

CELANESE CORPORATION

CORPORATE GOVERNANCE GUIDELINES

Last Amended on October 22, 2014

The Board of Directors (the “Board”) of Celanese Corporation (the “Company”), whose members are elected by the Company’s stockholders, is the ultimate decision making body of the Company, except with respect to matters reserved to the stockholders. The Board’s primary responsibility is to oversee the management of the business and affairs of the Company in accordance with their sound business judgment in the best interests of the Company and its stockholders.

These governance practices are designed to promote principled actions, effective decision making and appropriate oversight of both compliance and performance by the Board and management. The Board and the Nominating and Corporate Governance Committee will monitor the effectiveness of the Company’s governance processes, consider appropriate changes in such processes annually, and the Board will update these Guidelines as appropriate to reflect any changes that may be adopted.

A. ROLE OF THE BOARD. The Board performs, among others, the following principal functions (some of which may be delegated to one or more committees by charter or Board practice):

- Reviews and approves a corporate philosophy and mission working in coordination with senior management;
- Reviews and approves a code of ethical business conduct for directors, officers and employees;
- Selects, evaluates and compensates the Chief Executive Officer (“CEO”) and other executive officers;
- Plans for senior management succession;
- Reviews and approves management’s strategic and business plans, including: developing a depth of knowledge of the business, understanding and questioning the assumptions upon which such plans are based, and reaching an independent judgment as to the probability that the plans can be realized; monitoring corporate performance against the strategic and business plans, including overseeing the operating results on a regular basis to evaluate whether the business is being properly managed; and reviewing such performance in relation to the performance of peer companies and the chemical industry as a whole;
- Monitors ethical behavior and compliance with laws and regulations, the Company’s Business Conduct Policy, applicable auditing and accounting principles and the Company’s own governing documents; assesses its own effectiveness in fulfilling these and other Board responsibilities and performs such other functions as are prescribed by law, or assigned to the Board in such governing documents;
- Oversees the major risks facing the Company and assists in developing strategies to address these risks; and
- Oversees the procedures in place to ensure the integrity of the Company’s financial statements.

B. BOARD COMPOSITION

1. **Size of the Board.** The Company’s Second Amended and Restated Certificate of Incorporation provides that the Board will be comprised of not less than 7 nor more than 15 members, with the exact number of directors to be determined by the Board. The

Nominating and Corporate Governance Committee considers and makes recommendations to the Board regarding the size and composition of the Board. Currently the Board is classified into three classes, of approximately equal size. Each year one class of directors is nominated for election, for a three year term, or until their respective successors qualify and are elected by the stockholders.

2. **Independent Directors.** The Board will have a majority of independent directors. An “independent director” is a director who meets the New York Stock Exchange (“NYSE”) definition of independence, as determined by the Board.

The Board will annually review and determine the independence of each director and will disclose in the Company’s annual Proxy Statement the basis for the Board’s evaluation and determination of the independence of such director. The Board has adopted the Director Independence Standards set forth in the attached Exhibit A to assist the Board in making its independence determination. The standards are intended to comply with the NYSE corporate governance rules and other applicable laws, rules and regulations regarding independence in effect from time to time. Directors serving on certain Board Committees may be required to meet additional requirements as specified in the charter for that Committee.

3. **Board Organization.**

- (a) *Chairman of the Board.* Meetings of the Board are presided over by the Chairman. The Company’s By-laws do not require that the Chairman be independent of the Company; therefore, the Chairman may also serve as the Company’s chief executive officer. The Board (i) periodically considers whether to separate the Chairman/chief executive officer roles in light of prevailing circumstances and (ii) annually elects a Chairman, in each case, in the manner it considers in the best interests of the Company and the Company’s stockholders.

- (b) *Lead Independent Director.* The Board considers it to be useful and appropriate, if the Chairman of the Board is not an independent director, to designate a non-employee, independent director to serve in a lead capacity to coordinate the activities of the other non-employee, independent directors and to perform such other duties and responsibilities as the Board may determine. The Lead Director shall be elected by a majority of the non-employee, independent directors of the Board for a renewable one-year term determined by the non-employee, independent directors, generally not to exceed three consecutive years of service, and to continue until such time as her or his successor is elected or until such earlier time as she or he ceases to be a director, resigns as Lead Director, or is replaced as Lead Director by a majority of the non-employee, independent directors. Such term shall generally commence at the first Board meeting after the Annual Meeting of Stockholders and end immediately prior to the next Annual Meeting of Stockholders. The Company’s Lead Independent Director Policy is attached hereto as Exhibit B.

