

Celanese Corp  
Form PRE 14A  
February 19, 2019  
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)  
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No fee required

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- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
  - Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



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\* Additional detail for compensation topics on page 34.

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

March 8, 2019

Dear Fellow Stockholders:

I am pleased to invite you to attend the 2019 Annual Meeting of Stockholders of Celanese Corporation to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 18, 2019. This year's Annual Meeting will be held at The Westin Irving Convention Center, 400 W. Las Colinas Blvd., Irving, Texas 75039.

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 2018 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. Beginning with the 2019 Annual Meeting, all directors will be elected annually. 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 8, 2019

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 to a 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 2018, 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 have phased 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 one-half of our directors have joined our board in the past five years, bringing with them fresh perspectives and a diversity of experiences, and one-third of our directors are female. These new directors have allowed us to rotate directors among committees. As of the 2018 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 2019 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 19, 2019, the record date for the meeting. On the record date, there were \_\_\_\_\_ shares of the Company’s 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 submit your voting instructions by proxy right away using one of the following methods for submitting a proxy (see page 83 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 by phone internet  | by mail in person   |
| : )  | * m   |
| Visit proxyvote.com to Call submit I-800-690-6903 a or the telephone proxy number on your via proxy card or computer voting instruction form or your mobile device | Sign, date and return your proxy card or voting instruction form<br><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 89.

Important Note About Meeting Admission Requirements: If you plan to attend the meeting in person, see the answer to question 19 on page 88 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

2019 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 2018 performance, please review our 2018 Annual Report, which includes the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Annual Meeting Information

Date April  
and 18, 7:00 a.m. (Central Daylight  
Time 2019 Saving Time)

Place The Westin Irving Convention  
Center  
400 W. Las Colinas Blvd.,  
Irving, TX 75039

Record  
Date February 19, 2019

Stockholders as of the record date are entitled to vote. Each share of 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 nine 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  
35)

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 36 and in the  
Compensation Tables  
beginning on page 61.

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 79)

The audit committee  
and the board believe

FOR

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, 2019 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 2019.

ITEM 4. Approval of the Amendment of our Certificate of Incorporation (page 81)

The Company seeks approval of an amendment of our Certificate of Incorporation regarding removal of directors. FOR

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Proxy  
Summary

### 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 2 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
- Proxy access, under which up to 20 stockholders owning collectively 3% of our stock may nominate 20% of our directors
- 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”](#) and [“Director Nominees”](#), 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<br>&5ÂGq@L     | 64<br>2014     | Former EVP/CFO – Cummins Inc. Ingevity Corp.; Johnson Controls Int’l plc                        | ü           | CMD; NCG£             |
| William M. Brown<br>&:5ÂG@6LQq   | 56<br>2016     | Chairman/President/CEO Harris Corp.<br>Harris Corp.   | ü           | AC; EHS               |
| Edward G. Galantet<br>&Q.:ÂGq@6L | 68<br>2013     | Former SVP – Exxon Mobil Corporation<br>Linde plc; Clean Harbors Inc.; Marathon Petroleum Corp. | ü           | CMD; NCG              |
| KathryM.<br>M.                   | 62<br>2015     | Former SVP Dev. Strategy – Cisco Systems Inc.   | ü           | CMD£; EHS             |

|                          |  |   |           |
|--------------------------|--|---|-----------|
| Hill<br>&Q:5@6           | Moody's Inc.; NetApp Inc.                              |   |           |
| David<br>F. 64 2006      | Former SVP / CFO – Life<br>Technologies Corp.          | ü | AC; NCG   |
| Hoffmeister<br>.Â6&Q:GqL | Glaukos Corporation; ICU Medical<br>Inc.               |   |           |
| Dr.<br>Jay V. 67 2012    | Former SVP, Asia Pacific - 3M<br>Company               | ü | CMD; EHS£ |
| Ihlenfeld<br>Q.:5G@6     | Ashland Global Holdings, Inc.                          |   |           |
| Mark<br>C. 67 2007       | Chairman & Chief Executive<br>Officer – Celanese Corp. |   | –         |
| Rohr<br>&Q:5Gq@6L.       | Ashland Global Holdings, Inc.                          |   |           |
| Kim<br>K.W. 52 2018      | Former EVP and GC, Andeavor                            | ü | AC; EHS   |
| Rucker<br>&Q5:Gq6L       | Lennox International Inc.;<br>Marathon Petroleum Corp. |   |           |
| John<br>K. 70 2006       | Former Chairman – Hercules Inc.                        | ü | AC£; NCG  |
| Wulff<br>&.:ÂGq6L        | Atlas Air Worldwide Holdings,<br>Inc.                  |   |           |

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

Proxy  
Summary

Performance and  
Compensation Decisions

2018 Key Performance  
Highlights

Business Performance

In 2018, our key performance metrics were as follows:

- Net sales were \$7.2 billion, up 16.5%
  - Cash from operations was \$1.56 billion while free cash flow<sup>(1)</sup> was \$1.20 billion
  - Net earnings was \$1.2 billion while Adjusted EBIT<sup>(1)</sup> was \$1.85 billion, up 36.6%
  - GAAP earnings per share was \$8.95, up 44.6%, while adjusted earnings per share<sup>(1)</sup> was \$11.00, an increase of 46.5% over 2017
- Stockholder Value Creation
- Positive three- and five-year total stockholder return of 41.7% and 78.5%, exceeding the S&P500 Index
  - Returned a record \$1.1 billion to stockholders through dividends and share repurchases
  - Increased the quarterly cash dividend rate by 17.4% in 2018

How Pay is Aligned to 2018  
Company Performance

The operation of our variable incentives demonstrates strong linkage between pay and performance. See page [50](#) for the detailed performance results.

- Annual Incentive – 2018 performance resulted in above target achievement on our financial and stewardship objectives established at the

beginning of the year under our 2018 annual incentive plan

- Long-Term Incentive – The performance-based restricted stock units (“PRSUs”) granted in 2016, based on our Adjusted EBIT<sup>(1)</sup> and Return on Capital Employed over a 2016-2018 performance period will pay out at 199.2% of target

#### 2018 Key Compensation Decisions

- 2018 Compensation – Based on our 2018 performance, the compensation and management development committee approved a business performance modifier of 161% under our 2018 annual incentive plan and established individual performance modifiers for the named executive officers. In addition, the committee had earlier awarded PRSUs and time-based restricted stock units in February 2018 under our 2018 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 [83](#) 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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Meeting of  
Stockholders

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date and Time: April 18, 2019, 7:00 a.m. (Central Daylight Saving Time)

Place: The Westin Irving Convention Center  
400 W. Las Colinas Blvd., Irving, Texas 75039

Items of Business: To elect Jean S. Blackwell, William M. Brown, Edward G. Galante, Kathryn M. Hill, Dr. Jay V. Ihlenfeld, David F. Hoffmeister, Mark C. Rohr, Kim K.W. Rucker and John K. Wulff to serve until the 2020 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 2019;

To approve an amendment to our certificate of incorporation; and

To transact such other business as may properly be brought before the meeting in accordance with the provisions of the Company's Fifth 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 of record as of the close of business on February 19, 2019.

Our Proxy Statement follows. Financial and other information about Celanese Corporation are contained in our Annual Report to Stockholders for the fiscal year ended December 31, 2018 ("2018 Annual Report"), which accompanies the Proxy Statement.

To ensure that your shares are represented at the meeting, we urge you to submit your voting instructions by proxy as promptly as possible. You may submit your proxy via the Internet or telephone, or, if you received paper copies of the proxy materials by mail, you can also submit a proxy via mail by following the instructions on the proxy card or voting instruction card. We encourage you to submit a proxy 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 8, 2019  
IMPORTANT  
NOTICE  
REGARDING THE  
AVAILABILITY OF  
PROXY  
MATERIALS  
FOR THE ANNUAL  
MEETING OF

STOCKHOLDERS  
TO BE HELD ON  
APRIL 18, 2019  
The Celanese  
Corporation 2019  
Notice of Annual  
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Statement, 2018  
Annual Report  
and other proxy  
materials are available  
at  
[www.proxyvote.com](http://www.proxyvote.com).

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Statement

PROXY STATEMENT

For the Annual Meeting of Stockholders To Be Held on April 18, 2019

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 2019 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 18, 2019, at The Westin Irving Convention Center, 400 W. Las Colinas Blvd., Irving, Texas 75039. 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

NOTICE

REGARDING THE  
AVAILABILITY OF  
PROXY  
MATERIALS  
FOR THE ANNUAL  
MEETING OF  
STOCKHOLDERS  
TO BE HELD ON  
APRIL 18, 2019

The Celanese  
Corporation 2019  
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Statement, 2018  
Annual Report  
and other proxy  
materials are available  
at  
[www.proxyvote.com](http://www.proxyvote.com).

INFORMATION ABOUT 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 will not receive the Notice of Internet Availability and, instead, will receive the proxy materials in the format requested. This Proxy Statement, our 2018 Annual Report and other information about the Annual Meeting also are available in the investor relations section of our website, [investors.celanese.com](http://investors.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 8, 2019, to stockholders of record and beneficial owners who owned shares of the Company’s Common Stock (“Common Stock”) at the close of business on February 19, 2019. 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, [investors.celanese.com](http://investors.celanese.com), by clicking "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 [89](#).

ITEM 1: Election of Directors

Background

Based on the recommendation of our independent nominating and corporate governance committee, our board of directors has nominated nine directors, Jean S. Blackwell, William M. Brown, Edward G. Galante, Kathryn M. Hill, David F. Hoffmeister, Dr. Jay V. Ihlenfeld, Mark C. Rohr, Kim K.W. Rucker and John K. Wulff, to serve a one-year term expiring at the 2020 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 nine 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 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.

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
  - Six new
  - directors elected
  - Rotation of all board committee chairs
  - New lead
  - independent director elected
  - Expanded qualifications
  - and diversity represented on the board
  - Transitioned to
  - annual election of directors

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Governance

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.

