

FINANCE COMMITTEE

RESOLVED: That pursuant to Article 4, Section 2 of the By-Laws of the Company, the Finance Committee of the Board, established by resolution of the Board as the Investment Committee November 8, 1939, is continued for the following purposes:

1. To review and, where appropriate, make recommendations to the Board regarding:
 - (i) balance sheet and cash flow performance including forecasts of debt, equity, and associated items;
 - (ii) financing plans including capital market and off balance sheet activities (debt, equity, share repurchase, sale-leaseback) which may have a material impact on the Company's financial position;
 - (iii) capital expenditure budgets and proposed capital expenditure projects which may have a material impact on the Company's financial position;
 - (iv) acquisitions, joint ventures, divestitures, and other similar transactions including but not limited to real estate transactions, alliances, joint ventures and supply agreements;
 - (v) performance of acquisitions, capital investments, and other transactions including joint ventures and alliances;
 - (vi) risk management policies and their impact on the Company, including but not limited to, interest rates, insurance, foreign exchange, and commodities; and
 - (vii) tax policy, the Company's effective tax rate and tax planning proposals.
2. To make recommendations to the Board regarding dividends.
3. To review the results of Eastman Kodak Company sponsored and funded pension plans and the activities of the Kodak Retirement Income Plan Committee.

RESOLVED: That the Finance Committee shall consist of at least three members of the Board each of whom is not and has not been an employee of the Company or Company subsidiary.

RESOLVED: That the foregoing resolutions shall supersede all prior resolutions of the Board pertaining to the powers and membership of the Finance Committee.

JPH:csm

As adopted by BOD 12/11/98

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