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February 25, 2025

VIA ONLINE PORTAL SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Celanese Corporation*
Shareholder Proposal of John Chevedden
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Celanese Corporation (the "Company"), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the "2025 Proxy Materials") a shareholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from John Chevedden (the "Proponent").

Pursuant to Rule 14a-8(j), we have concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Securities and Exchange Commission (the "Commission") or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

> Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

A copy of the Proposal and the Supporting Statement (with highlighting as submitted by the Proponent) is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(i)(10) because, as discussed below, the Board of Directors (the "Board") has approved amendments to the Second Amended and Restated Certificate of Incorporation (the "Certificate") and the Seventh Amended and Restated By-laws (the "By-laws") and determined to recommend that shareholders vote "for" the Certificate amendments, which substantially implements the Proposal.

BACKGROUND

The Company's Certificate and By-laws contain supermajority voting provisions. On February 13, 2025, the Board approved amendments to the Certificate and By-laws that will eliminate each supermajority voting provision in the Certificate and By-laws. This letter refers to the proposed amendments to the Certificate described below as the "Certificate Amendments," and the proposed amendments to the By-laws described below as the "By-law Amendments." Specifically, the Board approved amendments removing and replacing each supermajority voting provision contained in the Certificate as follows:

- *Certificate Article V, Section 5.1 and Certificate Article X, Section 10.1*: Eliminate the 80% vote currently required in order for shareholders to alter, amend, or repeal certain provisions of the By-laws and the Certificate and instead require a majority vote of the voting power of all the shares of the Company entitled to vote thereon, voting together as a single class. This majority voting requirement is the minimum voting standard for amending provisions of a certificate of incorporation allowed under the Delaware General Corporation Law (the "DGCL").

- *Certificate Article VII, Section 7.2*: Eliminate the 80% vote currently required for shareholders to fill director vacancies when the DGCL expressly confers power on shareholders to fill such vacancies at a special meeting of shareholders called for the purpose of electing directors.[1] Accordingly, at any such special meeting of shareholders, directors will be elected by the same voting standard that governs the election of directors pursuant to the By-laws, which is a majority of votes cast

[1] Under Section 223 of the DGCL, if a company has no directors in office, then a shareholder may apply to the Delaware Court of Chancery for a decree summarily ordering an election. Section 223 further states that if, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the whole board, the Court of Chancery may, upon application of any shareholder or shareholders holding at least 10% of the voting stock at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

in uncontested elections (and the lower voting standard of plurality voting in contested elections).

- *Certificate Article VII, Section 7.3*: Eliminate the 80% vote currently required for shareholders to remove a director from office and instead require a majority vote of the voting power of all the shares of the Company entitled to vote thereon. This majority voting requirement is the minimum voting standard for removing directors under the DGCL.

The Board also approved amendments to the By-laws to remove and replace each of the supermajority vote provisions in the By-laws as follows:

- *By-laws Article II, Section 2.06*: Eliminate the majority of shares present vote currently required in order for shareholders to approve matters at a shareholder meeting, other than the election of directors and unless otherwise required by law or the Certificate or By-laws, and instead require the vote of a majority of the votes cast.

- *By-laws Article II, Section 2.10*: Eliminate the majority of shares present vote currently required in order for shareholders to adjourn a shareholder meeting in the absence of a quorum and instead require the vote of a majority of the votes cast.

- *By-laws Article X, Section 10.01*: Eliminate completely the provision, which sets forth an 80% vote standard in order for shareholders to alter, amend, or repeal certain provisions of the By-laws, so that the voting standard for amending the By-laws is as set forth in the Certificate.

Exhibit B sets forth marked copies of the proposed Certificate Amendments and By-law Amendments. In summary, the Certificate Amendments and the By-law Amendments eliminate every supermajority provision currently set forth in the Certificate and By-laws and replace those provisions with a vote requirement for a majority of the votes cast for and against the matter, except when the DGCL requires a higher threshold and except with respect to amendment of the By-laws, where the same majority vote standard applicable to amendments to the Certificate applies.