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<br>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<br>A deep understanding of the Company's business and/or the chemical industry allows a director to better guide the Company |
| Q Global business experience   | Focus on innovation to drive performance  |
| . Extensive knowledge of the Company's business and/or chemical industry | High level of customer intimacy   |
| : Experience in innovation-focused businesses                            | High level of financial experience  |
| 5 Experience in customer-driven businesses                               |   |
| ^ 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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Governance

Director Nominees

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 Ingevity Corporation, a leading global manufacturer of specialty chemicals and high performance carbon materials, since May 2016, including as the chair of the audit committee and as a member of its compensation committee

and the executive committee. Ms. Blackwell has also served as a member of the board of directors of Johnson Controls International plc, a leading diversified technology company, since May 2018, including as a member of its compensation 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. Ms. Blackwell also served as a member of the board of directors of Essendant Inc. (formerly United Stationers Inc.), a leading national wholesale distributor of business products, from 2007-2018, including as a member of the governance committee and the audit committee, and as the chair of the human resource committee and the governance committee.

|   |  |
|---|--|
| Director since: 2014<br>Age: 64 & 5<br>Board @ L<br>Committees:<br>Compensation<br>Nominating and<br>Corporate Governance<br>Other<br>Public Company<br>Boards:<br>Ingevity Corporation<br>Johnson Controls | Specific Qualifications, Attributes, Skills and Experience:<br>Substantial leadership, operational, financial, transactional, customer-driven, and risk management experience gained as Executive Vice President/CFO and General Counsel of Cummins Inc., and service on |
|---|--|

International other boards of  
 plc directors.  
 Essendant Substantial  
 Inc. governmental  
 (2007-2018) experience from  
 Phoenix having served in  
 Companies the Indiana State  
 Inc. Government.  
 (2004-2009)

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 Specific Qualifications,  
 since: Attributes, Skills and  
 2016 Experience:  
 Age& : 5 Substantial leadership,  
 56 Â G @ financial,  
 Board L governmental/geopolitical,  
 Committees: innovation, strategic and

Audit risk management  
Environmental, experience gained in roles  
Health, of Chairman, President and  
Safety CEO of Harris  
& Corporation.  
Quality  
Other q Substantial transactional,  
Public global business,  
Company operational and strategic  
Boards: experience gained in  
Harris various roles with United  
Corporation Technologies Corporation.

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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 2018), chairman of the compensation and management development committee and as a member of the audit committee of Linde plc. He formerly (since 2007) served on the Board of Praxair, Inc. prior to its merger with Linde AG. He also serves as a director (since 2010), and chairman of the environmental, health and safety committee and a member of the compensation committee and of the governance committee of Clean Harbors, Inc. He served as a director and member of the compensation committee and the environmental, health, safety and security committee of Andeavor Corporation (formerly Tesoro Corporation) until it was acquired by Marathon Petroleum Corporation. Mr. Galante currently serves as a director (since 2018) of Marathon Petroleum Corporation, and as a member of its compensation committee and its sustainability committee. 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: 68 | & | Q | . | Specific Qualifications, Attributes, Skills and Experience:                         |
| Board Committees:    | 6       | : | Â | G | Substantial leadership, chemical industry, operational, global business, financial, |
|                      |         | @ |   | 6 |   |

|                         |                            |
|-------------------------|----------------------------|
| Compensation            | innovation-focused,        |
| Nominating              | transactional,             |
| and                     | governmental/regulatory,   |
| Corporate               | strategy development and   |
| Governance              | risk management            |
| Other                   | experience gained with     |
| Public                  | more than 30 years'        |
| Company                 | service with Exxon Mobil   |
| Boards:                 | Corporation, including as  |
| Linde                   | Executive Vice President   |
| plc                     | of ExxonMobil Chemical     |
| Clean                   | Company, and service on    |
| Harbors                 | other boards of directors. |
| Inc.                    |                            |
| Marathon                |                            |
| Petroleum               |                            |
| Corporation             |                            |
| Andeavor                |                            |
| Corporation (2016-2018) |                            |
| Praxair,                |                            |
| Inc.                    |                            |
| (2007-2018)             |                            |
| Foster                  |                            |
| Wheeler                 |                            |
| AG                      |                            |
| (2008-2014)             |                            |

**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, the audit committee and the executive 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<br>Age: 62 & Q Board @ 6<br>Committees: Compensation, Environmental, Health, Safety & Quality, Other<br>Public Company Boards: Moody's Inc. NetApp Inc. | Specific Qualifications, Attributes, Skills and Experience: Substantial innovation-focused, leadership, customer-focused, global business, operational and strategic experience gained in various roles with Cisco Systems, Inc. |
|--|--|

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Governance

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. He also serves as a director (since 2018) of ICU Medical Inc. and is a member of its audit committee and compensation committee.

|   |   |
|---|---|
| Director since: 2006<br>Age: 64<br>Board<br>Committees:<br>Audit<br>Nominating and Governance<br>Other Public Company Boards: | Specific Qualifications, Attributes, Skills and Experience:<br>Substantial chemical industry, finance and strategic experience as a large consulting firm partner.<br>Substantial leadership, global business, financial, innovation-focused, transactional, governmental/regulatory, and risk management experience gained as Chief Financial Officer of Life Technologies |
|---|---|

Glaukos Corporation.  
 Corporation  
 ICU  
 Medical  
 Inc.

Dr. Jay V. Ihlenfeld

From 2006 until his retirement in 2012, Dr. Ihlenfeld served as the Senior Vice President, Asia Pacific, for 3M Company, a leader in technology and innovation. Dr. Ihlenfeld previously served as 3M Company's Senior Vice President, Research and Development from 2002 to 2006. A 33-year veteran of 3M Company, Dr. 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. Dr. Ihlenfeld serves as lead independent director (since 2019) and a director and member of the audit committee and member of the environmental, health, safety and quality committee (since 2017) of Ashland Global Holdings, Inc. (formerly Ashland Inc.).

|   |   |
|---|---|
| Director since 2012<br>Age: 67<br>Board of Directors<br>Committees: Compensation, Environmental, Health, Safety & Quality | Specific Qualifications, Attributes, Skills and Experience:<br>Substantial chemical industry knowledge and operational, global business, innovation, customer-driven, geopolitical and strategy |
|---|---|

Other development  
Public experience  
Company gained in various  
Boards: roles over 33  
Ashland years with 3M  
Global Company.  
Holdings,  
Inc.

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Governance

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. (formerly 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<br>Age: 67 & Q<br>Board G<br>Committees:<br>None<br>Other<br>Public | Specific Qualifications, Attributes, Skills and Experience:<br>Substantial leadership, financial, global business, innovation-focused, customer-driven |
|--|--|

Company focus, operational,  
Boards: strategy  
Ashland development, risk  
Global management,  
Holdings, transactional and  
Inc. governmental  
experience gained in  
the roles of  
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.

Kim K.W. Rucker

Ms. Rucker served as Executive Vice President, General Counsel and Secretary of Andeavor, an integrated marketing, logistics and refining company, from 2016 until it was acquired by Marathon Petroleum Corporation in 2018. Prior to joining Andeavor, she served as Executive Vice President Corporate & Legal Affairs, General Counsel and Corporate Secretary of Kraft Foods Group, Inc., a food and beverage company, from 2012 to 2015. Beginning in 2008, Ms. Rucker served as Senior Vice President, General Counsel and Chief Compliance Officer of Avon Products, Inc., a global manufacturer of beauty and related products and assumed additional duties as Corporate Secretary in 2009. Ms. Rucker also served as

Senior Vice President,  
 Secretary and Chief  
 Governance Officer of Energy  
 Future Holdings Corp., an  
 energy company, from 2004 to  
 2008. She was also Corporate  
 Counsel for Kimberly-Clark  
 Corporation and a Partner in  
 the Corporate & Securities  
 group at the law firm of Sidley  
 Austin LLP. Ms. Rucker has  
 served on the board of  
 directors (since 2015) of  
 Lennox International Inc., a  
 global provider of climate  
 control solutions, including  
 currently serving as a member  
 of the governance committee  
 and the compensation and  
 human resources committee.  
 Ms. Rucker also serves on the  
 board of directors of Marathon  
 Petroleum Corporation (since  
 2018), and serves as a member  
 of its sustainability committee.

|  |   |
|--|---|
| Director<br>since:<br>2018<br>Age:<br>52 & Q 5<br>Board q 6<br>Committees:<br>Audit<br>Environmental,<br>Health,<br>Safety<br>&<br>Quality<br>Other<br>Public<br>Company<br>Boards:<br>Lennox<br>International<br>Inc.<br>Marathon<br>Petroleum<br>Corp. | Specific<br>Qualifications,<br>Attributes, Skills<br>and Experience:<br>Experience with<br>multiple<br>industries<br>including<br>customer-driven,<br>innovation and<br>marketing<br>companies, and<br>substantial<br>experience with<br>complex mergers<br>and acquisitions<br>and regulatory<br>matters, together<br>with a broad<br>knowledge of<br>law, corporate<br>governance,<br>internal and<br>external<br>communications, |
|--|---|

government  
affairs and  
community  
involvement  
activities, gained  
as an executive  
with leadership  
roles at, and as a  
director of,  
multiple public  
companies.

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Governance

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 | Specific           |
| since:   | Qualifications,    |
| 2006     | Attributes, Skills |
| Age:     | and Experience:    |
| 70 & . : |                    |

|  |  |
|--|--|
| Board of Directors<br>Committees:<br>Audit<br>Nominating<br>and<br>Corporate<br>Governance<br>Other<br>Public<br>Company<br>Boards:<br>Atlas<br>Air<br>Worldwide<br>Holdings,<br>Inc.<br>Chemtura<br>Corporation (2009-2017)<br>Moody's<br>Corporation (2004-2016)<br>Sunoco<br>Inc. (2004-2012) | 6 Substantial<br>leadership,<br>chemical industry,<br>financial,<br>transactional,<br>strategy<br>development, risk<br>management and<br>innovation-focused<br>business experience<br>gained as Chairman<br>of Hercules<br>Incorporated, a<br>specialty chemicals<br>company, and as<br>CFO of Union<br>Carbide<br>Corporation, a<br>chemical and<br>polymers company.<br>Substantial finance<br>and governmental<br>and regulatory<br>experience as a<br>large accounting<br>firm partner and<br>member of the<br>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

Board and Committee Governance

Director Elections  
As Proxy  
a Access  
result Holders of at  
of least  
the 3%  
removal held by up to  
by 20  
stockholders  
of Holding the  
our shares  
classified continuously  
board for at least  
structure,  
commencing  
with Can  
the nominate  
2019 two  
Annual candidates or  
Meeting 20%  
of of the board,  
Stockholders  
all greater, for  
director election at an  
will annual  
be stockholders'  
elected meeting  
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  
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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<sup>d</sup> 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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Governance

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 2018, 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 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 2019, the independent directors re-elected Edward Galante to serve as lead independent director beginning at the 2019 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 - five 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 2018

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 2018 and committees of the board held a total of 20 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, 2018. 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 2018 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, quality 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, Quality and Public Policy Committee | Nominating and Corporate Governance Committee |
|----------------------|----------------------|-----------------|---|--|---|
| Jean S. Blackwell    | ü                    |                 | 1   |  | £   |
| William M. Brown     | ü                    | 1               |   | 1  |   |
| Edward G. Galanteu   | ü                    |                 | 1   |  | 1   |
| Kathryn M. Hill      | ü                    |                 | £   | 1  |   |
| David F. Hoffmeister | ü                    | 1               |   |  | 1   |
| Dr. Jay V. Ihlenfeld | ü                    |                 | 1   | £  |   |
| Mark C. Rohr         |                      |                 |   |  |   |
| Kim K.W. Rucker      | ü                    | 1               |   | 1  |   |
| John K. Wulff        | ü                    | £               |   |  | 1   |
| Meetings in 2018     | Board = 7            | 7               | 5   | 4  | 4   |

£ Chairperson 1 Member À Financial Expert u Lead Independent Director



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### Audit Committee

The Company's audit committee is currently comprised of Mr. Wulff (chairman), Mr. Brown, Mr. Hoffmeister and Ms. Rucker, 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 16, 2018, is available on our website, investors.celanese.com, by clicking "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 Dr. 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 16, 2018, is available on our website, investors.celanese.com, by clicking "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 2018, 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 16, 2018, is available on our website, [investors.celanese.com](http://investors.celanese.com), by clicking "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 2018, Willis, as independent outside compensation consultant, advised the nominating and corporate governance committee on non-employee director compensation matters.

