

Kodak

**BUSINESS
CONDUCT**

Guide

November 2019

• <u>Welcome</u>	<u>4</u>
• <u>Introduction</u>	<u>5</u>
• <u>Conflicts of Interest</u>	<u>6</u>
<i>Financial Interest of Indebtedness to Outside Organizations or Individuals</i>	
<i>Employment By or Receipt of Compensation by Outside Organizations or Individuals</i>	
<i>Examples</i>	
<i>Disclosure and Waivers</i>	
• <u>Use of Assets</u>	<u>8</u>
<i>Proper Use of Company Property</i>	
<i>Confidential Information/Insider Trading</i>	
<i>Accounting and Reporting Integrity</i>	
<i>Signing Authority</i>	
• <u>Fair Dealing</u>	<u>11</u>
<i>Receiving Gifts</i>	
<i>Giving Gifts</i>	
• <u>Antitrust</u>	<u>15</u>
• <u>Government Relations</u>	<u>16</u>
<i>Government Procurement of Kodak Products</i>	
<i>Political Activities</i>	
<i>Additional Information</i>	
• <u>Anti-Corruption</u>	<u>16</u>
<i>Payments and Expenditures</i>	
<i>Engaging Agents</i>	
<i>Anti-Corruption Laws</i>	
• <u>Rights of Others</u>	<u>18</u>
<i>Fair Treatment of Employees</i>	
<i>Health, Safety & Environmental Laws</i>	
<i>Copyrights and Software</i>	
<i>Third-Party Confidential Information</i>	
<i>Privacy</i>	

- Miscellaneous 19
 - Corporate Responsibility Principles*
 - One-Voice Policy*
 - Social Media*
 - Third-Party Inquiries*
 - Volunteerism, Community Service, & Solicitation*
 - Approval of Publications and Presentations*

- Compliance 20
 - Waivers*
 - Violations*
 - Reporting*
 - Confidentiality and Non-retaliation*
 - Training and Certification*

- References 23

To All Kodak Employees:

With all that is new about today's Kodak, one strength we must be certain to take forward is our long-standing reputation as an ethical, responsible business. Our commitment to ethical behavior builds trust with our customers around the world and improves the experience of working at Kodak for all employees.

That's why it is critical that each of us understands and follows the values, policies, and conduct guidelines that we, as employees of Kodak, share.

This Business Conduct Guide provides a high-level summary of key company policies. Please review the Guide, and keep it handy for future reference. For a more in-depth understanding, our complete set of policies – including Internal Control Standards, Controller's Authorized Procedures, and Social Media Guidelines, as well as this Business Conduct Guide – can be found at <http://policies.kodak.com/>.

Kodak does not tolerate violations of its policies or retaliation toward those who report such violations. As an employee, you are expected to report potential violations to your supervisor, Human Resources, the Kodak Business Conduct Hotline, or the Chief Compliance Officer.

If you have questions about appropriate business conduct, discuss them with your supervisor or Human Resources representative. Also be aware that, depending on your job and location, you may be periodically asked to sign a statement acknowledging that you understand and comply with the Business Conduct Guide and the underlying policies.

Thank you for your cooperation.

INTRODUCTION

Eastman Kodak Company enjoys an excellent reputation as an ethical, law-abiding company. Each employee is a company representative whose actions reflect not only on the employee, but also on the company and its workforce as a whole. Employees of Eastman Kodak Company and its subsidiaries worldwide must maintain the highest ethical standards in the conduct of company business, so that they and the company are always above reproach.

Each employee is responsible for conducting the company's business with honesty and integrity, and for complying with all applicable laws, regulations, and company policies. These responsibilities include:

1. Avoiding situations where personal interests are, or appear to be, in conflict with company interests, and promptly disclosing any apparent or actual conflict.
2. Safeguarding and properly using company assets, including maintaining confidentiality of nonpublic information and not acting on such information for personal gain.
3. Being truthful and accurate in all communications, records, and reporting both inside and outside the company.
4. Treating customers, suppliers, and fellow employees, lawfully, honestly and fairly.
5. Maintaining the highest ethical standards in dealings with public officials and government employees.
6. Respecting the rights of others.
7. Being generally familiar with company policies that govern relationships with third parties.
8. Reporting promptly all suspected violations of law and company policy.