4. **Selection of Board Nominees.**

- (a) *Evaluation Criteria.* The Nominating and Corporate Governance Committee will evaluate all qualified candidates, including nominees recommended by directors, officers, employees, stockholders and others, for nomination for election to the

Board generally based on a review of background materials, internal discussions and interviews with selected candidates as appropriate.

The Nominating and Corporate Governance Committee will review the appropriate skills and characteristics required of prospective Board members who are expected to contribute to an effective Board, including the following qualities:

1. *Experience* (in one or more of the following):

- Leadership experience in business or administrative activities;
- Specialized expertise in the industry;
- Breadth of knowledge about issues affecting the Company and its subsidiaries; and
- Ability and willingness to contribute special competencies to Board activities.

2. *Personal Attributes*:

- Personal integrity;
- Loyalty to the Company and concern for its success and welfare and willingness to apply sound independent business judgment;
- Awareness of a director's vital part in the Company's and its subsidiaries' good corporate citizenship and corporate image;
- Time available for meetings and consultation on Company matters; and
- Willingness to assume fiduciary responsibilities.

(b) *Recommendations to the Board.* Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee recommends the candidate for consideration by the Board.

(c) *Stockholder Recommendation.* A stockholder of the Company may recommend a prospective Board nominee for the Nominating and Corporate Governance Committee's consideration by submitting the candidate's name and qualifications, as well any other information required by the Company's By-laws, to the Company's Secretary in writing to the following address:

Celanese Corporation
222 W. Las Colinas Blvd., Suite 900N
Irving, Texas 75039
Attn: Corporate Secretary

5. **Director Membership on Other Corporate Boards.** Directors may not serve on more than four public company boards (including the Company's Board), subject to waiver by the Nominating and Corporate Governance Committee but in no event shall a director serve on more than six public company boards. A director who serves as a CEO may not sit on more than three public company boards (including the Company's Board). A director may not serve as a member of the Audit 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 Audit Committee, and this determination is disclosed in the Company's annual proxy statement. A director should advise the Chairman of the Board and Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another company's board.

6. **Change of Director Circumstances.** Any director who experiences a change in his or her principal occupation or business association shall promptly offer, in writing, to resign. The Nominating and Corporate Governance Committee will evaluate whether the change will have an adverse effect on continued Board service and will recommend to the Board whether to accept or reject any such offer to resign. The Board will determine whether the resignation should be accepted or the director shall continue to serve.
7. **New Director Orientation and Continuing Education.** All new directors must participate in the Company's orientation program soon after election to the Board. This orientation will include information about the Company, meetings with senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Business Conduct Policy, its principal officers, and its internal and independent auditors. In addition, the orientation program may include visits to the Company's headquarters and certain of the Company's significant facilities. Management will undertake to update the Board at least annually on relevant corporate governance and other issues and will encourage and support Board members in their participation in external continuing education programs for directors, which will allow for regular exposure to various aspects of the Company, corporate compliance issues as well as any other matters the Board deems appropriate.
8. **Election of Directors.** The By-laws of the Company provide for majority voting in the election of directors. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. Any director who is not elected shall submit his or her resignation and the Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating and Corporate Governance Committee's recommendation within ninety (90) days following certification of the election results. In determining whether or not to recommend that the Board accept any resignation offer, the Nominating and Corporate Governance Committee shall be entitled to consider all factors believed relevant by such Committee's members. Unless applicable to all directors, the director(s) whose resignation is under consideration is expected to recuse himself or herself from the Board vote. Thereafter, the Board will promptly publicly disclose its decision regarding the director's resignation offer (including the reason(s) for rejecting the resignation offer, if applicable). If the Board accepts a director's resignation pursuant to this process, the Nominating and Corporate Governance Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board. In contested elections, directors are elected by a plurality of the votes of the shares represented in person or by proxy at the meeting and entitled to vote on the election of directors.
9. **Non-Employee Director Compensation and Stock Ownership Guidelines.** The compensation of non-employee directors is set by the Board based upon the recommendation of the Nominating and Corporate Governance Committee. The Board, through the Nominating and Corporate Governance Committee, will review, with the

assistance of management or outside consultants if desired, appropriate compensation policies for members of the Board and its Committees. This review may consider board

compensation practices of other large public companies, contributions to Board functions, service as committee chairs, and other appropriate factors. Non-employee directors receive combination of cash and equity compensation for service on the Board. The Board awards equity compensation to the non-employee directors.