Environmental, Health, Safety, Quality and Public Policy Committee

The Company's environmental, health, safety, quality and public policy committee is currently comprised of Dr. Ihlenfeld (chairman), Mr. Brown, Ms. Hill and Ms. Rucker. The environmental, health, safety, quality 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, quality and public policy committee charter, as last amended by the board of directors on July 16, 2018, is available on our website, [investors.celanese.com](http://investors.celanese.com), by clicking "Corporate Governance".

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

- oversee the Company's policies and practices concerning environmental, health, safety, quality 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.



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### Board Oversight

Stockholders elect the board to oversee management and to serve stockholders' long-term interests. Management is responsible for delivering on our strategy, creating our culture, creating and delivering innovative products and services, establishing accountability, and controlling risk. The board and its committees work closely with management to balance and align strategy, risk, corporate social responsibility, and other areas while considering feedback from stockholders. Essential to the board's oversight role is a transparent and active dialogue between the board and its committees, and management. To support that dialogue, the board and its committees have access to, receive presentations from, and conduct regular meetings with the senior leadership team, other business and function leaders, subject matter experts, the Company's enterprise risk management and internal audit functions, and external experts and advisors.

#### Board oversight of strategy

One of the board's primary responsibilities is overseeing management's establishment and execution of the Company's strategy. As Celanese continues to transform and expand its business, the board works with management to respond to a dynamically changing environment. At least quarterly, the CEO, the senior leadership team, and leaders from across the Company provide detailed business and strategy updates to the board. At least annually, the board conducts an even more in-depth review of the Company's overall strategy, including critical issues and opportunities. At all of these reviews, the board engages with the senior leadership team and other business leaders regarding business objectives, the competitive landscape, economic trends, public policy and regulatory developments and other critical issues. At meetings occurring throughout the year, the board also assesses acquisitions, the Company's operating and capital plan, and performance for alignment to our strategy. The board looks to the focused expertise of its committees to inform strategic oversight in their areas of focus. Members of senior management are 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.

#### Board oversight of risk

Effective risk management is critical to Celanese's ability to achieve its strategy. The board oversees management in exercising its responsibility for managing risk, considering our robust framework of policies, procedures, and processes to anticipate, identify, assess, prioritize, and mitigate risks across 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 cybersecurity. Each board committee is responsible for oversight of specific risk areas relevant to their respective committee charter. 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. 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. On a regular basis, the board and its committees engage with management on risk as part of broad strategic and operational discussions which encompass interrelated risks, as well as on a risk-by-risk basis. The board executes its oversight responsibility directly and through its committees, who regularly report back to the board. Some examples of risks overseen by committees are:

The audit committee oversees the enterprise risk process that management implements, and reviews and assesses the Company's processes to manage financial reporting risk and to manage internal audit, internal control over financial reporting and disclosure controls and procedures, tax, investment, and other financial risks, as well as the Company's financial position and financial activities. It also reviews the Company's

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policies for risk assessment and steps management has taken to control certain risks not otherwise delegated by the board to other committees.

The compensation and management development committee oversees compensation programs and policies and practices and their effect on risk-taking by management. See "[Compensation Risk Assessment](#)" for additional information.

The nominating and corporate governance committee manages risk by overseeing the governance framework and structure as well as other corporate governance matters, including oversight of the annual board and committee assessment process, and is charged with developing and recommending to the board corporate governance principles and policies and board committee structure, leadership and membership.

The environmental, health, safety, quality and public policy committee oversees the Company's operational risks, including those risks associated with employee, environmental, process and product safety and quality, public policy and reputation.

The full board addresses risks associated with cybersecurity.

The full board and the compensation and management development committee address issues and risks associated with diversity and inclusion and human capital management.

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. This approach to risk oversight does not affect the board's leadership structure.

Each of our directors have substantial experience managing and overseeing risk for complex, international organizations that they leverage while serving on our Board. For example, Mr. Wulff's experience leading Hercules International as its chairman, necessitated risk management and oversight on a daily basis, while Mr. Brown continues to do so as president and the chief executive officer Harris Corporation. The extensive chemicals leadership histories shared by Mr. Galante and Dr. Ihlenfeld, as well as Ms. Hill's leadership experience in technology, allow each of them to understand and address key risk-related issues unique to our industry and the Company. Risk management was an active component of Mr. Hoffmeister's responsibilities as chief financial officer for Life Technologies and Mr. Wulff's responsibilities as chief financial officer for Union Carbide. Finally, the management, leadership and legal backgrounds of Ms. Blackwell and Ms. Rucker cause them to be especially in-tune with recognizing and advising on a broad array of issues affecting corporate risk.

### Highlight on oversight of human capital management

The board, the compensation and management development committee, and the environmental, health, safety, quality and public policy committee engage with the senior leadership team and human resources executives on a regular basis across a broad range of human capital management issues. Celanese is focused on creating a respectful, safe, rewarding, diverse, and inclusive work environment that allows our people to build meaningful careers. The success of these human capital management objectives is essential to the fulfillment of our strategy, and the board works with management to provide oversight on matters including culture, succession planning and development, compensation, benefits, employee recruiting and retention, diversity and inclusion and respectful workplace. Additionally, each year, the compensation and management development committee evaluates management's annual assessment of risk related to our compensation policies and practices. The board and the compensation and management development committee work with the CEO and our head of Human Resources to review CEO and senior executive succession plans, considering the qualifications and experience of potential leadership candidates.

### Highlight on oversight of cybersecurity risk and data privacy

The board and the audit committee are each involved in oversight of the Company's management of cybersecurity risk. Cybersecurity protection is vital to maintaining our proprietary information and the trust of our customers and employees. We must secure our data and systems from potential breach. Management provides regular updates, including information about cybersecurity governance processes, the status of projects to strengthen internal

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cybersecurity, and the results of security breach simulations. The board and its committees also discuss recent incidents throughout the industry and the emerging threat landscape.

### Highlight on oversight of strategic acquisitions

The board provides oversight of Celanese's strategic acquisition and integration process, which supports alignment with our strategic objectives, provides accountability across acquisitions, and enables insight for future acquisitions. Our board includes eight members with extensive negotiation, acquisition, integration, and other business combination experience. That depth of experience allows the board to constructively engage with management and effectively evaluate acquisitions for alignment with our strategy and culture. Celanese views strategic acquisitions as an important element in delivering long-term stockholder value. While management is charged with identifying potential acquisition targets, executing transactions, and managing integration, our board's oversight extends to each phase. Management and the board regularly discuss potential acquisitions and their role in the Company's overall business strategy. These discussions include acquisitions in process and potential future acquisitions, focusing on valuation, strategic risk, and potential synergies with our businesses and strategy. When management considers potentially significant acquisitions, the board receives updates and discusses with management a broad range of matters, including negotiations, due diligence findings, valuation, tax impacts, integration planning, talent retention, risk, and regulatory impacts. Throughout the acquisition process, the board has access to the senior leadership team, appropriate business leaders, subject matter experts, and external advisors. As part of the entire strategic acquisition lifecycle, the board also receives regular updates and provides feedback on ongoing integration, operational success, and financial performance of our acquisitions, which allows the board to provide oversight across transactions and over time.

### 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.

During 2018, we met with stockholders holding more than 50% of our Common Stock, through in-person meetings and telephone calls. In addition, we attended 9 investor conferences and 15 non-transaction roadshows. In November 2015, we held an investor day with more than 140 participants. We hosted another similar event in May 2018 with more than 196 participants.

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 [88](#));
- a dedicated annual meeting page on our website (see page [89](#));
- a majority voting standard (see page [16](#));
- the annual advisory vote to approve executive compensation (see page [35](#));
- annual election of directors (beginning in 2019) (see page [16](#));
- commitment to thoughtfully consider stockholder proposals submitted to the Company (see page [90](#)); and
- the ability to direct communications to individual directors or the entire board (see page [90](#)).

See page [41](#) for additional information about engagement with stockholders regarding executive compensation.

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### Social Responsibility and Political Engagement

#### Corporate Social Responsibility

The environmental, health, safety, quality 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 \$10,000,000 to organizations. In addition, our employees are encouraged to contribute their money, and their time, volunteering over 200,000 hours in 2018 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 2018, 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.

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 2018 Stewardship Report is available at [www.celanese.com/stewardship](http://www.celanese.com/stewardship).

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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 7,500 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](http://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 compliance website, <http://compliance.celanese.com>, by clicking "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 Processes

Our director compensation program is intended to enhance our ability to attract, retain and motivate non-employee directors of exceptional ability and to promote the common interest of directors and stockholders in enhancing the value of our Common Stock.

The board reviews director compensation at least annually based on recommendations by the nominating and corporate governance committee. The nominating and corporate governance committee has the sole authority to engage a consulting firm to evaluate director compensation and since 2017 has engaged Willis to assist in setting director compensation. The nominating and corporate governance committee reviews director compensation taking into account multiple factors, including pay practices at publicly traded companies, continued expansion of director, committee chair and lead director responsibilities, and the growing time commitment. The nominating and corporate governance committee and the board base their determinations on director compensation on recommendations from Willis and on market practices and reviewing trends at other S&P500 companies and our compensation comparator companies (outlined below). Based on that review, the board did not approve any changes in the level or mix of director compensation when reviewed in July 2018. Willis also serves as the independent consultant to the compensation and management development committee on executive compensation.