Business decisions and activities must meet our ethical as well as legal and industry standards. Perhaps the best test is to be satisfied (a) that the company's reputation would not be damaged by public scrutiny of the matter, and (b) that you would be comfortable disclosing the matter.

The Business Conduct Guide applies throughout the worldwide Kodak consolidated group of corporations, from the newest employee of Eastman Kodak Company or a Kodak subsidiary to the company's senior officers.

Kodak does not tolerate acts of retaliation toward employees who report suspected violations in good faith. Any employee engaging in retaliation is subject to disciplinary action, up to and including termination.

CONFLICTS OF INTEREST

Employees should avoid any situation that may involve a conflict between their personal interests and the interests of the company. When representing the company in transactions with others, when making recommendations or decisions relating to those transactions, and when carrying on the company's business in any manner, Kodak employees should not obtain any personal profit or gain from any outside activity related in any way to their responsibilities at the company. Employees must also avoid any situation that could lead to divided loyalties or present the appearance of a conflict of interest.

This policy applies to each employee and, depending on the circumstances, may apply to the employee indirectly as the result of actions by members of the employee's immediate family, including the employee's spouse, parents, step parents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law and anyone residing in the employee's home (other than a tenant or employee).

There are two broad categories of conflicts of interest: (1) financial interest or indebtedness to outside organizations or individuals; and (2) employment by or receipt of compensation by outside organizations or individuals. In addition to these, there are a number of other types of potential conflicts of interests that could occur. When uncertain, you should discuss your situation with your supervisor or Human Resources.

Financial Interest or Indebtedness to Outside Organizations or Individuals

Unless a waiver is granted as described below, an employee and his/her immediate family members may not have a material financial interest in, a significant indebtedness to, or a personal contract or understanding with any outside organization or individual whose business may be affected by the employee's actions on behalf of Kodak.

A "material financial interest" means an existing or potential ownership or investment interest. A "material financial interest" does *not* include the ownership of securities which meet all of the following three conditions:

- The securities are listed on a recognized stock exchange or traded on a regular over-the-counter basis; and

- The combined holdings in the securities of the employee and his/her immediate family members are less than one percent of the company's outstanding securities; and
- The combined holdings of the securities of the employee and his/her immediate family members are relatively insubstantial in amount as a personal investment.

"Significant indebtedness" means an obligation to pay money to anyone, other than indebtedness to a bank or other qualified lending institution at interest rates and on terms generally prevailing at the time the indebtedness is incurred.

Company officers and directors should familiarize themselves with the company's [Related Party Transactions Policies and Procedures](http://media.corporate-ir.net/media_files/irol/11/115911/reports/022707_Approved_Party_Transaction_Policy_and_Procedure.pdf) which can be found on-line at: http://media.corporate-ir.net/media_files/irol/11/115911/reports/022707_Approved_Party_Transaction_Policy_and_Procedure.pdf

Employment By or Receipt of Compensation by Outside Organizations or Individuals

Unless a waiver is granted as described below, no Kodak employee or his/her immediate family member (as defined above) may own a material interest in, serve as a director, officer, or employee of, perform work or services for, or receive compensation from, any outside organization or individual that is a current or potential competitor, customer, supplier or other party whose interests are not aligned with Kodak's interests, *whether or not* the employee's actions on behalf of Kodak could have a significant effect upon the business of such organization or individual.

Examples

Examples of potential conflicts of interest include:

- Acting as a broker, finder, or intermediary for the benefit of a third party in transactions involving the company or its interests.
- Hiring an external vendor to perform services for the company when you or your immediate family member has an ownership interest in the vendor.
- Using for a personal business any company property, including opportunities that are discovered through the use of company property, information, or position.
- Conducting business with an entity that employs or is owned by a family member.
- Influencing business for your own personal gain or not in the best interest of the company with a party to whom you have a close personal relationship or friendship with.

- Owning a business where you hire or utilize employees, vendors, or customers of Kodak.
- Owning a business that is in a similar business as Kodak.

Disclosure and Waivers

When an actual or potential conflict arises, the employee must make prompt and full disclosure in writing to supervision by completing and submitting a [Conflict of Interest Declaration and Waiver Request](#), available on the Compliance page of the Kodak Workforce Portal.

