

# Delaware

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The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CELANESE CORPORATION", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2024, AT 8:28 O`CLOCK A.M.*



  
Jeffrey W. Bullock, Secretary of State

3865983 8100  
SR# 20242140581

Authentication: 203477642  
Date: 05-15-24

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:28 AM 05/15/2024  
FILED 08:28 AM 05/15/2024  
SR 20242136039 - File Number 3865983

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT OF  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
CELANESE CORPORATION**

Celanese Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** The Second Amended and Restated Certificate of Incorporation is hereby amended by deleting Article IX thereof and inserting the following in lieu thereof:

**"SECTION 9.1. Limitation of Liability.** To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for any liability imposed by law (as in effect from time to time) (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for any act or omission not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) of a director under Section 174 of the DGCL, (iv) for any transaction from which the director or officer derived an improper personal benefit or (v) of an officer in any action by or in the right of the Corporation."

**SECTION 9.2 Indemnification of Directors, Officers, Employees or Agents.** The Corporation shall, to the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, indemnify its directors and officers where such director or officer is made party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that the person is or was a director or officer of the Corporation. The Corporation may accord to any current or former director, officer, employee or agent of the Corporation the right to, or regulate the manner of providing to any current or former director, officer, employee or agent of the Corporation, indemnification to the fullest extent permitted by the DGCL.

**SECTION 9.3 Adjustments; Amendments.** If the DGCL is amended after the date of the filing of this Second Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or officers or permitting indemnification to a fuller extent, then the liability of a director or officer of the Corporation shall be eliminated or limited, and indemnification shall be extended, in each case to the fullest extent permitted by the DGCL, as so amended from time to time. No repeal or modification of the foregoing provisions of this Article IX by the stockholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article IX at the time of such repeal or modification."

**SECOND :** The foregoing 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 13th day of May, 2024.

DocuSigned by:

By:

*Ashley B. Duffie*

Name:

Ashley B. Duffie

Title:

Senior Vice President, General Counsel and  
Corporate Secretary