

CELANESE CORPORATION
COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE CHARTER

Purpose: The principal purposes of the Compensation and Management Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Celanese Corporation (the “Company”) are to (i) review and approve the compensation of the Company’s executive officers, including the Chief Executive Officer (the “CEO”); (ii) review and approve the corporate goals and objectives relevant to the compensation of the CEO and to evaluate the CEO’s performance and compensation in light of such established goals and objectives; and (iii) oversee the development and implementation of succession plans for the CEO and the other key executives.

Committee Membership: The Committee will be composed of at least three directors appointed by the Board on recommendation of the Nominating and Corporate Governance Committee, each of whom the Board shall determine is independent under the Company’s Corporate Governance Guidelines and meets the independence requirements of the Securities and Exchange Commission (“SEC”) and of the New York Stock Exchange (“NYSE”) as in effect from time to time. In addition, at least two members of the Committee shall qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The Chairperson of the Committee shall be appointed by the Board. Committee members shall continue to act until their successors are appointed by the Board and shall be subject to removal at any time by a majority of the whole Board.

Authority and Responsibilities: The responsibilities listed below are intended as a guide for fulfilling the Committee’s purposes, with the understanding that the Committee’s activities may diverge as appropriate given the circumstances. The Committee may perform other activities consistent with this charter, the Company’s Corporate Governance Guidelines and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate. Subject to applicable legal and NYSE listing requirements, the Committee may delegate authority to individuals or subcommittees when it deems appropriate.

The Committee shall also have the sole authority to retain or obtain advice from and terminate any compensation consultant used to assist the Committee in the evaluation of CEO or senior executive compensation, and to approve the fees and other retention terms of such compensation consultant. The Committee may, in its sole discretion without having to seek the approval of the Board and at the Company’s expense, retain or obtain advice from legal, accounting or other consultants or experts it deems necessary in the performance of its duties, and to approve the fees and other retention terms of any advisers retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultant or expert. The Committee shall select a compensation consultant, legal counsel (other than in-house counsel) or other adviser only after taking into account all factors relevant to the adviser’s independence from management identified by the SEC or the NYSE, including NYSE Listed Company Manual Section 303A.05(c).

To fulfill its purposes, the Committee shall:

1. Establish the executive compensation policies for the Company consistent with corporate objectives and shareholder interests.
2. Review and approve at least annually the Company’s goals and objectives relevant to CEO compensation after discussion with the Board.

3. Evaluate the CEO's performance in light of his or her goals and objectives, discuss such evaluation with the Board, and determine and approve at least annually the compensation level for the CEO based on the Committee's and the Board's evaluation, reviewing and approving, as appropriate, any agreement or understanding relating to the CEO's employment, separation, incentive compensation or other benefits. In determining the incentive-based components of CEO compensation, the Committee may consider a number of factors, including the Company's performance and relative shareholder return, the value of similar incentive awards at other companies and the awards given to the CEO in prior years.
4. Review and approve at least annually the Company's goals and objectives relevant to the compensation of the Company's executive officers, other than the CEO.
5. Evaluate the performance of the Company's executive officers, other than the CEO, in light of their respective goals and objectives and determine and approve at least annually the compensation of the Company's executive officers, other than the CEO, reviewing, as appropriate, any agreement or understanding relating to the executive officers' employment, incentive compensation or other benefits.
6. Review on a periodic basis the Company's executive officers' compensation programs, including any executive officer incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purpose, and recommend to the Board any appropriate modification or new plans or programs.
7. Review and approve equity-based compensation plans of the Company and any modifications of such plans (whether or not final approval rests with the Company's shareholders), oversee the Company's compliance with applicable shareholder approval requirements of such plans and modifications, and review all grants of awards, including the award of shares or share options to individuals other than non-employee directors, pursuant to such plans. To the extent permitted by applicable law and the terms of any applicable equity-based compensation plans, the Committee may by resolution delegate to a subcommittee the authority and responsibility to approve annual and off-cycle equity awards to persons who are not executive officers.
8. Administer all plans that require disinterested administration under Rule 16b-3 of the Securities Exchange Act of 1934, including all stock option, restricted stock and deferred stock plans.
9. Receive periodic reports on the Company's retirement and benefit plans; however, the Committee shall not serve or otherwise act as a fiduciary for any such plans.
10. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and other required executive compensation matters, including shareholder proposals and advisory votes on executive compensation and the frequency of such votes, and related disclosures that SEC rules require to be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and prepare the annual Committee report to be included in the Company's annual proxy statement. To the extent required by the SEC or the NYSE, the

Committee will determine before any engagement and periodically thereafter the independence of the Committee's compensation consultant.

11. Review and discuss with the Board executive management development and succession planning for the key executive officers. Assist the Board with CEO succession as requested by the Board.
12. Monitor compliance by executive officers with the Company's stock ownership guidelines.
13. Oversee management's review of selected risk topics, as assigned by the Board, and review compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking.

General:

1. The Committee shall annually review and reassess the adequacy of the Committee charter, and recommend to the Board amendments as the Committee deems appropriate.
2. The Committee shall report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or that the Board requests.
3. The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with the Committee charter.
4. The Committee shall meet as often as may be deemed necessary or appropriate in its judgment. The Chairperson shall preside at each meeting. If the Chairperson is not present (or is not participating if the meeting is not in person), then Committee members present at that meeting shall designate one of its members who is present as the acting chairperson of such meeting. All meetings of the Committee shall be held and other actions taken pursuant to the By-laws of the Company, and written minutes of each meeting shall be duly filed in the Company records. Regular meetings may be held without advance notice; special meetings may be called by the Committee chair, the Chairman of the Board, or the Chairman of the Board or Secretary upon request of two or more Committee members.
5. A majority of the total number of members shall constitute a quorum of the Committee; provided, however, that if there are an even number of members, then the number which shall constitute a quorum shall be one-half of the total number of members. The act of a majority of the Committee members present or participating in a meeting at which a quorum is present shall be the act of the Committee unless otherwise required.
6. For purposes of this charter, the term "executive officers" means the individuals designated by the Board as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act.

Approved July 15, 2019