Following such disclosure, supervisors, working in coordination with Human Resources, should promptly apply the criteria described above to determine whether a conflict of interest does exist, and, if so, whether to waive the conflict consistent with the company's best interest. A copy of the waiver documentation must be sent to the company's Chief Compliance Officer. **Supervisors who need additional advice or guidance in determining whether a conflict exists or whether to grant a waiver should contact the Chief Compliance Officer.**

Very often, issues of apparent or actual conflicts of interest are resolved in this manner.

Unless a waiver is granted, the employee must refrain from engaging in the activity in question.

USE OF ASSETS

Each employee is responsible for the protection and proper use of company assets, including confidential information. Employees must comply with security programs to safeguard assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust.

Proper Use of Company Property

Unauthorized removal from the company's facilities of company property is prohibited. This applies to furnishings, equipment (including computer equipment), and supplies. It also applies to property created or obtained by the company for its exclusive use, including originals and copies of customer lists, files, personnel information, reference materials and reports, computer software, and data processing systems and databases. Employees must obtain prior written authorization from supervision before removing company property from the company's facilities or using company property for purposes other than the company's business.

The company's products and services are its property. Contributions made by any employee to their development are also the company's property, and remain the company's property even after the employee's employment terminates. Further, all employees are required to maintain the security of information resources and IT systems, including computers, laptops, wireless devices and all other sources of electronic information, to guard against loss or theft of the information. Details on this obligation can be found in Sections 9 and 10 of the Internal Control Standards.

<http://ics.kodak.com/>

Each employee has an obligation to use productively the time for which he or she receives compensation from the company. Work hours should be devoted to activities directly related to the company's business, except for non-business activities authorized by the employee's supervision.

Company assets, including equipment, facilities, information resources, and "corporate opportunities" (business opportunities that an employee discovers in the course of his or her employment, but that rightfully belong to the company) must be used for business purposes only. This includes company-provided e-mail and Internet access, although infrequent, brief, constructive, and professional one-to-one e-mail and Internet personal communications during non-work time (e.g., breaks or family emergencies) may be permitted.

Confidential Information/Insider Trading

Employees who receive company confidential information must hold it in confidence and must not communicate it to anyone, including family members, not authorized to see it. The type of information that employees must safeguard includes business strategies, pending contracts, research results, unannounced products, product formulae, software source code, manufacturing processes, sales data, customer lists, nonpublic financial information, and significant projects, including proposed acquisitions and divestitures.

Employees are prohibited from using for personal profit nonpublic information obtained as a result of their employment. It is a violation of company policy, and a violation of law, for an employee to trade in Kodak stock on the basis of material nonpublic information, or to transmit material nonpublic information to another person, including family members, who may trade, or advise others to trade, Kodak stock on the basis of such information. (Information is "material" if it would affect a reasonable investor's decision to buy, sell, or hold the stock in question. Information is "nonpublic" until it has been broadly disclosed publicly, typically by means of a press release.) Also prohibited is the use by employees of such information (a) to trade or cause others to trade in securities of any other company, or (b) to acquire or help others acquire a property interest of any kind, including real estate.

Accounting and Reporting Integrity

The company is required by law to report its results, including its financial results, accurately and completely.

To ensure that the company's reports to third parties, including shareholders, creditors, and government entities, are accurate and complete, employees must ensure that internal reports are equally accurate and complete.

All company financial reports, accounting records, research reports, sales reports, expense accounts, time sheets, and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or inaccurate accounting, documentation, or financial reporting are contrary to company policy and may also be in violation of applicable laws. Intentional accounting misclassifications (e.g., expense versus capital), sham transactions (e.g., sales where the company is obligated to repurchase products, or sales in excess of customer's reasonable requirements), and improper acceleration, deferral, or recognition of expenses or revenues are examples of prohibited reporting practices. Also prohibited are payments made with the understanding that they will be used for something other than the stated business purpose. Finally, it is a violation of company policy, and possibly a violation of law, to assist third parties, including customers and suppliers, with improper accounting and reporting.

The company maintains a system of internal controls, disclosure controls and procedures to ensure that:

- a. transactions are executed in accordance with management's authorization, and are properly recorded and posted;
- b. company assets are safeguarded from loss, unauthorized access, waste, fraud, and abuse;
- c. company resources are used in an efficient and effective manner;
- d. the company accurately and timely discloses required financial and non-financial information; and
- e. all legal requirements are satisfied.

