

**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.
- 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.