## Director Compensation in 2018

The Company uses both cash and equity-based compensation to attract and retain qualified directors to serve on our board of directors, as follows:

| Director Compensation Component  | Amount    |
|--|-----------|
| Annual Awards  |           |
| Annual cash retainer (paid quarterly)  | \$105,000 |
| Annual time-based restricted stock units (“RSU”)(one-year vesting)   | \$150,000 |
| Incremental Awards for Board Leadership  |           |
| Annual cash fee for chair: (i) nominating and corporate governance committee, and (ii) environmental, health, safety, quality and public policy committee  | \$15,000  |
| Annual cash fee for chair: (i) audit committee, and (ii) compensation and management development committee   | \$20,000  |
| Annual cash fee for lead independent director  | \$25,000  |
| Newly-elected directors receive a pro-rata equity award. Non-management directors are entitled to participate in the Company’s 2008 Deferred Compensation Plan (“2008 Deferred 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. |           |

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## 2018 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, 2018.

| Name <sup>(1)</sup><br>(a) | Fees<br>Earned<br>or<br>Paid in<br>Cash<br>(\$) <sup>(2)</sup><br>(b) | Stock<br>Awards<br>(\$) <sup>(3)</sup><br>(c) | Option<br>Awards(\$) <sup>(4)</sup><br>(d) | Non-Equity<br>Incentive Plan<br>Compensation<br>(\$)<br>(e) | Change in<br>Pension<br>Value and<br>Nonqualified<br>Deferred<br>Compensation<br>Earnings<br>(\$) <sup>(5)</sup><br>(f) | All Other<br>Compensation<br>(\$) <sup>(6)</sup><br>(g) | Total<br>(\$)<br>(h) |
|----------------------------|---|---|--|---|---|---|----------------------|
| Jean S. Blackwell          | 120,000   | 149,891                                       | —  | —   | —   | —   | 269,891              |
| William M. Brown           | 105,000   | 149,891                                       | —  | —   | —   | —   | 254,891              |
| Bennie W. Fowler           | 37,788  | —   | —  | —   | —   | —   | 37,788               |
| Edward G. Galante          | 130,000   | 149,891                                       | —  | —   | —   | 5,000   | 284,891              |
| Kathryn M. Hill            | 125,000   | 149,891                                       | —  | —   | —   | —   | 274,891              |
| David F. Hoffmeister       | 105,000   | 149,891                                       | —  | —   | —   | —   | 254,891              |
| Dr. Jay V. Ihlenfeld       | 120,000   | 149,891                                       | —  | —   | —   | —   | 269,891              |
| Kim K.W. Rucker            | 25,109  | 87,445  | —  | —   | —   | —   | 112,554              |
| John K. Wulff              | 125,000   | 149,891                                       | —  | —   | —   | —   | 274,891              |

Mr. Fowler resigned during 2018. Therefore, the information above reflects his service on the board from his  
(1) election to the board through the date of his resignation. Mr. Rohr is not included in this table because he was an employee of the Company during 2018 and received no compensation for his services as a director.

(2) Includes amounts earned for the annual retainer and committee chair and lead independent director fees for the respective directors, as applicable.

Represents the grant date fair value of 1,372 RSUs granted to each non-management director in April 2018 (790 RSUs for Ms. Rucker, granted in October 2018, which represents a prorated amount of RSUs for time served from her election through April 2019) under the Company's 2009 Global Incentive Plan (for Ms. Rucker, under the 2018 Global Incentive Plan) computed in accordance with Financial Accounting Standards Board Accounting Standards  
(3) Codification Topic 718, Compensation – Stock Compensation. For a discussion of the method and assumptions used to calculate such expense, see Notes 2 and 20 to our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. As of December 31, 2018, each non-management director listed in the table owned 1,372 RSUs, except Mr. Fowler, who held no RSUs, and Ms. Rucker, who held 790 RSUs.

(4) The Company has not granted stock options to directors since 2007. As of December 31, 2018, no persons serving as a non-management director held any stock options.

(5) Deferrals by directors under the 2008 Deferred Plan, including deferrals of RSUs, do not receive above-market earnings and therefore no amount with respect to those deferrals is included in the Table.

Directors are reimbursed for expenses incurred in attending board, committee and stockholder meetings. Directors are also reimbursed for reasonable expenses associated with other business activities that benefit the Company, including participation in director education programs. We generally do not provide perquisites to our directors, other than small gifts provided at board meetings and upon retirement. Occasionally, a director may use

(6) Company-provided aircraft for travel to board meetings. Also, a director's spouse may accompany him or her on Company business at our request. For example, spouses are invited to some of the board dinners we hold during the year in connection with board meetings. This policy involves a de minimus or no incremental cost to us, and we believe it serves a legitimate business purpose. The board does not provide any tax gross-ups on any director perquisites. No director received perquisites at or exceeding a total value of \$10,000 in 2018. For Mr. Galante, represents the matching of a charitable contribution to a local charity.

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## Governance

### Director Stock Ownership Guidelines

The board of directors considers Common Stock ownership by directors to be of utmost importance. The board believes such ownership enhances the commitment of directors to our future and aligns their interests with those of our other stockholders. The board has therefore established minimum stock ownership guidelines for non-employee directors that require each director to own Common Stock having a value of at least five times his or her base annual cash retainer of \$105,000. Each newly elected director has five years from the year elected to reach this ownership level. As of the computation date, December 31, 2018, all of our then current independent directors had attained the minimum stock ownership levels based on holdings except for Ms. Rucker, who joined the board in 2018, who is on-track for compliance and is not required to meet the minimum stock ownership guidelines until 2023.

### Director Independence and Related Person Transactions

#### Director Independence

The listing standards of the NYSE require companies listed on the NYSE to have a majority of “independent” directors. As noted below, all of our directors, other than our Chairman and chief executive officer, are independent.

The board of directors has adopted standards of independence for directors that are set forth in Exhibit A to the Company’s corporate governance guidelines. The board reviews and determines the independence of each of the directors in accordance with these standards. The full text of the corporate governance guidelines is available on our website, [investors.celanese.com](http://investors.celanese.com), by clicking “Corporate Governance”. These standards incorporate all of the requirements for director independence contained in the NYSE listing standards. The NYSE listing standards generally provide that a director is independent if the board affirmatively determines that the director has no material relationship with the Company directly or as a partner, stockholder or officer of an organization that has a relationship with the Company. In addition, a director is not independent if certain other relationships exist.

The board, based on the recommendation of the nominating and corporate governance committee, affirmatively determined that eight of our current directors, Messrs. Brown, Galante, Hoffmeister, Ihlenfeld and Wulff, and Ms. Blackwell, Ms. Hill and Ms. Rucker are independent of the Company and its management under the NYSE listing standards and the Company’s director independence standards. Mr. Rohr, our Chairman and CEO, is the only current director who is not independent.

The Company in the normal course of business has been a party to transactions with other entities (or their subsidiaries) where certain of our directors are themselves either directors or officers. When making the board’s director independence determination, the board was aware of, and considered, the relationships listed below. All the business relationships noted below were entered into on standard pricing and terms as arose in the ordinary course of our business. The amounts involved in each relationship did not exceed the greater of \$1,000,000 or two percent of such other company’s consolidated gross revenues. As a result, each qualified under a categorical standard of independence that the board previously approved and, therefore, none of the relationships were deemed to be a material relationship that impaired the director’s independence.

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| Director             | Organization   | Director's Relationship to Organization | Type of Transaction, Relationship or Arrangement                               | Does the Amount Exceed the Greater of \$1 million or 2% of either company's Gross Revenues? |
|----------------------|--|---|--|---|
| Jean S. Blackwell    | Ingevity Corporation and its subsidiaries and affiliates               | Director                                | Business Relationship - Routine sales to Ingevity                              | No  |
|                      | Johnson Controls International plc and its subsidiaries and affiliates | Director                                | Business Relationship - Routine sales to, and purchases from, Johnson Controls | No  |
| Edward G. Galante    | Praxair, Inc. and its subsidiaries and affiliates*                     | Director                                | Business Relationship - Routine purchases from Praxair                         | No  |
|                      | Linde plc and subsidiaries and affiliates*                             | Director                                | Business Relationship - Routine purchases from Linde                           | No  |
|                      | Clean Harbors and its subsidiaries and affiliates                      | Director                                | Business Relationship - Routine purchases from Clean Harbors                   | No  |
| Kathryn M. Hill      | Moody's Inc. and its subsidiaries and affiliates                       | Director                                | Business Relationship - Routine purchases from Moody's                         | No  |
| Dr. Jay V. Ihlenfeld | Ashland Global Holdings Inc. and its subsidiaries and affiliates       | Director                                | Business Relationship - Routine sales to, and purchases from, Ashland          | No  |

\* During 2018, Praxair, Inc. merged with Linde AG to form Linde plc.

In addition, in compliance with the NYSE listing standards, we have an audit committee, a compensation and management development committee and a nominating and corporate governance committee that are each entirely composed of independent directors. Each of these committees have written charters addressing the respective committee's purpose and responsibilities and the annual evaluation of the performance of these committees.

#### Certain Relationships and Related Person Transactions

The board of directors has adopted a written policy regarding related person transactions (the "Related Party Transaction Policy"). For purposes of SEC rules and such policy, an interested transaction is a transaction or relationship in which the aggregate amount involved exceeds or may reasonably be expected to exceed \$120,000 since the beginning of the Company's last fiscal year, the Company or any of its subsidiaries is a participant, and any related party will have a direct or indirect material interest in the transaction or relationship. A related party is any person who is or was during the last fiscal year an executive officer, director or nominee for election as a director; a greater than 5 percent beneficial owner of Common Stock; or an immediate family member of any of these persons. Compensation paid to our named executive officers is not treated as an interested transaction under the Related Party Transaction Policy to the extent that it is disclosed as compensation in this Proxy Statement. In addition, a related party would not be deemed to have a "material interest" in a transaction simply due to such person's position as an officer or director of the other party in the transaction or, in the case of simply being an employee of the other party to the transaction, if the aggregate amount involved in the subject year does not exceed the greater of \$1,000,000 or two percent of that party's annual revenues.

The audit committee reviews the material facts of all interested transactions that meet the requirements discussed above and therefore require the audit committee's approval and either approves or disapproves of the entry into the interested transaction. In determining whether to approve or ratify an interested transaction, the audit committee

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takes into account, among other factors it deems appropriate, whether the interested transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction.

In addition, the audit committee has delegated to the chairman of the audit committee the authority to pre-approve or ratify (as applicable) any interested transaction with a related party in which the aggregate amount involved is expected to be less than \$2,000,000. In connection with regularly scheduled meetings of the audit committee, the Company provides the audit committee for its review a summary of each new interested transaction that was pre-approved by the chairman of the audit committee. No director may participate in any discussion or approval of an interested transaction for which he or she is a related party, except that the director is to provide all material information concerning the interested transaction to the audit committee.

No interested transactions were approved or ratified or, to our knowledge, required to be approved or ratified, during 2018.

None of our directors are adverse to the Company in any pending litigation.

