

Corporate Governance and Nominating Committee Charter

Purpose: The purpose of the Corporate Governance and Nominating Committee (the "Committee") is to oversee the Company's corporate governance structure, recommend individuals to the Board for nomination as members of the Board and its committees, and lead the Board in its periodic review of Board performance.

Committee Membership: The Committee will consist of three or more directors, all of whom in the judgment of the Board shall be independent in accordance with the New York Stock Exchange listing standards. The Board will appoint and replace the members of the Committee and its Chair. The members of the Committee will serve at the pleasure of the Board.

Committee Meetings:

1. Regular meetings of the Committee shall be held in accordance with a schedule determined by the Committee. A special meeting of the Committee may be called by the Chair at any time and from time to time, and shall be called by the Chair upon request by two or more Committee members.
2. The agenda of each Committee meeting will be prepared under the direction of the Chair and, whenever reasonably practicable, circulated to each Committee member prior to the meeting date. The Chair will preside, when present, at all Committee meetings. The Committee may have in attendance at meetings the members of management or others it deems necessary in order to provide the information necessary to carry out its duties. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Committee. Members of the Committee may participate in a Committee meeting by telephone or video conference, and participation in a meeting by these means shall constitute presence in person at the meeting.
3. Minutes shall be prepared for all meetings of the Committee to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and shall be approved as presented or as modified at the next Committee meeting.

Authority: To allow the Committee to achieve its purpose and satisfy its duties and responsibilities, the Committee will have the authority to:

1. Establish such policies and procedures, as it deems appropriate, including policies and procedures for the submission and evaluation of director candidates put forth by the Company's shareholders.
2. Establish subcommittees of one or more members, and delegate its authority and responsibilities to such subcommittees, when appropriate and in accordance with applicable rules and regulations.
3. Engage executive search firms and internal or external advisors or consultants, from time to time, to advise or assist the Committee on director candidates, corporate governance matters, or any other matters within the scope of the Committee's duties or responsibilities.
4. Take such other actions as the Committee deems necessary or appropriate to satisfy its duties and responsibilities set forth in this Charter or as otherwise delegated by the Board.

Committee Duties and Responsibilities:

The duties and responsibilities of the Committee are to:

A. Corporate Governance

1. Develop and recommend a set of corporate governance guidelines applicable to the Company.
2. Regularly review issues and developments related to corporate governance matters and formulate and recommend positions on governance issues to the Board as the Committee deems appropriate.

B. Board Matters

1. Oversee enforcement of the Board's Director Independence Standards and periodically review those standards.
2. When necessary or appropriate, make recommendations to the Board as to the desirable size and composition of the Board.
3. Determine the independence of each member of the Board in accordance with the Company's Director Independence Standards.
4. Review and make recommendations to the Board regarding directors' & officers' liability insurance.

5. Recommend to the Board whether to accept or reject a director resignation, where a director fails to receive a majority vote as specified under the Company's Bylaws and Majority Vote Policy.

C. Board and Committee Nominations

1. Oversee and periodically review the Board's Director Selection Process for identifying, screening and recommending Board candidates.
2. In accordance with the Director Selection Process and Director Qualification Standards, evaluate individuals believed to be qualified to become board members, including those recommended by shareholders, screen the backgrounds and qualifications of such individuals, and, when appropriate, recommend such individuals for consideration by the Board.
3. Review all nominations for re-election of Board members and report to the Board regarding the results of such review.
4. Oversee and periodically review the Board's Director Qualification Standards for use when considering the nomination, re-nomination or appointment of members to the Board.
5. Consider when recommending individuals to the Board for consideration or re-nomination those factors outlined in the Company's Director Qualification Standards.
6. When appropriate, recommend to the Board that it recommend to shareholders removal of a director for cause.
7. Recommend the committee structure and committee assignments, including committee Chairs, to the Board for approval, as and when necessary.
8. Retain and terminate, as appropriate in its discretion, any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms.
9. Review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship of another public company board or an appointment to an audit committee of another public company.

D. Board and Committee Performance Review

1. Manage the process whereby the Board annually assesses its performance and then report the results of this evaluation to the Board along with any recommendations for improvement.
2. Oversee the process whereby each Committee of the Board, in accordance with its charter, annually assesses its own performance and then reports the results of its evaluation to the Board along with any recommendations for improvement.

E. Director Orientation and Education

1. Oversee the Company's orientation process for newly elected members of the Board and assist the Board in its implementation.
2. Regularly assess the adequacy of and need for additional continuing director education programs.

F. Other Responsibilities

1. Report to the Board the activities of the Committee after each committee meeting verbally and/or by delivery of approved meeting minutes.
2. Prepare and recommend to the Board a committee charter, periodically review and reassess the adequacy of the charter, and as appropriate recommend changes to the charter.
3. Oversee the annual performance evaluation of the Committee, which evaluation will include a comparison of the performance of the Committee with the requirements of this charter.
4. Annually review any shareholder proposals received by the Company and make recommendations to the Board regarding the Company's response to such proposals.
5. Review "Interested Transactions" in accordance with the Company's Related Party Transactions Policies and Procedures.

As adopted by the Board of Directors of Eastman Kodak Company, effective February 17, 2015.