The Board believes that it is important to align the interests of the Board with the interests of the stockholders and, therefore, for each director to hold a meaningful equity position in the Company. The Nominating and Corporate Governance Committee shall periodically recommend to the Board minimum stock ownership guidelines for non-employee directors. Currently, each non-employee director is expected to beneficially own stock in the Company in an amount equal to five times the current annual cash retainer within five years of such director's election to the Board.

10. **Retirement Age.** The Board has a guideline that a director retire from service on the Board no later than the annual meeting of stockholders following such director's 72nd birthday. This guideline may be waived by a majority of uninterested directors, upon recommendation by the Nominating and Corporate Governance Committee. This guideline shall first apply on a rolling basis to Class II directors beginning immediately following the 2012 annual meeting of the stockholders, to Class III directors beginning immediately following the 2013 annual meeting of stockholders, and to Class I directors beginning immediately following the 2014 annual meeting of stockholders.

C. BOARD MEETINGS

1. **Regular Meetings.** The Board meets at regularly scheduled meetings approximately four times a year. The Board will also hold special meetings as needed.
2. **Agenda and Materials.** The Chairman of the Board in consultation with the Lead Director, the Board and senior management will establish the agenda for each Board meeting. Agenda items that fall within the scope of responsibilities of a Board Committee are reviewed with the chair of that committee. The agenda for each meeting along with appropriate written information and background materials should generally be sent to directors prior to the meeting so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda and is free to raise subjects at a Board meeting that are not on the agenda. Significant items requiring Board approval may be reviewed in one or more meetings and voted upon in subsequent meetings, with the intervening time being used for clarification and discussion of relevant issues. The foregoing guidelines are equally applicable to the Committee meetings.
3. **Executive Sessions.** Executive sessions are those sessions including only "non-management" directors as defined in the rules of the NYSE and Securities and Exchange Commission and will be presided over by the Lead Director. Executive Sessions occur at least four times a year.
4. **Board Presentations and Access to Information.** Members of management and guest attendees may be invited to Board or committee meetings for the purpose of making

presentations, responding to questions by the directors, or providing counsel on specific matters within their areas of expertise.

5. **Access to Management and Outside Advisors.** The Company's Secretary serves as secretary to the Board and its Committees and, at the request of the Chairman of the Board, arranges meetings, suggests meeting agendas and facilitates the preparation and distribution of materials presented to the Board and its Committees. Directors also have full and free access to other members of management and to employees of the Company.

In addition, the Board has the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the performance of its functions. Each of the standing committees has similar authority to retain outside advisors as each determines appropriate to assist in the performance of its functions.

D. BOARD COMMITTEES

1. **Committees.** The Board currently maintains four standing committees:

- The Audit Committee;
- The Nominating and Corporate Governance Committee;
- The Compensation and Management Development Committee; and
- The Environmental, Health, Safety and Public Policy Committee.

The Board may from time to time, establish or maintain additional committees as necessary or appropriate. From time to time the Board may establish a new committee or, subject to applicable legal requirements or listing standards, disband a then current committee depending upon the circumstances.

2. **Committee Member Selection.** The Board will designate the members and Chairman of each committee, upon recommendation of the Nominating and Corporate Governance Committee, endeavoring to match the Committee's function and needs for expertise with individual skills and experience of the appointees to the Committee. The membership of the Audit, Compensation and Nominating and Corporate Governance Committees will meet the independence criteria, as determined by the Board, set forth in these Guidelines, the NYSE listing standards, the Exchange Act and the regulations thereunder and any other applicable laws, standards, rules or regulations regarding independence.
3. **Committee Functions.** The number and content of Committee meetings and other matters of Committee governance will be determined by each Committee in light of the authority delegated by the Board to the relevant Committee, the Committee's Charter (if any), and applicable laws, regulations, listing rules and policies. Each Committee shall report regularly to the Board on their activities. Board members may attend all Committee meetings. The Company will provide to each Committee access to employees and other resources to enable Committee members to carry out their responsibilities. The full authority and responsibilities of each Committee is fixed by resolution of the Board and the Committee's Charter, if any. Standing Committee Charters and a copy of these Guidelines are available on the Company's website at www.celanese.com in the "Investor Relations" section.

