

## **CELANESE CORPORATION AUDIT COMMITTEE CHARTER**

**Purpose:** The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Celanese Corporation (the “Company”) is directly responsible for the appointment, compensation and oversight of the work of the Company’s independent auditors. The independent auditors report directly to the Committee. The Committee shall assist the Board in monitoring and overseeing: (i) accounting and reporting practices of the Company and compliance with legal and regulatory requirements regarding such accounting and reporting practices; (ii) the quality and integrity of the financial statements of the Company; (iii) internal control and compliance programs; (iv) the independent auditors’ qualifications and independence; and (v) the performance of the independent auditors and the Company’s internal audit function. In so doing, it is the responsibility of the Committee to maintain free and open means of communication between directors, independent auditors, internal auditors and management of the Company.

**Committee Membership:** The Committee will be composed of at least three directors appointed by the Board on recommendation of the Nominating and Corporate Governance Committee, each of whom the Board shall determine is independent under the Company’s Corporate Governance Guidelines and meets the independence and experience requirements for audit committee members of the New York Stock Exchange (“NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 and rules and regulations of the Securities and Exchange Commission, as in effect from time to time. All members of the Committee shall be “financially literate,” and at least one member of the Committee shall be an “audit committee financial expert” as defined under applicable law and regulations, as those qualifications are interpreted by the Board in its business judgment. A director may not serve as a member of the Committee if he or she serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee, and this determination is disclosed in the Company’s annual proxy statement. Committee members will continue to act until their successors are appointed by the Board and are subject to removal at any time by a majority of the whole Board.

**Authority and Responsibilities:** The responsibilities listed below are intended as a guide for fulfilling the Committee’s purposes, with the understanding that the Committee’s activities may diverge as appropriate given the circumstances. The Committee may perform other activities consistent with this charter, the Company’s Corporate Governance Guidelines and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate. Subject to applicable legal and NYSE listing requirements, the Committee may delegate authority to individuals or subcommittees when it deems appropriate. The Committee may, in its sole discretion and at the Company’s expense, retain legal, accounting or other consultants or experts it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to the independent auditors and any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee’s duties.

To the extent it deems necessary or appropriate, the Committee shall:

**A. Audit Process**

1. Have sole authority to appoint and retain (subject to shareholder ratification) the independent auditors (who report directly to the Committee) to audit the Company's financial statements and evaluate and, if appropriate, review and approve their termination and replacement.
2. Annually review and pre-approve the services and related fees that may be provided by the independent auditor pursuant to the Company's Policy for Pre-Approval of Independent Auditor Services and revise the list of such services from time to time based on subsequent determinations.
3. Consider, before the engagement of any independent auditors, and at least annually thereafter, the objectivity and independence of the independent auditors, and the compliance with applicable rotation requirements of the lead audit partner, and obtain and review a report by the independent auditors (a) describing all relationships the auditors have with the Company and any other relationships that may adversely affect the independence of the auditor, and (b) stating that, in their professional judgment, they are independent of the Company.
4. Obtain and review annually a report from the independent auditors with respect to the audit firm's internal quality control procedures and any material issues raised by the most recent internal quality control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities.
5. Review with the independent auditors any audit problems or difficulties and management's response; any restrictions on the scope of the independent auditors' activities or on access to information; and any significant disagreements with management.
6. Review and discuss annually with management the Company's risk assessment and risk management policies and the resulting internal audit plan. Oversee management's review of selected risk topics, as assigned by the Board. Review internal audit coverage, including coverage provided for the more significant audit risk areas and related staffing levels.
7. Review the coordination of audit efforts between the independent auditors and internal audit to evaluate the extent of internal audit coverage and the effective use of audit resources.