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STOCK OWNERSHIP INFORMATION

Principal Stockholders and Beneficial Owners

The following table sets forth information with respect to the beneficial ownership of Common Stock as of February 19, 2019, by (i) each person known to the Company to beneficially own more than 5% of our Common Stock; (ii) each of the Company's present directors, including those nominated for election at the Annual Meeting; (iii) the named executive officers serving during the last fiscal year; and (iv) all present directors and executive officers of the Company as a group. The percentage of beneficial ownership set forth below is calculated in accordance with SEC Rule 13d-3 and is based on the number of shares of Common Stock outstanding as of February 19, 2019, which was .

|   | Amount and Nature of Beneficial Ownership of Common Stock |   |                                       |   |
|---|---|---|---------------------------------------|---|
|   | Common Stock Beneficially Owned <sup>(1)</sup>            | Rights to Acquire Shares of Common Stock <sup>(2)</sup> | Total Common Stock Beneficially Owned | Percentage of Common Stock Beneficially Owned |
| The Vanguard Group, Inc. <sup>(3)</sup> | 14,638,982  | —   | 14,638,982                            | 11.4  |
| Dodge & Cox <sup>(4)</sup>              | 10,727,345  | —   | 10,727,345                            | 8.4   |
| BlackRock, Inc. <sup>(5)</sup>          | 9,467,199   | —   | 9,467,199                             | 7.4   |
| Directors <sup>(6)(7)</sup>             |   |   |                                       |   |
| Jean S. Blackwell                       | 2,601   | 1,372   | 3,973                                 | *   |
| William M. Brown                        | 103   | 1,372   | 1,475                                 | *   |
| Edward G. Galante                       | 5,298   | 1,372   | 6,670                                 | *   |
| Kathryn M. Hill                         | 4,849   | 1,372   | 6,221                                 | *   |
| David F. Hoffmeister                    | 41,795  | 1,372   | 43,167                                | *   |
| Dr. Jay V. Ihlenfeld                    | 4,257   | 1,372   | 5,629                                 | *   |
| Kim K.W. Rucker                         | —   | 790   | 790                                   | *   |
| John K. Wulff                           | 27,675  | 1,372   | 29,047                                | *   |
| Named Executive Officers <sup>(6)</sup> |   |   |                                       |   |
| Peter G. Edwards                        |   |   |                                       |   |
| Shannon L. Jurecka                      |   |   |                                       |   |
| Kevin S. Oliver                         |   |   |                                       |   |
| Scott A. Richardson                     |   |   |                                       |   |
| Mark C. Rohr <sup>(7)</sup>             |   |   |                                       |   |
| Scott M. Sutton                         |   |   |                                       |   |

All present directors, nominees and executive officers as a group (14 persons)<sup>(8)</sup>

\*Less than 1% of shares.

Includes shares for which the named person or entity has sole and/or shared voting and/or investment power. Does

<sup>(1)</sup> not include shares that may be acquired through the vesting of restricted stock units or other rights to acquire shares. To our

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knowledge, none of the Common Stock listed as beneficially owned by the current directors or executive officers are subject to hedges or have been pledged.

Reflects rights to acquire shares of Common Stock within 60 days of February 19, 2019, and includes, as applicable, shares of Common Stock issuable upon the vesting of restricted stock units granted under the 2009 GIP and 2018 GIP within 60 days of February 19, 2019. Does not include units in a stock denominated deferred compensation plan with investments settled in shares of Common Stock as follows: Ms. Blackwell – 6,476 equivalent shares, Mr. Brown – 3,923 equivalent shares, Mr. Galante – 5,925 equivalent shares, Dr. Ihlenfeld – 7,550 equivalent shares, and Mr. Wulff – 17,860 equivalent shares.

On January 10, 2019, The Vanguard Group, Inc. (“Vanguard Group”) filed Amendment No. 5 to Schedule 13G with the SEC reporting beneficial ownership of 14,638,982 shares of Common Stock as of December 31, 2018, with sole voting power over 160,611 shares, shared voting power over 30,203, sole dispositive power over 14,452,968 shares and shared dispositive power over 186,014 shares. The address of Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

On February 14, 2019, Dodge & Cox filed Amendment No. 9 to Schedule 13G with the SEC reporting beneficial ownership of 10,727,345 shares of Common Stock as of December 31, 2018, with sole voting power over 10,208,518 shares and sole dispositive power over 10,727,345 shares. The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, CA 94104.

On February 4, 2019, BlackRock, Inc. (“BlackRock”) filed Amendment No. 1 to Schedule 13G with the SEC reporting beneficial ownership of 9,467,199 shares of Common Stock as of December 31, 2018, with sole voting power over 8,258,418 shares and sole dispositive power over 9,467,199 shares. The address of BlackRock is 55 East 52nd Street, New York, NY 10055.

Listed alphabetically. Each person has sole investment and voting power with respect to the Common Stock beneficially owned by such person.

Mr. Rohr also serves as a director and his ownership information is set forth under “Named Executive Officers”.

Does not include PRSUs (at target) held by our current executive officers as of February 19, 2019 subject to future performance and vesting conditions.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, officers (as defined) and persons who own more than ten percent of our Common Stock, to file with the SEC reports of their ownership and changes in their ownership of Common Stock. Directors, officers and greater than ten percent stockholders are required by the SEC’s regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms furnished to the Company, or written representations from our directors and officers that all reportable transactions were reported, the Company believes, to the best of its knowledge, that for the year ended December 31, 2018, all filing requirements applicable to its directors, officers and greater than ten-percent stockholders were complied with.

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ITEM 2: Advisory Approval of Executive Compensation

The Company's compensation program for our named executive officers was designed by our compensation and management development committee to meet our compensation philosophy and objectives. The principles of the program have contributed to our strong performance and rewarded executives appropriately. See "Compensation Discussion and Analysis – Executive Summary" for a summary of our compensation philosophy, 2018 performance, pay decisions and additional compensation information.

We are presenting this "say-on-pay" proposal, which gives you, as a stockholder, the opportunity to endorse or not endorse our executive compensation program through an advisory vote on the following resolution:

"Resolved, that the stockholders approve, on an advisory basis, the compensation of our named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative disclosure, contained in this Proxy Statement."

The board of directors recommends that stockholders endorse the compensation program for our named executive officers by voting FOR the above resolution. We believe that executive compensation for 2018 was reasonable, and justified by our performance. Our compensation program is the result of a carefully considered approach and takes into account advice received from the compensation and management development committee's independent compensation consultant.

Advisory Vote

This vote is mandated by Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and SEC regulations. As an advisory vote, this proposal is not binding upon the Company. In addition, the non-binding advisory vote described in this proposal will not be construed as overruling any decision by the Company, the board of directors, or the compensation and management development committee, relating to the compensation of the named executive officers, or creating or changing any fiduciary duties or other duties on the part of the board of directors, or any committee of the board of directors, or the Company.

Vote Required

The voting on this proposal is advisory. Approval of this proposal requires the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote. In 2017, our stockholders voted to have this advisory vote each year. In 2023, we will have another vote to determine the frequency of this advisory vote.

Recommendation of the Board

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE APPROVAL OF OUR EXECUTIVE COMPENSATION PROGRAM**

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Compensation Discussion and Analysis

Our Compensation Discussion and Analysis (“CD&A”) describes the objectives and elements of our executive compensation program, its alignment with performance, the 2018 compensation decisions regarding our named executive officers and other actions of the compensation and management development committee.

Executive Summary

Overview

Our compensation program for named executive officers:

- supports the execution of our business strategy and the achievement of our long-term financial objectives;
- attracts, motivates and retains a talented team of executives who will provide leadership for our success in dynamic, competitive markets and products, using balanced performance metrics;

- aligns performance with long-term stockholder value creation; and

- rewards executives’ contributions at a level reflecting Company performance and their individual performance.

Our compensation and management development committee has designed our executive compensation program based on principles that reflect these objectives. These principles have contributed to our strong performance and have rewarded executives commensurately.

Our strategic plan is designed to enhance and sustain the overall growth of the Company. This strategic plan builds upon the Company’s differentiated business models in the Acetyl Chain and Engineered Materials. In the Acetyl Chain, the business focuses on optimizing profitability by leveraging the flexibility in its operations and an expansive global asset base. In Engineered Materials, a unique combination of one of the broadest materials portfolios in the industry and a project pipeline management system has differentiated Celanese’s ability to deliver customer value.

In 2018, we continued our focus on improving our models in the Acetyl Chain and Engineered Materials, which showed resilience in 2018 despite underlying market conditions and growth. These economic models are paired with our unwavering commitment to social responsibility, safety and environmental stewardship, to drive stockholder value.

The Company’s performance has been strong relative to the ambitious goals that we outlined in 2015, and we delivered on the objectives that we established for 2018. We exceeded our 3-year plan commitments in adjusted earnings per share, adjusted EBIT growth, share repurchases and free cash flow. At our Investor Day in May 2018 we outlined a new 3-year plan to continue our growth trajectory based on our models. One of our key long-term objectives is to deliver annualized earnings and cash flow growth such that we consistently rank among the top tier chemical companies. We adhere to a balanced approach of preferentially investing in high return new opportunities and continuing to return cash to stockholders via dividends and share repurchases. We believe achieving these objectives will continue to significantly increase stockholder value.

Named Executive Officers

Our named executive officers (“named executive officers” or “NEOs”) for 2018 are:

Named

Executive (as of December 31, 2018)

Officer

Mark

Chairman of the Board, Chief Executive Officer and President

Rohr

Scott

Senior Vice President and Chief Financial Officer\*

Richardson

Scott

Chief Operating Officer

Sutton

Executive Vice President & General Counsel

G.

Edwards

Shannon

Senior Vice President and Chief Human Resources Officer

Jurecka

Kevin

Former Chief Accounting Officer, Controller and Acting Chief Financial Officer\*

Oliver

\* Mr. Oliver performed the functions of the Chief Financial Officer from October 2017 until February 16, 2018, when Mr. Richardson was named our Senior Vice President and Chief Financial Officer.

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2018 Performance Highlights

We anticipated headwinds coming into 2018 from acetate tow. These headwinds did materialize, as well as other unexpected challenges, including Hurricane Florence and an inflationary environment in raw materials, logistics and supply chain. Nevertheless, we overcame these challenges through rigorous planning and responsive actions that offset these headwinds and, as noted below and in the accompanying charts, we delivered strong financial results in 2018 with growth in both Engineered Materials and the Acetyl Chain.

The Acetyl Chain anticipated and positioned itself well through the optionality provided by its global network and business model in an industry that saw continued periodic disruptions in 2018.

Engineered Materials grew by commercializing more than 3,250 projects, a 47% increase year over year, and through the Omni acquisition which closed in the first quarter.

During 2018 we announced a number of organic investments in both Engineered Materials and the Acetyl Chain.

We also announced the acquisition of Next Polymers in India, which closed in January 2019. Our strong overall growth and commitment to maximizing stockholder value have contributed to these results. Productivity gains across businesses and in support functions also contributed to earnings growth.

- 
- Adjusted earnings per share or Adjusted EPS is a non-GAAP financial measure that we define as earnings (loss) from continuing operations attributable to Celanese Corporation, adjusted for income tax (provision) benefit, Certain Items, and refinancing and related expenses, divided by the number of basic common shares and dilutive restricted stock units and stock options calculated using the treasury method. See “[Exhibit A](#)” to this Proxy Statement for additional information concerning this performance measure and a reconciliation of this measure to diluted earnings per share, the most comparable U.S. GAAP financial measure.
- (1)
- (2) Total stockholder return or TSR is cumulative stock price appreciation plus dividends, with dividends reinvested. Free cash flow is a non-GAAP financial measure that we define as net cash provided by (used in) operations, less capital expenditures on property, plant and equipment, and adjusted for capital contributions from or distributions to our partner in our methanol joint venture. Free cash flow amounts noted above are net of pension contributions of \$316 million and \$300 million in 2017 and 2016, respectively. See “[Exhibit A](#)” to this Proxy Statement for additional information concerning this liquidity measure and a reconciliation of this measure to cash flow from operations, the most comparable U.S. GAAP financial measure.
- (3)

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We believe the performance goals underlying our compensation program for the named executive officers were instrumental in helping us achieve strong financial performance in 2018.

Our net sales were \$7.2 billion in 2018, up 16.5% from 2017, primarily due to increases in price and volume in 2018.

