1,913,118	
	American Savings Bank Retirement Plan (2)	6.4	225,293	
	HEI Supplemental Executive Retirement Plan (3)	24.3	8,887,576	
	HEI Excess Pay Plan (4)	4.0	872,998	
	HEI Executive Death Benefit (5)		602,772	
James A. Ajello	HEI Retirement Plan (1)	3.9	343,887	
	HEI Excess Pay Plan (4)	3.9	314,008	
	HEI Executive Death Benefit (5)		270,642	
Chester A. Richardson	HEI Retirement Plan (1)	5.3	427,199	
	HEI Excess Pay Plan (4)	5.3	214,735	
	HEI Executive Death Benefit (5)		317,334	
Richard M. Rosenblum	HEI Retirement Plan (1)	4.0	323,223	
	HEI Excess Pay Plan (4)	6.0	806,429	
	HEI Executive Death Benefit (5)		405,399	
Richard F. Wacker (7)				

(1)

The HEI Retirement Plan is the standard retirement plan for HEI and Hawaiian Electric Company employees. Normal retirement benefits under the HEI Retirement Plan for management employees hired before May 1, 2011, including the named executive officers (other than Mr. Wacker), are calculated based on a formula of  $2.04\% \times \text{Credited Service (maximum 67\%)} \times \text{Final Average Compensation}$  (average monthly base salary for highest thirty-six consecutive months out of the last ten years). The retirement plan for Hawaiian Electric Company bargaining unit employees is determined under a different formula per the collective bargaining agreement. Credited service is generally the same as the years of service with HEI or other participating companies (Hawaiian Electric Company, Maui Electric Company and Hawaii Electric Light Company). Additional credited service of up to eight months is used to calculate benefits for participants who retire at age 55 or later with respect to unused sick leave from the current year and prior two years. Credited service is also granted to disabled participants who are vested at the time of disability for the period of disability. The normal form of benefit is a joint and 50% survivor annuity for married participants and a single life annuity for unmarried participants. Other actuarially equivalent optional forms of benefit are also available. Participants who qualify to receive benefits immediately upon termination may also elect a single sum distribution of up to \$50,000 with the remaining benefit payable as an annuity. At early retirement, the single sum distribution option is not actuarially equivalent to the other forms of benefit. Retirement benefits are increased by an amount equal to approximately 1.4% of the initial benefit every twelve months following retirement. From April 1, 2011 to September 30, 2012, accelerated distribution options (the \$50,000 single sum distribution option and a Social Security level income option) under the HEI Retirement Plan were subject to partial restrictions because the funded status of the HEI Retirement Plan was deemed to be less than 80%. The plan's funded status was deemed to be above 80%, and the partial restrictions were lifted, as of September 30, 2012.



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The plan provides benefits at early retirement (prior to age 65), normal retirement (age 65), deferred retirement (over age 65) and death. Early retirement benefits are available for participants who meet the age and service requirements at ages 50-64. Early retirement benefits are reduced for participants who retire prior to age 60, based on the participant's age at the early retirement date. The accrued normal retirement benefit is reduced by an applicable percentage, which ranges from 30% for early retirement at age 50 to 1% at age 59. Accrued or earned benefits are not reduced for eligible employees who retire at age 60 and above. In 2011, revisions were made to reduce the pension benefit under the HEI Retirement Plan and to provide for limited Company matching contributions under the HEI 401(k) Plan, but only for employees hired on or after May 1, 2011. These changes did not affect any of the named executive officers because all named executive officers employed by HEI or the Utility were hired prior to May 1, 2011. In general, defined pension benefits are based on the employees' years of service and compensation. Ms. Lau and Mr. Richardson are eligible for early retirement benefits under the HEI Retirement Plan. Messrs. Ajello and Rosenblum are not eligible for early retirement benefits under the HEI Retirement Plan and have no vested interest in the amounts reported above because they have not yet satisfied the five-year minimum service period that is required before vesting occurs.

(2)

Ms. Lau is a participant in the American Savings Bank Retirement Plan, which was frozen effective December 31, 2007. She is eligible for early retirement under the American Savings Bank Retirement Plan. No other named executive officer is a participant in the plan or entitled to benefits under the plan. At the time of Ms. Lau's promotion to HEI President and Chief Executive Officer on May 2, 2006, her credited service under the American Savings Bank Retirement Plan was frozen and she resumed participation in the HEI Retirement Plan. Future benefit accruals for all participants under the American Savings Bank Retirement Plan were frozen effective December 31, 2007. As a result, credited service and compensation after December 31, 2007 are not recognized in calculating retirement benefits under the plan. Normal retirement benefits under the frozen American Savings Bank Retirement Plan are calculated based on a formula of  $1.5\% \times \text{Credited Service to December 31, 2007 (maximum 35 years)} \times \text{Final Average Compensation at December 31, 2007}$  (averaged over the highest paying five consecutive calendar years out of the last ten calendar years prior to 2008). Compensation is primarily gross earnings but excludes commissions, stock options and other equity compensation, long-term incentive plan payments, deferrals to and distributions from the American Savings Bank Select Deferred Compensation Plan and other "fringe benefits" as defined in the American Savings Bank Retirement Plan. Early retirement benefits are available for participants who meet the age and service requirements at ages 55-64, with a minimum of 10 years of service. Early retirement benefits are reduced for participants who retire prior to age 65, based on the participant's age at the early retirement date. The accrued normal retirement benefit is reduced by an applicable percentage which ranges from 59.8% for early retirement at age 55 to 2% at age 64. Benefit payments are made in cash.

(3)

Ms. Lau is a participant in the HEI Supplemental Executive Retirement Plan, which was frozen effective December 31, 2008. She is eligible for early retirement benefits under the HEI Supplemental Executive Retirement Plan. No other named executive officer is a participant in the plan or entitled to benefits under the plan. Benefits under the HEI Supplemental Executive Retirement Plan are determined based on a formula of  $2.04\% \times \text{Credited Service to December 31, 2008 (maximum 60\%)} \times \text{Final Average Compensation at December 31, 2008}$  (average monthly base salary plus annual executive incentive awards for the three highest calendar years out of the last sixty months prior to 2009). Credited service is based on actual years of service through December 31, 2008 with any HEI-affiliated company, including American Savings Bank, Hawaiian Electric Company, Hawaii Electric Light Company and Maui Electric Company. Thus, although Ms. Lau has more than 28 years of actual service with HEI-affiliated companies, she receives only 24.3 years of credited service for purposes of the HEI Supplemental Executive Retirement Plan. Benefits are reduced by benefits payable by the HEI Retirement Plan, American Savings Bank Retirement Plan, American Savings Bank Supplemental Executive Retirement, Disability and Death Benefit Plan and social security. Early retirement and death benefits similar to those available under the HEI Retirement Plan are available under the HEI Supplemental Executive Retirement Plan. Benefit payments are made in cash.