**B. Financial Reporting**

1. Review and discuss with management and the independent auditors the financial statements to be included in the Company's annual report on Form 10-K and the quarterly financial statements to be included in the quarterly reports on Form 10-Q, including those disclosed under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The review of these financial statements will include any significant financial reporting issues; the reasonableness of significant judgments; and the clarity of the disclosures in the financial statements. Additionally, the

Committee will discuss the results of the annual audit and quarterly reviews and any other matters required to be communicated to the Committee by the independent auditors under auditing standards generally accepted in the United States.

2. Review and discuss with management earnings releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
3. Review the independent auditors' summary of significant accounting, auditing and internal control issues identified during the audit along with management's corrective action plans and other matters related to the conduct of the audit which are required to be communicated to the Committee under auditing standards generally accepted in the United States.
4. Review with management and the independent auditors significant accounting policy changes or applicable new accounting or reporting standards adopted by management.
5. Review periodic reports from the independent auditors relating to critical accounting policies and practices to be used; alternative treatments of financial information that have been discussed with management; and other material written communications between the independent auditors and management, such as any management letter or schedule of audit differences.
6. Based on the reviews and discussions noted herein, recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K.
7. Prepare the Committee report required to be included in the Company's annual proxy statement.

### **C. Financial Matters Oversight**

Periodically review and discuss with management and, when appropriate, make recommendations to the Board, regarding certain financial topics, which may include the Company's (i) capital structure, (ii) dividend policy and stock repurchase programs, (iii) tax strategy, including tax planning and compliance, (iv) management of interest rate and foreign exchange risk, (v) pension strategy and funding, and (vi) insurance risk management policies and programs.

### **D. Internal Controls**

1. Review with management, the head of internal audit and the independent auditors the adequacy of the Company's internal controls and risk management.
2. Review periodic reports from the director of internal audit summarizing the results of completed audits/reviews, including significant findings and the resolution or status of previously reported significant control issues, along with management's responses thereto.
3. Review the performance of the head of internal audit and the internal audit department's staffing, budget and responsibilities.

4. Review, and approve as necessary, related party transactions in accordance with the Company's Related Party Transaction Policies and Procedures.
5. Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
6. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

#### **E. Complaints**

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and monitor the resolution of such complaints.
2. Establish procedures for employees of the Company to submit confidential, anonymous information relating to questionable accounting or auditing matters and monitor compliance with such procedures.

#### **F. Compliance**

Oversee the Company's compliance program with respect to legal and regulatory requirements, including reviewing periodically with management, the chief compliance officer and the director of internal audit, the Company's program for monitoring compliance with the Company's Business Conduct Policy and the results of management's investigation and follow-up (including disciplinary actions) regarding any significant fraudulent acts or accounting irregularities.

#### **G. Limitations on the Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

#### **H. General**

1. The Chairperson of the Committee shall be appointed by the Board.
2. The Committee shall establish hiring policies for employees and former employees of the independent auditors.
3. The Committee shall periodically, but no less than annually, review and reassess the adequacy of the Committee charter, and recommend to the Board amendments as the Committee deems appropriate.

4. The Committee shall report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or that the Board requests.
5. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee charter.
6. A majority of the total number of members shall constitute a quorum of the Committee; provided, however, that if there are an even number of members, then the number which shall constitute a quorum shall be one-half of the total number of members. The act of a majority of the Committee members present or participating in a meeting at which a quorum is present shall be the act of the Committee unless otherwise required.
7. The Committee shall meet at least quarterly each year, or more frequently as circumstances require. The Committee shall meet periodically in executive session with members of management, internal auditors and the independent auditors. The Chairperson shall preside at each meeting. If the Chairperson is not present (or is not participating if the meeting is not in person), then Committee members present at that meeting shall designate one of its members who is present as the acting chairperson of such meeting. The Committee may also request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. All meetings of the Committee shall be held and other actions taken pursuant to the By-laws of the Company, and written minutes of each meeting shall be duly filed in the Company records. Regular meetings may be held without advance notice; special meetings may be called by the Committee chair, the Chairman of the Board, or the Chairman of the Board or Secretary upon request of two or more Committee members.

Approved July 16, 2018

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