Since the Board does not have unilateral authority to effect the Certificate Amendments, which under the DGCL require shareholder approval to become effective, the Board also approved submitting the Certificate Amendments for shareholder approval at the 2025 Annual Meeting of Shareholders and recommending that shareholders vote “for” the Certificate Amendments. The By-law Amendments are conditioned upon the effectiveness of the Certificate Amendments. Accordingly, if the Certificate Amendments receive the requisite shareholder approval, all supermajority voting requirements in the Certificate and the By-laws will be removed and replaced by a requirement for a majority of the votes cast for and against the applicable matter, except as required otherwise by the DGCL and except for the one provision noted above where a simple majority vote of all shares will apply.

ANALYSIS

I. The Proposal May Be Excluded Under Rule 14a-8(i)(10) As Substantially Implemented.

A. *Background On Rule 14a-8(i)(10).*

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." Exchange Act Release No. 12598 (July 7, 1976). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were "'fully' effected" by the company. *See* Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the "previous formalistic application of [the rule] defeated its purpose" because proponents were successfully avoiding exclusion by submitting proposals that differed from existing company policy by only a few words. Exchange Act Release No. 20091, at § II. E.6. (Aug. 16, 1983) (the "1983 Release"). Therefore, in the 1983 Release, the Commission adopted a revised interpretation of the rule to permit the omission of proposals that had been "substantially implemented," and the Commission codified this revised interpretation in Exchange Act Release No. 40018 at n.30 (May 21, 1998) (the "1998 Release").

Under this standard, when a company can demonstrate that it already has taken actions to address the underlying concerns and essential objective of a shareholder proposal, the Staff has concurred that the shareholder proposal has been "substantially implemented" and may be excluded as moot. The Staff has noted that a determination that the company has substantially implemented the proposal depends upon whether the company's particular "policies, practices, and procedures compare favorably with the guidelines of the proposal." *Walgreen Co.* (avail. Sept. 26, 2013); *Texaco, Inc.* (avail. Mar. 28, 1991).

In applying this standard, a company need not implement a shareholder proposal in the manner that a shareholder may prefer. *See* 1998 Release at n.30 and accompanying text. The Staff has not required that a company implement the action requested in a proposal exactly in all details but has been willing to issue no-action relief under the predecessor of Rule 14a-8(i)(10) in situations where the "essential objective" of the proposal had been satisfied. *See General Motors Corp.* (avail. Mar. 4, 1996) (concurring with the exclusion of a proposal where the company argued, "[i]f the mootness requirement of paragraph (c)(10) [of the predecessor rule] were applied too strictly, the intention of [the rule]—permitting exclusion of 'substantially implemented' proposals—could be evaded merely by including some element in the proposal that differs from the registrant's policy or practice"). Thus, differences between a company's actions and a shareholder proposal are permitted as long as the company's actions satisfactorily address the proposal's essential objectives.

The "substantial implementation" standard of Rule 14a-8(i)(10) has remained substantively unchanged since 1983. However, in Exchange Act Release No. 95267 (July 13, 2022), the Commission proposed new amendments to Rule 14a-8(i)(10) (the "2022 Proposed Amendments") that would instead permit exclusion only where the company had "already implemented the essential elements of the proposal." In particular, under the 2022 Proposed Amendments, Rule 14a-8(i)(10) would permit exclusion "only if the company has implemented *all* of [a proposal's] essential elements" (emphasis added). At about the same time as the 2022 Proposed Amendments, the Staff changed its approach to evaluating simple majority voting proposals that are nearly identical to the Proposal. Thus, in recent years, the Staff has not concurred with exclusion under Rule 14a-8(i)(10) when a company proposed charter amendments that would replace each supermajority voting requirement with a majority of outstanding shares voting requirement. *See Eli Lilly & Co. (Chevedden)* (Mar. 10, 2023); *Rite Aid Corp.* (May 3, 2022) (noting that the proposed amendments would not implement a simple majority voting standard "as the [p]roposal requests"); *Fortive Corp.* (Apr. 11, 2022) (same). However, the 2022 Proposed Amendments were never formally adopted by the Commission, and the Staff recently clarified that, unless and until such amendments are adopted, it will consider no-action requests "in accordance with operative Commission rules and applicable staff guidance." Staff Legal Bulletin No. 14M (Feb. 12, 2025) ("SLB 14M").

