

## **Executive Compensation and Development Committee Committee Charter**

**Purpose:** The purpose of the Executive Compensation and Development Committee is to oversee the Company's executive compensation strategy, oversee the administration of its executive compensation and its equity based compensation plans, review and approve the compensation of the Company's CEO, oversee the compensation of the Company's executive officers, review the Company's succession plans for its CEO and President and oversee the Company's activities in the areas of leadership and organization development.

**Committee membership:** The Committee will consist of at least three directors, all of whom meet the independence requirements of the NYSE. The Board will appoint and replace the members of the Committee who will serve at the pleasure of the Board.

**Chair:** 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 a summary of actions taken at each Committee meeting.

**Committee Duties and Responsibilities:** The duties and responsibilities of the Committee are as follows:

### **A. Executive Compensation Strategy**

1. 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.
2. Periodically review the Company's executive compensation plans to ensure that they are consistent with the Company's executive compensation strategy and principles.

### **B. Executive Compensation and Equity Based Compensation Plans**

1. Review and approve the adoption of, and changes to, all of the Company's executive compensation and its equity based compensation plans.
2. Oversee the administration of all of the Company's executive compensation and its equity based compensation plans.
3. Periodically assess the effectiveness of the Company's executive compensation and its equity based compensation plans.

### **C. CEO Compensation**

Annually review and approve goals and objectives relevant to the compensation of the CEO, evaluate 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 the 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. Executive Officers**

Oversee the compensation of the Company's executive officers. In this oversight role, the Committee will review and if appropriate approve the recommendations made by the CEO of the individual elements of total compensation paid to the executive officers.

### **E. Employee Benefits**

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 annual increased cost or liability to the Company or the plan of \$50 million dollars or more.

### **F. CEO and President Succession Planning**

1. Periodically review and approve the job requirements for the positions of CEO and President.
2. Review the process and plans for the assessment and selection of candidates for the positions of CEO and President.
3. Recommend to the Board for selection and approval candidates for the positions of CEO and President.

### **G. Leadership and Organization Development**

1. Periodically review the Company's executive staffing plan for meeting present and future leadership needs.
2. Periodically review with the CEO the performance potential and succession plans of the executive officers.
3. Periodically review with the CEO the performance potential of selected high-potential executives.

## **H. Administrative Responsibilities**

1. Prepare an annual Report of the Executive Compensation and Development Committee for inclusion in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and guidelines.
2. Obtain advice and assistance from internal or external experts or advisors, in its discretion.
3. 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.
4. Form and delegate authority to one or more subcommittees or management as the Committee deems appropriate (See Appendix A). The Committee may, however, only delegate the approval of matters relating to the CEO and executive officers to a subcommittee consisting solely of members of the Committee who are (i) "Non-Employee Directors" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time, and (ii) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.
5. 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.
6. Establish, and periodically review, an annual schedule of agenda items for the Committee's meetings.

**APPENDIX A**

**DELEGATION OF AUTHORITY**  
**BY**  
**EXECUTIVE COMPENSATION AND DEVELOPMENT COMMITTEE**

The Committee has delegated the following duties and responsibilities:

**1. Awards**

The Chair, Executive Compensation and Development Committee is authorized to grant from the Company's equity based compensation plans awards of stock options, stock appreciation rights, common stock, and /or restricted stock to any eligible employee under the plan, excluding, however, employees subject to Section 16 of the Securities Exchange Act of 1934 or Covered Employees (as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended), and to issue award notices in evidence thereof; provided, however, that no single grant of stock options, stock appreciation rights, common stock, and/or restricted stock shall have an aggregate value in excess of \$500,000. For purposes of this limit, stock options and stock appreciation rights will be valued through the application of the Black-Scholes stock option valuation model, using then-current values as the model variables.

The CEO is authorized to grant from the Company's equity based compensation plans awards of stock options, stock appreciation rights, common stock, and /or restricted stock to any eligible employee under the plan, excluding, however, employees subject to Section 16 of the Securities Exchange Act of 1934 or Covered Employees (as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, , and to issue award notices in evidence thereof; provided, however, that no single grant of stock options, stock appreciation rights, common stock, and/or restricted stock shall have an aggregate value in excess of \$350,000. For purposes of this limit, stock options and stock appreciation rights will be valued through the application of the Black-Scholes stock option valuation model, using then-current values as the model variables.

**2. Plan Amendments to Executive Compensation and Equity Based Compensation Plan**

The Director, Human Resources is authorized to amend any executive compensation or equity based compensation plan or, following consultation with the Chair, Executive Compensation and Development Committee, the Wage Dividend Plan, other than to:

- Materially increase or, respect to the Wage Dividend Plan, decrease, the benefits accruing to a participant under the plan;
- Increase the number of shares available for issuance under the plan; or
- Substantially modify the requirements as to eligibility for participation.

### **3. Plan Administration**

The Director, Human Resources is authorized to control, operate, manage and administer any executive compensation or equity based compensation plan 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.

### **4. Award Amendments**

The Director, Human Resources is authorized to amend any award under any executive compensation and equity based compensation plan, and the award notice, administrative guide and subplan pursuant to which such award was granted, other than to increase the benefits accruing to the participant to whom such award was granted.

### **5. Adoption of Subplans**

The Director, Human Resources is authorized to adopt subplans, appendices or supplements to, or amendments, restatement, or alternative versions of, any executive compensation and equity based compensation plan in order to accommodate differences in local law, policy or custom or to facilitate the administration of the plan given such differences.

### **6. Executive Deferred Compensation Plan**

The Director, Human Resources is authorized to determine the manner and timing of payments under the Eastman Kodak Company 1982 Executive Deferred Compensation Plan and the employees eligible to participate in such plan.

