

Celanese Corp
Form DEF 14A
March 09, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:
 Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

CELANESE CORPORATION

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

No fee required

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* Additional detail for compensation topics on page 33.

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A letter
from
Mark C.
Rohr, our
Chairman
and CEO

March 9, 2018

Dear Fellow Stockholders:

I am pleased to invite you to attend the 2018 Annual Meeting of Stockholders of Celanese Corporation to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 19, 2018. This year's Annual Meeting will be held at The St. Regis Houston, 1919 Briar Oaks Lane, Houston, Texas 77027.

The following Notice of Annual Meeting of Stockholders and Proxy Statement includes information about the matters to be acted upon by stockholders. Celanese also has made available with this Proxy Statement a copy of our 2017 Annual Report. We encourage you to read our Annual Report, which includes our audited financial statements and additional information about the business. Celanese has made the proxy materials available via the internet. The Company believes that providing internet access to our proxy materials increases the ability of our stockholders to review important Company information, while reducing the environmental impact of our Annual Meeting.

At Celanese, we are committed to effective corporate governance. To that end, both management and our board of directors regularly evaluate matters relating to our corporate governance profile. Based on our ongoing assessment of governance best practices and discussions with our stockholders, in February 2016, we made two major changes – our board of directors proactively adopted amendments to the Company's by-laws to enable eligible stockholders to include qualifying director nominees in the Company's proxy materials for its annual meeting of stockholders, subject to the terms and conditions specified in the by-laws. In addition, our board of directors recommended, and stockholders approved, a proposal to transition to an annually elected board of directors. We will continue to monitor, and assess the value of, corporate governance developments to the Company and to you.

We hope that you will participate in the Annual Meeting, either by attending and voting in person or by voting through the other acceptable methods described in the Proxy Statement. You may submit your proxy via the internet, by phone, or by signing, dating, and returning the enclosed proxy card (or voting instruction form, if you hold shares through a broker). If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy. Please review the instructions on each of your voting options described in this Proxy Statement as well as in the Notice you received in the mail or via email.

On behalf of the board of directors, I would like to express our appreciation for your continued support of Celanese. I look forward to seeing you at the Annual Meeting.

Sincerely,
Mark C. Rohr
Chairman and Chief Executive Officer

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A letter
from
Edward
G.
Galante,
our Lead
Director

March 9, 2018

Dear Fellow Stockholders:

As the Lead Independent Director of your board of directors, I am honored to have the opportunity to write to you, our stockholders, as part of this year's Proxy Statement. The Proxy Statement affords us the opportunity to reach out to all of Celanese' stockholders to review, among many other things, where the Company has been and where we are going. Our board is committed to executing its governance responsibilities and providing appropriate oversight of the Company's operations, long-term strategy and risk exposure.

Over the past few years, we have enhanced our proxy statement to make it clearer, simpler and more straightforward with a focus on what matters most to stockholders. This includes providing a better understanding of our strategy, corporate governance and executive compensation. We hope the following pages will help you better understand the Company and how our governance and compensation practices are linked to performance and accountability in a manner that drives long-term stockholder value. As overseers of the Company, it is the board's responsibility to remain highly engaged in the Company's strategic approach to creating value for our share owners and, correspondingly, to actively manage the Company's enterprise risks. We appreciate your feedback and look forward meaningful engagement on issues that are important to all of us.

Over the last few years, Celanese also has enhanced its stockholder outreach program. Throughout the period, the Company held multiple meetings with stockholders and proactively reached out to stockholders on an individual basis to solicit their feedback on topics of importance to stockholders. During 2017, we held meetings with stockholders owning collectively more than 50% of our stock. The board remains very focused on the Company's strategic initiatives to strengthen financial performance, which in turn will foster long-term sustainable growth for our stockholders.

The board has also been focused on governance and board composition. As noted by our Chairman, during 2016 our board of directors proactively adopted proxy access and, based on stockholders' comments and vote in April 2016, we are phasing out our classified board structure. In addition to these developments, we continue to maintain our focus on key governance practices that we understand are important to stockholders. Notably, almost two-thirds of our directors have joined our board in the past five years, bringing with them fresh perspectives and a diversity of experiences.

These new directors have allowed us to rotate directors among committees. As of the 2017 Annual Meeting, 75% of our standing committees were chaired by directors new to Celanese in the last five years.

On behalf of the board of directors, I would like to express our sincere appreciation for the trust you have placed in us, and we look forward to serving you throughout the upcoming year.

Sincerely,
Edward G. Galante
Lead Independent Director

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Voting
Information

VOTING INFORMATION

It is very important that you vote in order to play a part in the future of the Company. Please carefully review the proxy materials for the 2018 Annual Meeting of Stockholders (“Annual Meeting”) and follow the instructions below to cast your vote on all of the voting matters.

Who is Eligible to Vote

You are entitled to vote at the Annual Meeting if you were a stockholder of record at the close of business on February 20, 2018, the record date for the meeting. On the record date, there were 135,823,207 shares of the Company’s Series A Common Stock issued, outstanding and entitled to vote at the Annual Meeting.

How to Vote

Even if you plan to attend the Annual Meeting in person, please vote right away using one of the following advance voting methods (see page 87 for additional details). Make sure to have your proxy card, voting instruction form or notice of internet availability in hand and follow the instructions.

VOTE IN ADVANCE OF THE MEETING		VOTE IN PERSON
via the internet	by phone	by mail
:)	*	m
Visit proxyvote.com	Call to 1-800-690-6903 or the telephone number on your proxy card or voting instruction form	Sign, date and return your proxy card or voting instruction form
		<u>See “Questions and Answers” for details on admission requirements to attend the Annual Meeting</u>

If you have questions or require assistance with voting your shares, or if you need additional copies of the proxy materials, please contact Alliance Advisors, LLC, 200 Broadacres Drive, 3rd Floor, Bloomfield, New Jersey 07003. Stockholders may call toll free: (855) 486-7908.

All stockholders of record may vote in person at the Annual Meeting. Beneficial owners may vote in person at the Annual Meeting if they have a legal proxy, as described in the response to question 20 on page 92.

Important Note About Meeting Admission Requirements: If you plan to attend the meeting in person, see the answer to question 19 on page 91 for important details on admission requirements.

Electronic
Stockholder
Document
Delivery
Instead of
receiving
future copies

of annual
meeting
proxy
materials by
mail,
stockholders
of record and
most
beneficial
owners can
elect to
receive an
e-mail that
will provide
electronic
links to these
documents.
Opting to
receive your
proxy
materials
online will
save us the
cost of
producing
and mailing
documents
and will also
give you an
electronic
link to the
proxy voting
site.

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Proxy
Summary

2018 PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting. For more complete information regarding the Company's 2017 performance, please review our 2017 Annual Report, which includes our the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Annual Meeting Information

Date and Time April 19, 2018, 7:00 a.m.
(Central Daylight Saving Time)

Place The St. Regis Houston
1919 Briar Oaks Lane, Houston,
TX 77027

Record Date February 20, 2018

Stockholders as of the record date are entitled to vote. Each share of Series A Common Stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

If you decide to attend the meeting in person, upon your arrival you will need to register as a visitor. See "[Questions and Answers](#)" for further instructions.

Roadmap of Voting Matters

Stockholders are being asked to vote on the following matters at the Annual Meeting:

Our Board's
Recommendation

ITEM 1. Election of
Directors (page 2)

The board and the nominating and corporate governance committee believe that the seven director nominees possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to the Company's management.

FOR each
Director Nominee

ITEM 2. Advisory
Approval of Executive
Compensation (page
34)

The Company seeks a non-binding advisory vote to approve the compensation of certain executive officers, as described in the Compensation Discussion and Analysis beginning on page 35 and in the Compensation Tables beginning on page 58.

The board values stockholders' opinions and the compensation and management development committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.

