

## CELANESE CORPORATION

### **Lead Independent Director Policy (Adopted November 10, 2011) (Amended February 6, 2019)**

- I. Background: The Board of Directors (“Board”) of Celanese Corporation (the “Company”) considers it to be useful and appropriate from time to time to designate a non-employee, independent director (the “Lead Director”) to serve in a lead capacity to coordinate the activities of the other non-employee, independent directors and to perform such other duties and responsibilities as the Board may determine. The Board supports the role of Lead Director as an enhancement of, rather than a substitution for, the responsible functioning of each director in carrying out her or his fiduciary obligations to the Company and its stockholders.
- II. Responsibilities: The specific responsibilities of the Lead Director are as follows:
1. Preside over all executive sessions of independent directors. The Lead Director will advise the Chair and Chief Executive Officer (the “CEO”) of decisions reached and suggestions made at these sessions. Additionally, the Lead Director has the authority to call meetings of the Board and such other meetings of the non-employee, independent directors as he/she deems necessary.
  2. Preside at meetings of the Board in the absence of, or upon the request of, the Chair and CEO.
  3. Approve the scheduling of Board meetings as well as the agenda and materials for each Board meeting and executive session of the Board’s non-employee, independent directors. Advise the Chair on quality and quantity of information provided to the Board.
  4. Serve as a liaison and supplemental channel of communication (but not a filter) between the non-employee, independent directors and the Chair and CEO, as appropriate. Serve as a sounding board for and provide counsel to the Chair and CEO.
  5. Meet regularly with the Chair and CEO.
  6. As requested and deemed appropriate by the Board, communicate with stockholders and other stakeholders.
  7. Interview director candidates along with the Nominating and Corporate Governance Committee.
  8. Approve and coordinate the retention of advisors and consultants who report directly to the non-employee, independent members of the Board, except as otherwise required by applicable law or NYSE Listing Standards.
  9. Guide the Board’s governance processes concerning the annual Board self-evaluation and CEO succession planning. When requested by the Chair or the Board, assist the Board in reviewing and assuring compliance with governance principles.
  10. Perform such other duties and responsibilities as may be assigned to the Lead Director by the Board from time to time.

III. Election of Lead Director: The Lead Director shall be elected by a majority of the non-employee, independent directors of the Board for a renewable one-year term determined by the non-employee, independent directors, generally not to exceed three - five consecutive years of service (and until such time as her or his successor is elected) or until such earlier time as she or he ceases to be a director, resigns as Lead Director, or is replaced as Lead Director by a majority of the non-employee, independent directors. Such term shall generally commence at the first Board meeting after the Annual Meeting of Stockholders and end immediately prior to the next Annual Meeting of Stockholders.

IV. Qualifications of Lead Director: The Lead Director:

1. Must be “independent” (i.e., qualify as a non-employee, independent director under the Company’s standards of independence and applicable New York Stock Exchange standards of independence).
2. Must be elected by a majority of the non-employee, independent directors.
3. Must have sufficient time availability to effectively work closely with and assist the Chair and CEO and Board.
4. Must be evaluated annually as part of the annual Board evaluation.
5. Must be available to effectively discuss with other directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chair and CEO or the Board.
6. Must facilitate the effectiveness and independence of the Board.
7. Must be familiar with Board governance and related procedures through experience as a non-employee, independent director at the Company or at another company engaged in business activities of a breadth and level of complexity comparable to those of the Company, with a preference for experience as a committee chair.

V. Absence of Lead Director: If the Lead Director is not present at any meeting of the Board, a majority of the independent directors present shall select a non-employee, independent director to act as Lead Director for the purpose and duration of such meeting.