

# CHARTER

## Audit & Risk Committee

*(BOHC Board Committee)*

April 22, 2021

### PURPOSE

The Audit & Risk Committee (the “Committee”) is established pursuant to the By-Laws of the Bank of Hawaii Corporation (the “Corporation”) to assist the Corporation’s Board of Directors of the Corporation (the “Board”) in fulfilling its oversight responsibilities relating to the integrity of the Corporation’s financial statements and internal controls over financial reporting; compliance with legal and regulatory requirements; the qualifications, independence and performance of the registered independent auditor, the internal audit and credit review functions; and the Corporation’s enterprise-wide risk management framework established to measure, mitigate, monitor and report on major risks to the Corporation. This oversight includes all enterprise risk categories including credit, market and liquidity, operational, compliance/regulatory, legal, strategic/reputational, and any other material risk exposures faced by the Corporation.

### ORGANIZATION

Membership: The Committee shall be comprised of at least three directors appointed by the Board annually to one-year terms, and the Board may make additional appointments by resolution passed by a majority of the whole Board. All members of the Committee shall be independent directors as defined by the NYSE listing standards or other applicable laws and regulations, and pursuant to the Board’s Corporate Governance Guidelines. All members of the Committee must be financially literate as interpreted by the business judgment of the Corporation’s Board, or become financially literate within a reasonable period after being appointed to the Committee. One member must have accounting or related financial management experience, as interpreted by the Board. One member must qualify as an audit committee financial expert as defined by the SEC and determined by the Board, and appropriate disclosure will be made. One member must qualify as a risk management expert having experience in identifying, assessing, and managing risk exposures of large, complex firms. Members shall not serve on more than two other public audit committees simultaneously. The Board shall appoint one of the members of the Committee to serve as Chairman and, where appropriate, one of the members to serve as Vice Chairman. The Chairman, or where appropriate the Vice Chairman, shall prepare or approve an agenda, and distribute it to the members of the Committee in advance of each meeting. The Board shall have the authority to replace or remove Committee members. At the request of the Committee, members of management may attend meetings of the Committee. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter and the Articles and By-Laws of the Corporation.

Meetings and Quorum: The Committee shall meet at least four times per year and, as the need should arise, upon request of the 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. The meeting venues may include in-person, telephonic or such other modes as determined by the Chairman to be appropriate.

Subcommittee 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 independent members of the Board. Each subcommittee shall report its actions at the next practicable meeting of the Committee. Additionally, the Committee may delegate any of its responsibilities (that do not require approval of the Committee as a whole) to the Chief Executive Officer, provided that the responsibilities are with respect to matters affecting employees other than the Chief Executive Officer.

Advisors: The Committee has the power, in its sole discretion, to conduct investigations into any matters within its scope of responsibility and to obtain advice and assistance from, and to retain at the Corporation'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 the Committee, from the Corporation.

Recordkeeping 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 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.

Annual Review of Charter and Committee Evaluation: The Committee shall review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter, and annually review the Committee's own performance. The Committee shall provide its members with annual continuing education opportunities relating to financial reporting, risk management, and other areas relevant to the Committee.

## **RESPONSIBILITIES**

The Committee shall be subject to oversight by the Board, shall perform the duties required to be performed by the financial audit committee of its subsidiary, Bank of Hawaii (the "Bank"), and any other bank or non-bank subsidiary exercising fiduciary powers that does not have its own audit committee, to the extent permitted and in the manner required by applicable laws and regulations, 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 set forth below:

- a) The independent registered public accounting firm ("independent auditor") will report directly to the Committee. The Committee shall have the sole authority to hire and fire, to determine the compensation and direct the payment of, and to oversee the independent auditor (including the resolution of any disagreements regarding financial reporting). Annually, the Committee will review and select the independent auditor for the upcoming fiscal year, subject to the shareholders'

approval. The Committee shall set policies, consistent with governing laws and regulations, for hiring personnel of the independent auditor.

- b) Review the independence, performance and qualifications of the Corporation's independent auditor. At least annually the Committee shall obtain and review a written report from the independent auditor describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and all relationships between the independent auditor and the Corporation. The Committee shall discuss the matters included in this written report and the auditors' independence from management, including any disclosed relationships or services that may impair the objectivity and independence of the independent auditor. The Committee shall review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Committee shall present its conclusions to the Board.
- c) Pre-approve (either specifically or through pre-approval policies) all auditing and permitted non-audit services to be provided by the independent auditor, except those meeting the threshold of a de minimis exception;
- d) Hold timely discussions with the independent auditor regarding: all critical accounting policies and practices; all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; other material written communications between the independent auditor and management, including the management letter and schedule of unadjusted differences;
- e) In consultation with the independent auditor and the internal audit function, review the integrity of the Corporation's internal and external financial reporting processes;
- f) Understand the scope of the audit plan, including the independent auditors' review of internal control over financial reporting; receive and review any disclosure from the Corporation's CEO and CFO made in connection with the certification of the Corporation's quarterly and annual reports filed with the SEC of: a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize, and report financial data, and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls;
- g) Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, major issues as to the adequacy of the