The company's internal controls are those policies, procedures and activities taken to provide reasonable assurance that the company is moving toward meeting its business objectives in a manner consistent with company values and applicable legal obligations. A system of good internal controls takes into account specific risks which can affect the accomplishment of business objectives, and minimizes those risks in a cost-effective manner. The company's system of internal controls helps businesses succeed by promoting efficient and effective use of company resources, safeguarding assets from waste and fraud, assuring reliability of financial and operational information, and assuring compliance with relevant policies, procedures, laws, and regulations, both internal and external to the company.

Responsibility for compliance with these policies rests with all employees, not solely with the company's finance and accounting personnel. Each employee is required to be

familiar and in compliance with the internal controls, disclosure controls and procedures related to his or her job.

All employees must be truthful and open in dealing with the company's internal and independent auditors and Corporate Security investigators. Employees may not directly or indirectly take any action to improperly influence, coerce, mislead, or manipulate the company's internal or independent auditors or investigators. Doing so may result in disciplinary action up to and including termination.

Signing Authority

Only authorized employees can sign contracts on behalf of Kodak and its subsidiaries. This authority is granted to employees, by name or by title, by authorizing resolutions (adopted by Kodak's board of directors and the boards of directors of Kodak subsidiaries). Signing authority does not derive from internal administrative designations or titles.

Individuals who have been authorized to sign a legally binding agreement on behalf of the company have been notified. An employee who is uncertain about his or her signing authority should check with supervision or the Corporate Secretary's office.

FAIR DEALING

Kodak employees must treat customers, competitors, and suppliers fairly and without manipulation, concealment, or abuse of privileged information.

The company does not seek to gain advantage through the improper use of favors or other inducements. Offering, giving, soliciting, or receiving any form of bribe is prohibited.

Our policies restricting the giving or receiving of gifts and entertainment are based on the principle that business decisions should not be influenced by inducements with a personal benefit. Even the appearance that a business decision was influenced by a personal benefit can harm the reputation of the company and our employees.

Gifts of a "token value" are not subject to the restrictions described below. "Token value" means a value of US\$100 or less except in the EAMER region where "token value" means €100 or less. The value of multiple gifts given or received by Kodak employees over a limited period of time, i.e. twelve months or less should be aggregated for purposes of determining whether they exceed token value. In general, the term "gift" refers to items of a personal nature and does not apply to commercial products and services, such as company product provided at no charge as part of a trade trial.

Receiving Gifts

Without the written approval of a company officer or the Kodak Managing Director for the EAMER, LAR or APR, neither an employee nor a member of the employee's household may accept gifts, favors, entertainment, or other inducements, of more than token value (as defined above), or offered at less than market value from any person or organization that does or seeks to do business with, or is a competitor of, the company.

The approving company officer or managing director will determine whether the employee may accept a gift or entertainment or must return it or dispose of it in some way. The rationale for a decision to allow an employee to accept a gift or entertainment of more than token value must be documented by the relevant officer/managing director and approved by the Chief Compliance Officer. **Any questions a company officer or managing director may have in determining whether to allow an exception to this policy should be directed to the Chief Compliance Officer.**

Some company units (e.g., Procurement) have adopted a stricter standard, and have communicated that standard to their personnel.

An employee must not accept a gift or entertainment if it unduly influences him/her or makes the employee feel obligated to pay back the other party with company business or assets. An employee may choose to reimburse the offering party for the cost of a gift or entertainment. In such cases, the employee must discuss with his/her supervisor whether the reimbursement is sufficient to eliminate even the appearance that the employee may be influenced by the offering party. If the supervisor concludes that the potential appearance of influence is mitigated by the employee reimbursing the offering party, the supervisor should document the rationale for this conclusion in the employee's personnel file.

It is never acceptable to receive a gift in cash, stock, or a cash or stock equivalent. It is also unacceptable, except as noted in the section in this Guide on [Conflicts of Interest](#), to receive the benefits of a loan or loan guarantee from any entity doing business or seeking to do business with the company.

Reasonable meals and refreshments served during business meetings are not considered a gift. Before accepting any meals or entertainment offered in conjunction with a business meeting or function by a person or entity doing business or seeking to do business with Kodak, employees should consider the primary purpose of the meeting or function. If the primary purpose of the meeting/function is personal entertainment, the offer will be treated as a gift and the restrictions set forth in the first paragraph of this section on *Receiving Gifts* will apply. If, on the other hand, the primary purpose of the meeting/function is to discuss business, the offer is not a gift and falls outside the scope of this policy.

