

## CELANESE CORPORATION

### COMPENSATION COMMITTEE CHARTER

#### A. Organization

1. *Number of Members.* The Compensation Committee (the “Committee”) of Celanese Corporation (the “Company”) will consist of at least three directors, comprised solely of non-management members of the Company’s Board of Directors (the “Board”).
2. *Independence of Directors.* Pursuant to the exemption provided to “controlled companies” by Section 303A of the rules of the New York Stock Exchange (“NYSE”), for such time that the Company qualifies as a “controlled company”, the Company may avail itself of such exemption and, therefore, the Committee may not be composed entirely of independent directors.<sup>1</sup>
3. *Appointment to Compensation Committee.* Committee members will be appointed by the Board in accordance with the Company’s Certificate of Incorporation and the Company’s Amended and Restated By-Laws (together, the “Corporate Documents”).
4. *Term; Vacancies, Chair.* Committee members will hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Committee will be filled by the Board in accordance with the Corporate Documents. The Board will designate one of the members as Chairperson of the Committee and the Committee will keep a separate book of minutes of its proceedings and actions.
5. *Committee Meetings.* The Committee will meet periodically as deemed necessary by the Chairperson of the Committee. All meetings will be at the call of the Chairperson of the Committee. A majority of the members of the Committee will constitute a quorum for the transaction of business. Meetings may be held by telephone or by other appropriate means in accordance with the Corporate Documents.
6. *Subcommittees.* The Committee may form one or more subcommittees each of which may take such actions as may be delegated by the Committee. The Committee will periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

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<sup>1</sup> A “controlled company” under Section 303A of the NYSE listing standards is defined as a listed company of which more than 50% of the voting power is held by an individual, group or another company.

7. *Evaluations; Investigations; Advisors.* The Committee members will perform an annual review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including compensation consultants, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

**B. Purpose and Responsibilities**

1. The Committee's primary purpose and responsibilities will be:
  - To review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO");
  - To evaluate the CEO's performance in light of the established goals and objectives;
  - To establish the total compensation package provided to the CEO, the executive officers and other persons reporting directly to the CEO, including the Company's and its subsidiaries' executives;
  - To develop and recommend to the Board compensation for Board members;
  - To oversee the Company's general incentive compensation plans and equity based plans; and
  - To produce a Committee report on executive compensation to be included in the Company's annual proxy statement filed with the Securities and Exchange Commission (the "SEC"), in accordance with the Securities Exchange Act of 1934, and applicable rules and regulations of the SEC, the NYSE and other regulatory bodies.

**C. Duties**

1. To fulfill its purpose and responsibilities, the Committee will perform the following with respect to the Company:
  - (a) Review and recommend to the Board the total compensation for directors and non-CEO compensation and set the amount of capital stock in the Company that directors must hold.
  - (b) Establish the total compensation package provided to the CEO, other executive officers, including without limit, executive officers whose compensation is disclosed in the Company's

proxy statement, and other persons reporting directly to the CEO. Specifically as to the CEO, the Committee will review and approve the goals and objectives relevant to the CEO's compensation and evaluate the CEO's performance in light of those goals and objectives and, based on such evaluation, review and approve the annual salary, bonus, stock option and other benefits, direct and indirect, of the CEO.

- (c) Review and approve any employment agreements, severance agreements or change of control agreements with the CEO, the Company's executive officers and other persons reporting directly to the CEO.
- (d) Review and approve the design of the benefit plans which pertain to directors, the CEO, other executive officers and persons reporting directly to the CEO including oversight of Rule 162(m) plans and awards granted thereunder.
- (e) Periodically review succession plans of the CEO of the Company and screen and recommend to the Board candidates for the CEO and such other senior executive officers as may be determined by the Committee.
- (f) Review and recommend to the Board the creation and/or revision of the Company's compensation plans, incentive compensation plans and equity based plans and oversee the activities of the individuals responsible for administering the plans. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders. In determining long-term incentive compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies and the awards given to the CEO and other executive officers in past years.
- (g) Oversee compliance with the applicable compensation reporting requirements of the SEC.
- (h) Obtain through discussions with management of the Company a general understanding of compensation design throughout the entire Company.
- (i) Administer all plans that require "disinterested administration" under Rule 16b-3 of the Securities and Exchange Act of 1934, as amended, including all stock option, restricted stock and deferred stock plans.
- (j) Oversee the administration of the Company's Benefits Committee and Investment Committee.

- (k) Retain consultants, from time to time, to advise the Committee on executive compensation practices and policies and assist in the evaluation of the CEO and executive compensation. This authority includes the sole authority to terminate the consultants and approve the consultants' fees and other retention terms.
- (l) Periodically review and assess the adequacy of this Charter. Submit this Charter to the Board for approval and publish this Charter on the Company's web site.
- (m) Perform any other activities consistent with this Charter, the Corporate Documents and governing law, as the Committee deems appropriate or necessary, or as delegated to the Committee by the Board.