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- (4) As of December 31, 2012, all of the named executive officers except for Mr. Wacker were participants in the HEI Excess Pay Plan. Ms. Lau and Mr. Richardson are eligible for early retirement benefits under the HEI Excess Pay Plan. Messrs. Ajello and Rosenblum are not eligible for early retirement benefits under the HEI Excess Pay Plan and have no vested interest in the amounts reported above because they have not yet satisfied the minimum service period that is required before vesting occurs. In 2009, the HEI Board approved an Addendum to the HEI Excess Pay Plan that granted Mr. Rosenblum an additional two years of credited service to be applied in the calculation of his benefit under the HEI Excess Pay Plan. This resulted in the present value of his accumulated benefit under the HEI Excess Pay Plan shown in the table above being \$347,546 more than it would have been without the additional credited years (i.e., without the additional credited years, the present value of his accumulated benefit under the HEI Excess Pay Plan would be \$458,883). Benefits under the HEI Excess Pay Plan are determined using the same formula as the HEI Retirement Plan, but are not subject to the Internal Revenue Code limits on the amount of annual compensation that can be used for calculating benefits under qualified retirement plans (\$250,000 in 2012 as indexed for inflation) and on the amount of annual benefits that can be paid from qualified retirement plans (the lesser of \$200,000 in 2012 as indexed for inflation, or the participant's highest average compensation over three consecutive calendar years). Benefits payable under the HEI Excess Pay Plan are reduced by the benefit payable from the HEI Retirement Plan. Early retirement, death benefits and vesting provisions are similar to the HEI Retirement Plan. Benefit payments are made in cash.
- (5) Ms. Lau and Messrs. Ajello, Richardson and Rosenblum are covered by the Executive Death Benefit Plan of HEI and Participating Subsidiaries. The Executive Death Benefit Plan of HEI and Participating Subsidiaries was amended effective September 9, 2009 to close participation to new participants and freeze the benefit for existing participants. Under the amendment, death benefits including the grossed up amount will be paid based on salaries as of September 9, 2009. Mr. Wacker was not a participant in the plan at the time it was frozen and is not entitled to any benefits under the plan. The plan provides death benefits equal to two times the executive's base salary as of September 9, 2009 if the executive dies while actively employed or, if disabled, dies prior to age 65, and one times the executive's base salary as of September 9, 2009 if the executive dies following retirement. The amounts shown in the table above assume death following retirement. Death benefits are grossed up by the amount necessary to pay income taxes on the grossed up benefit amount as an equivalent to the exempt status of death benefits paid from a life insurance policy.
- (6) The present value of accumulated benefits for the named executive officers included in the 2012 Pension Benefits table was determined based on the following:
- Methodology:* The present values are calculated as of December 31, 2012 based on the credited service and pay of the named executive officer as of such date (or the date of benefit freeze, if earlier).
- Assumptions:*
- a. **Discount Rate** The discount rate is the interest rate used to discount future benefit payments in order to reflect the time value of money. The discount rates used in the present value calculations are 4.13% for retirement benefits and 4.07% for executive death benefits as of December 31, 2012.
  - b. **Mortality Table** The RP-2000 Mortality Table (separate male and female rates) projected seven years beyond the date of determination with Scale AA is used to discount future pension benefit payments in order to reflect the probability of survival to any given future date. For the calculation of the executive death benefit present values, the mortality table rates are multiplied by the death benefit to capture the death benefit payments assumed to occur at all future dates. Mortality is applied post-retirement only.

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- c. Retirement Age A named executive officer included in the table is assumed to remain in active employment until, and assumed to retire at, the earliest age when unreduced pension benefits would be payable, but no earlier than attained age as of December 31, 2012 (if later).
- d. Pre-Retirement Decrements Pre-retirement decrements refer to events that could occur between the measurement date and the retirement age (such as withdrawal, early retirement and death) that would impact the present value of benefits. No pre-retirement decrements are assumed in the calculation of pension benefit table present values. Pre-retirement decrements are assumed for financial statement purposes.
- e. Unused Sick Leave Each named executive officer who participates in the HEI Retirement Plan is assumed to have accumulated 1,160 unused sick leave hours at retirement age.

(7) Mr. Wacker is not eligible to participate in any of the plans described in the above 2012 Pension Benefits table.

Table of Contents**Nonqualified Deferred Compensation****2012 NONQUALIFIED DEFERRED COMPENSATION**

Name	Executive Contributions in Last FY	Registrant Contributions in Last FY	Aggregate Earnings/(Losses) in Last FY	Aggregate Withdrawals/Distributions	Aggregate Balance at Last FYE
	(\$)	(\$)	(\$)	(\$)	(\$)
Constance H. Lau (1)			38,904		271,995
James A. Ajello (2)	35,000		7,795		92,872
Chester A. Richardson (2)	25,000		8,426		84,303
Richard M. Rosenblum					
Richard F. Wacker					

(1)

While employed by American Savings Bank, Ms. Lau was eligible to defer compensation under the American Savings Bank Select Deferred Compensation Plan ("ASB Deferred Compensation Plan"), a contributory nonqualified deferred compensation plan. She elected to defer \$100,000 each year from bonuses awarded to her in 2004 and 2005. These amounts are reflected in the "Aggregate Balance at Last FYE" column of the 2012 Nonqualified Deferred Compensation table above and were previously reported as compensation to Ms. Lau in the 2004 and 2005 Summary Compensation Tables in the proxy statements for such years. Since 2008 she no longer earns any compensation from American Savings Bank that could be deferred to the plan. The ASB Deferred Compensation Plan allows select American Savings Bank employees to defer up to 100% of current salary, bonus or commissions. The deferred amounts are credited with gains/losses of deemed investments chosen by the participant from a designated list of publicly traded mutual funds and other investment offerings. Earnings are not above-market or preferential and therefore are not included in the 2012 Summary Compensation Table above. Under the plan, a participant can receive an interim distribution while employed, but no earlier than the first day of the fourth plan year following the effective date of the initial election to defer. A participant may also request a withdrawal of a portion of his or her account to satisfy an unforeseeable emergency, subject to approval by the Total Compensation Administrative Committee, which is composed of members of senior management of American Savings Bank. The distribution of accounts from the plan is triggered by disability, death or separation from service (including retirement) and will be delayed for a 6-month period to the extent necessary to comply with Internal Revenue Code Section 409A. A participant may elect to receive such distributions in a lump sum or in substantially equal payments spread over a period not to exceed 15 years.

