

**CELANESE CORPORATION  
NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE CHARTER**

**Purpose:** The principal purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Celanese Corporation (the “Company”) are to (i) identify, screen and review individuals qualified to serve as directors (consistent with criteria approved by the Board) and recommend to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies or newly created directorships; (ii) develop and recommend to the Board and oversee implementation of the Company’s Corporate Governance Guidelines; (iii) oversee annual evaluations of the Board; and (iv) recommend to the Board candidates for appointment to the Committees of the Board.

**Committee Membership:** The Committee will be composed of at least three directors appointed by the Board, each of whom the Board shall determine is independent under the Company’s Corporate Governance Guidelines and meets the independence requirements of the New York Stock Exchange (“NYSE”) as in effect from time to time. The Chairperson of the Committee shall be appointed by the Board. 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:** Among its specific duties and responsibilities, the Committee shall have the responsibilities listed below, which are intended as a guide for fulfilling the Committee’s purposes. 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 without having to seek the approval of the Board and at the Company’s expense, retain legal, accounting or other consultants or experts it deems necessary in the performance of its duties and approve the fees and other retention terms of any advisors retained by the Committee. The Committee shall also have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the fees and other retention terms of such search firm.

To fulfill its purposes, the Committee shall:

1. Oversee the implementation and effectiveness of the Board’s policies and procedures for identifying and reviewing Board candidates, including: (i) the qualifications or criteria for Board candidates; and (ii) policies and procedures relating to consideration of Board candidates recommended by shareholders.
2. Identify, screen and review individuals to serve as directors (including evaluation of incumbent directors for potential re-nomination); and recommend candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies and newly created directorships that are to be filled by the Board.
3. Periodically review and make recommendations to the Board regarding succession planning for the Chairman, Lead Independent Director and Chief Executive Officer.
4. Establish procedures for and administer annual performance evaluations of the Board and its Committees by their membership, which will include an annual self-evaluation of the role and performance of the Board, to be discussed with the full Board annually.
5. Review periodically the size and make-up of the Board and Board Committees, including Board leadership structure, and recommend to the Board any appropriate changes.

6. Regularly review issues and developments relating to corporate governance, including stockholder proposals for inclusion in the Company's proxy statement, and make recommendations to the Board.
7. Oversee the implementation and effectiveness of the Corporate Governance Guidelines, including taking any action assigned to the Committee and contemplated by such Guidelines, and annually review and recommend to the Board modifications as appropriate.
8. Review and recommend to the Board for approval any changes in the compensation of non-employee directors, including cash and equity components. Monitor compliance by non-employee directors with the Company's stock ownership guidelines.
9. Review directorships in other public companies held by or offered to directors or executive officers of the Company. Review changes in director circumstances.
10. Review and approve director and officer insurance for the Company.
11. Oversee the strategy and development of the Company's Business Conduct Policy.
12. Oversee management's review of selected risk topics, as assigned by the Board.
13. Consider and recommend to the Board, from time to time, nominees as officers for appointment by the Board and executive officers for designation by the Board.

**General:**

1. The Committee shall annually review and reassess the adequacy of the Committee charter, and recommend to the Board amendments as the Committee deems appropriate.
2. 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.
3. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee charter.
4. 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.
5. 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.