To differentiate between a personal and a business meeting/function, consider the following examples:

- An employee is invited by a supplier to a three-day event at a resort location with travel expenses and lodging to be paid for by the supplier. The agenda for the event includes two days of golf, spa treatments and sailing. The final day of the event includes a business meeting.
Conclusion: The primary purpose of the event is personal in nature because the majority of the agenda is dedicated to entertainment, not business. The employee should either seek his/her supervisor's approval for Kodak to pay their travel and lodging expenses necessary to participate in the business portion of the meeting or decline the invitation.
- An employee is invited by a prospective vendor to a customer focus group meeting in another city. The prospective vendor offers to pay the employee's hotel and meal expenses. In order to participate in the focus group meeting, the employee must review two binders of background material. The agenda for the session consists of seven hours of discussion on business topics and a one hour lunch break.
Conclusion: The primary purpose of the meeting is business because the agenda consists primarily of business topics. Also, the employee would be providing a valuable service to the prospective vendor by preparing for and participating in seven hours of business discussions. The employee may accept the prospective vendor's offer with the approval of his/her supervisor.
- A prospective Kodak distributor offers a company employee two tickets to a professional soccer match. The tickets have a value of \$200 each. The employee is invited to bring a guest to the match. The prospective distributor will not attend.
Conclusion: There is no business purpose for the employee to attend the soccer match because the prospective distributor will not be represented. The company policy on *Receiving Gifts* applies because the tickets are worth more than token value. The employee should either decline the offer or discuss with his/her supervisor whether it is appropriate for the employee to reimburse the prospective distributor for the cost of the tickets. The conclusion of this discussion should be documented if the supervisor determines that it is appropriate for the employee to reimburse the prospective distributor.

For their protection, employees dealing with customers or suppliers should advise the customers or suppliers of this company policy at the outset of the relationship, preferably in writing.

Giving Gifts

Gifts, favors, and entertainment may be given to customers and suppliers if what is given:

- is consistent with customary business practice;
- is of no more than token value and cannot be construed as a bribe or pay-off;
- is not in violation of applicable law or ethical standards; and

- would not embarrass the company or the employee if publicly disclosed.

When a proposed gift consists of Kodak products, “token value” means up to US\$250. For other types of gifts or entertainment, token value means \$100 or less except in the EAMER region where token value means €100 or less. Although this list is not all-inclusive, examples of gifts that are not acceptable include alcohol, or hosting a customer, channel partner or supplier at an entertainment club or night club.

Exceptions to these limitations require the written approval of a company officer or the Kodak Managing Director for EAMER, LAR or APR. The rationale for an officer’s decision to allow a gift or entertainment that does not meet all of the standards listed above must be documented by the relevant company officer/managing director and approved by the Chief Compliance Officer. **Any questions a company officer or managing director may have in determining whether to allow an exception to this policy should be directed to the Chief Compliance Officer.**

The procedure for reimbursement of permitted gifts and entertainment is described in the company’s [Travel & Entertainment](#) policy and the [Corporate T&E Reimbursement](#) procedure.

Government Officials and Employees: Although gifts to government employees are generally prohibited by law (see Section on [Anti-Corruption](#)), there may occasionally be situations where law and custom permit the giving of gifts to government employees. Where such gifts are contemplated, the prior written approval of Kodak legal counsel and a company officer or the Kodak Managing Director for the EAMER, LAR, or APR is required. **Any questions a company officer or managing director may have in determining whether to allow an exception to this policy should be directed to the Chief Compliance Officer.**

Certain countries may have specific legislation prohibiting gifts and entertainment to particular governmental organizations. Kodak employees should seek legal advice to understand the boundaries of such legislation. In the United States, for example, Kodak employees are prohibited from providing, requesting or directing a gift, including travel, to a Member of the U.S. Congress, family member of a Member, or an officer or employee of either House of Congress. Also in the United States, all gifts involving Executive Branch officials and employees, including family members, must be approved by the Vice President of Public Affairs in addition to the above mentioned approvals. Furthermore, in order to comply with U.S. state and local ethics laws, all gifts directed to a state or local official or employee, or family member thereof, must be approved in advance by the Vice President of Public Affairs.