(2)

Represents salary deferrals under the HEI Deferred Compensation Plan, a contributory nonqualified deferred compensation plan implemented in 2011. The Plan allows certain HEI and Hawaiian Electric Company executives to defer 100% of annual base salary in excess of the compensation limit set forth in section 401(a)(17) of the Internal Revenue Code (\$250,000 in 2012, as indexed for inflation) and up to 80% of any incentive compensation paid in cash. There are no matching contributions under the plan. The deferred amounts are credited with gains/losses of deemed investments chosen by the participant from a designated list of publicly traded mutual funds and other investment offerings. Earnings are not above-market or preferential and therefore are not included in the 2012 Summary Compensation Table above. The distribution of accounts from the plan is triggered by disability, death or separation from service (including retirement) and will be delayed for a 6-month period to the extent necessary to comply with Internal Revenue Code Section 409A. A participant may elect to receive such distributions in a lump sum or in substantially equal payments spread over a period not to exceed 15 years. Messrs. Ajello and Richardson participated in the HEI Deferred Compensation Plan in 2012. The executive deferral contributions are reflected as compensation in the 2012 Summary Compensation Table above.

Table of Contents**Potential Payments Upon Termination or Change in Control**

The table below shows the amount of potential payments to each named executive officer in the event of retirement, voluntary termination, termination for cause, termination without cause and qualifying termination following a change in control, assuming termination occurred on December 31, 2012. The amounts listed below are estimates; actual amounts to be paid would depend on the actual date of termination and circumstances existing at that time.

**2012 TERMINATION/CHANGE-IN-CONTROL PAYMENT TABLE**

Name/ Benefit Plan or Program	Retirement on 12/31/12 \$(1)	Voluntary Termination on 12/31/12 \$(2)	Termination for Cause on 12/31/12 \$(3)	Termination without Cause on 12/31/12 \$(4)	Qualifying Termination after Change in Control on 12/31/12 \$(5)
<b>Constance H. Lau</b>					
Executive Incentive Compensation Plan (6)					
Long-Term Incentive Plan (7)	1,160,789				
Restricted Stock Units (8)	1,503,128				
Change-in-Control Agreement					7,426,220
<b>TOTAL</b>	<b>2,663,917</b>				<b>7,426,220</b>
<b>James A. Ajello</b>					
Executive Incentive Compensation Plan (6)					
Long-Term Incentive Plan (7)					
Restricted Stock Units (8)					
Change-in-Control Agreement					2,059,964
<b>TOTAL</b>					<b>2,059,964</b>
<b>Chester A. Richardson</b>					
Executive Incentive Compensation Plan (6)					
Long-Term Incentive Plan (7)	261,281				
Restricted Stock Units (8)	270,468				
Change-in-Control Agreement					1,656,429
<b>TOTAL</b>	<b>531,749</b>				<b>1,656,429</b>
<b>Richard M. Rosenblum</b>					
Executive Incentive Compensation Plan (6)					
Long-Term Incentive Plan (7)					
Restricted Stock Units (8)					
Change-in-Control Agreement					2,587,067
<b>TOTAL</b>					<b>2,587,067</b>
<b>Richard F. Wacker</b>					
Executive Incentive Compensation Plan (6)					
Long-Term Incentive Plan (7)					
Restricted Shares and Restricted Stock Units (8)				226,386	
Change-in-Control Agreement					2,596,094



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TOTAL	226,386	2,596,094
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Note: All stock-based award amounts were valued using the 2012 year-end closing per share trading price of HEI Common Stock on the NYSE of \$25.14 per share. Other benefits that are available to all employees on a nondiscriminatory basis and perquisites aggregating less than \$10,000 in value have not been listed.

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- (1) *Retirement Payments & Benefits.* Only Ms. Lau and Mr. Richardson were eligible for early retirement as of December 31, 2012 and accordingly no amounts are shown in this column for any other named executive officer. Amounts in this column also do not include amounts payable to Ms. Lau and Mr. Richardson under the 2012 EICP and 2010-2012 LTIP because those amounts would have vested without regard to retirement since December 31, 2012 was the end of the applicable performance periods. In addition to the amounts shown in this column, retired executives are entitled to receive their vested retirement plan benefits under all termination scenarios. See the 2012 Pension Benefits table above.
- (2) *Voluntary Termination Payment & Benefits.* If a named executive officer voluntarily terminates employment, he or she could lose any annual or long-term incentives based upon the Compensation Committee's right to amend, suspend or terminate any incentive award or any portion of it at any time. Voluntary termination results in the forfeiture of the unvested portion of all awards of restricted shares and restricted stock units, whether made under the 1987 Stock Option and Incentive Plan (SOIP) (under which no new awards may be made) or under the 2010 Equity and Incentive Plan (EIP), and participation in incentive plans. In the case of awards of stock appreciation rights and related dividend equivalents, whether awarded under the SOIP or EIP, the executive has one year in which to exercise from the date of termination. The executive's entitlement to rights under his or her change-in-control agreement would also end. Amounts in this column do not include amounts payable under the 2012 EICP or the 2010-2012 LTIP because those amounts would have vested without regard to voluntary termination since December 31, 2012 was the end of the applicable performance periods.
- (3) *Termination for Cause Payments and Benefits.* If the executive is terminated for cause, he or she could lose any annual or long-term incentives based upon the Compensation Committee's right to amend, suspend or terminate any incentive award or any portion of it at any time. "Cause" generally means a violation of the HEI Corporate Code of Conduct or, for purposes of awards under the SOIP and EIP, has the meaning set forth in those plans. Termination for cause results in the forfeiture of all vested but unexercised nonqualified stock options and stock appreciation rights and related dividend equivalents, the unvested portion of all awards of restricted shares and restricted stock units, whether awarded under the SOIP or EIP, and participation in incentive plans. The executive's entitlement to rights under his or her change-in-control agreement would also end and the executive's benefit from the nonqualified retirement plans would be forfeited.
- (4) *Termination without Cause Payments and Benefits.* If the executive is terminated without cause, he or she could lose any annual or long-term incentives based upon the Compensation Committee's right to amend, suspend or terminate any incentive award or any portion of it at any time. Termination without cause results in the forfeiture of the unvested portion of all restricted stock units and restricted shares, whether awarded under the SOIP or EIP. In the case of nonqualified stock options and stock appreciation rights and related dividend equivalents, whether awarded under the SOIP or EIP, the executive has one year in which to exercise from the date of termination. Mr. Wacker's restricted shares will fully vest upon a termination without cause as provided under the terms of his offer of employment. As discussed in note 5 below, different benefits would be payable to the named executive officers if their termination without cause were to follow a change in control under the terms of their change-in-control agreements.
- (5) *Change-in-Control Payments and Benefits.* Ms. Lau and Messrs. Ajello, Richardson, Rosenblum and Wacker have change-in-control agreements.