Corporation's internal controls, and any special audit steps adopted in light of material control deficiencies;

- h) Review analyses prepared by management and the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- i) Meet with management and the independent auditor to review and discuss the annual financial statements and quarterly financial statements prior to the Corporation's Form 10-K and 10-Q filings or release of earnings, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
- j) Discuss the Corporation's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including the type and presentation of information, paying particular attention to any pro forma or adjusted non-GAAP financial information;
- k) Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Corporation;
- l) Review and approve all related party transactions, and discuss with the independent auditor its evaluation of the Corporation's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB;
- m) Review internal control reports or summaries thereof, other relevant reports or financial information submitted by the Corporation to any governmental body or the public, and relevant reports rendered by the independent auditor or summaries thereof;
- n) Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submissions by employees regarding questionable accounting or auditing matters;
- o) Review and approve the internal auditor's charter, budget, staffing levels, the audit plan, and overall risk-assessment methodology on an annual basis. This also includes the use of outside consultants and costs associated with the work they perform on internal audit's behalf. The Chairman, acting on behalf of the Committee, shall approve the hiring, annual performance evaluation, and compensation of the Chief Audit Executive;
- p) Review and approve the credit review charter, budget, staffing levels, and plan on an annual basis. This also includes the use of outside consultants and costs associated with the work they perform on credit review's behalf. The Chairman, acting on behalf of the Committee, shall approve the hiring, annual performance evaluation, and compensation of the Credit Review Manager;

- q) Receive information from management, the Chief Audit Executive, the Head of Credit Review, the independent auditor, and others necessary to assist it with fulfilling its oversight responsibilities related to internal audit and credit review;
- r) Establish procedures for the receipt, retention and treatment of concerns and complaints received by the Corporation, including those concerns and complaints relating to accounting, internal accounting controls or auditing matters, and the confidential anonymous submission by employees of such concerns and complaints, including those relating to questionable accounting or auditing matters. The Committee shall also establish procedures to communicate to all employees the option of submitting confidential concerns and complaints directly to the Chairman of the Committee;
- s) Review significant litigation and investigations or potential legal exposure outstanding against the Corporation, and other regulatory or legal matters that have or may have a material impact on the Corporation's financial statements;
- t) Review and recommend to the Board the articulation of the Corporation's risk appetite statement and framework, which shall include qualitative and quantitative parameters that delineate the Corporation's overall risk capacity and risk limits;
- u) Review and approve key enterprise wide risk policies and associated frameworks, programs and reports, including emerging and new products and services risks;
- v) Review management's assessment of the Corporation's enterprise wide risk profile and its alignment with the Corporation's risk appetite, strategy, goals and objectives and any breaches of risk targets or limits in accordance with approved policies;
- w) Oversee management's activities with respect to capital management and liquidity planning, including dividends and share repurchases, interest rate risk management, and enterprise-wide stress testing done to support these activities;
- x) Review management's assessment of asset quality and asset trends, portfolio construction and underwriting standards, and the effectiveness of portfolio credit risk management;
- y) Review and approve the Allowance for Credit Loss policy and oversee management's periodic review and validation of the methodology and any models incorporated into estimating the Allowance;
- z) Oversee the Corporation's programs related to managing information technology operations risk and cyber and information security risk;
- aa) Oversee the Corporation's compliance with regulatory requirements, including but not limited to Bank Secrecy Act/Economic Sanctions/Anti-Bribery/Anti-Corruption, and bank security in accordance with the Bank Protection Act;

- bb) Review examination reports of applicable federal or state regulatory agencies relating to the Corporation's risk management activities, including management's responses thereto;
- cc) Oversee the Corporation's corporate insurance program;
- dd) Meet annually or more frequently if required with the Human Resources & Compensation Committee of the Board to ensure that the Corporation's compensation practices and policies do not encourage excessive risk taking;
- ee) Meet annually or more frequently if required with the Fiduciary & Investment Management Committee of the Board to ensure that the Bank's wealth management activities do not result in excessive risk to the Corporation;
- ff) Review and approve or ratify all material transactions or relationships involving a director or executive officer that could reasonably be expected to give rise to a conflict of interest in accordance with the Corporation's Policies and Procedures with respect to Related Party Transactions.