

Eastman Kodak Company
Board of Directors
Executive Committee Charter

- I. The Committee's Purpose.** Pursuant to Article 4, Section 2 of the By-Laws of the Company, the Executive Committee of the Board, established by resolution of the Board on November 18, 1959, is continued for the purpose of exercising all the authority of the Board in the intervals between meetings of the Board.

Pending the resolution of the Company's action before the Bankruptcy Court of the Southern District of New York, the Executive Committee shall assume such duties of the former Corporate Responsibility and Governance Committee as have not been expressly assigned to the Audit and Finance Committee or the Restructuring and Executive Compensation Committee of the Board, such duties to include, but not be limited to:

1. Oversight of the Company's corporate governance structure, including the review of issues and developments related to corporate governance;
2. Periodic review of Board performance;
3. Period review of the Board's size and composition; and
4. Such other tasks as the Board may delegate to the Committee from time to time.

The Executive Committee may delegate the disposition of the duties identified above to such other committee of the Board as it deems appropriate.

- II. Limitations.** The powers of the Executive Committee do not include the ability to:

1. Make, alter, or repeal any by-law of the Company;
2. Elect or appoint any director, or remove any officer or director;
3. Submit to shareholders any action that requires shareholders' approval; or
4. Amend or repeal any resolution therefore adopted by the Board which by its terms is amendable or repealable only by the Board.

- III. Committee Membership.** The Executive Committee shall consist of the Chairman of the Board, the Presiding Director and each other member of the Board who is a chair of a Board Committee.
- IV. Authority to Retain Experts.** The Executive Committee has the authority to retain, direct and/or terminate such experts as it deems necessary in the performance of its duties.