"Change in control" generally means a change in ownership of HEI, a substantial change in the voting power of HEI's securities or a change in the majority of the composition of the Board following the consummation of a merger, tender offer or similar transaction. Mr. Rosenblum's and Mr. Wacker's change-in-control agreements define "change in control" to also mean a sale of (or equivalent transaction involving) Hawaiian Electric Company or American Savings Bank, respectively. The change-in-control agreements are also double trigger, meaning that severance payments are made only if a change in control occurs and the named executive officer also loses his or her job under the qualifying circumstances described in his or her change-in-control agreement. Ms. Lau has a lump sum severance multiplier of three

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times and Messrs. Ajello, Richardson, Rosenblum and Wacker have a lump sum severance multiplier of two times, in each case applied to the sum of the executive's base salary and annual incentive compensation (determined to be the greater of the current target incentive compensation or the largest actual incentive compensation during the preceding three years).

In addition, under the change-in-control agreements executives would receive continued life, disability, dental, accident and health insurance benefits for the severance period (i.e., the number of years equal to the applicable severance multiplier). Executives would receive a lump sum payment equal to the present value of the additional benefit the executives would have earned under their respective retirement and savings plans during the severance period. Executives would also receive the greater of current target or actual projected annual and long-term incentive compensation, prorated if termination occurs during the first half of the applicable performance period and the full aggregate value if termination occurs after the end of the first half of the applicable performance period. For restricted shares, restricted stock units, nonqualified stock options and stock appreciation rights awarded under the EIP, in the event of a change in control either (i) the acquiring entity shall assume all outstanding awards or substitute similar awards for all outstanding awards or (ii) all outstanding awards shall become fully vested and, if applicable, exercisable. For the named executive officers who are eligible to participate in the HEI Retirement Plan, additional age and service credit is received for the severance period for purposes of determining retiree welfare benefit eligibility. Executives would receive financial, tax planning and outplacement services, capped at 15% of annual base salary. Payment would generally be delayed for six months following termination of employment to the extent required to avoid an additional tax under Section 409A of the Internal Revenue Code. Interest would accrue during any six-month delay period at the prevailing six-month certificate of deposit rate and payments would be set aside during that period in a grantor (rabbi) trust. There are no tax gross ups provided for in the agreements. All the foregoing benefit amounts are included in this column but the total severance amount shown is limited to the maximum amount deductible under Section 280G of the Internal Revenue Code with respect to each named executive officer. Payment of the foregoing benefits is subject to a release of claims by the applicable named executive officer.

- (6) *Executive Incentive Compensation Plan (EICP)*. Upon death, disability or retirement, executives continue to participate in the EICP on a pro-rata basis if the executive has met applicable minimum service requirements, with payment to be made by the Company in a lump sum at the end of the annual incentive plan cycle if the applicable performance goals are achieved, using the executive's annual base salary at the time of termination. In termination scenarios other than a termination following a change in control, death, disability or retirement, participants who terminate during the plan cycle forfeit any accrued EICP award. Annual incentive compensation payments in the event of a change in control are described in footnote 5 above and quantified as part of the Change-in-Control Agreement payment in the table above.
- (7) *Long-Term Incentive Plan (LTIP)*. Upon death, disability or retirement, executives continue to participate in each ongoing LTIP cycle on a pro-rata basis if the executive has met applicable minimum service requirements, with payment to be made by the Company in a lump sum at the end of the three-year cycle if performance goals are achieved, using the executive's annual base salary at the time of termination. The amounts shown are at target for goals deemed achievable (or at below the minimum threshold, if deemed unachievable at the date of termination) for all applicable plan years, prorated based upon service through December 31, 2012; actual payouts will depend upon performance achieved at the end of the plan cycle. In termination scenarios other than a termination following a change in control, death, disability or retirement, participants who terminate during the plan cycle forfeit any accrued LTIP award. Long-term incentive compensation payments in the event of a change in control are described in footnote 5 above and quantified as part of the Change-in-Control Agreement payment in the table above.
- (8) *Restricted Shares and Restricted Stock Unit Awards*. For restricted share awards, termination without cause results in the forfeiture of the unvested portion of such awards and termination due to death or disability results in pro-rata vesting of restrictions based on lapse of time (based on service to date compared to the original vesting period). The effect of a change in control on restricted share awards is described in

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footnote 5 above. Upon termination due to death, disability or retirement, restricted stock units awarded under the SOIP vest on a pro-rata basis (based on completed service) and restricted stock units awarded under the EIP vest (i) based on actual performance if the restrictions are performance-based and (ii) on a pro-rata basis if the restrictions are based on lapse of time (based on service to date compared to the original vesting period). The effect of a change in control on restricted stock units awarded under the EIP is described in footnote 5 above. All other termination events result in the forfeiture of the unvested restricted stock units, whether awarded under the SOIP or the EIP. The amount shown is based on the 2012 year-end closing per-share trading price of vested shares. The vesting of restricted shares, restricted stock and restricted stock units and severance payments in the event of a change in control are described in footnote 5 above and have been quantified as part of the Change-in-Control Agreement payment in the table above.

Table of Contents**Stock Ownership Information****Security Ownership of Certain Beneficial Owners**

The table below shows the number of shares of HEI Common Stock beneficially owned as of March 1, 2013 (or such other date as indicated below) by (a) each person known by HEI to own beneficially more than five percent of the outstanding shares of HEI Common Stock, (b) each director who is a current director or served as a director during any part of 2012, each nominee for director and each named executive officer (as listed in the 2012 Summary Compensation Table above) and (c) all directors and executive officers as a group, based in part on information furnished by the respective shareholders. No HEI directors, executive officers or named executive officers own any shares of Preferred Stock of HEI's wholly owned subsidiary, Hawaiian Electric Company.