We generated net earnings of \$1.2 billion in 2018, up 42.9%, primarily due to increases in price and volume, while

Adjusted EBIT<sup>(4)</sup> was \$1.85 billion in 2018, up 36.6% from 2017.

GAAP diluted earnings per share were \$8.95, up 44.6% from 2017, while adjusted earnings per share<sup>(1)</sup> for 2018 was \$11.00, an increase of 46.5% over 2017, both a record, primarily due to an increase in product pricing, volume growth, productivity initiatives and a reduction in outstanding share count through share repurchases, facilitated by our strong cash generation.

Cumulative total stockholder return<sup>(2)</sup> over the prior 1-, 3- and 5-year periods was (14.3)%, 41.7% and 78.5%, respectively. Our 1-year TSR<sup>(2)</sup> was in the middle of our compensation comparator group (described below), just slightly below the Dow Jones Chemical Index performance of (14)%, and lower than the S&P500 Index at (4.4)%. However, our 3- and 5-year TSR of 41.7% and 78.5%, respectively, exceeded the S&P500 Index and the Dow Jones Chemical Index for the same periods, and our TSR was performing in line with the S&P500 Index through the 3<sup>rd</sup> quarter of 2018. During the fourth quarter of 2018, several external factors suddenly impacted the equity markets negatively, including (but not limited to) significant declines in crude oil prices and trade tensions between the US and China. These events impacted certain sectors of the S&P more negatively, including the materials sector. As a result of this fourth quarter volatility, our 1-year TSR for 2018 lagged the broad S&P500 Index.

Our cash flow from operations was \$1.56 billion, up 94.0% from 2017, while our free cash flow<sup>(3)</sup> was \$1.20 billion, up 135.4% from 2017. This record level of free cash flow and a portion of our balance sheet cash allowed us to execute on our cash deployment priorities in 2018 by investing in our existing businesses, executing prudent M&A, and returning cash to our stockholders, all designed to enhance returns.

During 2018, we returned a record \$1.1 billion to stockholders:

We increased the rate of our quarterly cash dividend per share by 17.4% and paid an aggregate of \$280 million in cash dividends. We have paid cash dividends for 55 consecutive quarters and the compound rate of increase in the dividend per share has been approximately 33.5% since 2009.

We repurchased \$817 million of our Common Stock under our announced share repurchase program.

We have returned \$3.9 billion to stockholders since 2012 in the form of cash dividends and share repurchases.

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Adjusted EBIT is a non-GAAP financial measure (“Adjusted EBIT”) that we define as net earnings (loss) attributable to Celanese Corporation, plus (earnings) loss from discontinued operations, less interest income, plus interest<sup>(4)</sup> expense, plus refinancing expense and taxes, and further adjusted for Certain Items. See “[Exhibit A](#)” to this Proxy Statement for additional information concerning this performance measure and a reconciliation of this measure to net earnings, the most comparable U.S. GAAP financial measure.



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We achieved these results with a highly engaged and dedicated workforce, which we pay competitively for their contributions. An example of recognizing our employees' contributions to our success is our 2018 Global Equity Award, which provided for an equity grant to almost 7,000 employees in 31 countries. Our global leadership team has been charged with accelerating the Company's growth plans through accountability for our business objectives as well as to continue to shape our culture. For these reasons, during 2018, we continued development of our global career framework to provide our employees with clearer insight into the career opportunities at Celanese for both personal and professional development as we execute our growth plans. To further engage our employees, we provide support for our employees through numerous employee resource groups that work together for the common good of our company and our communities. Our employees continued their support of local communities, volunteering over 200,000 hours worldwide.

Performance Goals for 2018

In February 2018, we established our 2018 annual incentive plan, as described more fully below, which is our annual cash performance bonus plan, and which uses Adjusted EBIT as the primary financial performance measure, as well as working capital and three stewardship performance measures. Also, in 2018, we implemented a long-term incentive plan, as described more fully below (the "2018 LTIP"), under which we awarded time-vesting restricted stock units to the CEO and Mr. Oliver and performance-based restricted stock units ("PRsUs") to each of our other active named executive officers. The PRsUs will become earned based on our achievement of Adjusted EPS growth and return on capital employed goals for a three-year performance period (2018-2020). See "[CEO 2018 Compensation Decisions](#)" and "[2018 Compensation Decisions](#)" below.

When the compensation and management development committee set the performance hurdles for the 2018 annual incentive plan and the 2018 LTIP, they considered our strategic plan, our annual operating plan and the headwinds facing the Company. It was anticipated that these headwinds would only partially be balanced by anticipated benefits to Engineered Materials from the pipeline model, new acquisitions and productivity efforts.

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Taking these considerations into account, the compensation and management development committee set aggressive Adjusted EBIT hurdles for the Company under our 2018 annual incentive plan as follows:

|                              |                 | Percentage Y-o-Y<br>Improvement for 2018<br>Annual Incentive Plan<br>Payout |        |          |
|------------------------------|-----------------|---|--------|----------|
| Metric                       | Actual          | Threshold   | Target | Superior |
| Adjusted EBIT <sup>(1)</sup> | \$1,356 million | 0%  | 8%     | 15%      |

(1) See “[Exhibit A](#)”.

The working capital as a percentage of net sales level required to achieve a superior level of performance was set at a level on par with the top quartile of chemical companies in the Dow Jones Chemical Index. The required level for threshold and target performance was maintained from the prior year because it is substantially higher than median performance of other chemical companies in the index. How we treat acquisitions was made more difficult – the closing date working capital amount for in-year acquisitions was excluded as compared to an eight-quarter exclusion used in the 2017 plan.

As part of our continued commitment to environmental, social and governance issues, we have included stewardship metrics in our annual incentive programs for the last 12 years. For 2018, the stewardship metrics were made more difficult to achieve than the prior year due to the integration of our SOFTER, Nilit and Omni acquisitions into the incident calculations for employee/contractor injuries, and process safety and environmental releases.

The compensation and management development committee reviewed our strategic plan and forecasts and set the target Adjusted EPS hurdle for the 2018 LTIP (a combined level of Adjusted EPS for 2018, 2019 and 2020) at a level that reflects growth over the prior year consistent with our external projections.

2018 Payouts Aligned to Performance

Annual Incentive Plan. As summarized in the table below and described more fully below, our Adjusted EBIT for 2018 represented 36% growth over the prior year, our working capital as a percent of net sales was below our target at 18.1%, and our aggregate performance on the stewardship metrics exceeded target. The compensation and management development committee approved an overall annual incentive (bonus) plan payout of 161.4% of target under the plan.

| 2018 Annual Incentive Plan Performance Measure | Actual<br>Result | Achievement as a<br>% of Target |
|--|------------------|---------------------------------|
| Adjusted EBIT Growth                           | Superior         | 200%                            |
| Working Capital as % of Net Sales              | Below Target     | 55%                             |
| Stewardship:                                   |                  |                                 |
| Occupational Safety                            | Below Target     | 42%                             |
| Process safety                                 | Above Target     | 167%                            |
| Environmental                                  | Superior         | 200%                            |
| Total Aggregate Payout                         |                  | 161.4%                          |

See “[2018 Compensation Decisions–Annual Incentive Plan Awards](#)” for the details of our performance.

2016 LTIP. As described more fully below, our Adjusted EPS growth for the 2016-2018 performance period under our 2016 long-term incentive plan was 22.3%, while our Return on Capital Employed for the same period was 22.9%, exceeding our superior level for Adjusted EPS growth and just below our superior level for Return on Capital Employed. The compensation and management development committee approved an overall 2016 LTIP payout of 199.2% of target.

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## CEO 2018 Compensation Decisions

Our CEO, Mr. Rohr, has been a director of the Company since 2007 and our CEO since 2012. For 2018, the compensation and management development committee made no changes to the level of his base salary or target annual performance bonus potential. In light of Mr Rohr's eligibility for retirement, the compensation and management development committee deliberated on how best to set his long term incentive award for 2018, and the type of award was changed to a time-vesting restricted stock unit (RSU). The committee determined to use this vehicle, rather than PRSUs, to encourage his retention during a likely period of succession planning and management transition. The committee increased the award value slightly over the prior year to reflect the competitive positioning of Mr. Rohr's total compensation considering his contributions and performance and the fact that time-vesting RSUs, unlike PRSUs, cannot be earned at greater than target. The award vests annually over 3 years, and will continue to vest if Mr. Rohr retires, ensuring that he has a continued interest in the success of the Company after his retirement.

Mr. Rohr's total direct compensation for 2018 taking into account company and individual performance and, for comparison purposes, his total direct compensation for 2017, are displayed in the table below.

|  | 2018          | 2017          |
|--|---------------|---------------|
|  | Amount        | Amount        |
| Salary Earned                            | \$ 1,155,000  | \$ 1,155,000  |
| Annual Performance Bonus <sup>(1)</sup>  | 3,200,000     | 3,100,000     |
| Long-Term Incentive Award <sup>(2)</sup> | 7,999,985     | 7,499,920     |
| Total direct compensation                | \$ 12,354,985 | \$ 11,754,920 |

<sup>(1)</sup> Computed as 135% times salary earned times actual company performance modifier of 161.4% and 158% of target in 2018 and 2017, respectively, times personal performance modifier of 127.15% and 125.8% in 2018 and 2017, respectively.

<sup>(2)</sup> Grant date fair value.

See "[2018 Compensation Decisions](#)" for additional information on our compensation plans and the CEO's performance and compensation in 2018.

## Our Response to the 2018 Advisory Vote and Stockholder Feedback

In 2018, stockholders continued their strong support of our executive compensation programs with 98.3% of the votes cast for approval of the "say-on-pay" proposal at the 2018 Annual Meeting of Stockholders. Nevertheless, consistent with its strong interest in stockholder engagement, communication and transparency, the compensation and management development committee continued to examine our executive compensation program to assure alignment between the interests of our senior executives and stockholders. The compensation and management development committee considered the outcome of the 2018 vote and will consider the results of future say on pay votes when making future compensation decisions for named executive officers.

Beyond consideration of the annual "say-on-pay" vote, the Company regularly engages with stockholders to better understand their perspectives. During 2018, we held one on one or group discussions in person or by telephone with stockholders collectively owning more than 50% of our shares on topics such as corporate strategy, cash deployment, executive compensation plan design and practices, governance and social responsibility. These discussions provided valuable insights into our stockholders' views on executive compensation programs and corporate governance practices. We continue to actively seek feedback from our investors, listen to their concerns, and make appropriate changes to our compensation plans. Additional information about stockholder engagement is included on page [24](#).

