



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

EASTMAN KODAK COMPANY SPECIAL MEETING

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 14-digit **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.

OUTSIDE THE U.S. CALL COLLECT AT (201) 536-8073. You will be asked to enter the 14-digit **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.)



Please mark vote as in this example.

The Board of Directors recommends a vote FOR this proposal.

Amendment of the Eastman Kodak Company 1990 Omnibus Long-Term Compensation Plan, the Eastman Kodak Company 1995 Omnibus Long-Term Compensation Plan, the 2000 Omnibus Long-Term Compensation Plan, the Wage Dividend Plan and the Kodak Stock Option Plan to permit the exchange of outstanding options for new options to be granted at least six months and one day from the cancellation of the outstanding options, with an exercise price equal to the fair market value of the Company's common stock on the date of grant, for the purpose of motivating and retaining employees.

FOR

AGAINST

ABSTAIN

I plan to attend the Special Meeting.

When completed, promptly forward this card to:

Proxy Services
 EquiServe
 P.O. Box 9370
 Boston, MA
 02205-9940

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.

NOTICE OF A SPECIAL MEETING OF SHAREHOLDERS

A Special Meeting of Shareholders of Eastman Kodak Company will be held on Friday, January 25, 2002, at 9:00 AM, in Salon D at The Westin, 2 Whippany Road, Morristown, NJ. There is one proposal to be voted on at the Meeting:

Amendment of the Eastman Kodak Company 1990 Omnibus Long-Term Compensation Plan, the Eastman Kodak Company 1995 Omnibus Long-Term Compensation Plan, the 2000 Omnibus Long-Term Compensation Plan, the Wage Dividend Plan and the Kodak Stock Option Plan to permit the exchange of outstanding options for new options to be granted at least six months and one day from the cancellation of the outstanding options, with an exercise price equal to the fair market value of the Company's common stock on the date of grant, for the purpose of motivating and retaining employees.

The Board of Directors recommends a vote FOR this proposal.

If you were a shareholder of record at the close of business on December 18, 2001, you are entitled to vote at this Meeting.

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

By Order of the Board of Directors



Joyce P. Haag, Secretary and Assistant General Counsel
Eastman Kodak Company
December 31, 2001

(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, and, in their discretion, on any other matters properly brought before the Special 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 this Meeting of Shareholders to be held on January 25, 2002, or any adjournment thereof.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE AMENDMENT OF THE EASTMAN KODAK COMPANY 1990 OMNIBUS LONG-TERM COMPENSATION PLAN, THE EASTMAN KODAK COMPANY 1995 OMNIBUS LONG-TERM COMPENSATION PLAN, THE 2000 OMNIBUS LONG-TERM COMPENSATION PLAN, THE WAGE DIVIDEND PLAN AND THE KODAK STOCK OPTION PLAN TO PERMIT THE EXCHANGE OF OUTSTANDING OPTIONS FOR NEW OPTIONS TO BE GRANTED AT LEAST SIX MONTHS AND ONE DAY FROM THE CANCELLATION OF THE OUTSTANDING OPTIONS, WITH AN EXERCISE PRICE EQUAL TO THE FAIR MARKET VALUE OF THE COMPANY'S COMMON STOCK ON THE DATE OF GRANT, FOR THE PURPOSE OF MOTIVATING AND RETAINING EMPLOYEES.

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

FOR the Amendment of the Eastman Kodak Company 1990 Omnibus Long-Term Compensation Plan, the Eastman Kodak Company 1995 Omnibus Long-Term Compensation Plan, the 2000 Omnibus Long-Term Compensation Plan, the Wage Dividend Plan and the Kodak Stock Option Plan to permit the exchange of outstanding options for new options to be granted at least six months and one day from the cancellation of the outstanding options, with an exercise price equal to the fair market value of the Company's common stock on the date of grant, for the purpose of motivating and retaining employees.

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

SEE
REVERSE SIDE