**Amount and Nature of Beneficial Ownership of HEI Common Stock**

Name of Individual or Group	Sole Voting or Investment Power (1)	Shared Voting or Investment Power (2)	Other Beneficial Ownership (3)	Stock Options/ Restricted Stock and RSUs (4)	Total	Percent of Class
<b>BlackRock, Inc. (5)</b>	5,726,850				5,726,850	5.83%
<b>The Vanguard Group (6)</b>	5,453,245				5,453,245	5.55%
<b>Nonemployee directors</b>						
Thomas B. Fargo		22,137			22,137	*
Peggy Y. Fowler	1,132	10,533			11,665	*
A. Maurice Myers	45,720				45,720	*
Keith P. Russell	6,746				6,746	*
James K. Scott	31,229				31,229	*
Kelvin H. Taketa	28,868				28,868	*
Barry K. Taniguchi		29,668			29,668	*
Jeffrey N. Watanabe	38,224		4		38,228	*
<b>Employee director and Named Executive Officer</b>						
Constance H. Lau	319,534		8,391	26,675	354,600	*
<b>Other Named Executive Officers</b>						
James A. Ajello	22,111				22,111	*
Chester A. Richardson	19,744	3,099	6,337	7,422	36,602	*
Richard M. Rosenblum	23,620				23,620	*
Richard F. Wacker	10,461	31,715			42,176	*
<b>All directors and executive officers as a group (13 persons)</b>	547,389	97,152	14,732	34,097	693,370	*

(1) Includes the following shares held as of March 1, 2013 in the form of stock units in the HEI Common Stock fund pursuant to the HEI Retirement Savings Plan: approximately 92 shares for Ms. Lau and 421 shares for Mr. Richardson and 513 shares for all directors and executive officers as a group. The value of a unit is measured by the closing price of HEI Common Stock on the measurement date. Also includes the following unvested restricted shares over which the holder has sole voting but no investment power until the restrictions lapse: approximately 9,005 shares for Mr. Wacker, and 9,005 shares for all directors and executive officers as a group.

(2)

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Includes (i) shares registered in name of the individual and spouse; and (ii) shares registered in trust with the individual and spouse serving as co-trustees.

(3) Shares owned by spouse, children or other relatives sharing the home of the director or officer in which the director or officer disclaims personal interest.

(4) Includes the number of shares that the individuals named above had a right to acquire as of or within 60 days after March 1, 2013 pursuant to stock options, stock appreciation rights, restricted stock units and related dividend

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equivalent rights thereon, including shares which retirement eligible individuals have a right to acquire upon retirement. These shares are included for purposes of calculating the percentage ownership of each individual named above and all directors and executive officers as a group, but are not deemed to be outstanding as to any other person.

- (5) Based solely on information provided in a Schedule 13G report filed on February 8, 2013 by BlackRock, Inc., 40 East 52<sup>nd</sup> Street, New York, NY 10022.
- (6) Based solely on information provided in a Schedule 13G report filed on February 12, 2013 by The Vanguard Group, 100 Vanguard Blvd., Malvern, PA 19355.

\*

As of March 1, 2013, the directors and executive officers of HEI as a group and each individual named above beneficially owned less than one percent of the record number of outstanding shares of HEI Common Stock as of that date and no shares were pledged as security.

**Does HEI have stock ownership and retention guidelines for directors and officers and does it have a policy regarding hedging the risk of ownership?**

In 2003, the Board adopted stock ownership and retention guidelines for HEI's directors, executive officers and controller. Each officer and director subject to the guidelines has until January 1 of the year following the fifth anniversary of the later of (i) amendment to the guidelines affecting his or her specified level of stock ownership or (ii) his or her first becoming subject to the guidelines to achieve the specified level of stock ownership (compliance date). In 2009, the Board increased the specified level of stock ownership guidelines for the HEI President and Chief Executive Officer to five times (from two and a half times) her base salary. In December 2010, the Board increased the stock ownership guidelines for the named executive officers (other than the HEI President and Chief Executive Officer) to two times (from one and one-half times) their respective base salaries. In addition, the Board increased the Chairman of the Board's stock ownership level from one times his annual cash retainer to two times. For other directors, stock ownership guideline targets are five times their annual Board and Board committee cash retainer. As of January 1, 2013, each director who has reached his or her initial compliance date had achieved his or her stock ownership target. Ms. Lau's initial compliance date is January 1, 2015; however, she already exceeds the specified level of stock ownership for her position. The initial compliance date for Messrs. Ajello, Richardson, Rosenblum and Wacker is January 1, 2016.

Prior to his or her initial compliance date, directors and officers subject to the stock ownership and retention guidelines must observe the following stock retention requirements: (i) HEI directors must retain all shares received under their annual stock retainer and (ii) HEI and subsidiary officers subject to the guidelines must retain all shares received in payout under the Long-Term Incentive Plan and 20% of shares received through the exercise of nonqualified stock options or stock appreciation rights or through the vesting of restricted stock or restricted stock units. The Compensation Committee has the authority to approve hardship exceptions to these retention requirements.

The Company's Insider Trading Policy prohibits all directors, officers and employees of HEI and its subsidiaries (as well as the spouses, minor children, adult family members sharing the same household and any other person for whom the director, officer or employee exercises substantial control over such person's securities trading decisions) from trading in options, warrants, puts, calls or similar instruments on Company securities, making short sales in Company securities, holding Company securities in margin accounts or pledging Company securities.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires HEI's executive officers, controller, directors and persons who own more than ten percent of a registered class of HEI's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission (SEC). Such reporting persons are also required by SEC regulations to furnish HEI with copies of all Section 16(a) forms they file. Based solely on its review of such forms provided to it, HEI believes that each of the persons required to comply with the Section 16(a) reporting requirements with regard to HEI complied with such reporting requirements for 2012,

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except that on one occasion, the following officers failed to file timely reports (one report reporting one transaction each) relating to a disposition of shares to satisfy tax withholding obligations upon vesting of restricted stock units: Constance H. Lau, Chief Executive Officer, James A. Ajello, Executive Vice President, Chief Financial Officer and Treasurer, Chester A. Richardson, Executive Vice President, General Counsel, Secretary and Chief Administrative Officer, David M. Kostecki, Vice President-Finance, Controller and Chief Accounting Officer, Richard M. Rosenblum, Hawaiian Electric Company Chief Executive Officer, and Richard F. Wacker, American Savings Bank Chief Executive Officer. All reports have now been filed.

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## Other Relationships and Related Person Transactions

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### Does HEI have a related person transaction policy?

