



Eastman Kodak Company
 c/o Proxy Services
 P.O. Box 43068
 Providence, RI 02940-3068

EASTMAN KODAK COMPANY 2002 ANNUAL MEETING

Wednesday, May 8, 2002
 10:00 AM
 Theater on the Ridge
 200 Ridge Road West
 Rochester, NY

ADMISSION TICKET

(Please detach Admission Ticket at perforation.)

VOTE BY INTERNET, TELEPHONE OR MAIL

You can vote your proxy 24 hours a day, 7 days a week, using either the internet or a touch-tone telephone. Your internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

TO VOTE BY INTERNET:

GO TO THE WEB ADDRESS: <http://www.eproxyvote.com/ek>.

You will be asked to enter the **Voter Control Number** located above your name and address in the lower left of the proxy card. Then follow the instructions. Your vote must be received before midnight of the day before the Meeting.

OR

TO VOTE BY TELEPHONE:

CALL TOLL-FREE ON A TOUCH-TONE TELEPHONE (877) PRX-VOTE ((877) 779-8683). THERE IS NO CHARGE TO YOU FOR THIS CALL.

You will be asked to enter the **Voter Control Number** located above your name and address in the lower left of the proxy card. Then follow the instructions. Your vote must be received before midnight of the day before the Meeting.

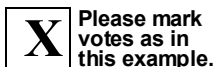
OR

If you are voting by internet or telephone, DO NOT mail your proxy card.

TO VOTE BY MAIL:

Mark, sign and date your proxy card and return it in the postage-paid envelope.

(Please detach Proxy Card at perforation.)



The Board of Directors recommends a vote **FOR** Items 1 and 2, and **AGAINST** Item 3

<p>1. Election of Directors -</p> <p>(01) Richard S. Braddock <input type="checkbox"/> FOR <input type="checkbox"/> WITHHOLD AUTHORITY</p> <p>(02) Daniel A. Carp</p> <p>(03) Durk I. Jager</p> <p>(04) Debra L. Lee</p> <p>(05) Timothy M. Donahue</p> <p>(06) Delano E. Lewis</p>	<p>2. Ratification of Election of Independent Accountants</p> <p><input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p>	<p>3. Shareholder proposal requesting additional environmental disclosure</p> <p><input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p>
<p>_____ To withhold authority to vote for any particular nominee(s), write the name(s) above.</p>	<p>I plan to attend the Annual Meeting. <input type="checkbox"/></p> <p>I plan to bring a guest. <input type="checkbox"/></p>	

When completed, promptly forward this card to: Proxy Services
 EquiServe
 P.O. Box 43042
 Providence, RI
 02940-5070

Signature (s) _____ Date _____

NOTE: Please sign exactly as the name appears on this card. Joint owners must each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title.

EASTMAN KODAK COMPANY 2002 ANNUAL MEETING

ADMISSION – If you vote by internet or telephone, please follow the instructions for requesting admission to the Meeting. If you vote by mail, to request admission, please check the appropriate box on the proxy card, and return it in the enclosed envelope.

Please remove the attached "Admission Ticket" at the perforation. **You must bring it with you to attend the Meeting.** When you arrive, please stop at the admissions area in the lobby. At that point you will receive your shareholder identification badge to wear at all times at the Meeting.

If you indicate that you are bringing a guest, he or she must register with you at the same time in order to enter the Meeting.

Seating at the Meeting is **not reserved**. We will accommodate shareholders on a first-come, first-served basis, upon arrival at the Meeting.

SECURITY – For security reasons, packages and briefcases will not be allowed in the Meeting. Facilities for checking them will be available.

PRE-MEETING ACTIVITIES – The doors will open at approximately 8:45 AM, and beverages will be available. At approximately 9:30 AM, audio-visual presentations will be shown. The Annual Meeting will begin promptly at 10:00 AM.

TIME LIMIT – In order to allow all shareholders a chance to be heard, there will be a three-minute time limit imposed on each speaker and a 20-minute limit per subject.

NOTICE OF THE 2002 ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Eastman Kodak Company will be held on Wednesday, May 8, 2002, at 10:00 AM, at the Theater on the Ridge, 200 Ridge Road West, Rochester, NY.

There are three proposals to be voted on at the Meeting:

1. Election of four Class III directors for a term of three years: Richard S. Braddock, Daniel A. Carp, Durk I. Jager, and Debra L. Lee; and two Class I directors for a term of one year: Timothy M. Donahue and Delano E. Lewis.
2. Ratification of election of PricewaterhouseCoopers LLP as independent accountants.
3. Shareholder proposal requesting additional environmental disclosure.

The Board of Directors recommends a vote FOR items 1 and 2 and AGAINST item 3.

If you were a shareholder of record at the close of business on March 11, 2002, you are entitled to vote at the Annual Meeting.

If you have any questions about the Meeting, please contact the Coordinator, Shareholder Services, Eastman Kodak Company, 343 State St., Rochester, NY 14650-0211, (585) 724-5492.

The Theater on the Ridge is handicap accessible. If you require special assistance, call the Coordinator, Shareholder Services.

By Order of the Board of Directors



Joyce P. Haag, Secretary and Assistant General Counsel
Eastman Kodak Company, March 20, 2002

(Please detach Proxy Card at perforation.)



EASTMAN KODAK COMPANY

This Proxy is solicited on behalf of the Board of Directors

The undersigned hereby appoints Daniel A. Carp and Joyce P. Haag, and each of them, as Proxies with full power of substitution, to vote, as designated on the reverse side, for director substitutes if any nominee becomes unavailable, and in their discretion, on matters properly brought before the Meeting and on matters incident to the conduct of the Meeting, all of the shares of common stock of Eastman Kodak Company which the undersigned has power to vote at the Annual Meeting of Shareholders to be held on May 8, 2002, or any adjournment thereof.

NOMINEES FOR DIRECTOR: Class III: Richard S. Braddock, Daniel A. Carp, Durk I. Jager, and Debra L. Lee
Class I: Timothy M. Donahue and Delano E. Lewis

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES FOR DIRECTOR, FOR THE RATIFICATION OF ELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT ACCOUNTANTS AND AGAINST THE SHAREHOLDER PROPOSAL.

This Proxy will be voted as directed. If no direction to the contrary is indicated, it will be voted as follows:

FOR the election of all nominees for director;

FOR the ratification of election of independent accountants;

AGAINST the shareholder proposal requesting additional environmental disclosure.

SEE
REVERSE SIDE

(CONTINUED, and To Be Signed and Dated on the REVERSE SIDE)