FOR

ITEM 3. Ratification of
Independent Registered
Public Accounting
Firm (page 76)

The audit committee and the board believe that the continued retention of KPMG LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 is in the best interests of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the audit committee's selection of the independent registered public accounting firm for 2018.

FOR

ITEM 4. Approval of the 2018 Global Incentive Plan (page 78)

The Company seeks approval of the 2018 Global Incentive Plan for purposes of making equity and other awards to management and members of the board.

FOR

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Governance Highlights

We are committed to good corporate governance, which promotes the long-term interests of stockholders, strengthens board and management accountability and helps build public trust in the Company. The Governance section beginning on page 9 describes our governance framework, which includes the following highlights:

- Independent lead director
- 8 of our 9 directors are independent
- Board committees consist entirely of independent directors
- Independent directors meet without management present
- Annual board self-assessment process
- Majority voting for all directors
- Up to 20 stockholders owning collectively 3% of our stock may nominate 20% of our directors (subject to a phase in)
- Active stockholder engagement
- Diverse board in terms of gender, experience and skills
- Director retirement guideline
- Restrictions on share hedging and pledging
- Share ownership guidelines for executives and directors
- Longstanding commitment to corporate responsibility
- Policy providing for return of long-term incentive compensation under certain circumstances (clawback policy)

Director Nominees

The following table provides summary information about each director nominee. Each nominee is to be elected by a majority of the votes cast. See [“Item 1: Election of Directors”](#), [“Director Nominees”](#), and [“Directors Continuing in Office”](#) for additional information about the nominees and the other directors continuing in office.

Name and Age	Director Since	Primary Occupation / Other Public Company Boards	Independent	Committee Memberships
Jean S. Blackwell	63 2014	Former EVP/CFO – Cummins Inc. Essendant Inc.; Ingevity Corporation	ü	CMD; NCG
William M. Brown	55 2016	Chairman/President/CEO Harris Corp.	ü	AC; EHS
Bennie W. Fowler	61 2017	Former Group Vice President, Global Quality and New Model Launch – Ford Motor Company	ü	AC; EHS
	67 2013		ü	CMD; NCG

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Edward G. Galantet	Former SVP – Exxon Mobil Corporation		
&Q.:ÂGq@6L	Praxair, Inc.; Clean Harbors Inc.; Andeavor Corp.		
Kathryn M. Hill	Former SVP Dev. Strategy – Cisco Systems Inc.	ü	CMD£; EHS
&Q:5@6	Moody’s Inc.; NetApp Inc.		
David F. Hoffmeister	Former SVP / CFO – Life Technologies Corp.	ü	AC; NCG
.Â6&Q:GqL	Glaukos Corporation		
John K. Wulff	Former Chairman – Hercules Inc.	ü	AC£; NCG
&.:ÂGq6L	Atlas Air Worldwide Holdings, Inc.		

Board Committees:	Qualifications:		
A Audit Committee	& Leadership	G	Govt/regulatory
Compensation and			
M Management Development	Q Global experience	q	Financial transactions
Committee			
EHS Environmental, Health, Safety and Public Policy Committee	. Chemical industry	@	Operational
NCG Nominating and Corporate Governance Committee	: Innovation-focused	6	Strategic
£ Committee Chair	5 Customer-focused	L	Risk oversight
t Lead Independent Director	Â Financial experience		

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Performance and
Compensation Decisions

2017 Key Performance
Highlights

Business Performance

In 2017, our key performance metrics were as follows:

- Net sales were \$6.1 billion, up 13.9%
- Cash from operations was \$803 million while free cash flow⁽¹⁾ was \$509 million after a \$316 million pension contribution
- Net earnings was \$843 million while Adjusted EBIT⁽¹⁾ was \$1.36 billion (up 6.1%)
- GAAP earnings per share was \$6.19, flat from the prior year, primarily due to a higher GAAP tax rate in 2017, while adjusted earnings per share⁽¹⁾ was \$7.51, an increase of 13.6% over 2016

Stockholder Value Creation

- Positive one-, three- and five-year total stockholder return, driving a 38.5% increase in total stockholder return in 2017
- Returned a record \$741 million to stockholders through dividends and share repurchases
- Increased the quarterly cash dividend paid by 27.8% in 2017

How Pay is Aligned to 2017
Company Performance

The operation of our variable incentives demonstrates strong linkage between pay and performance. See page

48 for the detailed performance results.

- Annual Incentive – 2017 performance resulted in above target achievement on our financial and stewardship objectives established at the beginning of the year under our 2017 annual incentive plan
- Long-Term Incentive – Due to the new three-year performance period, we had no performance-based restricted stock units (“RSUs”) for which performance was determined

2017 Key Compensation Decisions

- 2017 Compensation – Based on our 2017 performance, the compensation and management development committee approved a business performance modifier of 158% under our 2017 annual incentive plan and established individual performance modifiers for the named executive officers. In addition, the committee had earlier awarded performance-based restricted stock units in February 2017 under our 2017 long-term incentive plan. See page 49 for more information.

Key Compensation Features

- No employment agreements
- Change in control double-trigger equity awards (participant’s employment must be terminated to receive benefits)
- Clawback, no share hedging and no pledging policies
- No tax gross-ups of severance, change-in-control payments or perquisites, other

than for relocation benefits

- A high percentage of compensation is at risk (i.e., tied to performance)
- Significant executive share ownership requirements

Additional Information

Please see “Questions and Answers” beginning on page 87 for important information about the proxy materials, voting, the Annual Meeting, Company documents, communications and the deadlines to submit stockholder proposals for the 2019 Annual Meeting of Stockholders.

⁽¹⁾ Free cash flow, Adjusted EBIT and adjusted earnings per share are non-U.S. GAAP financial measures. See “Exhibit A” for information concerning these measures including a definition and a reconciliation to the most comparable U.S. GAAP financial measure.

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Notice of
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Stockholders

CELANESE CORPORATION
222 W. Las Colinas Blvd., Suite 900N
Irving, Texas 75039

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date and
Time: April 19, 2018, 7:00 a.m. (Central Daylight Saving Time)

Place: The St. Regis Houston
1919 Briar Oaks Lane, Houston, Texas 77027

Items of
Business: To elect Jean S. Blackwell, William M. Brown, Bennie W. Fowler, Edward G. Galante, Kathryn M. Hill, David F. Hoffmeister, and John K. Wulff to serve until the 2019 Annual Meeting of Stockholders, or until their successors are elected and qualified or their earlier resignation;

Advisory vote to approve executive compensation;

To ratify the selection of KPMG LLP as our independent registered public accounting firm for 2018;

To approve the 2018 Global Incentive Plan; and

To transact such other business as may properly be brought before the meeting in accordance with the provisions of the Company's Fourth Amended and Restated By-laws (the "by-laws").

Record
Date: You are entitled to attend the Annual Meeting and to vote if you were a stockholder as of the close of business on February 20, 2018.

Our Proxy Statement follows. Financial and other information about Celanese Corporation is contained in our Annual Report to Stockholders for the fiscal year ended December 31, 2017 ("2017 Annual Report"), which accompanies the Proxy Statement.

To ensure that your shares are represented at the meeting, we urge you to cast your vote as promptly as possible. You may vote by proxy via the Internet or telephone, or, if you received paper copies of the proxy materials by mail, you can also vote via mail by following the instructions on the proxy card or voting instruction card. We encourage you to vote via the Internet. It is convenient and saves us significant postage and processing costs. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the Proxy Statement.

By Order of the Board of Directors of
Celanese Corporation
James R. Peacock III
Vice President, Deputy General Counsel
and Corporate Secretary

Irving, Texas
March 9, 2018
IMPORTANT
NOTICE
REGARDING THE
AVAILABILITY OF
PROXY
MATERIALS
FOR THE ANNUAL
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TO BE HELD ON
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The Celanese
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and other proxy
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www.proxyvote.com.