The Board of Directors has adopted a related person transaction policy that is specifically incorporated in HEI's Corporate Code of Conduct. The related person transaction policy is specific to transactions between the Company and related persons such as executive officers and directors, their immediate family members or entities with which they are affiliated in which the amount involved exceeds \$120,000 and in which any related person had or will have a direct or indirect material interest. Under the policy, the Board, acting through the Nominating and Corporate Governance Committee, will approve a related person transaction involving a director or an officer if the Board determines in advance that the transaction is not inconsistent with the best interests of HEI and its shareholders and is not in violation of HEI's Corporate Code of Conduct.

### Are there any family relationships between any HEI executive officer, director and nominee for director?

There are no family relationships between any HEI executive officer, director or nominee for director.

### Are there any arrangements or understandings between any HEI director or director nominee and another person pursuant to which such director or director nominee was selected?

There are no such arrangements or understandings.

### Are there any related person transactions with HEI or its subsidiaries?

Ms. Lau had a grandfathered preferential rate home mortgage from HEI's subsidiary, American Savings Bank, and paid off the remaining balance of such mortgage in November 2012. The loan was originally made in accordance with Regulation O of the Federal Reserve Board regarding loans to insiders, under an employee loan program that was discontinued effective July 1, 2009, at which time existing loans were grandfathered. American Savings Bank no longer extends preferential rate loans to employees or directors.

Name	Largest Principal Amount Outstanding During 2012	Principal Amount Outstanding on 3/1/13*	Amount of Principal Paid in 2012	Amount of Interest Paid in 2012	Type of Transaction	Average Interest Rate Charged**
Constance H. Lau	\$678,098	\$0	\$678,097.60	\$11,667.23	First Mortgage	2.625%

\*

Ms. Lau paid off this loan in full in November of 2012.

\*\*

The interest rate was based on American Savings Bank's policy for employees at the time the loan was made using a formula of .50% premium above the cost of funds or .50% premium above the Applicable Federal Rate established by the Internal Revenue Service, whichever was greater.



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American Savings Bank has made other loans and extensions of credit to directors and executive officers, members of their immediate families and affiliated entities in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and which did not involve more than the normal risk of collectibility or present other unfavorable features.

Table of Contents**Compensation Committee Interlocks and Insider Participation**

Thomas B. Fargo, A. Maurice Myers and Jeffrey N. Watanabe were members of the HEI Compensation Committee during 2012. Admiral Fargo served as Compensation Committee Chairperson.

No member who served on the Compensation Committee during 2012 was an employee or former employee of HEI. During fiscal year 2012, none of HEI's executive officers served on the compensation committee (or its equivalent) or board of directors of another entity, excluding tax-exempt organizations, one of whose executive officers served on HEI's Compensation Committee or Board of Directors.

**Audit Committee Report**

The Audit Committee is responsible for providing independent, objective oversight of HEI's accounting functions and internal controls. It operates and acts under a written charter, which was adopted and approved by the committee and the HEI Board of Directors. The Board has determined that the three directors currently serving on the Audit Committee (Ms. Fowler and Messrs. Russell and Taniguchi) meet the independence and other qualification requirements of the New York Stock Exchange Listed Company Manual and applicable securities laws. Ms. Fowler and Messrs. Russell and Taniguchi have been determined by the Board of Directors to be the "audit committee financial experts" on the Audit Committee. In addition, the Audit Committee has authority to retain its own independent legal counsel and accounting advisers at HEI's expense.

The Audit Committee assists the Board with its financial and risk oversight responsibilities. Management has the primary responsibility for HEI's consolidated financial statements and reporting process, including the systems of internal control. The independent registered public accounting firm has the responsibility for the independent audit of the consolidated financial statements and for expressing an opinion on the conformity of those audited consolidated financial statements with U.S. generally accepted accounting principles.

*Auditors' Fees*

The following table sets forth the fees paid or payable to PricewaterhouseCoopers LLP (PwC), the Company's independent registered public accounting firm for 2011 and 2012:

	2011		2012	
	Fees	%	Fees	%
Audit fees (principally consisted of fees associated with the audit of HEI's, Hawaiian Electric Company's and American Savings Bank's consolidated financial statements and internal control over financial reporting (Sarbanes-Oxley Act of 2002, Section 404), quarterly reviews, issuances of letters to underwriters, statutory audits, review of registration statements and issuance of consents)	\$ 1,995,000	86.9	\$ 2,455,000	85.1
Audit-related fees (principally consisted of fees associated with the audit of the financial statements of certain employee benefit plans)	135,000	5.9	321,000	11.1
Tax fees (tax compliance services with respect to federal and state taxes)	166,000	7.2	108,000	3.7
All other fees			2,000	0.1
	\$ 2,158,000	100.0	\$ 2,886,000	100.0

Pursuant to its charter, the Audit Committee preapproves all audit and permitted nonaudit services to be performed by the independent registered public accounting firm. The Audit Committee may delegate this responsibility to one or more of its members, provided that such member or members report any such preapprovals to the full Audit Committee at its next regularly scheduled meeting. All of the amounts set forth in the table above



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were preapproved. In addition, the Audit Committee reviewed the professional fees billed by PwC and determined that the provision of nonaudit services was compatible with the maintenance of the auditor's independence.

*Independence of Registered Public Accounting Firm and Recommendation to Include Financial Statements in Form 10-K*

In connection with its responsibilities, the Audit Committee held six regular meetings in 2012 with PwC, HEI's principal independent registered public accounting firm. In its meetings with management and PwC, the committee's review and discussion included the audited consolidated financial statements, audit plan and quality/adequacy of internal controls. The committee believes that management maintains effective systems of internal control that result in fairly presented consolidated financial statements. Discussions with PwC included the matters required by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, which incorporates information regarding the scope and results of the audit.

PwC provided the Audit Committee with written disclosures and a letter regarding its independence from management as required by professional standards and other regulatory requirements, including applicable requirements of the Public Company Accounting Oversight Board. Based on its review of the disclosure statements and discussions with PwC, the Audit Committee satisfied itself as to the independence of the external auditor.

Based on its reviews and discussions with management and PwC described above and review of PwC's representations and disclosures, the Audit Committee recommended to the Board of Directors that HEI's audited consolidated financial statements be included in HEI's 2012 Form 10-K.