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We Follow Compensation Governance Best Practices

The compensation and management development committee and management periodically review the compensation and benefit programs for our named executive officers and other employees to align them with our philosophy and objectives. Accordingly, the Company has adopted a number of practices over the last several years that favorably affect our executive compensation program:

What We Do

- ü 100% independent directors on our compensation and management development committee
- ü Conduct an annual "say-on-pay" advisory vote for stockholders
- ü Generally provide a significant proportion of NEO compensation in the form of performance-based compensation
- ü Pay for performance, including using a high percentage of performance stock units for the annual equity grant to align interests with stockholders
- ü Use appropriate comparator group when establishing compensation
- ü Balance short- and long-term incentives, aligning long-term incentives with stockholder returns
- ü Include caps on individual payouts in incentive plans
- ü Include a clawback policy in our long-term incentive plans
- ü Market-aligned stock ownership guidelines requiring CEO to hold 6x base salary (3x for other NEOs)
- ü Use double-trigger vesting for change in control in our long-term equity awards (i.e., participant must have been terminated after the event to receive benefits)
- ü Condition grants of long-term incentive awards on execution of a non-solicitation / noncompetition agreement
- ü Mitigate undue risk taking in compensation programs
- ü Use of an independent executive compensation consultant reporting to the committee
- ü Process for reviewing executive compensation consultant and advisor independence
- ü Anti-hedging and anti-pledging provisions included in our Insider Trading Policy

What We Don't Do

- XNo change in control excise tax "gross-up" agreements
- XNo excessive perquisites
- XNo tax "gross-ups" for perquisites, except for relocation benefits (for all employees)
- XNo employment agreements
- XNo stock option repricing, reloads or exchange without stockholder approval
- XNo dividend equivalents paid on unvested equity awards

In addition to maintaining good corporate governance, we have designed our annual incentive plan and long-term incentive plans to be aligned with best practices that mitigate against excessive risk. See "[Compensation Risk Assessment](#)".

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Compensation Philosophy and Elements of Pay

Compensation Philosophy

Our focus is to deliver continued earnings growth and superior value creation for our stockholders. To that end, we have adopted a pay-for-performance compensation program that is designed to reward executives for superior company and individual performance through awards of annual and long-term incentives. At the same time, these programs are intended to be sufficiently competitive with our compensation peer companies so as to also attract and retain highly qualified personnel. We believe that our current compensation program is both attractive to our executives and aligned with the best interests of our stockholders. Our compensation and management development committee has designed our executive compensation program based on principles that reflect these objectives. These principles have contributed to our strong performance and rewarded executives appropriately.

Compensation Objectives

The objectives of our compensation program are to provide pay that is competitive, performance-based, aligned with the interests of our stockholders, and focused on attracting, rewarding and retaining talent as described below:

- Competitive – pay should be set at a level for the role that is competitive to our peers with whom we compete for talent, is equitable among our executive officers, and recognizes the knowledge, skills and attributes of our executive officers;
- Performance-based – pay should reward individual and Company performance when pre-established short- and long-term goals are met or exceeded and provide for consequences when such targets are not met;
- Aligned with Stockholders – incentive plans should encourage long-term increases in stockholder value; and
- Focused on Talent – pay should be designed to attract, motivate and retain key executives.

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Elements of Compensation

The table below summarizes the current elements of our compensation program for named executive officers and how each element supports the Company’s compensation objectives:

| Compensation Element                                | Description  | Competitive | Performance Based | Stockholder Alignment | Talent Focus |
|---|--|-------------|-------------------|-----------------------|--------------|
| Base Salary<br>(refer to page 47)                   | <ul style="list-style-type: none"> <li>Fixed level of compensation</li> </ul>  | ü           |                   |                       | ü            |
| Annual Incentive Plan (Bonus)<br>(refer to page 47) | <ul style="list-style-type: none"> <li>Performance-based, cash incentive opportunity</li> <li>2018 plan measures are Adjusted EBIT, working capital as a percentage of net sales, and stewardship metrics (injuries, process safety and environment)</li> </ul>  | ü           | ü                 | ü                     | ü            |
| Long-Term Incentive Awards<br>(refer to page 51)    |  |             |                   |                       |              |
| Performance-based Restricted Stock Units            | <ul style="list-style-type: none"> <li>Performance-based, long-term equity incentive plan</li> <li>2018 plan measures are Adjusted EPS and ROCE<sup>(2)</sup> over a three-year performance period (2018-2020), with a limit on the Adjusted EPS payout if relative total stockholder return is below a threshold</li> </ul> | ü           | ü                 | ü                     | ü            |
| Time-based Restricted Stock Units                   | <ul style="list-style-type: none"> <li>Awards generally vest over three-year term</li> <li>Granted to CEO and one other NEO in 2018</li> </ul>   | ü           |                   | ü                     | ü            |
| Stock Options <sup>(1)</sup>                        | <ul style="list-style-type: none"> <li>Variable pay based on increases in our stock price over time</li> <li>None granted to NEOs in 2018</li> </ul>   | ü           | ü                 | ü                     | ü            |
| Retirement Plans<br>(refer to pages 56 and 67)      | <ul style="list-style-type: none"> <li>Celanese Americas Retirement Savings Plan</li> <li>Celanese Americas Supplemental Retirement Savings Plan</li> <li>Celanese Americas Retirement Pension Plan<sup>(3)</sup></li> </ul>   | ü           |                   |                       | ü            |
| Severance Arrangements<br>(refer to page 70)        | <ul style="list-style-type: none"> <li>Executive Severance Benefits Plan</li> <li>Change in Control Agreement</li> </ul>   | ü           |                   | ü                     | ü            |
| Deferred Compensation Plan<br>(refer to page 69)    | <ul style="list-style-type: none"> <li>Deferred Compensation Plan</li> </ul>   | ü           |                   |                       |              |

(1) Available for grant to new hires, for promotion awards and in special circumstances.

(2) See “Executive Summary – Our Response to the Advisory Vote and Stockholder Feedback“ and ”Exhibit A”.

(3) See “2018 Pension Benefits Table”.

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Setting Total Compensation

Our compensation-setting process consists of establishing overall target total compensation for each named executive officer and then allocating that compensation among base salary, annual incentive plan awards, and long-term incentive awards. While no specific formula is used to determine the allocation between cash and equity-based compensation, when allocating these compensation elements, we generally utilize a compensation mix more heavily weighted towards variable and incentive compensation. The compensation and management development committee believes that the CEO's compensation should be the most heavily weighted towards variable and long-term incentive awards to align his compensation with stockholder interests relative to other named executive officers.

To establish the appropriate target level of compensation for the CEO and each named executive officer, each compensation element is reviewed by the compensation and management development committee against market data

for the role for our compensation comparator group provided by the compensation and management development committee's independent compensation consultant. The compensation and management development committee's philosophy is to target each executive officer's compensation to be generally at the median of, and also competitive with, members of our comparator group for target total annual cash compensation (base salary plus target annual incentive plan award) and target total direct compensation (total annual cash compensation plus the grant value of long-term incentive awards). General industry compensation survey data was also presented by the independent compensation consultant and considered. To the extent that the total compensation of our executive officers is performance-based and, therefore, "at risk", actual compensation is determined by Company performance and, with respect to the annual incentive bonus plan, individual performance against pre-established objectives. To the extent that we exceed our annual performance targets and an executive officer significantly exceeds individual performance objectives, our compensation program is designed to reward such executive officer by paying total compensation greater than the median level of the comparator group. To the extent that we do not achieve our annual performance targets or an executive officer's individual performance does not meet expectations, our compensation program is designed to reduce the amount of total compensation received by such executive officer.

Setting compensation targets based on comparative market and industry data is intended to ensure that our compensation practices are competitive in terms of attracting, rewarding and retaining executives. In addition, because each executive officer's target compensation is set by reference to persons with similar duties at companies in our comparator group and/or general industry, the compensation and management development committee does not establish any fixed relationship between the compensation of the CEO and that of any other executive officer. Internal pay equity among the other executive officers is also considered when setting compensation targets. The level of responsibility, scope of role and impact to the organization are all taken into consideration.

Although the compensation and management development committee strives to set executive compensation at levels that are competitive with the comparator companies, it does not rigidly adhere to a particular target in determining executive compensation. Any executive officer's total compensation may vary from the targets due to various other factors, including exceptionally strong or weak Company performance, or particularly strong or weak individual performance, over the prior year. The compensation and management development committee also takes

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into account additional individual factors when establishing total executive compensation levels, including an executive's position within the Company, level of experience, tenure and need for retention.

Our Compensation Comparator Group

As noted above, the compensation and management development committee's independent compensation consultant provided an analysis of compensation data and practices from a select group of peer companies in the chemical industry. The compensation and management development committee, with the assistance of the independent compensation consultant, identified the companies to be included in the comparator group.

| How the comparator group was chosen         | How we use the comparator group   |
|---|---|
| ü Market capitalization                     | ü As an input in developing base salary ranges, annual incentive targets and long-term incentive award ranges |
| ü Major global operations                   | ü To assess competitiveness of total direct compensation  |
| ü Chemical industry participant             | ü To benchmark the form and mix of equity and director pay  |
| ü Comparable size based on revenue          | ü To evaluate share utilization (overhang levels and run rate)  |
| ü Number of employees                       | ü To benchmark share ownership guidelines   |
| ü Complexity of business                    | ü As an input in designing compensation plans, benefits and perquisites                                       |
| ü Comparable NEO roles and responsibilities |   |

The comparator group used by the compensation and management development committee in setting pay for 2018 was as follows:

|                                |   |
|--------------------------------|---|
| Air Products & Chemicals, Inc. | International Flavors & Fragrances Inc. |
| Albemarle Corporation          | LyondellBassell Industries N.V.         |
| Ashland Inc.                   | Monsanto Company*                       |
| Axalta Coating Systems Ltd.    | PolyOne Corporation                     |
| CF Industries Holdings Inc.    | PPG Industries Inc.                     |
| Eastman Chemical Co.           | Praxair Inc.                            |
| Ecolab Inc.                    | RPM International Inc.                  |
| FMC Corp.                      | The Chemours Company                    |

Huntsman Corp.

The Sherwin-Williams Company

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\* During 2018, Monsanto completed its merger with Bayer. Except for compensation data included in Monsanto's 2018 proxy statement, the compensation and management development committee has ceased using Monsanto as a comparator company.

During 2018, after pay setting, the compensation and management development committee reviewed the comparator group and determined not to make any modifications to the comparator group.

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2018 Compensation Decisions

Base Salary

The compensation and management development committee reviews and approves at least annually the base salaries for the CEO and each of the other named executive officers. In making a determination of the appropriate level of an executive officer's base salary, the compensation and management development committee considers a number of factors, including (i) the scope, complexity, and financial or business impact of the executive's position, (ii) the executive's level of expertise, experience and individual performance, (iii) how the executive's base salary compares to that of the Company's other executives, and (iv) how the executive's base salary compares to the base salary of similarly-situated executives at companies in our peer group or in compensation surveys we review. As a result of these factors, base salaries may actually be set higher or lower than the median level of similarly-situated executives at companies in our comparator group, when appropriate.