E. EVALUATIONS AND SUCCESSION

1. **Assessing the Board and Committee Performance.** The Board will conduct an annual self-evaluation to determine whether it is functioning effectively. The Lead Director will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and focus specifically on areas in which the Board or management believes that the Board's performance could improve. All of the committees conduct annual self-evaluations to assess their performance as well.
2. **Formal Evaluation of the CEO.** The Compensation and Management Development Committee is responsible for reviewing and approving the goals and objectives relevant to CEO compensation after discussion with the Board. The Compensation and Management Development Committee evaluates the CEO annually and reviews and discusses the CEO's performance with the Board. The Board and the Chair of the Compensation and Management Development Committee communicate their views to the CEO about his or her performance. The CEO will be evaluated based upon a combination of objective and subjective criteria which are disclosed each year in the Company's annual Proxy Statement. The Compensation and Management Development Committee is also responsible for determining and approving the annual compensation level for the CEO in light of these goals and the Compensation and Management Development Committee's and the Board's evaluation of the CEO.
3. **Succession Planning.** The Board plans for succession (including emergency succession) and selects the positions of Chairman, Lead Independent Director and CEO. The CEO will review with the Compensation and Management Development Committee succession and development plans for executive officers. The Board may from time to time ask the Compensation and Management Development Committee to undertake specific reviews concerning management succession planning. Each year, the CEO will report to the Board succession and development plans for ⁶ executive officers.
4. **Board Interaction with Institutional Investors, the Press, Customers, Etc.** The Board looks to management to speak for the Company but recognizes that individual directors may sometimes communicate with third parties on matters affecting the Company. Before doing so, to the extent feasible, directors should consult with management.

F. OTHER

1. **Stockholder Meetings.** The Board expects its members to attend the annual stockholders' meeting absent special circumstances.
2. **Business Conduct Policy.** Directors will be familiar with, and comply with, the terms of the Company's Business Conduct Policy, provided that the Company's Related Party Transaction Policies and Procedures govern the procedures and review of transactions between the Company and other entities associated with directors in respect of conflicts of interest.
3. **Communications to the Board.** Stockholders and other parties interested in communicating directly with the Lead Director, the non-management directors as a group or the Board may do so by sending their communications to:

Celanese Corporation
Board of Directors
222 W. Las Colinas Blvd., Suite 900N
Irving, Texas 75039
Attn: Corporate Secretary

The Corporate Secretary will deliver all stockholder communications to one or more members of the Board, as appropriate, and as determined by the Corporate Secretary. Notwithstanding the foregoing, the Corporate Secretary will maintain for the benefit of the Board for a period of two years following the receipt of any communication, a record of all stockholder communications received in compliance with this policy. Members of the Board may review this record of stockholder communications upon their request to the Corporate Secretary. In addition, the receipt of any accounting, internal controls or audit-related complaints or concerns will be directed to the Chairman of the Audit Committee.

EXHIBIT A

**CELANESE CORPORATION
DIRECTOR INDEPENDENCE STANDARDS**

The Board of Directors (the “Board”) of Celanese Corporation has adopted these standards to assist it in determining whether a director qualifies as “independent”. To be considered independent under the listing standards of the New York Stock Exchange, the Board must determine that the director does not have any material relationship with the Company, other than as a director, either directly or indirectly (such as through a position as a partner, shareholder or officer of another entity that has a relationship with the Company). For purposes of these standards, the “Company” includes Celanese Corporation and any of its consolidated subsidiaries.

The Board will make an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating and Corporate Governance Committee. In making this determination, the Board will consider all relevant facts and circumstances, including the nature, extent and significance of any relationships that the director has with the Company, and will assess whether any such relationships would impact the ability of the director to act independently from management. The Board will confirm its findings by a resolution of the Board.