SUBMITTED BY THE AUDIT COMMITTEE OF THE  
HEI BOARD OF DIRECTORS

Barry K. Taniguchi, Chairperson  
Peggy Y. Fowler  
Keith P. Russell

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**Proposal No. 3: Ratification of Appointment of Independent Registered Public Accounting Firm**

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PricewaterhouseCoopers LLP (PwC) has served as HEI's independent registered public accounting firm since February 2010. On February 5, 2013, the Audit Committee selected PwC as HEI's independent registered public accounting firm for 2013, subject to shareholder ratification. The Board, upon the recommendation of its Audit Committee, recommends the ratification of the appointment of PwC as the independent registered public accounting firm of HEI for fiscal year 2013 and thereafter until its successor is appointed. Representatives of PwC will be present at the Annual Meeting, will be given the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

THE AUDIT COMMITTEE AND YOUR BOARD RECOMMEND THAT YOU VOTE "**FOR**" THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HEI FOR 2013.

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**Other Information**

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**How are proxies solicited and what is the cost?**

HEI will solicit proxies by mail, telephone or other means of communication and will bear the cost of such solicitation. We have engaged Phoenix Advisory Partners to assist in the distribution of proxy materials and solicitation of proxies (including by telephone) from shareholders at a cost of \$8,500 plus reasonable expenses. We

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will also reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of our Common Stock.

**What is the deadline for submitting a proposal to be included in the proxy statement for next year's Annual Meeting?**

Shareholders who want to have a proposal included in the proxy statement and form of proxy for the 2014 Annual Meeting must notify the Corporate Secretary in writing. The proposal must be received by November 26, 2013.

**How can business matters be brought before the Annual Meeting?**

Shareholders who wish to present business before the Annual Meeting must provide a written notice to the Corporate Secretary that is received no later than 60 days nor earlier than 90 days prior to the anniversary date of the preceding year's Annual Meeting.

To be timely for the 2014 Annual Meeting of Shareholders, notice must be received by the Corporate Secretary no later than March 9, 2014 and no earlier than February 7, 2014. The notice must include, as to each matter the shareholder proposes to bring before the Annual Meeting: (i) a brief description of the business desired to be brought before the Annual Meeting and the reasons for conducting such business at the Annual Meeting, (ii) the name and record address of the shareholder, (iii) the number of shares of HEI Common Stock owned by the shareholder, (iv) a description of all arrangements or understandings between the shareholder and any other person(s) (including their name(s)) in connection with the proposal of such business by the shareholder and any material interest of the shareholder in such business and (v) a representation that the shareholder intends to appear in person or by proxy at the Annual Meeting to bring such business before the meeting.

**How can shareholders recommend or propose persons as nominees to serve on the Board?**

Shareholders may recommend any person to serve on the Board by writing to the Nominating and Corporate Governance Committee in care of the Corporate Secretary, Hawaiian Electric Industries, Inc., P.O. Box 730, Honolulu, Hawaii 96808-0730. Recommendations must be received by November 26, 2013 for consideration by the Nominating and Corporate Governance Committee for the 2014 Annual Meeting. The recommendation must include (a) a resume and other relevant biographical information regarding the person's skills and qualifications to serve on the Board, (b) the nominee's consent to serve as a director and (c) the number of shares of HEI Common Stock owned by the shareholder.

Shareholders may propose persons as nominees to serve on the Board by providing a written notice to the Corporate Secretary that is received no later than March 9, 2014 and no earlier than February 7, 2014. The notice must include:

as to each proposed nominee: (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the number of shares of HEI Common Stock that are owned by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder; and

as to the shareholder: (i) the name and record address of the shareholder, (ii) the number of shares of HEI Common Stock that are owned by the shareholder, (iii) a description of all arrangements or understandings between the shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by the shareholder, (iv) a representation that the shareholder intends to appear in person or by proxy at the meeting to nominate the proposed nominee(s) and (v) any other information relating to the shareholder that would be required to be disclosed in a proxy statement or other filing required to be made in connection with

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solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder.

A written consent of each proposed nominee to being a nominee and to serve as a director if elected must also accompany the notice.

**What provisions has HEI made for "householding" and will it provide additional copies of proxy materials upon request?**

As permitted by rules of the Securities and Exchange Commission, HEI has adopted a procedure referred to as "householding," under which only one annual report to shareholders will be delivered to shareholders sharing the same address, unless contrary instructions are received. Householding reduces the volume of duplicate information received at your household, the cost to HEI of preparing and mailing duplicate materials and the environmental burden of excess paper usage. Certain shareholder accounts at a householded address will continue to receive separate proxy statements and proxy cards, and we will also deliver promptly upon your written or oral request a separate copy of the annual report, proxy statement or Notice of Internet Availability if you are a security holder at a shared address to which a single copy of the requested documents was delivered. Dividend payments and account statements are not affected. Householding will continue until you are notified otherwise or until you notify us that you wish to receive a separate annual report. You will be removed from the householding program within 30 days after receipt of your notice. If you wish to commence or discontinue householding of the annual report to shareholders, you may notify us by calling us at (808) 532-5841 or toll free at (866) 672-5841 between 7:30 a.m. and 3:30 p.m., Hawaii Standard Time. You may also write to us at the following address: Hawaiian Electric Industries, Inc. Shareholder Services, P.O. Box 730, Honolulu, Hawaii 96808-0730, or e-mail us at invest@hei.com.

If you hold your shares in "street name," please contact your bank, broker or other holder of record to request information about householding.

\* \* \*

**Please vote your proxy as soon as possible** to ensure that your shares will be counted at the Annual Meeting.

Chester A. Richardson  
Executive Vice President, General Counsel, Secretary and  
Chief Administrative Officer

March 26, 2013

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**Exhibit A**  
**Reconciliation of GAAP and Non-GAAP Measures**

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The Company reports its financial results in accordance with United States generally accepted accounting principles (GAAP). However, management of HEI and its utility subsidiary use certain non-GAAP measures such as core earnings and adjusted return on average common equity (ROACE) to evaluate the performance of the utility. Management believes these non-GAAP measures provide useful information and are a better indicator of the utility's core operating activities. Core earnings as presented in this Exhibit A may not be comparable to similarly titled measures used by other companies. The table on the following page provides a reconciliation of GAAP earnings to non-GAAP core earnings for both the utility and HEI consolidated and ROACE using average GAAP common equity and average non-GAAP core common equity.

The reconciling adjustments from GAAP earnings to core earnings are limited to settlement charges for a partial write-off of certain utility assets in 2012 and 2011. As of the date of printing this Proxy Statement, the 2012 settlement agreement has not yet been approved by the Hawaii Public Utilities Commission. For more information on the settlement charge recorded in 2012, see Note 3 to HEI's Consolidated Financial Statements in HEI's Form 10-K for the year ended December 31, 2012. Management does not consider these items to be representative of the Company's fundamental core earnings.