Reasonable meals and entertainment provided to a current or prospective non-government customer or business partner in connection with a business meeting or function are not considered gifts. However, employees should be mindful of this gift policy when the primary purpose of a meeting or function is personal entertainment rather than business. Providing event tickets to a customer or business partner will be

considered personal entertainment unless the customer or business sponsor is accompanied by a company representative and business will be discussed during the event. Examples illustrating the difference between meetings/functions that are primarily for business and those that are primarily personal in nature appear above under [Receiving Gifts](#).

Corporate Sponsorships: As a sponsor of sporting and other entertainment organizations and events, Kodak has access to certain benefits from the sponsored organizations such as free tickets or passes to events. Such tickets and other benefits may be given to non-government customers and other business partners, provided that (1) the benefits are contributed to the company by a sponsored organization and; (2) a Kodak representative will host the customer or business partner during the event.

ANTITRUST

Employees must comply with the antitrust laws of the United States and corresponding competition laws of other nations. The antitrust laws apply to the following kinds of activities: conduct constituting monopolization or abuse of a dominant position; discussions among competitors involving price, territories and customers to be served, terms and conditions of sale, and other competitively significant information; determinations by suppliers of the prices to be charged by their customers; discrimination in price and other allowances by suppliers in dealings with their customers; tie-in sales; and the anti-competitive effects of mergers, acquisitions, joint ventures and other similar arrangements.

An area of particular concern involves agreements and discussions with competitors. Employees must not participate in any discussion, understanding, agreement, plan, or scheme, whether formal or informal, with any competitor or potential competitor that involves prices, price levels, territories, or customers to be served.

All employees who regularly deal with customers or competitors must be generally familiar with relevant antitrust law and related company policy, as summarized in the company's [Antitrust Compliance Manual](#).

The criminal penalties imposed by courts related to such understandings are severe in terms both of imprisonment and fines, and they are imposed on both employees and employers.

The Legal Department is responsible for providing antitrust advice to company employees and for advising management concerning the company's compliance with the antitrust laws.

GOVERNMENT RELATIONS

Employees must adhere to the highest standards of ethical conduct in all relationships with government officials, employees, and candidates for public office.

Government Procurement of Products

Many governments around the world have comprehensive laws governing the purchases of products from private suppliers like Kodak. These laws are intended to ensure that governmental entities obtain goods and services at competitive prices, often prices at least as good as the supplier's best price to a commercial customer. When selling company products to government procurement agencies, employees must comply with all applicable laws.

Political Activities

The company will not make political contributions (including in-kind contributions such as the use of corporate facilities or personnel) unless permitted by applicable law, and approved in advance, and in writing, by the company's Vice President of Public Affairs. .

Since an employee's political activities could be attributed to the company, employees must, before engaging in any political activity, including fundraising activity, that occurs during working hours or that involves the use of company facilities or personnel services in connection with such political activity, obtain the prior written approval of the company's Vice President of Public Affairs. .

Additional Information

For additional information regarding gifts to government employees, see [Giving Gifts](#) in the section headed FAIR DEALING.

ANTI-CORRUPTION

Payments and Expenditures

Kodak employees are prohibited from making, offering or accepting payments or any form of value, relating to an existing or potential business relationship with a customer, where the payment or value is intended to influence an individual to make a business decision or determine the way in which business is conducted. If a payment is intended as a means to obtain or retain the business of a customer, or where it is intended to secure an improper advantage with respect to that customer, it may be a form of bribery that is

prohibited under anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act (FCPA) or the UK Bribery Act.

Kodak may also be liable for the acts of third parties in this area. If a person or entity that performs services for or on behalf of Kodak makes or offers an improper payment for the purpose of obtaining or retaining business or an advantage for Kodak, the company may be liable. Third parties can include agents, distributors, contractors, suppliers and other parties, where their activities are directly in aid of the company's business efforts, rather than simply as an independent provider of goods or services.

In some cases, payments to facilitate routine transactions, that are regular practice and required according to a law or regulation, may be acceptable. These payments are known as "facilitation payments." However, before any such payments are made or agreed upon, **Kodak employees must consult with regional Kodak attorneys or the Chief Compliance Officer to ensure that the payments are permissible.**

In addition, where local law, regulation, and government policies allow, legitimate and reasonable, less than US\$100, expenditures that are intended to build upon or establish a business relationship with a customer, or to demonstrate products and services, may be acceptable, where the expenses are in fact reasonable and consistent with industry practices and are not lavish or excessive. For example, the provision of first class or air travel, luxury accommodations, or meals or events that are not clearly connected to legitimate business activity would not be considered "reasonable" expenses. Reimbursement of customer expense exceeding US\$100, where the customer is a government agency, must be pre-approved in writing by Kodak legal counsel and a company officer or the Kodak Managing Director for the EAMER, LAR, or APR with a copy of the approval sent to the Chief Compliance Officer. Additional guidance in this area is in the [Fair Dealing](#) section.