B. *The Company Has Substantially Implemented The Proposal.*

Under longstanding Staff precedent regarding the application of Rule 14a-8(i)(10), the Proposal may be properly excluded from the 2025 Proxy Materials because the Company has substantially implemented the Proposal. The Proposal requests that the Board "take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws." As discussed above, the Board has already adopted resolutions approving the Certificate Amendments, which, if approved by shareholders, would remove every supermajority voting standard in the Certificate and replace them with a majority of votes cast standards, except as described above. The Board has further approved submitting the Certificate Amendments for shareholder approval at the 2025 Annual Meeting of Shareholders and recommending that shareholders vote to approve them. In addition, the Board has approved the By-law Amendments conditioned upon the effectiveness of the Certificate Amendments. Thus, the Certificate Amendments and By-law Amendments substantially implement the Proposal for purposes of Rule 14a-8(i)(10).

In this respect, the Company's actions are consistent with a long line of precedents in which the Staff concurred that similar actions substantially implemented a proposal that was worded identically, or virtually identically, to the Proposal. In 2021 alone, the Staff concurred with the exclusion under Rule 14a-8(i)(10) of numerous proposals substantially similar to the Proposal where companies had already taken action to eliminate all remaining explicit supermajority voting requirements in the companies' governing documents or otherwise replace them with a majority of shares outstanding standard. *See Booz Allen*

Hamilton Holding Corp. (avail. Apr. 7, 2021); *Mastercard, Inc.* (avail. Mar. 30, 2021); *CDW Corp.* (avail. Mar. 22, 2021); *Huntington Ingalls Industries, Inc.* (avail. Mar. 5, 2021); *AbbVie Inc.* (avail. Mar. 2, 2021). In each of the foregoing precedents, the Staff concurred with exclusion of the identical proposal where the company's board had approved amendments eliminating supermajority vote provisions from the certificate of incorporation and/or bylaws, even though each of those companies maintained a majority of votes outstanding standard for any shareholder-approved amendments to their bylaws, just as the Company is doing here.

The 2021 concurrences noted above were supported by a long line of Staff precedents dating back more than a decade where the Staff concurred with exclusion under Rule 14a-8(i)(10) of proposals with substantially similarly worded "Resolved" clauses, when the companies had taken action to have shareholders approve replacing supermajority vote standards with a simple majority vote requirement, even though the companies maintained a majority of outstanding shares voting standard for amendments to their bylaws or for certain other actions. *See, e.g.*, *Moody's Corp.* (avail. Jan. 24, 2020) (concurring with the exclusion of a similar proposal as substantially implemented where the company's board approved and submitted for shareholder approval amendments to its governing documents that would eliminate all remaining supermajority provisions therein); *State Street Corp.* (avail. Mar. 5, 2018) (concurring with the exclusion of a similar proposal as substantially implemented, noting that the company's actions in proposing amendments to its governing documents that would replace all supermajority voting provisions applicable to the company's common stock with a majority of outstanding shares standard "compare[d] favorably" with the shareholder proposal); *Eli Lilly and Co.* (avail. Jan. 8, 2018) (concurring with the exclusion of a similar proposal as substantially implemented where the company would provide shareholders at its annual meeting with an opportunity to approve amendments to its articles of incorporation that would remove all supermajority voting requirements applicable to the company's common shareholders from its governing documents, replacing them with majority of votes cast and majority of votes entitled to be cast standards); *Dover Corp.* (avail. Dec. 15, 2017) (concurring with the exclusion of a similar proposal as substantially implemented where the company would provide shareholders at its "annual meeting with an opportunity to approve amendments to its certificate of incorporation, which, if approved, [would] eliminate the only two supermajority voting provisions in the [c]ompany's governing documents," resulting in the new standard of a majority of outstanding shares pursuant to the DGCL); *Visa Inc.* (avail. Nov. 14, 2014) (concurring with the exclusion of a similar proposal as substantially implemented where the company's board of directors approved amendments to the company's certificate and bylaws that would replace each provision that called for a supermajority vote with a majority vote requirement); *Hewlett-Packard Co.* (avail. Dec. 19, 2013) (concurring with the exclusion of a similar proposal as substantially implemented where the company's board approved a bylaw amendment to replace a two-thirds supermajority voting standard with a majority of outstanding shares voting standard); *Medtronic, Inc.* (avail. June 13, 2013) (concurring with the exclusion of a similar proposal as substantially implemented where the company would provide shareholders at its annual meeting with the opportunity to approve amendments to the company's certificate that would remove supermajority voting provisions, which "compare[d] favorably with the guidelines of the proposal"); *McKesson Corp.* (avail. Apr. 8,