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PROXY STATEMENT

For the Annual Meeting of Stockholders To Be Held on April 19, 2018

The board of directors (the “board of directors” or the “board”) of Celanese Corporation, a Delaware corporation (the “Company,” “we,” “us” or “our”), solicits the enclosed proxy for use at our 2018 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 19, 2018, at The St. Regis Houston, 1919 Briar Oaks Lane, Houston, Texas 77027. This Proxy Statement (this “Proxy Statement”) contains information about the matters to be voted on at the meeting and the voting process, as well as information about our directors. We will bear the expense of soliciting the proxies for the Annual Meeting.

IMPORTANT

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APRIL 19, 2018

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and other proxy
materials are available
at
www.proxyvote.com.

INFORMATION CONCERNING SOLICITATION AND VOTING

Pursuant to U.S. Securities and Exchange Commission (“SEC”) rules, we have elected to furnish proxy materials to our stockholders via the Internet instead of mailing printed copies of those materials to each stockholder. If you received a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) by mail, you will not receive a printed copy of the proxy materials unless you request one. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials and cast your vote on the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability. Stockholders who requested paper copies of proxy materials or previously elected to receive proxy materials electronically did not receive the Notice of Internet Availability and will receive the proxy materials in the format requested. This Proxy Statement, our 2017 Annual Report and other information about the Annual Meeting also are available in the investor relations section of our website, www.celanese.com.

The Notice of Internet Availability and, for stockholders who previously requested electronic or paper delivery, the proxy materials, will be made available on or about March 9, 2018, to stockholders of record and beneficial owners who owned shares of the Company’s Series A Common Stock (“Common Stock”) at the close of business on February 20, 2018.

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Our principal executive offices are located at 222 W. Las Colinas Blvd., Suite 900N, Irving, Texas 75039. For additional information about the proxy materials and the Annual Meeting, see [“Questions and Answers”](#).

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Governance

GOVERNANCE

The Company is committed to effective corporate governance, which promotes the long-term interests of stockholders, strengthens board and management accountability and helps build public trust in the Company. The Company's certificate of incorporation, by-laws, corporate governance guidelines, board committee charters and other materials can be accessed on our website, www.celanese.com, by clicking on "Investor Relations" and then "Corporate Governance." Instructions on how to obtain copies of these materials are also included in the response to question 23 in the Questions and Answers section on page [93](#).

ITEM 1: Election of Directors

Background

In 2016, upon the recommendation of our board, stockholders approved amendments to our certificate of incorporation to declassify our board and transition to annual voting. Nominees for election at the 2018 Annual Meeting, and successive annual meetings, will be elected for one-year terms. Our board of directors is currently divided into two classes: Unclassified directors, consisting of Jean S. Blackwell, William M. Brown, Bennie W. Fowler, Edward G. Galante, Kathryn M. Hill, David F. Hoffmeister and John K. Wulff; and Class III directors, consisting of Jay V. Ihlenfeld and Mark C. Rohr.

Based on the recommendation of our independent nominating and corporate governance committee, our board of directors has nominated seven unclassified directors, Jean S. Blackwell, William M. Brown, Bennie W. Fowler, Edward G. Galante, Kathryn M. Hill, David F. Hoffmeister and John K. Wulff, to serve a one-year term expiring at the 2019 Annual Meeting of Stockholders. These director nominees have consented to be elected to serve as directors for the next year.

At the Annual Meeting, you will have the opportunity to elect these nominees. Unless otherwise instructed, the proxy holders will vote the proxies received by them for these seven nominees. If any of our nominees is unable or declines to serve as a director as of the time of the Annual Meeting, the board may designate a substitute nominee or reduce the size of the board. Proxies will be voted for any nominee who shall be designated by the board of directors to fill the vacancy.

The name of each of our nominees for election and our directors continuing in office and certain information about them, as of the date of this Proxy Statement (except ages, which are as of the date of the Annual Meeting), is set forth below. Included in the information below is a description of the particular qualifications, attributes, skills and experience that led the board to conclude that each person below should serve as a director of the Company.

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Governance

Board Composition and Refreshment

Ensuring the board is composed of directors who bring diverse viewpoints and perspectives, exhibit a variety of skills, professional experience and backgrounds, and effectively represent the long-term interests of our stockholders, is a principle priority of the board and the nominating and corporate governance committee. The board and the committee also understand the importance of board refreshment, and strive to maintain an appropriate balance of tenure, turnover, diversity and skills on the board. The board believes that new perspectives and new ideas are critical to a forward-looking and strategic board, as is the ability to benefit from the valuable experience and familiarity that longer-serving directors bring.

BOARD
REFRESHMENT
Under Mark Rohr's
leadership of the
Board since 2012
Five New
ü Directors
Elected
Rotation of all
Board
ü Committee
Chairs
New Lead
ü Independent
Director
Elected
Expanded
Qualifications
ü and Diversity
Represented on
Board
Transitioning to
Annual
ü Election of
Directors

Qualifications Required of All Directors

The board and the nominating and corporate governance committee require that each director be a recognized person of high integrity with a proven record of success in his or her field and have the ability to devote the time and effort necessary to fulfill his or her responsibilities to the Company. Each director must demonstrate innovative thinking, familiarity with and respect for corporate governance requirements and practices, a willingness to assume fiduciary responsibilities, an appreciation of diversity and a commitment to sustainability and to dealing responsibly with social issues. In addition, the board conducts interviews of potential director candidates to assess integral qualities, including the individual's ability to ask difficult questions and, simultaneously, to work collegially.

The board does not have a defined diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experience in evaluating candidates for board membership. The board believes that diversity results in a variety of points of view and, consequently, a more effective decision-making process.

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Governance

Qualifications, Attributes, Skills and Experience to be Represented on the Board

The board has identified particular qualifications, attributes, skills and experience that are important to be represented on the board as a whole, in light of the Company's current and expected future business needs. The following table summarizes certain characteristics of the Company and the associated qualifications, attributes, skills and experience that the board believes should be represented on the board.

Qualifications, Attributes, Skills and Experience	Characteristics
& Relevant senior leadership/C-Suite experience	Senior leadership experience allows directors to better understand day-to-day and strategic aspects of a business
Q Global business experience	The Company's business is global and multicultural, with products manufactured in the Americas, Europe and Asia and operations in 18 countries around the world
. Extensive knowledge of the Company's business and/or chemical industry	A deep understanding of the Company's business and/or the chemical industry allows a director to better guide the Company
: Experience in innovation-focused businesses	Focus on innovation to drive performance
5 Experience in customer-driven businesses	High level of customer intimacy
Â High level of financial experience	Multi-dimensional businesses in multiple chemical segments
G Government/regulatory/geopolitical exposure	Regulatory obligations and political challenges in various jurisdictions around the globe
q Financial transactions experience	

	Complex financial transactions, including those in different countries and currencies
@ Operational expertise	Ability to manufacture many types and kinds of products consistent with high level specifications and in large quantities
6 Strategy development experience	Experience with strategy development, allowing the board to better evaluate management's plan and guide the Company
L Risk oversight/management expertise	Assessment of risk and the policies/procedures to manage risk

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Director Nominees

Unclassified – Term Expires in 2018

Jean S. Blackwell

Ms. Blackwell served as Chief Executive Officer of Cummins Foundation and Executive Vice President, Corporate Responsibility, of Cummins Inc., a global power leader that designs, manufactures, distributes and services diesel and natural gas engines and engine-related component products, from March 2008 until her retirement in March 2013. She previously served as Executive Vice President and Chief Financial Officer from 2003 to 2008, Vice President, Cummins Business Services from 2001 to 2003, Vice President, Human Resources from 1998 to 2001, and Vice President and General Counsel from 1997 to 1998 of Cummins Inc. Prior thereto, Ms. Blackwell was a partner at the Indianapolis law firm of Bose McKinney & Evans LLP from 1984 to 1991, where she practiced in the area of financial and real estate transactions. She has also served in state government, including as Executive Director of the Indiana State Lottery Commission and State of Indiana Budget Director. Ms. Blackwell has served as a member of the board of directors of Essendant Inc. (formerly United Stationers Inc.), a leading national wholesale distributor of business products, since May 2007, including currently as a member of the governance

committee and the audit committee, and previously as the chair of the human resource committee and the governance committee. Ms. Blackwell has also served as a member of the board of directors of Ingevity Corporation, a leading global manufacturer of specialty chemicals and high performance carbon materials, since May 2016, including currently as the chair of the audit committee and as a member of its compensation committee and the executive committee. She previously served as a member of the board of directors from April 2004 to November 2009, and as chair of the audit committee, of Phoenix Companies Inc., a life insurance company.

