

CHARTER OF THE COMPENSATION, NOMINATING & GOVERNANCE COMMITTEE

I. PURPOSE

The Compensation, Nominating & Governance Committee (the "Committee") of the Board of Directors (the "Board") of Eastman Kodak Company (the "Company"), through delegation from the Board, has principal responsibility to assist the Board with respect to compensation, director nomination and corporate governance matters. This Charter sets forth the authority and responsibility of the Committee in fulfilling its purposes.

With respect to its compensation functions, the Committee's purpose is to assist the Board with respect to compensation matters, including overseeing and making recommendations to the Board on such matters as:

- the Company's executive compensation strategy;
- the administration of compensation plans in which Section 16 Executive Officers participate;
- the review and approval of compensation for the Company's CEO and Section 16 Executive Officers; and
- the compensation of the Board.

With respect to its nominating and governance functions, the Committee's purpose is to assist the Board with respect to director nominations and corporate governance matters, including:

- overseeing the Company's corporate governance structure;
- recommending individuals to the Board for nomination as members of the Board and its committees; and
- leading the Board in its periodic review of Board performance.

II. COMPOSITION

The Committee will consist of at least three directors, (i) all of whom meet the independence requirements of the listing standards of the New York Stock Exchange or the applicable exchange on which the Company is then listed, and (ii) at least two of whom meet the definition of a non-employee director under Rule 16b-3 of the Securities and Exchange Act of 1934, as amended.

The Board will appoint and replace the members of the Committee, who will serve at the pleasure of the Board. The members shall each serve until their respective terms as members of the Board shall expire, subject to earlier death, resignation or removal by the Board. The Board will appoint a Chair of the Committee, who will serve at the pleasure of the Board. The Chair will preside at all Committee meetings, review the proposed agenda for each Committee meeting and report to the Board, verbally and/or by delivery of approved meeting minutes, a summary of actions taken at each Committee meeting. In the absence of the Chair, the members of the Committee present at any

meeting may, by their majority vote, select a member to perform the duties of the Chair for such meeting.

III. MEETINGS

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.

The agenda for 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 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, video conference, or other electronic means, and participation in a meeting by these means shall constitute presence in person at the meeting.

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.

IV. DUTIES, RESPONSIBILITIES, AND POWERS

The Committee will assume any duties delegated to it by the entire Board so long as they comply with the Company's by-laws as then currently in effect. The Committee shall discharge any other duties or responsibilities expressly delegated to it by the Board in accordance with, and subject to the terms set forth herein. The Committee will not have authority to act on behalf of the Board and shall have no power to make any determination on behalf of the Company, in each case other than with respect to specific actions or specific categories of actions that have been expressly authorized by the Board, including specific actions and specific categories of actions expressly authorized herein. Unless approval by the Committee is specifically required pursuant to this Charter or applicable law, the responsibility for overseeing and approving the Company's compensation arrangements resides with the Company's management.

With respect to its compensation functions, the Committee's principal duties, responsibilities, and authority are set forth below:

- (a) With respect to executive compensation strategy, the Committee shall:
 - (i) Periodically review and approve the Company's executive compensation strategy and principles to ensure that they are aligned with the Company's business strategy and objectives, shareholder interests, desired behaviors and corporate culture.

- (ii) Periodically review the Company's compensation policies and practices to assess whether they create risks that are reasonably likely to have a material adverse effect on the Company.
- (b) With respect to Equity and Performance-Based Compensation Plans, the Committee shall:
 - (i) Review and approve the adoption of, and changes to, all equity-based plans and performance-based and other cash compensation plans in which the CEO and/or Section 16 Executive Officers participate.
 - (ii) Oversee the administration of the Company's equity plans and compensation plans and make recommendations to the Board regarding such plans, as appropriate.
 - (iii) Periodically assess the effectiveness of the Company's equity plans and compensation plans to ensure that they are consistent with and meeting the Company's executive compensation strategies and principles, and, at the discretion of the Committee, periodically assess such effectiveness of any other executive compensation plans of the Company.
- (c) With respect to CEO compensation, the Committee shall annually review and approve goals and objectives relevant to the compensation of the CEO, evaluate, in conjunction with the Board, the CEO's performance in light of those goals and objectives, and set the CEO's individual elements of total compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee in its discretion may consider such factors as it considers relevant including, the Company's performance and relative shareholder return, the value of similar incentives awards to chief executive officers at comparable companies, and awards given to the CEO in past years.
- (d) With respect to Section 16 Executive Officer compensation, the Committee shall approve and oversee the compensation of the Company's Section 16 Executive Officers. In this role, the Committee will review, and, if appropriate based upon the Committee's assessment, approve the recommendations made by the CEO of the individual elements of total compensation paid to these executive officers.
- (e) With respect to severance and termination arrangements, the Committee shall review and approve any severance or termination arrangements that apply to the CEO or any of the Company's Section 16 Executive Officers.
- (f) With respect to employee benefits, the Committee shall review and recommend to the Board new employee benefit plans, and changes to such existing plans, where the new plan or the change to the existing plan is likely to result in an increased cost or liability to the Company or the plan of \$10 million or more.
- (g) With respect to non-executive employee compensation plans, the Committee shall receive an annual report from management on the compensation plans that apply broadly to the non-executive employee population of the Company.