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(in millions, except per share amounts)

Years ended December 31	2012	2011	2010
<b>CONSOLIDATED NET INCOME</b>			
<b>GAAP (as reported)</b>	\$ 138.7	\$ 138.2	\$ 113.5
Excluding special items (after-tax):			
Settlement agreements for the partial writedown of certain utility assets (2)	24.4	5.7	
<b>Non-GAAP (core)</b>	\$ 163.1	\$ 143.9	\$ 113.5
<b>CONSOLIDATED DILUTED EARNINGS PER SHARE</b>			
<b>GAAP (as reported)</b>	\$ 1.42	\$ 1.44	\$ 1.21
Excluding special items (after-tax):			
Settlement agreements for the partial writedown of certain utility assets (2)	0.25	0.06	
<b>Non-GAAP (core)</b>	\$ 1.68	\$ 1.50	\$ 1.21
<b>CONSOLIDATED SHAREHOLDERS' EQUITY</b>			
<b>GAAP (as reported)</b>	\$ 1,593.9	\$ 1,528.7	\$ 1,480.4
Excluding special items (after-tax):			
Settlement agreements for the partial writedown of certain utility assets (2)	\$ 24.4	\$ 5.7	\$
<b>Non-GAAP (core)</b>	\$ 1,618.3	\$ 1,534.4	\$ 1,480.4
<b>HEI CONSOLIDATED RETURN ON AVERAGE COMMON EQUITY (ROACE) (simple average)</b>			
<b>Based on GAAP</b>	8.9%	9.2%	7.8%
<b>Based on non-GAAP (core) using average GAAP common equity (3)</b>	10.4%	9.6%	7.8%
<b>Based on non-GAAP (core) using average non-GAAP (core) common equity (4)</b>	10.3%	9.5%	7.8%

**Hawaiian Electric Company, Inc. and Subsidiaries****UTILITY NET INCOME**

<b>GAAP (as reported)</b>	\$ 99.3	\$ 100.0	\$ 76.6
Excluding special items (after-tax):			
Settlement agreements for the partial writedown of certain utility assets (2)	24.4	5.7	
<b>Non-GAAP (core)</b>	\$ 123.7	\$ 105.7	\$ 76.6

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**UTILITY COMMON STOCK EQUITY**

<b>GAAP (as reported)</b>	<b>\$ 1,472.1</b>	<b>\$ 1,402.8</b>	<b>\$ 1,334.2</b>
Excluding special items (after-tax):			
Settlement agreements for the partial writedown of certain utility assets (2)	\$ 24.4	\$ 5.7	\$
<b>Non-GAAP (core)</b>	<b>\$ 1,496.6</b>	<b>\$ 1,408.5</b>	<b>\$ 1,334.2</b>

**UTILITY RETURN ON AVERAGE COMMON EQUITY (ROACE) (simple average)**

<b>Based on GAAP</b>	<b>6.9%</b>	<b>7.3%</b>	<b>5.8%</b>
<b>Based on non-GAAP (core) using average GAAP common equity (3)</b>	<b>8.6%</b>	<b>7.7%</b>	<b>5.8%</b>
<b>Based on non-GAAP (core) using average non-GAAP (core) common equity (4)</b>	<b>8.5%</b>	<b>7.7%</b>	<b>5.8%</b>

Note: Columns may not foot due to rounding

- (1) U.S. Generally Accepted Accounting Principles
- (2) The 2012 settlement agreement is subject to Hawaii Public Utilities Commission approval
- (3) Calculated as core net income divided by average GAAP common equity
- (4) Calculated as core net income divided by average core common equity

**Exhibit B**  
**Reconciliation of Realizable Pay to Summary Compensation Table Total Compensation**

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Realizable pay differs substantially from the amount reported as total compensation in the 2012 Summary Compensation Table required under SEC rules and is not a substitute for total compensation as shown in the 2012 Summary Compensation Table. For 2012, realizable pay represents: (1) total compensation, as reported in the 2012 Summary Compensation Table, minus (2) the aggregate grant date fair value of equity awards (as reflected in the Stock Awards column), minus (3) the year-over-year change in pension value and change in value of executive death benefits (as reflected in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column), minus (4) limited perquisites (as reflected in the All Other Compensation column), plus (5) the value of restricted stock units granted in 2012 calculated using HEI's December 31, 2012 closing per share trading price, plus (6) the estimated value (based on HEI's December 31, 2012 closing per share trading price) of the performance award under the 2012-2014 long-term incentive plan, assuming performance at the target level. For more information on total compensation as calculated under SEC rules, see the narrative and notes accompanying the 2012 Summary Compensation Table set forth on page 48.

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**Exhibit C**  
**2012 Bank Performance Peer Group for Long-term Incentive Plan Return on Assets Metric**

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1 <sup>st</sup> Source Corporation	Great Southern Bancorp, Inc.
BancFirst Corporation	Heartland Financial USA, Inc.
Bank of the Ozarks, Inc.	Home BancShares, Inc.
Banner Corporation	Independent Bank Corporation
Beneficial Mutual Bancorp, Inc. (MHC)	NBT Bancorp Inc.
Berkshire Hills Bancorp, Inc.	Northwest Bancshares, Inc.
Boston Private Financial Holdings, Inc.	Oriental Financial Group Inc.
Central Pacific Financial Corporation	PacWest Bancorp
Chemical Financial Corporation	Pinnacle Financial Partners, Inc.
Columbia Banking System, Inc.	Provident Financial Services, Inc.
Community Bank System, Inc.	Renasant Corporation
Community Trust Bancorp, Inc.	S&T Bancorp, Inc.
CVB Financial Corp.	Sandy Spring Bancorp, Inc.
Dime Community Bancshares, Inc.	SCBT Financial Corporation
Doral Financial Corporation	Taylor Capital Group, Inc.
First Commonwealth Financial Corporation	TowneBank
First Financial Bancorp.	TrustCo Bank Corp NY
First Financial Bankshares, Inc.	Union First Market Bankshares Corporation
First Interstate BancSystem, Inc.	United Community Banks, Inc.
First Merchants Corporation	WesBanco, Inc.
First Midwest Bancorp, Inc.	Westamerica Bancorporation
Flushing Financial Corporation	Western Alliance Bancorporation

Glacier Bancorp, Inc.

WSFS Financial Corporation  
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