Director since: 2014 Age: 63 Board of Directors: Compensation Nominating and Corporate Governance Other Public Company Boards: Ingevity Corporation Essendant Inc. Phoenix Companies Inc. (2004-2009)	Specific Qualifications, Attributes, Skills and Experience: Substantial leadership, operational, financial, transactional, customer-driven, and risk management experience gained as Executive Vice President/CFO and General Counsel of Cummins Inc., a global power leader. Substantial governmental experience from having served in
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the Indiana State
Government.

William M. Brown

Mr. Brown is Chairman of the Board, President and Chief Executive Officer of Harris Corporation, an international communications and information technology company. Mr. Brown joined Harris in November 2011 as President and Chief Executive Officer and was appointed Chairman in April 2014. Prior to joining Harris, Mr. Brown was Senior Vice President, Corporate Strategy and Development, of United Technologies Corporation (“UTC”). He also served five years as President of UTC’s Fire & Security Division. In total, Mr. Brown spent 14 years with UTC, holding U.S. and international roles at various divisions, including Carrier Corporation’s Asia Pacific Operations and the Carrier Transicold division. Before joining UTC in 1997, he worked for McKinsey & Company as a senior engagement manager. He began his career as a project engineer at Air Products and Chemicals, Inc. Mr. Brown serves on the board of directors of the Fire Department of NYC Foundation and the board of trustees of Florida Institute of Technology, and served on the board of trustees of Florida Polytechnic University from 2013 to 2017.

Director since: 2016	Specific Qualifications, Attributes, Skills and Experience:
Age & : 55	Substantial leadership, financial,
Board Committees: Audit	governmental/geopolitical, innovation, strategic and risk management
Environmental, Health & Safety	experience gained in roles of Chairman, CEO and President of Harris Corporation.

Other q
Public
Company
Boards:
Harris
Corporation

Substantial transactional,
global business,
operational and strategic
experience gained in
various roles with United
Technologies Corporation.

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Bennie W. Fowler

Mr. Fowler has more than 30 years experience in the automotive industry. He retired in late 2017 as Group Vice President, Global Quality and New Model Launch (since 2010) of Ford Motor Company, a global automotive and mobility company. Prior to this role, Mr. Fowler served in various management positions of increasing responsibility at Ford, including Vice President, Global Quality, Vice President, Advanced and Manufacturing Engineering and Chief Operating Officer, Jaguar and Land Rover. Prior to joining Ford in 1990, Mr. Fowler held various manufacturing management assignments at Chrysler Corporation and General Motors Corporation. In addition, from 2009 to 2014, Mr. Fowler served as a member of the Board of Directors of Beaumont Hospital. He is the founder of Powerstroke Athletic Club, an after school youth organization focused on developing positive characteristics and values in youths through hard work, discipline, education and relationships.

Director since: 2017	Specific Qualifications, Attributes, Skills and Experience:
Age: 61 & 5	Substantial
Board @ L	global
Committees:	operational,

Audit standardization,
 Environmental product quality
 Health and
 & customer-driven
 Safety business
 Other experience and
 Public extensive
 Company knowledge of
 Boards: the Company's
 None business and the
 chemical
 industry gained
 in various roles
 at Ford Motor
 Company and
 other employers.

Edward G. Galante

Mr. Galante served as Senior Vice President and as a member of the management committee of Exxon Mobil Corporation, an international oil and gas company, from August 2001 until his retirement in 2006. Prior to that, he held various management positions of increasing responsibility during his more than 30 years with Exxon Mobil Corporation, including serving as Executive Vice President of ExxonMobil Chemical Company from 1999 to 2001. Mr. Galante currently serves as a director (since 2007), chairman of the compensation and management development committee and as a member of the governance and nominating committee and the technology, safety and sustainability committee of Praxair, Inc. He also serves as a director (since 2010), and chairman of the environmental, health and safety committee and a member of the compensation committee of Clean Harbors, Inc. He also serves as a director (since 2016), and member of the compensation committee and the environmental, health, safety and security committee of Andeavor

Corporation (formerly Tesoro Corporation). From 2008 until November 2014, Mr. Galante served as a member of the board of directors of Foster Wheeler AG, which included service on Foster Wheeler's compensation and executive development committee (including as chairman) and audit committee.

Director since 2013 Age 67 Board @ 6 Committees: Compensation Nominating and Corporate Governance Other Public Company Boards: Praxair, Inc. Clean Harbors Inc. Andeavor Corporation Foster Wheeler AG (2008-2014)	Specific Qualifications, Attributes, Skills and Experience: Substantial leadership, chemical industry, operational, global business, financial, innovation-focused, transactional, governmental/regulatory, strategy development and risk management experience gained with more than 30 years' service with Exxon Mobil Corporation, including as Executive Vice President of ExxonMobil Chemical Company, and service on other boards of directors.
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Governance

Kathryn M. Hill

Ms. Hill served in a number of positions at Cisco Systems, Inc. from 1997 to 2013, including, among others, as Executive Advisor from 2011 to 2013, Senior Vice President, Development Strategy and Operations from 2009 to 2011, Senior Vice President, Access Networking and Services Group from 2008 to 2009, and Senior Vice President, Ethernet Systems and Wireless Technology Group from 2005 to 2008. Cisco designs, manufactures and sells Internet Protocol (IP)-based networking and other products related to the communications and information technology industry and provides services associated with these products. Prior to joining Cisco, Ms. Hill had a number of engineering roles at various technology companies. Ms. Hill has served as a member of the board of directors of Moody's Corporation, an essential component of the global capital markets providing credit ratings, research, tools and analysis, since May 2011, including currently serving as the chair of the compensation and human resources committee and as a member of the governance and nominating committee and the audit committee. She also currently serves as a member of the board of directors (since 2013), and as chair of the compensation committee and a member of the corporate governance and nominating committee, of NetApp, Inc.

Director since: 2015
 Specific Qualifications, Attributes, Skills and Experience:
 61 & Q : Substantial
 Board @ 6 innovation-focused,
 Committees: leadership,
 Compensation customer-focused,
 Environmental, global business,
 Health operational and
 & strategic experience
 Safety gained in various
 Other roles with Cisco
 Public Systems, Inc.
 Company
 Boards:
 Moody's
 Inc.
 NetApp
 Inc.

David F. Hoffmeister

Mr. Hoffmeister served as the Senior Vice President and Chief Financial Officer of Life Technologies Corporation, a global life sciences company, prior to its acquisition by Fisher Scientific Inc. in February 2014. From October 2004 to November 2008, he served as Chief Financial Officer of Invitrogen Corporation, which merged with Applied Biosystems in November 2008 to form Life Technologies Corporation. Before joining Invitrogen, Mr. Hoffmeister spent 20 years with McKinsey & Company as a senior partner serving clients in the healthcare, private equity and chemical industries on issues of strategy and organization. From 1998 to 2003, Mr. Hoffmeister was the leader of McKinsey's North American chemical practice. Mr. Hoffmeister serves as a director of Glaukos Corporation (since 2014) and member of the audit committee.