For purposes of assessing whether a director meets the definition of “independent” described above, the Board has determined that a director is not independent if:

- the director is, or has been within the last three years, employed by the Company, or an immediate family member¹ of the director is, or has been within the last three years, employed by the Company as an executive officer;
- the director or an immediate family member of the director has received more than \$120,000 during any twelve-month period during the last three years in direct compensation from the Company, other than director’s fees, pension or other forms of deferred compensation that is for prior service and not contingent upon continued service, compensation for former service as an interim Chairman or Chief Executive Officer or other executive officer, and compensation received by an immediate family member for service as an employee below the level of executive officer;
- (i) the director is a current partner or employee of a firm that is the Company’s internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company’s audit; or (iv) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company’s audit within that time;
- the director or an immediate family member of the director is, or has been within the last three years, employed as an executive officer by another entity where any of the Company’s

¹ An “immediate family member” includes a director’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such director’s home, but excluding individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

- present executive officers at the same time serves or served on the entity's compensation committee; or
- the director is currently employed by, or an immediate family member of the director is currently employed as an executive officer by, an entity (other than a charity) that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or two percent (2%) of that entity's consolidated gross revenues.

EXHIBIT B

CELANESE CORPORATION

Lead Independent Director Policy

(Adopted November 10, 2011)

(Amended October 22, 2014)

- I. **Background**: The Board of Directors (“Board”) of Celanese Corporation (the “Company”) considers it to be useful and appropriate to designate a non-employee, independent director (the “Lead Director”) to serve in a lead capacity to coordinate the activities of the other non-employee, independent directors and to perform such other duties and responsibilities as the Board may determine. The Board supports the role of Lead Director as an enhancement of, rather than a substitution for, the responsible functioning of each director in carrying out his or her fiduciary obligations to the Company and its stockholders.
- II. **Responsibilities**: The specific responsibilities of the Lead Director are as follows:
1. Preside over all executive sessions of independent directors. The Lead Director will advise the Chairman and Chief Executive Officer (the “CEO”) of decisions reached and suggestions made at these sessions. Additionally, the Lead Director has the authority to call meetings of the Board and such other meetings of the non-employee, independent directors as he/she deems necessary.
 2. Preside at meetings of the Board in the absence of, or upon the request of, the Chairman and CEO.
 3. Approve the scheduling of Board meetings as well as the agenda and materials for each Board meeting and executive session of the Board’s non-employee, independent directors. Advise the Chair on quality and quantity of information provided to the Board.
 4. Serve as a liaison and supplemental channel of communication (but not a filter) between the non-employee, independent directors and the Chairman and CEO, as appropriate. Serve as a sounding board for and provide counsel to the Chairman and CEO.
 5. Meet regularly with the Chairman and CEO.
 6. As requested and deemed appropriate by the Board, communicate with stockholders and other stakeholders.
 7. Interview director candidates along with the Nominating and Corporate Governance Committee.
 8. Approve and coordinate the retention of advisors and consultants who report directly to the non-employee, independent members of the Board, except as otherwise required by applicable law or NYSE Listing Standards.
 9. Guide the Board’s governance processes concerning the annual Board self-evaluation and CEO succession planning. When requested by the Chair or the Board, assist the Board in reviewing and assuring compliance with governance principles.
- III. **Election of Lead Director**: The Lead Director shall be elected by a majority of the non-employee, independent directors of the Board for a renewable one-year term determined by the non-employee, independent directors, generally not to exceed three consecutive years of service (and

until such time as her or his successor is elected) or until such earlier time as she or he ceases to be a director, resigns as Lead Director, or is replaced as Lead Director by a majority of the non-employee, independent directors. Such term shall generally commence at the first Board meeting after the Annual Meeting of Stockholders and end immediately prior to the next Annual Meeting of Stockholders.

IV. Qualifications of Lead Director: The Lead Director:

1. Must be “independent” (i.e., qualify as a non-employee, independent director under the Company’s standards of independence and applicable New York Stock Exchange standards of independence).
2. Must be elected by a majority of the non-employee, independent directors.
3. Is presumed to be Chair of the Nominating and Corporate Governance Committee (unless the Board determines otherwise).
4. Must have sufficient time availability to effectively work closely with and assist the Chairman and CEO and Board.
5. Must be evaluated annually as part of the annual Board evaluation.
6. Must be available to effectively discuss with other directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman and CEO or the Board.
7. Must facilitate the effectiveness and independence of the Board.
8. Must be familiar with Board governance and related procedures through experience as a non-employee, independent director at the Company or at another company engaged in business activities of a breadth and level of complexity comparable to those of the Company, with a preference for experience as a committee chair.

V. Absence of Lead Director: If the Lead Director is not present at any meeting of the Board, a majority of the independent directors present shall select a non-employee, independent director to act as Lead Director for the purpose and duration of such meeting.