

Executive and Strategic Planning Committee Charter

(BOHC Board Committee)

April 29, 2005

Authority

Subject to any limitations imposed from time to time by the Bank of Hawaii Corporation Board of Directors (the “Board”), the Executive and Strategic Planning Committee (the “Committee”) shall exercise all power and authority regarding the management of the business and affairs of the Bank of Hawaii Corporation (the “Corporation”), except that the Committee shall have no power:

- (a) to approve, adopt or recommend to the shareholders, any action or matter expressly required under the State of Delaware General Corporation Law to be submitted to shareholders for approval;
- (b) to adopt, amend or repeal any by-law of the Corporation; and
- (c) to appoint or remove the Chairman or Chief Executive Officer (“CEO”).

Responsibilities

Subject to the limitations of the above authority, the Committee shall exercise all authority necessary to enable it to fulfill its responsibilities, and shall, to the extent it deems necessary or appropriate, perform the duties and responsibilities as set forth below. The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time. It shall be the duty and responsibility of the Committee:

- (a) to advise the CEO and Board on long-range strategy for the Corporation and monitor the Corporation’s progress in meeting strategic objectives; and
- (b) to declare regular quarterly dividends (other than dividends in the capital stock of the Corporation).

Subcommittees and Delegation

The Committee may appoint its own subcommittees and delegate any of its responsibilities that do not, under applicable law, rules, regulations or stock exchange listing standards, require approval of the Committee as a whole, to a subcommittee comprised of one or more members of the Board. Each subcommittee shall report its action at the next practicable meeting of the Committee.

Membership

The Committee members shall comprise of at least five members and include the Chairman of the Board, CEO and Chairman of the Human Resources & Compensation Committee, Nominating and Corporate Governance Committee, Audit Committee,

Fiduciary & Investment Management Committee and the Lead Independent Director, and such other directors as the Board may from time to time appoint by resolution passed by a majority of the whole Board, provided however that the majority of members shall not be employees of the Corporation or any of its subsidiaries or affiliates.

The Committee may request any Bank of Hawaii (the “Bank”) officer, employee, outside counsel or consultant to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Advisors

The Committee has the power, in its sole discretion, to obtain advice and assistance from, and to retain at the Bank’s expense, such independent or outside legal counsel, accounting or other advisors and experts as it determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, determined by it, from the Bank.

Meetings and Quorum

The Committee shall meet upon request of the Chairman of the Board, CEO, Lead Independent Director, Chairman of the Committee or any two other members of the Committee. A majority of the members of the Committee shall constitute a quorum. Notice of meetings shall be provided by the Secretary, but lack of notice shall not invalidate the proceeding of any meeting at which a quorum was present.

Record Keeping and Reports

The Committee shall have a Secretary who shall keep minutes of the Committee meetings. The Secretary need not be a member of the Committee.

Minutes of the Committee meetings shall be made available for approval at the next practicable meeting of the Committee. Minutes or a report of Committee actions shall be provided to the full Board at the next practicable meeting of the Board.