Director since: Specific Qualifications, Attributes, Skills and

2006 Experience:
Age: 63 Substantial chemical
63 industry, finance and
Board strategic experience as a
Committees: large consulting firm
Audit partner.
Non-Executive Director Substantial leadership,
and Global business, financial,
Corporate innovation-focused,
Governance transactional,
Other governmental/regulatory,
Public and risk management
Company experience gained as
Boards: Chief Financial Officer of
Glaukos Life Technologies
Corporation Corporation.

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John K. Wulff

Mr. Wulff is the former Chairman of the board of directors of Hercules Incorporated, a specialty chemicals company, a position he held from July 2003 until Ashland Inc.'s acquisition of Hercules in November 2008. Prior to that time, he served as a member of the Financial Accounting Standards Board from July 2001 until June 2003. Mr. Wulff was previously Chief Financial Officer of Union Carbide Corporation, a chemical and polymers company, from 1996 to 2001. During his fourteen years at Union Carbide, he also served as Vice President and Principal Accounting Officer from January 1989 to December 1995 and Controller from July 1987 to January 1989. Mr. Wulff was also a partner of KPMG LLP and predecessor firms from 1977 to 1987. Mr. Wulff is currently a member of the audit and compensation committees, and a member of the board of directors (since 2016) of Atlas Air Worldwide Holdings, Inc., a leading global provider of outsourced aircraft and aviation operating services. He previously served as a member of the board of directors from 2004 to 2016, the chairman of the governance and compensation committee and as a member of the audit committee of Moody's Corporation. Mr. Wulff served as a director of Sunoco, Inc. from March 2004 until October 2012 when Sunoco was acquired by Energy Transfer Partners L.P., and as a director of Chemtura Corporation from October 2009 until April 2017 when Chemtura was acquired by Lanxess A.G.

Director since: 2006	Specific Qualifications, Attributes, Skills and Experience:
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Age: & . : Substantial
 69 Â q 6 leadership,
 Board L chemical industry,
 Committees: financial,
 Audit transactional,
 Nominating strategy
 and development, risk
 Corporate management and
 Governance innovation-focused
 Other business experience
 Public gained as Chairman
 Company of Hercules
 Boards: Incorporated, a
 Atlas specialty chemicals
 Air company, and as
 Worldwide CFO of Union
 Holdings, Carbide
 Inc. Corporation, a
 Chemtura chemical and
 Corporation (2009-2017) polymers company.
 Moody's
 Corporation (2004-2016) Substantial finance
 Sunoco and governmental
 Inc. (2004-2012) and regulatory
 experience as a
 large accounting
 firm partner and
 member of the
 FASB.

Vote Required

Each director must receive a majority of the votes cast in favor of his or her election.

Recommendation of the Board

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE
 "FOR" THE NOMINEES LISTED ABOVE

Governance

Directors Continuing in Office
 Class III Directors – Term Expires in 2019
 Jay V. Ihlenfeld

From 2006 until his retirement in 2012, Mr. Ihlenfeld served as the Senior Vice President, Asia Pacific, for 3M Company, a leader in technology and innovation. Mr. Ihlenfeld previously served as 3M Company’s Senior Vice President, Research and Development from 2002 to 2006. A 33-year veteran of 3M Company, Mr. Ihlenfeld has also held various leadership and technology positions, including Vice President of its Performance Materials business and Executive Vice President of its Sumitomo/3M business in Japan. Mr. Ihlenfeld serves as a director (since 2017) and member of the personnel and compensation committee and the environmental, health, safety and product compliance committee of Ashland Global Holdings, Inc.

Director since: 2012 Age: 66 Board G @ Committees: Compensation Environmental Health & Safety Other Public Company Boards:	Specific Qualifications, Attributes, Skills and Experience: Substantial chemical industry knowledge and operational, global business, innovation, customer-driven, geopolitical and strategy development experience gained in various
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Ashland Global Holdings Inc. roles over 33 years with 3M Company.

Mark C. Rohr

Mr. Rohr was named our Chairman, President and Chief Executive Officer in April 2012 after being a member of our board of directors since April 2007. Prior to joining the Company, Mr. Rohr was Executive Chairman and a director of Albemarle Corporation, a global developer, manufacturer and marketer of highly engineered specialty chemicals. During his 11 years with Albemarle, he held various executive positions, including Chairman and Chief Executive Officer. Earlier in his career, Mr. Rohr held executive leadership roles with various companies, including Occidental Chemical Corporation and The Dow Chemical Company. Mr. Rohr has served on the board of directors of Ashland Global Holdings Inc. (f/k/a Ashland Inc.) since 2008, and currently serves as a member of its audit committee and its environmental, health & safety committee. In 2016, he also served as Chairman of the American Chemistry Council's Executive Committee and as Chairman of the International Council of Chemical Associations.

Director since: 2007
 Specific Qualifications, Attributes, Skills and Experience:
 66 & Q : Substantial Board & G leadership, Committee: financial, global business,
 Non-

Other innovation-focused,
Public customer-driven
Company focus, operational,
Boards: strategy
Ashland development, risk
Global management,
Holdings transactional and
Inc. governmental
Albemarle experience gained in
Corporation the roles of
(2001-2012) Chairman, CEO and
President of
Celanese
Corporation (since
2012) and
CEO/COO of
Albemarle
Corporation (from
2000 to 2011).

A full career in the
chemical industry,
including leadership
positions with the
ACC and IACA.

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Board and Committee Governance

Director Elections

Until 2017, approximately one-third of the directors were elected each year, in three classes, at the annual meeting of stockholders, to hold office for a three-year term and until their successors are elected and qualified, or until their earlier retirement or removal from office. At the 2016 Annual Meeting, stockholders voted to replace the staggered, three-year terms with annual director elections. Beginning with the 2017 Annual Meeting, nominees whose terms expired were elected for one-year terms. Commencing with the 2019 Annual Meeting of Stockholders, all directors will be elected annually. We currently have one class of directors whose term expires in 2019. the remainder of our directors are unclassified and their terms expire at the Annual Meeting.

To ensure that the board remains composed of high-functioning members capable of keeping their commitments to board service, the corporate governance and nominating committee evaluates the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.

In February 2016, our board proactively adopted a by-law, which permits a stockholder, or a group of up to 20 stockholders, owning at least three percent of the Company's outstanding Common Stock continuously for at least three years, to submit director nominees for up to the greater of two directors or 20 percent of the number of directors currently serving on the board, subject to a phase-in and the terms and conditions specified in the by-laws.

Majority Voting Standard

Our by-laws provide that, in an election of directors where the number of nominees does not exceed the number of directors to be elected, each director must receive the majority of the votes cast with respect to that director. This means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. The board believes this majority vote standard appropriately gives stockholders a greater voice in the election of directors than the traditional plurality voting standard. If an incumbent director does not receive a majority vote, he or she has agreed that a letter of resignation will be submitted to the board. The corporate governance and nominating committee will make a recommendation to the board on whether to accept or reject the resignation, or whether other action should be taken. The board will act on the resignation within 90 days of the certification of the vote, taking into account the recommendation of the corporate governance and nominating committee, which will include consideration of the vote result, the director's contributions to the Company during his or her tenure, the director's qualifications, and any relevant input from stockholders. Only independent directors will participate in the deliberations regarding a tendered resignation.

Composition of the Board of Directors

Our certificate of incorporation provides that the number of members of the board of directors shall be fixed by the board, but shall be no less than seven and no more than fifteen. Our board may fill vacancies and increase or, upon the occurrence of a vacancy, decrease the board's size between annual stockholders' meetings. As of the date of this Proxy Statement, we have, and the board has established the size of the board to be, nine directors.