2011) (concurring with the exclusion of a similar proposal as substantially implemented where the company's board approved amendments to its certificate of incorporation and bylaws that would eliminate the supermajority voting standards required for amendments to the certificate of incorporation and bylaws and replace such standards with a majority voting standard); *American Tower Corp.* (avail. Apr. 5, 2011) (concurring with the exclusion of a similar proposal as substantially implemented where the board of directors of the company approved submitting an amendment to the certificate of incorporation to the company's shareholders for approval that would reduce the shareholder vote required to amend the bylaws from 66 2/3% to a majority of the then-outstanding shares); *Celgene Corp.* (avail. Apr. 5, 2010) (concurring with the exclusion of a similar proposal as substantially implemented where a bylaw provision requiring a supermajority vote was eliminated and replaced by a majority of outstanding shares voting standard); *Express Scripts, Inc.* (avail. Jan. 28, 2010) (concurring with the exclusion of a similar proposal as substantially implemented where the company's board of directors approved a bylaw amendment that would lower the voting standard required to approve certain bylaw amendments from 66 2/3% of outstanding shares to a majority of outstanding shares).

Importantly, the Staff has also consistently concurred with the exclusion of simple majority vote proposals that, like the Proposal, included a parenthetical reference to voting requirements that may be implicit due to default to state law, where the company took steps to remove the explicit supermajority voting requirements from the company's governing documents. For example, in *The Southern Co.* (avail. Mar. 22, 2021), the company argued that removal of all explicit supermajority requirements from its governing documents was sufficient to achieve substantial implementation of the proposal, noting that DGCL provisions imposing supermajority voting requirements by default are not "in" the company's certificate or bylaws. The Staff concurred with exclusion based on Rule 14a-8(i)(10). The Staff recently reaffirmed this position. *See, e.g.*, *West Pharmaceutical Services, Inc.* (avail. Mar. 13, 2024) (in concurring with exclusion, the Staff stated, "In analyzing this and similar requests, the [S]taff generally will not consider voting standards implicit in state law unless the [p]roposal identifies the specific state law provisions at issue.").

In addition, the Staff has consistently granted no-action relief in situations where the board lacks unilateral authority to adopt amendments but has taken all of the steps within its power to eliminate supermajority voting requirements and submitted the issue for shareholder approval. For instance, in *Visa* and *McKesson*, discussed above, the companies' boards approved amendments to eliminate supermajority voting provisions, but the amendments would only become effective upon shareholder approval. The companies argued, and the Staff concurred, that no-action relief was appropriate based on the actions taken by the board and the anticipated actions of the companies' shareholders. *See also Invesco Ltd.* (avail. Mar. 8, 2019); *State Street Corp.* (avail. Mar. 5, 2018); *AbbVie Inc.* (avail. Feb. 16, 2018); *Eli Lilly and Co.* (avail. Jan. 8, 2018); *Dover Corp.* (avail. Dec. 15, 2017); *Korn/Ferry International* (avail. July 6, 2017); *American Tower Corp.* (avail. Apr. 5, 2011) (each granting no-action relief for a shareholder proposal with a substantially similar "Resolved" clause as the Proposal based on board action including, as necessary, submitting amendments for shareholder action).