Engaging Agents

Kodak has established a corporate policy governing the selection and use of agents, which includes a vetting process and appropriate authorization.

Prior to engaging with an agent, you must follow the company's policy and process <http://policies.kodak.com/policy.cfm?PolicyID=369>

Kodak's Mandatory Principles for All Kodak Agents Include:

1. Kodak strictly prohibits agents from making, offering or accepting improper payments or any form of value, on behalf of Kodak.
2. No Kodak employee may engage an agent on Kodak's behalf unless the engagement has been approved in accordance with this policy and all other applicable Kodak policies.
3. Kodak may not use agents to do something that the company would not be permitted to do itself.

4. Kodak will provide reasonable compensation to agents consistent with the scope of work, geographic location, and level of expertise.
5. Kodak will accurately record in its books and records any compensation paid and expenses reimbursed to agents.

Anti-Corruption Laws

The anti-corruption laws that prohibit this conduct apply to both commercial (private) and government (public) customers. Both the FCPA and UK Bribery Act laws are global in scope and are not limited in geography. In addition, Kodak employees must be aware of and comply with all local laws and restrictions that relate to doing business with public entities in the countries in which the employees work or in which they are selling a Kodak product or service. **Questions about laws and restrictions in this area should be directed to regional Kodak attorneys or Kodak's Chief Compliance Officer.**

RIGHTS OF OTHERS

Fair Treatment of Employees

Each employee is entitled to be treated with dignity and respect by supervisors and by other employees. The company maintains a zero-tolerance policy for harassment or intimidation because of race, color, religion, sex, sexual orientation, disability, age, or other legally protected characteristic, and for retaliation.

Health, Safety & Environmental Laws

All company facilities worldwide operate under the basic principle that health, safety, and environmental responsibilities are fundamental to Kodak values. Employees are responsible for ensuring that the company complies with the health, safety, and environmental laws of the countries where it does business.

Copyrights and Software

Employees must respect the valid copyrights of others, in works as diverse as printed materials, films, sound and video recordings, art items, and computer software in any media, as well as translations and adaptations of such works.

Employees are prohibited from duplicating, distributing, or incorporating in Kodak works the copyrighted works of others, unless permissions are obtained. This includes work in electronic as well as conventional format.

Software used by employees for company business must be covered by a license from the owner of the software.

Third-Party Confidential Information

The company frequently enters into written confidentiality agreements under which the company undertakes an obligation to protect confidential information obtained from third parties. If the third parties follow the contractual procedures for disclosing their confidential information, employees who become aware of such information must maintain it in confidence, in accordance with the terms of the confidentiality agreement. No employee of Eastman Kodak Company will seek to obtain business information from others through false pretense or illegal means.

Privacy

The company respects the privacy rights of its employees, customers, and suppliers. Employees are responsible for complying with all relevant data privacy laws when accessing the personal data of others. Employees must also comply with the Corporate Policy on Privacy of Personal Data. Section 9 of the Internal Control Standards describes the requirements relating to Data Privacy Management.

MISCELLANEOUS

Corporate Responsibility Principles

The company maintains a set of Corporate Responsibility Principles that state its core business-conduct philosophy and govern its relationship with third parties. Employees should be generally familiar with the Corporate Responsibility Principles.

One-Voice Policy

The company anticipates and responds to the public's valid interest in its business activities. In so doing, the company speaks with "One Voice," to ensure that its public reputation is based on fact rather than hearsay or rumor. Employees contacted by the media to give a statement on the company's behalf should not discuss or disclose company business unless authorized to do so. If contacted by the media for a company statement, employees should direct the media representative to a company member of the company's Communications and Public Affairs group.

Social Media

Kodak utilizes social media to promote and protect the company's brand and to connect with customers, key influencers, employees and potential talent. Kodak manages its presence and message on social media through individual employees designated by the Director of Communications and Public Affairs to speak on its behalf as part of their official duties and responsibilities. No other employees are authorized to speak for the company. Employees may choose to engage in social media in their personal capacities as discussed in the company's Social Media Guidelines.