Our board of directors is and shall be comprised of a majority of independent directors. See "[Director Independence and Related Person Transactions](#)" for additional information.

In addition, the Company has a director retirement guideline, the full text of which is set forth in our corporate governance guidelines. The guideline provides that a director should retire from the board of directors no later than the annual meeting of stockholders following such director's 72^d birthday; provided, however, the retirement guideline may be waived by a majority of uninterested directors upon the recommendation of the nominating and corporate governance committee.

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Board Evaluation Process

Each year, the members of the board and each committee conduct a self-assessment. The process for the self-assessment is approved by the board each year based on a recommendation from the nominating and corporate governance committee. Under the process used in 2017, the nominating and corporate governance committee develops a thorough list of topics to be considered by the directors, including board and committee structure, oversight, information, and culture, which are approved by the board. The chair of the nominating and corporate governance committee has a teleconference with each independent director and finally with the Chairman to discuss the topics and to gather any other feedback a director has as they relate to the full board and each of the committees. The chair of the nominating and corporate governance committee elicits comments from the directors concerning improvements for the board, the committees, the lead independent director, the committee chairs and management. The chair of the nominating and corporate governance committee then summarizes the input from the conversations and presents it to the independent directors at the October board meeting. Each committee chair also conducts a similar self-assessment with respect to their committee based on (i) a subset of the board discussion topics, (ii) comments made to the chair of the nominating and corporate governance committee or the committee chair and (iii) discussion during executive sessions of committee meetings. Also, the nominating and corporate governance committee evaluates directors who are nominees for re-election to the board as part of the nomination process.

Board Leadership Structure

The Company's governance framework provides the board with flexibility to select the appropriate leadership structure for the Company. In making leadership structure determinations, the board considers many factors, including the specific needs of the business and what is in the best interests of the Company's stockholders. The current leadership structure is comprised of a combined chairman of the board ("Chairman") and chief executive officer, a lead independent director, board committees comprised exclusively of independent directors and active engagement by all directors. The board believes the structure provides an effective balance between strong company leadership and appropriate safeguards and oversight by independent directors.

Board

Leadership

Structure

Chairman of the Board and CEO: Mark Rohr Lead Independent Director: Edward Galante All board committees comprised exclusively of independent directors Active engagement by all directors	The board believes this is the optimal structure to guide the Company and maintain the focus required to achieve the Company's strategic plan and long-term business goals. However, the board reevaluates
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the
structure
annually.

Duties and Responsibilities of Lead Independent Director

The Company's lead independent director, who is elected by the independent directors for a one-year term:

presides over executive sessions of the non-employee, independent members of the board and at meetings of the board in the absence of, or upon the request of, the Chairman and CEO;

approves 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;

has the authority to call meetings of the board and such other meetings of the non-employee, independent directors as he/she deems necessary;

serves as a liaison and supplemental channel of communication between the non-employee, independent directors and the Chairman and CEO;

meets regularly with the Chairman and CEO;

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- communicates with stockholders as requested and deemed appropriate by the board;
- interviews director candidates along with the nominating and corporate governance committee;
- approves and coordinates 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 the New York Stock Exchange (“NYSE”) Listing Standards;
- guides the board’s governance processes concerning the annual board self-evaluation and CEO succession planning; and
- when requested by the Chairman or the board, assists the board in reviewing and assuring compliance with governance principles.

Leadership Structure Determination – Details and Rationale

Consistent with the board’s commitment to corporate governance practices that are in the best interests of the Company and its stockholders, at least one executive session of the directors each year includes a review of the board’s leadership structure and consideration of whether the position of chairman of the board should be held by the chief executive officer or an independent director. This section describes the details and the board’s rationale for its current leadership structure.

Under the Company’s by-laws, the Chairman presides over meetings of the board, presides over meetings of stockholders, consults and advises the board and its committees on the business and affairs of the Company and performs such other duties as may be assigned by the board. The chief executive officer is generally in charge of the affairs of the Company, subject to the overall direction and supervision of the board and its committees and subject to such powers as reserved by the board. Mark Rohr serves as both Chairman and chief executive officer.

In November 2011, the Company’s presiding director role was transitioned to a lead independent director role and, in connection with this transition, the independent directors expanded the role of the lead independent director (see above). In February 2017, the independent directors re-elected Edward Galante to serve as lead independent director beginning at the 2017 Annual Meeting. The duties and responsibilities of the lead independent director are described above and are set forth in the Company’s corporate governance guidelines. Although annually elected, the lead independent director is generally expected to serve for more than one year, although generally not more than three years.

Importantly, all directors play an active role in overseeing the Company’s business both at the board and committee levels. As set forth in the Company’s corporate governance guidelines, the core responsibility of the directors is to exercise their business judgment to act in what they reasonably believed to be in the best interests of the Company and its stockholders. The board currently consists of one member of management (our CEO) and eight non-employee directors. The non-employee directors are skilled and experienced leaders in business. Many currently serve or have served as chief executives or members of senior management of Fortune 1000 companies. In these roles, the non-employee directors have been called upon to provide solutions to various complex issues and are expected to, and do, ask hard questions of management. As such, the non-employee directors are well-equipped to oversee the success of the business and to provide advice and counsel to the chief executive officer and Company management.

As part of each regular scheduled board meeting, the non-employee directors meet in executive session without the chief executive officer present. These meetings allow non-employee directors to discuss issues of importance to the Company, including the business and affairs of the Company, as well as matters concerning management, without any member of management present. All of the board committees, which are described below, are chaired by, and comprised of, independent directors.

The board believes that leadership of both the board and the Company by Mr. Rohr is the optimal structure to guide the Company and maintain the focus required to achieve the Company’s long-term business goals. The Company’s business is complex and it has operations in 18 countries around the world. Given the complex global reach of our

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business, the board believes the chief executive officer is in the best position to focus directors' attention on critical business matters and to speak for and lead both the Company and the board.

The board believes that the current leadership structure – a combined Chairman of the Board and chief executive officer, a lead independent director, board committees comprised exclusively of independent directors and active engagement by all directors – is effective and currently serves the business and stockholders well.

Board Meetings in 2017

Each of our directors is expected to devote sufficient time and attention to his or her duties and to attend all board meetings and committee meetings on which he or she serves. The board of directors held seven meetings during 2017 and committees of the board held a total of 22 meetings. Overall attendance at such meetings was over 95%. All incumbent directors attended at least 75% of the aggregate of (i) meetings of the board and (ii) meetings of the board committees on which they served during the fiscal year ended December 31, 2017. In addition, the board expects directors to attend the annual meeting of stockholders absent special circumstances. All of our directors who were members of the board as of the 2017 Annual Meeting of Stockholders attended the annual meeting.

Committees of the Board

The board of directors has four standing board committees:

- audit committee;
- compensation and management development committee;
- nominating and corporate governance committee; and
- environmental, health, safety and public policy committee.

The following table sets forth the current composition of our committees:

	Independent Director	Audit Committee	Compensation and Management Development Committee	Environmental, Health, Safety and Public Policy Committee	Nominating and Corporate Governance Committee
Jean S. Blackwell	ü		1		£
William M. Brown	ü	1		1	
Bennie W. Fowler	ü	1		1	
Edward G. Galanteu	ü		1		1
Kathryn M. Hill	ü		£	1	
David F. Hoffmeister	ü	1			1
Jay V. Ihlenfeld	ü		1	£	
Mark C. Rohr					
John K. Wulff	ü	£			1
Meetings in 2017	Board = 7	8	6	5	3
£ Chairperson	1	Member	£ Financial Expert	ü Lead Independent Director	

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Audit Committee

The Company's audit committee is currently comprised of Mr. Wulff (chairman), Mr. Brown, Mr. Fowler and Mr. Hoffmeister, each of whom the board has affirmatively determined is independent of the Company and its management under the rules of the NYSE and the SEC. The board has also determined that Mr. Brown, Mr. Hoffmeister and Mr. Wulff are "audit committee financial experts" as the term is defined in Item 407(d)(5) of Regulation S-K. Each member of the audit committee is also "financially literate" as that term is defined by the rules of the NYSE. The complete text of the audit committee charter, as last amended by the board of directors on July 17, 2017, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance". The audit committee is directly responsible for the appointment, compensation and oversight of the work of the Company's independent registered public accounting firm. The independent registered public accounting firm reports directly to the audit committee. The principal purposes of the audit committee are to oversee:

- accounting and reporting practices of the Company and compliance with legal and regulatory requirements regarding such accounting and reporting practices;
- the quality and integrity of the financial statements of the Company;
- internal control and compliance programs;
- the independent registered public accounting firm's qualifications and independence; and
- the performance of the independent registered public accounting firm and the Company's internal audit function.