II. Waiver Of The 80-Day Requirement In Rule 14a-8(j)(1) Is Appropriate.

We request that the Staff waive the 80-day filing requirement set forth in Rule 14a-8(j). Rule 14a-8(j)(1) states that a company that "intends to exclude a proposal from its proxy materials . . . must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission." However, Rule 14a-8(j)(1) allows the Staff, in its discretion, to permit a company to make its submission within 80 days of filing its definitive proxy materials if the company demonstrates "good cause" for missing the deadline. In SLB 14M, the Staff stated that it "consider[s] the publication of [SLB 14M] to be 'good cause' if it relates to legal arguments made by" a new no-action request. The legal arguments set forth in this request relate to the Staff's guidance in SLB 14M. Accordingly, we believe that the Company has "good cause" for its inability to meet the 80-day requirement, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2025 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8671, or Blake Feikema, the Company's Chief Counsel, SEC and Assistant Corporate Secretary, at (972) 443-4838.

Sincerely,

Ronald O. Mueller

Enclosures

cc: Blake Feikema, Celanese Corporation
John Chevedden

EXHIBIT A

[CE: Rule 14a-8 Proposal, September 23, 2024, Revised November 19, 2024]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Support Simple Majority Vote

Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements can be used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

This proposal topic, as a shareholder proposal, received 98%-support at the 2023 annual meetings of American Airlines and The Carlyle Group. This proposal topic also received 98% support each at Domino's Pizza, FMC Corporation, ConocoPhillips, Masco Corporation and Power Integrations in 2024.

The overwhelming shareholder support for this proposal topic at hundreds of major companies raises the question of why Celanese has not initiated this proposal topic on its own.

Please vote yes:
Support Simple Majority Vote – Proposal 4
[The line above – *Is* for publication.]
[Please assign the correct proposal number in the 2 places.]

Notes:
"Proposal 4" stands in for the final proposal number that management will assign.
The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [redacted].

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

EXHIBIT B

PROPOSED AMENDMENTS TO ARTICLE V, SECTION 5.1, ARTICLE VII, SECTION 7.2, ARTICLE VII, SECTION 7.3 AND ARTICLE X, SECTION 10.1 OF CELANESE CORPORATION'S SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION[1]

For the text of the proposed amendments, proposed additions are indicated by double underlining, and proposed deletions are indicated by strikeouts.

ARTICLE V

SECTION 5.1 By-laws. In furtherance and not in limitation of the powers conferred by the DGCL ~~and subject to Section 4.3(d)~~, the Board of Directors is expressly authorized to make, amend, alter and repeal the By-laws of the Corporation without the assent or vote of the stockholders, in any manner not inconsistent with the laws of the State of Delaware or this ~~Second Amended and~~ Restated Certificate of Incorporation. Notwithstanding anything to the contrary contained in this ~~Second Amended and~~ Restated Certificate of Incorporation, unless otherwise required by law, the affirmative vote of the holders of at least ~~80% in~~a majority of the voting power of all the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders of the Corporation to alter, amend or repeal ~~Sections 2.02, 2.03, 3.02, 3.03, 3.04 or 3.05, or the proviso to Section 9.01,~~any provision of the By-laws or to adopt any provision inconsistent therewith.

ARTICLE VII

SECTION 7.2 Board of Directors: Vacancies. Any newly created directorship on the Board of Directors that results from an increase in the number of directors and any vacancy occurring on the Board of Directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, except, for so long as Blackstone Capital Partners (Cayman) Ltd. 1, Blackstone Capital Partners (Cayman) Ltd. 2, Blackstone Capital Partners (Cayman) Ltd. 3 and their respective affiliates (collectively, "Blackstone") are the beneficial owners, in the aggregate, of at least 25% in voting power of all shares of capital stock of the Corporation entitled to vote generally in the election of directors, then only the stockholders entitled to vote generally in the election of directors shall be entitled to fill such newly created directorship or vacancy. ~~Except for the filling of directorships by stockholders as provided in the preceding sentence (which shall require only a plurality of the votes cast in respect of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors), if any applicable provision of the DGCL expressly confers power on stockholders to fill such a directorship at a special meeting of stockholders, such a directorship may be filled at such meeting only by the affirmative vote of at least 80% of the voting power of all shares of the Corporation~~

[1] The text of Celanese Corporation's Second Amended and Restated Certificate of Incorporation is conformed to include the previously approved Certificate of Amendments.