- (h) The Committee shall review and discuss with management the Compensation Discussion and Analysis, if required under applicable law, as well as any compensation-related proposals or disclosures to be included in the Company's annual proxy statement (or equivalent thereof), and produce and recommend the same to the Board, for inclusion in the Company's annual proxy statement (or equivalent thereof) in accordance with applicable Securities and Exchange Commission rules and guidelines.
- (i) The Committee shall review and make recommendations to the Board from time to time regarding compensation for Directors.
- (j) The Committee shall obtain advice and assistance from internal or external experts or advisors, in its discretion. Should the Committee determine that it requires the assistance of an independent compensation consultant or other advisor, the Committee will have sole authority to review the independence of the consultant, retain and terminate the consultant and approve the fees and retention terms for the consultant. The Committee shall only select such consultant or advisor after taking into consideration all factors relevant to such person's independence from management.

With respect to its governance functions, the Committee's principal duties, responsibilities, and authority are set forth below:

- (a) The Committee shall develop and recommend a set of corporate governance guidelines applicable to the Company.
- (b) The Committee shall 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.
- (c) The Committee oversees enforcement of the Board's Director Independence Standards and will periodically review those standards.
- (d) When necessary or appropriate, the Committee will make recommendations to the Board as to the desirable size and composition of the Board.
- (e) The Committee shall determine the independence of each member of the Board in accordance with the Company's Director Independence Standards.
- (f) The Committee shall 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 by-laws and the Company's Majority Vote Policy, each as then currently in effect.
- (g) The Committee manages 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.

- (h) The Committee oversees 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.
- (i) The Committee oversees the Company's orientation process for newly elected members of the Board and assists the Board in its implementation.
- (j) The Committee will regularly assess the adequacy of and need for additional continuing director education programs.
- (k) The Committee will annually review any shareholder proposals received by the Company and make recommendations to the Board regarding the Company's response to such proposals.
- (l) Review "Interested Transactions" in accordance with the Company's Related Party Transactions Policies and Procedures and applicable laws and listing standards.

With respect to its nominating functions, the Committee's principal duties, responsibilities, and authority are set forth below:

- (a) The Committee shall 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.
- (b) The Committee oversees and periodically reviews the Board's Director Selection Process for identifying, screening and recommending Board candidates.
- (c) In accordance with the Director Selection Process and Director Qualification Standards, the Committee will 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.
- (d) The Committee shall review all nominations for re-election of Board members and report to the Board regarding the results of such review.
- (e) The Committee will 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.
- (f) The Committee will consider when recommending individuals to the Board for consideration or re-nomination those factors outlined in the Company's Director Qualification Standards.
- (g) When appropriate, the Committee will recommend to the Board that it recommend to shareholders removal of a director for cause.

- (h) The Committee will recommend the committee structure and committee assignments, including committee chairs, to the Board for approval, as and when necessary.
- (i) The Committee will retain and terminate, as appropriate in its discretion, any search firm or internal or external advisor to be used to identify director candidates and to approve the search firm's or the advisor's fees and other retention terms.
- (j) The Committee will 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.

In addition to its other responsibilities, the Committee shall 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.

Each member of the Committee, in exercising such member's duties as described in this Charter, shall be entitled to rely in good faith on the accuracy and completeness of the information, reports, opinions, and statements provided to the Committee by officers and employees of the Company, and by outside professionals retained by the Company and/or the Committee.

V. DELEGATION

In addition to the delegation of authority set forth in Appendix A to this Charter, which the Committee has pre-approved, the Committee may establish and delegate authority for the compensation, governance, nominating or other matters described herein to one or more subcommittees or management as the Committee deems appropriate and to the extent permitted under applicable law and the Securities and Exchange Commission rules and guidelines. The Committee may, however, delegate the approval of compensation matters relating to the CEO and Section 16 Executive Officers only to a subcommittee consisting solely of members of the Committee who are "Non-Employee Directors" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time.

VI. EVALUATION

The Committee shall 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.

The Committee shall 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.

As adopted by the Board of Directors of Eastman Kodak Company, effective May 20, 2020.

APPENDIX A
DELEGATION OF AUTHORITY
BY
COMPENSATION, NOMINATING & GOVERNANCE COMMITTEE

The Committee has delegated the following duties and responsibilities:

1. Amendments to Executive Compensation Plans. The Human Resources Designee is authorized to amend any executive compensation plans in which the CEO and/or Section 16 Executive Officers participate, other than to:

- Materially increase the benefits accruing to a participant under the plans;
- Increase the number of shares available for issuance under the plans; or
- Substantially modify the requirements as to eligibility for participation under the plans.

2. Plan Administration. The Human Resources Designee is authorized to control, operate, manage and administer any executive compensation plans in which the CEO and/or Section 16 Executive Officers participate, other than to:

- Grant waivers of plan terms, conditions, restrictions and limitations;
- Accelerate the vesting or exercise of an award;
- Establish new kinds of awards;
- Grant awards in replacement of awards previously granted;
- Establish or modify performance goals;
- Certify the attainment of performance goals; or
- Exercise negative discretion.

3. Award Amendments. The Human Resources Designee is authorized to amend any award under any executive compensation plans in which the CEO and/or any Section 16 Executive Officers participate, and the award notice, administrative guide, subplan, or any other administrative document pursuant to which such award was granted, other than to increase the benefits accruing to the participant to whom such award was granted.

4. Adoption of Subplans. The Human Resources Designee is authorized to adopt subplans, appendices or supplements to, or amendments, restatement, or alternative versions of, any compensation plans in which the CEO and/or any Section 16 Executive Officers participate in order to accommodate differences in local law, policy or custom or to facilitate the administration of the plans given such differences.

5. Human Resources Designee. For purposes of this delegation of authority, the "Human Resources Designee" shall mean the Chief Human Resources Officer of Eastman Kodak Company or, if there is no person holding that title or a substantially equivalent title, the person who is the most senior-in-authority human resources employee of Eastman Kodak Company responsible for handling U.S.-related employee matters.