

Eastman Kodak Company
Board of Directors
February 27, 2006

Resolution to Approve Board of Directors Policy on Recoupment of
Executive Bonuses in the Event of Certain Restatements

RESOLVED: It is the Board of Directors' Policy that the Company will, to the extent permitted by governing law, require reimbursement of a portion of any performance-based bonus paid to any named executive officer after June 1, 2005 where: a) the payment was predicated upon the achievement of certain financial results that were subsequently the subject of a substantial restatement, b) in the Board's view the officer engaged in fraud or misconduct that caused or partially caused the need for the substantial restatement, and c) a lower payment would have been made to the officer based upon the restated financial results. In each such instance, the Company will, to the extent practicable, seek to recover the amount by which the individual officer's annual bonus for the relevant period exceeded the lower payment that would have been made based on the restated financial results, plus a reasonable rate of interest; provided that the Company will not seek to recover bonuses paid more than three years prior to the date the applicable restatement is disclosed.

For purposes of this policy, the term "named executive officers" has the meaning given that term in Item 402(a)(3) of Regulation S-K under the Securities Exchange Act of 1934 and the term "bonus" means a payout under the Executive Compensation for Excellence and Leadership ("EXCEL") Plan.