



# EASTMAN KODAK COMPANY 2003 ANNUAL MEETING

Eastman Kodak Company  
c/o Proxy Services  
P.O. Box 8694  
Edison, NJ 08818-8694


Wednesday, May 7, 2003  
10:00 AM  
Kodak Theatre  
6801 Hollywood Blvd.  
Hollywood, CA


## ADMISSION TICKET

(Please detach Admission Ticket at perforation.)

### Voter Control Number

Your vote is important. Please vote immediately.

<b>Vote-by-Internet</b>	
OR	
<ol style="list-style-type: none"> <li>Log on to the internet and go to <a href="http://www.eproxyvote.com/ek">http://www.eproxyvote.com/ek</a></li> <li>Enter your Voter Control Number listed above and follow the easy steps outlined on the secured website.</li> </ol>	

<b>Vote-by-Telephone</b>	
OR	
<ol style="list-style-type: none"> <li>Call toll-free 1-877-PRX-VOTE (1-877-779-8683)</li> <li>Enter your Voter Control Number listed above and follow the easy recorded instructions.</li> </ol>	

If you vote over the internet or by telephone, please do not mail your 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.)



Please mark votes as in this example.

The Board of Directors recommends a vote FOR Items 1 and 2 and AGAINST Items 3 through 5.

<table border="0"> <tr> <td style="width: 50%; vertical-align: top;"> <table border="0"> <tr> <td style="width: 50%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">WITHHOLD AUTHORITY</td> </tr> <tr> <td>1. Election of Directors - (01) Martha Layne Collins (02) Timothy M. Donahue (03) Delano E. Lewis (04) Paul H. O'Neill (05) William H. Hernandez</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> </td> <td style="width: 50%; vertical-align: top;"> <table border="0"> <tr> <td style="width: 33%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">AGAINST</td> <td style="text-align: center;">ABSTAIN</td> </tr> <tr> <td>2. Ratification of Election of Independent Accountants</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> </td> </tr> </table>	<table border="0"> <tr> <td style="width: 50%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">WITHHOLD AUTHORITY</td> </tr> <tr> <td>1. Election of Directors - (01) Martha Layne Collins (02) Timothy M. Donahue (03) Delano E. Lewis (04) Paul H. O'Neill (05) William H. Hernandez</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		FOR	WITHHOLD AUTHORITY	1. Election of Directors - (01) Martha Layne Collins (02) Timothy M. Donahue (03) Delano E. Lewis (04) Paul H. O'Neill (05) William H. Hernandez	<input type="checkbox"/>	<input type="checkbox"/>	<table border="0"> <tr> <td style="width: 33%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">AGAINST</td> <td style="text-align: center;">ABSTAIN</td> </tr> <tr> <td>2. Ratification of Election of Independent Accountants</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		FOR	AGAINST	ABSTAIN	2. Ratification of Election of Independent Accountants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<table border="0"> <tr> <td style="width: 50%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">AGAINST</td> <td style="text-align: center;">ABSTAIN</td> </tr> <tr> <td>3. Shareholder proposal requesting indexed options</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4. Shareholder proposal requesting expensing of options</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>5. Shareholder proposal requesting adoption of a chemicals policy</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		FOR	AGAINST	ABSTAIN	3. Shareholder proposal requesting indexed options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Shareholder proposal requesting expensing of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Shareholder proposal requesting adoption of a chemicals policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<table border="0"> <tr> <td style="width: 50%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">WITHHOLD AUTHORITY</td> </tr> <tr> <td>1. Election of Directors - (01) Martha Layne Collins (02) Timothy M. Donahue (03) Delano E. Lewis (04) Paul H. O'Neill (05) William H. Hernandez</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		FOR	WITHHOLD AUTHORITY	1. Election of Directors - (01) Martha Layne Collins (02) Timothy M. Donahue (03) Delano E. Lewis (04) Paul H. O'Neill (05) William H. Hernandez	<input type="checkbox"/>	<input type="checkbox"/>	<table border="0"> <tr> <td style="width: 33%;"></td> <td style="text-align: center;">FOR</td> <td style="text-align: center;">AGAINST</td> <td style="text-align: center;">ABSTAIN</td> </tr> <tr> <td>2. Ratification of Election of Independent Accountants</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>		FOR	AGAINST	ABSTAIN	2. Ratification of Election of Independent Accountants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																		
	FOR	WITHHOLD AUTHORITY																															
1. Election of Directors - (01) Martha Layne Collins (02) Timothy M. Donahue (03) Delano E. Lewis (04) Paul H. O'Neill (05) William H. Hernandez	<input type="checkbox"/>	<input type="checkbox"/>																															
	FOR	AGAINST	ABSTAIN																														
2. Ratification of Election of Independent Accountants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																														
	FOR	AGAINST	ABSTAIN																														
3. Shareholder proposal requesting indexed options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																														
4. Shareholder proposal requesting expensing of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																														
5. Shareholder proposal requesting adoption of a chemicals policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																														
<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"/> I plan to bring a guest. <input type="checkbox"/></p>																															

When completed, promptly forward this card to: Proxy Services  
EquiServe  
P.O. Box 8561  
Edison, NJ  
08818-8561

Signature (s) \_\_\_\_\_ Date \_\_\_\_\_

NOTE: Please sign exactly as the name(s) 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 2003 ANNUAL MEETING

**ADMISSION** – If you vote by internet or telephone, please follow the instructions you will be given 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 2003 ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Eastman Kodak Company will be held on Wednesday, May 7, 2003, at 10:00 AM, at the Kodak Theatre, 6801 Hollywood Blvd., Hollywood, CA.

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

1. Election of four Class I directors for a term of three years: Martha Layne Collins, Timothy M. Donahue, Delano E. Lewis, and Paul H. O'Neill; and one Class II director for a term of one year: William H. Hernandez.
2. Ratification of election of PricewaterhouseCoopers LLP as independent accountants.
3. Shareholder proposal requesting indexed options.
4. Shareholder proposal requesting expensing of options.
5. Shareholder proposal requesting adoption of a chemicals policy.

The Board of Directors recommends a vote FOR items 1 and 2 and AGAINST items 3 through 5.

If you were a shareholder of record at the close of business on March 10, 2003, 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 Kodak Theatre is accessible to the handicapped. If you require special assistance, call the Coordinator, Shareholder Services.

By Order of the Board of Directors

James M. Quinn, Secretary and Assistant General Counsel  
Eastman Kodak Company, March 28, 2003

---

(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 James M. Quinn, 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 7, 2003, or any adjournment thereof.

NOMINEES FOR DIRECTOR: Class I: Martha Layne Collins, Timothy M. Donahue, Delano E. Lewis, and Paul H. O'Neill  
Class II: William H. Hernandez

**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 PROPOSALS.**

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; and**

**AGAINST the shareholder proposal requesting indexed options;**

**AGAINST the shareholder proposal requesting expensing of options;**

**AGAINST the shareholder proposal requesting adoption of a chemicals policy.**



New MICR Bar

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

SEE  
REVERSE SIDE