
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.
STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CELANESE CORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of
the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors (the “Board”) of Celanese Corporation (the
“Corporation”) resolutions were duly adopted setting forth a proposed amendment of the Second
Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate”),
declaring said amendment to be advisable and directing that the proposed amendment be
considered at the annual meeting of the stockholders of the Corporation to be held on April 21,
2016. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate be amended by changing the Section thereof numbered
“Section 7.1.” so that, as amended, said Section shall be and read as follows:

SECTION 7.1. Board of Directors: Composition. The business and affairs of
the Corporation shall be managed by or under the direction of a Board of
Directors consisting of not less than seven directors or more than fifteen directors,
the exact number of directors to be determined from time to time by resolution
adopted by affirmative vote of a majority of the Board of Directors. Prior to the
2017 annual meeting of stockholders, the directors shall be and are divided into
three classes designated as Class I, Class II and Class III. Each director elected
prior to the 2017 annual meeting of stockholders shall serve for the full term to
which such director was elected. Following the expiration of the term of (a) the
Class I directors in 2017, (b) the Class II directors in 2018 and (c) the Class III
directors in 2019, the directors in each such class shall be elected for a term
expiring at the succeeding annual meeting of stockholders. Commencing at the
2019 annual meeting of stockholders, all directors shall then be elected at each
annual meeting of stockholders for terms expiring at the succeeding annual
meeting of stockholders. A director shall hold office until the annual meeting of
stockholders for the year in which his or her term expires and until his or
her successor shall be elected and qualified, subject, however, to prior death,
resignation, retirement, disqualification or removal from office. Elections of
directors need not be by written ballot unless the By-laws of the Corporation shall
so provide.

SECOND: That thereafter, pursuant to resolution of the Board, the annual meeting of the
stockholders of the Corporation was duly called and held upon notice in accordance with
Section 222 of the General Corporation Law of the State of Delaware at which meeting the
necessary number of shares as required by statute and the Certificate were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be executed this 21st day of April, 2016.

By: 

Name: James R. Peacock III  
Title: Corporate Secretary