

Floor Resolution Presented to U.S. Chamber of Commerce Board Members (Eastman Kodak)

Whereas, many investors are concerned about our company's role as a Board member of the U.S. Chamber of Commerce given a number of high profile as well as partisan positions by the trade association that may contradict our company's policies and programs.

Eastman Kodak is a key part of the decision-making process that shapes the work of the U.S. Chamber. The web site of the U.S. Chamber describes the role of Directors as follows: "Directors determine the U.S. Chamber's policy positions on business issues and advise the U.S. Chamber on appropriate strategies to pursue. Through their participation in meetings and activities held across the nation, Directors help implement and promote U.S. Chamber policies and objectives."

Eastman Kodak believes, with good cause, that the U.S. Chamber is a constructive leader for business on many issues and wishes to continue its membership in the Chamber. Since our company has a Director on the Board, investors are likely to assume that our management stands firmly behind the U.S. Chamber's lobbying, political spending, legal actions and public statements on major policy issues.

Yet we know that many companies have expressed deep concerns about the disconnect between their own policies and the positions of the U.S. Chamber, including its:

- Strident, politically partisan positioning during recent elections.
- Hostile opposition to climate change legislation and decision to sue the U.S. Environmental Protection Agency to limit its ability to regulate carbon emissions.
- Defense of BP after the oil spill.
- Pledge to dismantle healthcare reform and to help unseat members of Congress who voted for the legislation.
- Petitions to the Department of Labor challenging investors who, in exercising their fiduciary responsibilities, consider environmental, social and governance factors in company engagements and proxy voting.
- Announcement in November 2010 of an initiative to oppose new regulations being proposed in the implementation of the Dodd-Frank bill.

Many companies, and investors, that are committed to sustainable business practices are very concerned about these and other actions of the U.S. Chamber. However, Chamber Board members representing companies who share these concerns often do not exercise their responsibility to shape its policies and programs, nor do they challenge initiatives that they believe undercut their own business actions or explain publicly what their own positions are when the Chamber lobbies, speaks out or sues.

A number of our company's own policies and programs on the environment, climate change and political spending stand in stark contrast to the actions of the U.S. Chamber. We believe that our company should utilize its position on the U.S. Chamber Board to advance Eastman Kodak's positions and help protect our reputation and competitive position. Passive acceptance by Directors of U.S. Chamber policies is neither good governance nor responsible oversight.

With an organization as visibly aggressive as the Chamber, it is vitally important for our company, as its Board member, to have a plan on how to advance our positions and turn the Chamber in another direction, if necessary.

Hence, investors plan to present the following resolution for action at the 2011 stockholders meeting. We are hopeful that this resolution will encourage our Board and senior management to reevaluate our role as a Board member of the U.S. Chamber of Commerce and to take the necessary steps to end the contradictions between our company's policy positions and those of the U.S. Chamber.

Therefore, be it resolved: The shareholders request that the Board of Directors initiate a review of our role on the Board of the U.S. Chamber of Commerce that includes an evaluation of:

1. The consistency between the U.S. Chamber's policies and our company's priority environmental, social and governance (or corporate responsibility) policies and programs. As part of this process, particular focus should be on the Chamber's new regulatory initiative to block or stall emerging regulation through lawsuits or pressure on congressional representatives and regulators.
2. Options to distinguish, as necessary, our company's position from that of the U.S. Chamber such as:
 - Stating publicly that the Chamber's position does not reflect our company's views on specific issues;
 - Requesting that the Chamber state publicly that members have different and varied positions;
 - Working with other Board members to ensure varying and diverse opinions are expressed at the Forum in a democratic process.
3. Dues and additional payments made, how they are utilized, and if any restrictions should be placed upon them (e.g. limits on monies used for political spending and specific election contests).
4. The governance of the U.S. Chamber and our role as a Board member, including oversight and checks and balances, and our responsibilities with respect to Chamber programs and initiatives. This process should also address how Board members evaluate and provide feedback on the performance and compensation of the Chamber's CEO.
5. How our company can engage more effectively with investors and other stakeholders regarding its director role in the U.S. Chamber of Commerce.

The results of this review should be made available to investors by October 1, 2011.