Third-Party Inquiries

Employees should immediately refer all inquiries from government officials and lawyers representing third parties to a member of the Legal Department. Inquiries from law-enforcement agencies may also be referred to Corporate Security.

Volunteerism, Community Service, and Solicitation

The company encourages community volunteerism among its employees consistent with the guidelines that support the Kodak Cares initiative. Employees are encouraged to consult with the company's Communications & Public Affairs office if there are any concerns about the relevance and appropriateness of specific volunteer activities. Employees volunteering personal time should review the Kodak Cares Guidelines applicable for their region. Employees must not commit company funds, products, in-kind services, or other assets to outside organizations with which they are associated without the approval of Communications & Public Affairs. Generally speaking, distribution by employees of non-work-related literature, for any reason, is prohibited during work time in work areas. However, local supervision may permit limited solicitation for non-profit charitable organizations, or for fundraising in connection with school-age children's activities, in non-work areas.

Approval of Publications and Presentations

Employees must obtain advance approval from supervision of all copy and presentations involving company-related materials for delivery outside the company. Company-related materials include:

- Present or prospective businesses of the company, its products and practices;
- Market areas where the company participates or has a potential interest;
- Matters within the general expertise of the employee's job, including theses for academic degrees; and
- Any materials that identify the employee in terms of his or her association with the company.

COMPLIANCE

Employees must comply with applicable law and company policy. When in doubt, employees must seek clarification from their supervision or, if necessary, from Human Resources or the Chief Compliance Officer.

Waivers

Situations will occasionally arise where the company deems it appropriate to waive compliance by an employee with a company policy. For example, as noted above under Conflicts of Interest, it may sometimes be appropriate to waive a conflict of interest. All such waivers must be in writing. In addition, where the company's Chief Executive Officer, Chief Financial Officer, Controller, or another Executive Officer seeks a waiver of a company business conduct or ethics policy, only the Kodak Board of Directors or a Board Committee may grant the waiver, which must be promptly disclosed to shareholders.

Violations

Violations of the company's business conduct standards are grounds for disciplinary action, up to and including discharge. Frequently, such violations also constitute violations of law, which can subject the company to monetary damages and fines, and can subject employees to fines and imprisonment.

Reporting

All employees benefit from an atmosphere of ethical and legal conduct. Employees who suspect violations of law or company policy are expected to report such matters to their supervision. Employees who believe it is not advisable or practical to report to their supervision must report directly to:

- Human Resources;
- Chief Compliance Officer / Director of Corporate Audit – 585/724-2591; or
- Kodak Business Conduct Help Line -- (toll free) 866/480-6134 (international employees can call collect at 704/943-1130). Employees in France should call 0800 90 6923 to connect to the professional alert telephone line. This line was established to meet the CNIL Guidelines. The Business Conduct Help Line is also accessible on-line at <https://www.kodakbusinessconducthelpline.com>

The Kodak Business Conduct Help Line will direct any reported issues to various resources within the company, including those identified above. In addition, the Kodak Business Conduct Help Line will report issues that involve certain members of senior management directly to the Audit Committee of the Board of Directors.

For the avoidance of doubt, nothing in this Business Conduct Guide prevents Company employees from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, the Congress and any agency Inspector General, or from making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Company employees do not need prior authorization to make any such reports or disclosures and are not required to notify the Company that they have made such reports or disclosures.

Confidentiality and Non-retaliation

Generally speaking, employees may report suspected violations confidentially. Where confidentiality cannot be maintained (e.g., in situations involving the imminent threat of serious harm or if required by local laws), every effort will be made to obtain the employee's consent to disclose his or her identity.

It is illegal for the company, and company personnel, to retaliate against an employee acting in good faith that reports information or raises questions about possible violations of law or company policy. Kodak does not tolerate acts of retaliation toward employees who report suspected violations in good faith. Any employee engaging in retaliation is subject to disciplinary action, up to and including termination.

Training and Certification

The company periodically requires employees to complete Business Conduct Guide training and certify compliance with policies and procedures. Failure to complete this training may result in disciplinary action up to and including termination.

REFERENCES

Link to the Business Conduct Guide:

<http://policies.kodak.com/policies/businessconductguide.html>

Link to Corporate Policies:

<http://policies.kodak.com/>

©Eastman Kodak Company, 2016