~~entitled to vote generally in the election of directors voting as a single class.~~ Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his or her predecessor.

SECTION 7.3 Board of Directors: Removal of Directors. Any or all of the directors (other than the directors elected by the holders of any class or classes of Preferred Stock of the Corporation, voting separately as a class or classes, as the case may be) may be removed at any time either with or without cause by the affirmative vote of at least ~~80% in~~a majority of the voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting as a single class.

ARTICLE X

SECTION 10.1 Amendment. The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware, as in effect from time to time, and all rights conferred upon stockholders are granted subject to this reservation. Notwithstanding anything contained in this ~~Second Amended and~~ Restated Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least ~~80% in~~a majority of the voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal ~~Article V, Article VII, Article VIII or Article X or to adopt any provision inconsistent therewith.~~any provision of this Restated Certificate of Incorporation required to be approved by stockholders under the DGCL. For the avoidance of doubt, but subject to the rights of the holders of any outstanding Preferred Stock, Section 242(d) of the DGCL shall apply to amendments to the Restated Certificate of Incorporation.

PROPOSED AMENDMENTS TO ARTICLE II, SECTION 2.06, ARTICLE II, SECTION 2.10 AND ARTICLE X, SECTION 10.01 OF CELANESE CORPORATION'S SEVENTH AMENDED AND RESTATED BY-LAWS

For the text of the proposed amendments, proposed additions are indicated by double underlining, and proposed deletions are indicated by strikeouts.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 2.06 *Voting*. At all meetings of the stockholders, each stockholder shall be entitled to vote, in person or by proxy, the shares of voting stock owned by such stockholder of record on the record date for the meeting. When a quorum is present or represented at any meeting, the vote of ~~the holders of~~ a majority of the ~~voting power of the shares of stock present in person or represented by proxy and entitled to vote thereon~~votes cast shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, the rules or regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, of the Certificate of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Notwithstanding the foregoing sentence, at each meeting of the stockholders for the election of directors at which a quorum is present, each director shall be elected by the vote of the majority of the votes cast; provided, that each director shall be elected by the vote of the plurality of the votes cast at each meeting of the stockholders for the election of directors at which a quorum is present and for which (x) the Secretary of the Corporation receives notice that one or more stockholders has proposed to nominate one or more persons for election or re-election to the Board of Directors, which notice purports to be in compliance with the advance notice requirements for stockholder nominations set forth in these By-laws, irrespective of whether the Board of Directors at any time determines that any such notice is not in compliance with such requirements, and (y) such nomination or nominations have not been formally and irrevocably withdrawn by such stockholder(s) on or prior to the date that is ten (10) days in advance of the date that the Corporation gives notice of the meeting to the stockholders. For purposes of this Section, a majority of the votes cast means that the number of shares voted 'for' a director must exceed the number of shares voted 'against' that director. If, for any cause, the Board of Directors shall not have been elected at an annual meeting, the Board of Directors may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these By-laws.

Section 2.10 *Adjournment*. At any meeting of stockholders of the Corporation, if less than a quorum be present, the vote of a majority of the ~~stockholders entitled to vote thereat, present in person or by proxy,~~votes cast shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. In addition, the person presiding over a meeting of stockholders of the Corporation in accordance with these By-laws may adjourn any meeting of stockholders for any reason by or at the direction of the Board of Directors. Any business may be transacted at the adjourned meeting that might have been transacted at the meeting originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the

adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting as of the record date fixed for notice of such adjourned meeting.

~~ARTICLE X~~

~~AMENDMENTS~~

~~Section 10.01 *Amendments*. Subject to the Certificate of Incorporation these By-laws may be amended, added to, rescinded or repealed at any meeting of the Board of Directors or of the stockholders; provided, however, that, notwithstanding any other provisions of these By-laws or any provision of law which might otherwise permit a lesser vote of the stockholders, the affirmative vote of the holders of at least 80% in voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required in order for the stockholders to alter, amend or repeal Sections 2.02, 2.03, 3.02, 3.03, 3.04, 3.05 or this proviso of Section 10.01 of the By-laws or to adopt provisions inconsistent therewith.~~