Compensation and Management Development Committee

The Company's compensation and management development committee is currently comprised of Ms. Hill (chair), Ms. Blackwell, Mr. Galante and Mr. Ihlenfeld. The board has determined that all members of the compensation and management development committee are independent under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and applicable NYSE listing standards and qualify as "non-employee directors" for purposes of Section 162(m) of the Internal Revenue Code. The complete text of the compensation and management development committee charter, as last amended by the board of directors on July 17, 2017, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance". A description of the compensation and management development committee's processes and procedures for determining executive compensation and the roles of management and the compensation consultant in determining or recommending the amount and form of compensation is more fully described in "[Compensation Discussion and Analysis](#)." The compensation and management development committee charter provides that the compensation and management development committee may, from time to time, retain legal, accounting or other consultants or experts, including but not limited to compensation consulting firms, that the compensation and management development committee deems necessary in the performance of its duties.

The principal purposes of the compensation and management development committee are to:

- review and approve the compensation of the Company's executive officers;
- review and approve the corporate goals and objectives relevant to the compensation of the CEO and the other executive officers, and to evaluate the CEO's and the other executive officers' performance and compensation in light of such established goals and objectives; and
- oversee the development and implementation of succession plans for the CEO and the other key executives.

During 2017, Willis Towers Watson PLC ("Willis"), as independent outside compensation consultant, advised the compensation and management development committee on executive officer compensation matters. See "[Role of the Compensation Consultant in Making Decisions](#)" for additional information.

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Nominating and Corporate Governance Committee

The Company's nominating and corporate governance committee is currently comprised of Ms. Blackwell (chair), Mr. Galante, Mr. Hoffmeister and Mr. Wulff. The complete text of the nominating and corporate governance committee charter, as amended by the board of directors on July 17, 2017, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance". The nominating and corporate governance committee charter provides that the nominating and corporate governance committee may, from time to time, retain legal, accounting or other consultants or experts, including but not limited to leadership search firms, the nominating and corporate governance committee deems necessary in the performance of its duties, including in its process of identifying director candidates.

The principal purposes of the nominating and corporate governance committee are to:

- identify, screen and review individuals qualified to serve as directors and recommend candidates for nomination for election at the annual meeting of stockholders or to fill board vacancies;
- review and recommend non-employee director compensation to the board;
- develop and recommend to the board and oversee implementation of the Company's corporate governance guidelines;
- oversee evaluations of the board; and
- recommend to the board nominees for the committees of the board.

During 2017, Willis, as independent outside compensation consultant, advised the nominating and corporate governance committee on non-employee director compensation matters.

Environmental, Health, Safety and Public Policy Committee

The Company's environmental, health, safety and public policy committee is currently comprised of Mr. Ihlenfeld (chairman), Mr. Brown, Mr. Fowler and Ms. Hill. The environmental, health, safety and public policy committee assists the board in fulfilling its oversight duties regarding, while Company management retains responsibility for assuring compliance with, applicable environmental, health and safety laws and regulations. The complete text of the environmental, health, safety and public policy committee charter, as last amended by the board of directors on July 17, 2017, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance".

The principal purposes of the environmental, health, safety and public policy committee are to:

- oversee the Company's policies and practices concerning environmental, health, safety and public policy issues;
- review the impact of such policies and practices on the Company's corporate social responsibilities, public relations and sustainability; and
- make recommendations to the board regarding these matters.

Board Oversight of Risk Management

The board of directors is responsible for overseeing the risk management process for the Company. Risk management is considered a strategic activity within the Company and responsibility for managing risk rests with executive management while the committees of the board and the board as a whole participate in the oversight of the process. Specifically, the board has responsibility for overseeing the strategic planning process, reviewing and monitoring management's execution of the strategic and business plan, and selected risk areas, including cyber security. Each board committee is responsible for oversight of specific risk areas relevant to their respective committee charter.

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The oversight responsibility of the board and the board committees is enabled by an enterprise risk management model and process implemented by management that is designed to identify, assess, manage and mitigate risks. The audit committee is responsible for overseeing the enterprise risk process that management implements. In addition, the board recognizes that risk management and oversight comprise a dynamic and continuous process and reviews the enterprise risk model and process periodically.

The strategic plan, critical issues and opportunities are presented to the board each year by the CEO and senior management. Throughout the year, management reviews any critical issues and actual results compared to the plan with the board and relevant board committees. Members of senior management are also available to discuss the Company's strategy, plans, results and issues with the board committees and the board, and regularly attend such meetings to provide periodic briefings and access. In addition, the audit committee regularly holds separate executive sessions with the lead client service partner of the independent registered public accounting firm, the chief financial officer, the internal auditor, the chief compliance officer and other members of management as appropriate.

As specific examples of board committee risk oversight activities, the audit committee maintains responsibility for overseeing risks related to the Company's financial reporting, audit process, internal control over financial reporting and disclosure controls and procedures, as well as the Company's financial position and financial activities. The compensation and management development committee regularly reviews any potential risks associated with the Company's compensation policies and practices. See "[Compensation Risk Assessment](#)" for additional information. In addition, the environmental, health, safety and public policy committee regularly reviews the Company's operational risks, including those risks associated with employee, environmental, process and product safety, public policy and reputation. Further, the nominating and corporate governance committee conducts an annual assessment of nominees to our board and is charged with developing and recommending to the board corporate governance principles and policies and board committee structure, leadership and membership, including those related to, affecting, or concerning the board's and its committees' risk oversight. Each of the board committees is required to make regular reports of its actions and any recommendations to the board, with respect to risk management, including recommendations to assist the board with its overall risk oversight function.

Additional Governance Features

Stockholder Engagement

The board believes accountability to stockholders is a mark of good governance and critical to the Company's success. To that end, the Company maintains dedicated resources to actively engage with stockholders. The Company regularly engages with stockholders on a variety of topics throughout the year to ensure we are addressing their questions and concerns, to seek input and to provide perspective on Company policies and practices. Topics include corporate strategy, cash deployment, executive compensation plan design and practices, governance and social responsibility.

Since the beginning of 2017, we met with stockholders holding more than 50% of our Common Stock, through in-person meetings and telephone calls. In addition, we attended 10 investor conferences and 13 non-transaction roadshows. In November 2015, we held an investor day with more than 140 participants. We will host another similar event in May 2018.

In addition to this direct engagement, the Company has instituted a number of complementary mechanisms that allow stockholders to effectively communicate a point of view with the board, including:

- the ability to attend and voice opinions at the annual meeting of stockholders (see page [91](#));
- a dedicated annual meeting page on our website (see page [93](#));
- a majority voting standard (see page [17](#));

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the annual advisory vote to approve executive compensation (see page 34);
annual election of directors (phased in through 2019) (see page 9);
the commitment to thoughtfully consider stockholder proposals submitted to the Company (see page 93); and
the ability to direct communications to individual directors or the entire board (see page 93).
See page 39 for additional information about engagement with stockholders regarding executive compensation.

