

**CELANESE CORPORATION**  
**EXECUTIVE COMMITTEE CHARTER**

**A. Organization**

1. *Number of Members.* The Executive Committee (the "Committee") of Celanese Corporation (the "Company") will consist of at least three members, comprised solely of members of the Company's Board of Directors (the "Board").
2. *Appointment to Executive 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 (the "Corporate Documents").
3. *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 Chairman of the Committee and the Committee will keep a separate book of minutes of its proceedings and actions.
4. *Committee Meetings.* The Committee will meet periodically as deemed necessary by the Chairman of the Committee. All meetings will be at the call of the Chairman 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.
5. *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.
6. *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 consultants, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

**B. Duties and Responsibilities**

1. The Committee's primary responsibility and duty will be:
  - To assume responsibility for exercising all of the powers and authority of the Board in the management of the business and affairs of the Company during intervals between Board meetings, except for those powers delegated to the other committees of the Board and the powers which pursuant to the Delaware law may not be delegated to a committee of the Board.

**C. Certain Powers and Restrictions**

- The Committee may act for the Board only when the Board is not in session;
- The Committee may authorize the seal of the Company to be affixed to all papers which may require it;
- The Committee may call a special meeting of the Board; and
- The Committee shall report all action taken by it to the Board at its regular meeting next succeeding the taking of such action.