

CELANESE CORPORATION
ENVIRONMENTAL, HEALTH, SAFETY, QUALITY AND PUBLIC POLICY COMMITTEE
CHARTER

Purpose: The principal purposes of the Environmental, Health, Safety, Quality and Public Policy Committee (the “Committee”) of the Board of Directors (the “Board”) of Celanese Corporation (the “Company”) are to (i) oversee the Company’s policies and practices concerning environmental, health and safety issues and the production and provision of safe and quality products; (ii) review the impact of such policies and practices on the Company’s corporate social responsibilities, public relations and sustainability; and (iii) make recommendations to the Board regarding these matters. The Committee shall assist the Board in fulfilling its oversight duties, while Company management shall retain responsibility for assuring compliance with applicable environmental, health and safety laws and regulations.

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. Committee members shall continue to act until their successors are appointed by the Board and shall be subject to removal at any time by a majority of the whole Board.

Authority and Responsibilities: The scope of responsibilities listed below are intended as a guide for fulfilling the Committee’s purposes, with the understanding that the Committee’s activities will be further defined 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 requirements, the Committee may delegate authority to individuals or subcommittees when it deems appropriate. The Committee will review and oversee:

1. Status of the Company’s environmental, health, personnel and process safety, and product quality policies and performance, including activities designed to assure compliance with applicable laws and regulations.
2. Emerging environmental, health and safety issues and the potential impact on the Company.
3. Product stewardship practices, quality trends, issues and concerns and use of good science to manage product risks, including the safe manufacture, distribution, use and disposal of products.
4. Emerging public policy issues related to the environment, health and safety that could impact the Company’s manufacturing capabilities or costs such as matters relating to energy and feedstock supply, transportation, facility security and product advocacy.
5. Advocacy activities and relationships with government and regulatory authorities.
6. Policies and programs that promote the Company’s social responsibility and sustainability.
7. Management’s review of selected risk topics, as assigned by the Board.

General:

1. The Chairperson of the Committee shall be appointed by the Board.

2. The Committee shall periodically review and reassess the adequacy of the Committee charter, and recommend to the Board amendments as the Committee deems appropriate.
3. 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.
4. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee charter.
5. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment. 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. 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.
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.

Approved July 16, 2018