Social Responsibility and Political Engagement

Corporate Social Responsibility

The environmental, health, safety and public policy committee assists the board in guiding our comprehensive corporate social responsibility initiatives. These initiatives reflect strategic business imperatives and our core belief that we should be a responsible corporate citizen in the communities where we live and work. Our policies and business practices, including our diversity and inclusion efforts, philanthropy and community investment, safety and environmental sustainability, foster relationships that demonstrate our commitment and values.

The primary goal of our diversity and inclusion efforts is to create a work environment that is compatible with, and respectful of, all of our employees and maximizes employee engagement in accomplishing our mission and business objectives. Examples include our employee resource groups located in facilities and locations where we operate in Asia, Europe and the Americas.

The primary goal of our philanthropy initiative is to provide support through volunteer service, participation in and employee-led giving to local organizations, and community collaboration with institutions, organizations and good works that enhance the sustainability of the host communities in which we principally operate. This is brought to life through national partnerships and local initiatives in support of needy families, primary education and safe places to live and grow. We formed the Celanese Foundation in 2012. The Foundation matches employee gifts to recognized 501(c)(3) charities and provides grants to employee-selected charities based on employee volunteerism and alignment with our focus areas. Since its inception, the Celanese Foundation has provided grants totaling over \$9,000,000 to organizations. In addition, our employees are encouraged to contribute their money, and their time, volunteering over 170,000 hours in 2017 alone.

The primary goal of our safety initiative is to assure that employees and contractors remain injury free. At Celanese, safety is considered a value, which holds fast against changing priorities. Leaders are committed to creating the best working environment where employees and contractors are engaged in training and procedures that minimize hazards and prevent injuries. In 2017, we continued with industry leading safety performance. Recognized with numerous industry safety awards, including the American Chemistry Council Responsible Care Company of the Year, we are committed to continuous improvement in eliminating injuries.

In addition to preserving the health and safety of our employees, contractors and communities, Celanese is committed to protecting the environment, and ensuring the safe operations of our processes. Our process safety strategy continues to provide exemplary results in reducing loss of primary containment incidents. We are strengthening the process safety culture by focusing on leadership commitment to process safety, developing competencies and learning from incidents. This data-driven approach led to improvements through our award winning Walk the Line program, where workers conduct a thorough safety review before starting a process.

We consider protecting the environment a fundamental responsibility. We treat the communities where we do business as our own by protecting the energy, air and water supplies and minimizing waste. Many times, our capital investments help us substantially reduce our environmental emissions. Examples include boiler conversions from coal and fuel oil to natural gas in the U.S. and Mexico. Our latest construction projects also include the best technology to improve efficiency and environmental performance.

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We believe that chemistry plays an integral role in solving many of the world's challenges. This belief means we are committed to advancing safe, effective and sustainable products and technologies that unlock the untapped potential of humankind.

This potential is at work at Celanese where each employee has taken measures to be a steward of the earth's natural resources and of each other. We are committed to continuing our significant progress in meaningful areas of our business, including energy use, protecting sensitive air and water ecosystems, continued emissions reductions, meaningful safety measures, and a people-centered culture, all while growing Celanese products, customers and technologies to new heights.

The Celanese 2017 Stewardship Report is available at www.celanese.com/stewardship.

Political Engagement Policy

The Company believes in responsible corporate governance and actively participates in the political process to support the needs of our business and our 7,000 employees. The Company seeks to responsibly use our resources to advance public policy that is consistent with the Company's values, the sustainability of our business and long-term stockholder values. The Company does not provide any direct political contributions. The Company does, however, sponsor a voluntary, nonpartisan political action committee called the Celanese Political Action Committee ("CELPAC"). CELPAC supports candidates for federal, state and local office in the U.S. that advocate and pursue government policies that promote the Company's interests. CELPAC allows eligible employees to pool their personal funds on a voluntary basis with other employees to help elect candidates who appreciate and understand the issues important to Company. Participation in CELPAC is entirely voluntary. At least annually, Celanese posts to its website, www.celanese.com (under "Company Info"; "Political Engagement Policy"), a list of all political contributions made during the prior calendar year, including CELPAC's contributions.

Anti-Hedging, Anti-Short Sale and Anti-Pledging Policies

The Company's hedging policy prohibits directors, executive officers and other employees from purchasing any financial instrument that is designed to hedge or offset any decrease in the market value of Common Stock, including prepaid variable forward contracts, equity swaps, collars and exchange funds. Directors and executive officers are also prohibited from engaging in short sales related to Common Stock. The Company's pledging policy prohibits directors and executive officers from pledging Common Stock, including holding Common Stock in a margin account. In addition, directors and the Company's executive officers are required to obtain pre-approval from the Company's Deputy General Counsel before pledging shares of Common Stock. Such approval will only be granted if the individual can clearly demonstrate the financial capacity to repay the loan without resorting to the pledged securities.

Code of Conduct

The Company has adopted a code of business conduct applicable to directors, executive officers and all other employees. Our employees, suppliers and customers can ask questions about our code of conduct and other ethics and compliance issues, or report potential violations, through Navex, a global Internet and telephone information and reporting services company. The code of conduct is available on our website, www.celanese.com, by clicking on "Investor Relations", then "Corporate Governance" and then "Business Conduct Policy". In the event the Company amends or waives any of the provisions of the code of conduct applicable to our principal executive officer, principal financial officer or controller that relates to any element of the definition of "code of ethics" enumerated in Item 406(b) of Regulation S-K under the 1934 Act, the Company intends to disclose these actions on the Company's website.

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Director Compensation

Director Compensation in 2017

The Company uses both cash and equity-based compensation to attract and retain qualified directors to serve on our board of directors. The amount and type are set by the board. In reviewing and recommending to the board the compensation levels, the nominating and corporate governance committee considers the extent of time and the expertise required to serve on our board as well as the board's independent compensation consultant's recommendations as to the appropriate level and mix of pay. Each non-management director is entitled to an annual cash retainer of \$105,000 (increased during 2017 by \$5,000), which is paid in quarterly installments, and an annual equity retainer of \$150,000 in time-based restricted stock units ("RSUs") (increased during 2017 by \$10,000) that vest in one year. In addition, the chair of the nominating and corporate governance committee and the environmental, health, safety and public policy committee each receive an annual fee of \$15,000, and the chair of the audit committee and the compensation and management development committee each receive an annual fee of \$20,000. The lead independent director also receives an annual fee of \$25,000.

Non-management directors are entitled to participate in the Company's 2008 Deferred Compensation Plan, which is an unfunded, nonqualified deferred compensation plan that allows directors the opportunity to defer all or a portion of their cash compensation and RSUs in exchange for a future payment amount equal to their deferrals plus or minus certain amounts (including dividend equivalents) based on the market performance of specified measurement funds selected by the participant.

2017 Director Compensation Table

The table below is a summary of compensation earned and RSUs granted by the Company to non-management directors for the fiscal year ended December 31, 2017.

Name ⁽¹⁾ (a)	Fees Earned or Paid in Cash (\$) ⁽²⁾ (b)	Stock Awards (\$) ⁽³⁾ (c)	Option Awards(\$) ⁽⁴⁾ (d)	Non-Equity Incentive Plan Compensation (\$) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽⁵⁾ (f)	All Other Compensation (\$) ⁽⁶⁾ (g)	Total (\$) (h)
Jean S. Blackwell	117,079	139,975	—	—	—	—	257,054
William M. Brown	102,079	139,975	—	—	—	—	242,054
Bennie W. Fowler	89,579	163,231	—	—	—	—	252,810
Edward G. Galante	127,079	139,975	—	—	—	—	267,054
Kathryn M. Hill	122,079	139,975	—	—	—	—	262,054
David F. Hoffmeister	102,079	139,975	—	—	—	—	242,054
Jay V. Ihlenfeld	117,079						