

## **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 member<sup>1</sup> 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

---

<sup>1</sup> 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.