

CELANESE CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Organization

1. *Number of Members.* The Nominating and Corporate Governance Committee (the "Committee") of Celanese Corporation (the "Company") will consist of at least three directors, comprised solely of members of the Company's Board of Directors of Celanese (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 (the "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.¹
3. *Appointment to Nominating & Corporate Governance Committee.* Committee members will be appointed by the Board, in accordance with the Company's Certificate of Incorporation, the Company's Amended and Restated By-Laws and the Shareholders Agreement (as defined in the Company's Corporate Governance Guidelines) (collectively 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 Chairman 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 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.
6. *Subcommittee.* 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.
7. *Evaluations; Investigations; Advisors.* The Committee members will perform an annual review and evaluation of the performance of the Committee and its

¹ 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.

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 search firms, 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 develop and recommend criteria for selecting new directors;
 - To identify and recommend to the Board individuals qualified to become Board members and Committee members consistent with criteria approved by the Board;
 - To screen and recommend to the Board individuals qualified to become the Company's Chief Executive Officer (the "CEO") and any other senior executive officers for whom the Committee may want to approve;
 - To receive communications from stockholders directed to the Board and non-management members, including stockholder proposals regarding director nominees to the Board;
 - To develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; and
 - To oversee evaluations of the Board, individual Board members and the Committees of the Board.

C. Duties

1. To fulfill its purpose and responsibilities, the Committee's functions will include the following with respect to the Company:
 - (a) Screen and recommend to the Board, nominees for election as directors, including nominees recommended by members of the Board and stockholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the stockholders.
 - (b) Develop and recommend criteria for selecting nominees for director, which will include those qualities set forth from time to time in the Company's Corporate Governance Guidelines.
 - (c) Establish procedures for, and administer annual performance evaluations of the Board, individual Board members and their Committees by their membership, which will include an annual performance review of this Committee by its members.

- (d) Review periodically the makeup of the Board Committees and recommend, as appropriate, changes in the number, function or membership.
- (e) Review periodically succession plans of the CEO and screen and recommend to the Board, candidate(s) for CEO, and other senior executive officers as may be determined by the Committee.
- (f) Develop and recommend to the Board a set of Corporate Governance Guidelines. Monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
- (g) Periodically, self-evaluate the performance of the Committee.
- (h) 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.

The responsibilities and duties of the Nominating and Corporate Governance Committee shall be subject to the provisions of the Shareholders Agreement (as defined in the Company's Corporate Governance Guidelines), including the right of the Blackstone Entities (as defined in the Shareholders Agreement) to designate all of the nominees for election to the Board of the Company for so long as they hold at least 25% of the total voting power of the Company's common stock.