



EASTMAN KODAK COMPANY 2005 ANNUAL MEETING

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



Wednesday, May 11, 2005
10:00 AM
Theater on the Ridge
200 Ridge Road West
Rochester, NY

ADMISSION TICKET

(Please detach Admission Ticket at perforation.)



Your vote is important. Please vote immediately.

Vote-by-Internet 	OR	Vote-by-Telephone 
<ol style="list-style-type: none"> Log on to the internet and go to http://www.eproxyvote.com/ek Follow the easy steps outlined on the secure website. 		<ol style="list-style-type: none"> Call toll-free 1-877-PRX-VOTE (1-877-779-8683) Follow the easy recorded instructions.

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.

4500

The Board of Directors recommends a vote FOR Items 1 through 7.

	FOR	WITHHOLD AUTHORITY		FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN	
1. Election of Directors - (01) Richard S. Braddock (02) Daniel A. Carp (03) Durk I. Jager (04) Debra L. Lee (05) Antonio M. Perez (06) Michael J. Hawley	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Approval of Amendment to Section 5 of the Restated Certificate of Incorporation Regarding the Election of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
			2. Ratification of the Audit Committee's Selection of PricewaterhouseCoopers LLP as Independent Accountants.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Approval of Amendment to Section 7 of the Restated Certificate of Incorporation Regarding Certain Dispositions of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
			3. Approval of the 2005 Omnibus Long-Term Compensation Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval of Amendment to Section 8 of the Restated Certificate of Incorporation to Remove the Provision Regarding Loans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
			4. Approval of Amendment to, and Re-approval of Material Terms of, the Executive Compensation for Excellence and Leadership Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
To withhold authority to vote for any particular nominee(s), write the name(s) above.							I plan to attend the Annual Meeting.		<input type="checkbox"/>	I plan to bring a guest.	<input type="checkbox"/>

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 2005 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 2005 ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Eastman Kodak Company will be held on Wednesday, May 11, 2005, at 10:00 AM, at the Theater on the Ridge, 200 Ridge Road West, Rochester, New York. The following proposals will be voted on at the Annual Meeting:

1. Election of the following directors for terms specified below and until their successors are duly elected and qualified:
Richard S. Braddock, Daniel A. Carp, Durk I. Jager and Debra L. Lee for a term of three years; Antonio M. Perez for a term of one year; and Michael J. Hawley for a term of two years.
2. Ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as independent accountants.
3. Approval of the 2005 Omnibus Long-Term Compensation Plan.
4. Approval of amendment to, and re-approval of the material terms of, the Executive Compensation for Excellence and Leadership Plan.
5. Approval of amendment to Section 5 of the Restated Certificate of Incorporation regarding the election of directors.
6. Approval of amendment to Section 7 of the Restated Certificate of Incorporation regarding certain dispositions of the Company.
7. Approval of amendment to Section 8 of the Restated Certificate of Incorporation to remove the provision regarding loans.

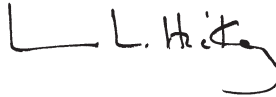
The Board of Directors recommends a vote FOR items 1 through 7.

If you were a shareholder of record at the close of business on March 15, 2005, you are entitled to vote at the Annual Meeting.

If you have any questions about the Annual Meeting, please contact: Coordinator, Shareholder Services, Eastman Kodak Company, 343 State Street, Rochester, NY 14650-0205, (585) 724-5492.

The Annual Meeting will be accessible by the handicapped. If you require special assistance, call the Coordinator, Shareholder Services.

By Order of the Board of Directors



Laurence L. Hickey, Secretary and Assistant General Counsel
Eastman Kodak Company
April 19, 2005

(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 Laurence L. Hickey, 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 Annual Meeting and on matters incident to the conduct of the Annual 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 11, 2005, or any adjournment thereof.

NOMINEES FOR DIRECTOR: Class III: Richard S. Braddock, Daniel A. Carp, Durk I. Jager and Debra L. Lee
Class I: Antonio M. Perez
Class II: Michael J. Hawley

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES FOR DIRECTOR; FOR THE RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT ACCOUNTANTS; FOR THE APPROVAL OF THE 2005 OMNIBUS LONG-TERM COMPENSATION PLAN; FOR THE APPROVAL OF AMENDMENT TO, AND RE-APPROVAL OF MATERIAL TERMS OF, THE EXECUTIVE COMPENSATION FOR EXCELLENCE AND LEADERSHIP PLAN; FOR THE APPROVAL OF AMENDMENT TO SECTION 5 OF THE RESTATED CERTIFICATE OF INCORPORATION REGARDING THE ELECTION OF DIRECTORS; FOR THE APPROVAL OF AMENDMENT TO SECTION 7 OF THE RESTATED CERTIFICATE OF INCORPORATION REGARDING CERTAIN DISPOSITIONS OF THE COMPANY; AND FOR THE APPROVAL OF AMENDMENT TO SECTION 8 OF THE RESTATED CERTIFICATE OF INCORPORATION TO REMOVE THE PROVISION REGARDING LOANS.

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 the Audit Committee's selection of independent accountants;
FOR the approval of the 2005 Omnibus Long-Term Compensation Plan;
FOR the approval of amendment to, and re-approval of the material terms of, the Executive Compensation for Excellence and Leadership Plan;
FOR the approval of amendment to Section 5 of the Restated Certificate of Incorporation regarding the election of directors;
FOR the approval of amendment to Section 7 of the Restated Certificate of Incorporation regarding certain dispositions of the Company; and
FOR the approval of amendment to Section 8 of the Restated Certificate of Incorporation to remove the provision regarding loans.

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

SEE
REVERSE SIDE