Certain of our named executive officers received base pay increases effective in March 2018, in amounts ranging from 0% to 11%, based on the compensation and management development committee's application of the above factors and expansions in roles for the new year. Mr. Richardson was appointed chief financial officer in February 2018. The Company's pay philosophy is that, in general, the pay for individuals new to a role should work toward the desired competitive pay positioning (e.g., median) over time as they gain experience in the role. In most cases, the individual's pay is expected to reach the desired competitive positioning within 1-3 years upon taking the role. At the time of his appointment as CFO, Mr. Richardson's salary was increased \$50,000, from \$450,000 to \$500,000 to reflect his new role. As part of the plan to bring Mr. Richardson closer to market median and reflecting his continued development and performance as CFO, his base salary was adjusted to \$580,000 in September 2018.

Annual Incentive Plan Awards

Plan Summary

A target annual incentive plan award, expressed as a percentage of annual base salary, is set for each named executive officer based on the market data for his or her position and his or her level within the organization. Target bonus percentages for each named executive officer are shown in the chart below. For 2018, the actual annual incentive plan award that an executive officer could receive ranged from 0% – 300% of his or her target annual incentive plan award based on our achievement of certain business, financial and stewardship performance targets and the achievement by the executive officer of personal objectives established for him or her at the beginning of the year. Each performance measure has a threshold, target and superior level, and failure to achieve threshold performance on any performance measure produces a zero payout for that measure, regardless of the individual results. See page [50](#) for the detailed performance measures and performance levels for 2018. An individual performance modifier for each executive officer (other than the CEO) is recommended to the compensation and management development committee by our CEO after the end of the fiscal year, based on his assessment of the satisfactory completion of the various individual objectives. The formula for determining the actual payout for each executive officer is as follows:

Eligible earnings is defined as either the actual amount of base pay that is earned for the year, or an annualized base salary rate, depending on the situation. This amount includes any base salary adjustments that might have been

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made throughout the year. The annual incentive plan award is paid in March of the year following the performance period.

For 2018, the target annual performance bonus award expressed as a percentage of base salary for each of the named executive officers was as follows:

| Named Executive Officer | Target Annual Incentive Plan Bonus (% of Base Salary) <sup>(1)</sup> |
|-------------------------|--|
| Mark C. Rohr            | 135%   |
| Scott A. Richardson     | 75%  |
| Scott M. Sutton         | 100%   |
| Peter G. Edwards        | 75%  |
| Shannon L. Jurecka      | 65%  |
| Kevin S. Oliver         | 45%  |

<sup>(1)</sup> Level in effect at the end of the year, taking into account adjustments during the year.

Company Goals and Objectives

The 2018 annual incentive plan awards were based on our achievement of incremental levels of Adjusted EBIT, a working capital component, and stewardship goals relating to occupational and process safety and the environment. Within each of these performance metric areas, there are three incremental performance levels, which are referred to internally as threshold, target and superior. The target level for all metrics is set at amounts that generally reflect our internal, confidential business plan at the time the awards are established, and take into account known headwinds / tailwinds and economic conditions. These goals require a high level of performance over the one-year performance period to be achieved. Threshold and superior levels are set as a percentage of target (except for the stewardship goals, which for 2018 are set in absolute incidents) and are designed to provide a smaller award for lower levels of acceptable performance (threshold) as well as to reward exceptional levels of performance (superior).

Rewarding Performance that Drives Business Success

The annual incentive plan encourages executive officers to focus on financial performance for the fiscal year by basing 85% of the award on the following metrics:

- Adjusted EBIT
- Working Capital

Performance Assessment

The compensation and management development committee believes that individual performance goals are appropriate instruments for measuring individual contributions to strategic corporate initiatives and therefore the individual performance modifier is a key component to the annual incentive plan decision.

At the beginning of each fiscal year, the CEO and the compensation and management development committee jointly set the annual, individual performance objectives for the CEO. Performance against goals is reviewed throughout the year on a periodic basis. The principle individual performance objectives for the CEO during 2018 included the following:

- Manage capital expenditures while thoughtfully funding incremental expansion;
- Further develop pipeline management for Engineered Materials;
- Engage gender diversity across the Company and engage women in leadership roles;
- Continue efforts in making employee engagement a defining element of our culture building a diverse and inclusive organization; and

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Continue strong support of community outreach and volunteerism.

At the end of the fiscal year, the CEO submits to the compensation and management development committee and the full board a performance self-assessment. The performance assessment is based on factors such as achievement of company and individual objectives and contributions to our financial performance. Individual performance of the CEO is used by the compensation and management development committee in consideration of merit increases in base salary and the individual performance modifier on the annual incentive plan.

At the beginning of each fiscal year, each named executive officer (excluding the CEO) jointly sets his or her annual, individual performance objectives with the CEO, subject to review and approval by the compensation and management development committee. Individual performance objectives for the other named executive officers in 2018 included specific objectives related to execution against critical corporate initiatives and our strategic plan, cost reduction, human resource development and leadership alignment. At the end of the fiscal year, the CEO conducts a final review with each of his direct reports, including each named executive officer, and rates their performance. The CEO then submits to the compensation and management development committee a performance assessment and compensation recommendation for each of the named executive officers. The performance evaluations are based on factors such as achievement of company and individual objectives and contributions to our financial performance. Individual performance of the named executive officers is used by the CEO and the compensation and management development committee in consideration of merit increases in base salary and the individual performance modifier on the annual incentive plan award.

The compensation and management development committee reviews and evaluates the CEO's self-assessment of performance against objectives and, with input from the full board and the independent compensation consultant, determines in executive session the individual performance modifier assigned to the CEO for the recently completed year and base salary adjustments for the new year. The compensation and management development committee reviews and approves the base salary adjustments and the individual performance modifiers for the other named executive officers, based in part on recommendations by the CEO. The compensation and management development committee's assessment of each named executive officer's performance relative to Company and personal objectives was communicated to the executive.

In setting the CEO's individual performance modifier for 2018 at 127.15%, the compensation and management development committee considered a number of the CEO's accomplishments in 2018, including:

- Executed on all aspects of the financial plan, which led to record setting levels of adjusted earnings per share and Adjusted EBIT, including more than \$1 billion of Adjusted EBIT in the Acetyl Chain;
- Grew pipeline closes by 47% to more than 3,250 in the Engineered Materials segment;
- Returned \$1.1 billion to stockholders through dividends and repurchases of shares;
- Rewarded employees worldwide by granting a stock award in order to reinforce engagement and alignment towards the Company's 3 year strategic plan;
- Onboarded a new chief financial officer;
- Added a new director to the board, increasing the diversity of the board;
- Substantially integrated one acquisition;
- Increased the number of women in executive positions and grew the bench of diverse talent at every level of the organization;
- Employed various tactics to increase internal mobility and expanded our global career framework to include all non-exempt employees, allowing for a more fungible talent pool;
- Personally led efforts to build leadership capability in support of a respectful workplace for all employees;
- Substantially improved safety performance of acquired businesses and maintained high-performing stewardship results in the areas of process safety and environmental events;

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Removed impediments to allow the Company to be added to the S&P500 Index;

Increased volunteerism across Celanese with employees investing over 200,000 hours of their time in the communities where we work and live; and

Granted \$1,000,000 to a number of non-profit organizations recommended by employees through the Celanese Foundation.

Based on the compensation and management development committee's evaluation of company and individual performance, it awarded annual incentive plan awards for 2018 for the CEO and the remaining executive officers, which are shown in the "2018 Summary Compensation Table" below under the "Non-Equity Incentive Plan Compensation" column. The CEO also recommended a discretionary bonus for Ms. Jurecka, based on extraordinary individual performance in the areas of advancing company culture, building our company's talent, and driving diversity and inclusion. Based on that recommendation, the compensation and management development committee approved a discretionary bonus for such executive officer, which is shown in the "2018 Summary Compensation Table" below under the "Bonus" column.

## 2018 Performance Summary

The threshold, target and superior performance levels, as well as the actual performance levels and corresponding payout percentages, for the performance measures used in the 2018 annual incentive plan, which were approved by the compensation and management development committee, were as follows:

| Metric   | Weighting | Threshold | Target  | Superior | Actual  | Achievement | Payout |  |
|--|-----------|-----------|---------|----------|---------|-------------|--------|--|
| Adjusted EBIT Growth <sup>(1)</sup>              | 65%       | 0%        | 8%      | 15%      | 36%     | 200%        | 130%   |  |
| Adjusted EBIT Amount (\$ billion)                |           | \$1.356   | \$1.460 | \$1.560  | \$1.852 |             |        |  |
| Working Capital as % of net sales <sup>(2)</sup> | 20%       | 18.4%     | 17.4%   | 16.4%    | 18.1%   | 55%         | 11%    |  |
| Stewardship:                                     |           |           |         |          |         |             |        |  |
| Occupational Safety <sup>(3)</sup>               | 5%        | 38        | 25      | 15       | 35      | 42%         | 2%     |  |
| Process Safety <sup>(4)</sup>                    | 5%        | 13        | 11      | 8        | 9       | 167%        | 8%     |  |
| Environment <sup>(5)</sup>                       | 5%        | 48        | 37      | 31       | 15      | 200%        | 10%    |  |
| Aggregate business performance modifier          |           |           |         |          |         |             | 161.4% |  |

For purposes of calculating the 2018 annual incentive plan award, Adjusted EBIT is defined as net earnings (loss) attributable to Celanese Corporation, plus (earnings) loss from discontinued operations, less interest income, plus

(1) interest expense, refinancing expense and taxes and further adjusted for Certain Items. See "Exhibit A". The percentages for Threshold, Target and Superior reflect the required percentage improvement over the prior year's Adjusted EBIT of \$1.356 billion.

For purposes of calculating the 2018 annual incentive plan award, the working capital component is defined as (a) third-party accounts receivable plus (b) inventory less (c) third-party accounts payable divided by (d) net sales

(2) annualized, computed monthly and compared with monthly targets. The table reflects the full year average of the monthly results compared to the targets. Working capital excludes the working capital associated with acquisitions closed in 2018.

(3) For purposes of calculating the 2018 annual incentive plan award for occupational safety, the number of Company injuries is expressed as actual recordable incidents and lost time injuries (as defined in OSHA regulations) of our employees and on-site contractors world-wide, exclusive of employees / contractors of our recently acquired companies.

(4) For purposes of calculating the 2018 annual incentive plan award, process safety includes the actual number of incidents of an unplanned or uncontrolled release of primary containment in a process that results in an injury, fire, explosion, community impact or exceeds a threshold quantity.

(5) For purposes of calculating the 2018 annual incentive plan award, environment stewardship includes the actual number of serious and major chemical releases into the environment (defined as a release that is greater than 15% of the reportable quantity).

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Long-Term Incentive Compensation

Philosophy

In furtherance of our long-term compensation strategy, we offer a compensation mix that provides appropriate incentives to meet our objectives of providing competitive pay packages for talented executives, delivering compensation that is performance-based, and aligning management's interests with those of stockholders. As described above in the "Elements of Compensation" table, long-term incentives in the form of equity awards support our compensation objectives and are consistent with our overall strategy to attract, motivate, reward and retain top performers. Since 2009, the compensation and management development committee has annually granted (except in 2012) long-term incentive awards to our executive officers with overlapping performance periods to provide them with personal financial motivation to help us reach our longer-term goals. In addition to providing the officer with a long-term stake in our success, we believe these awards serve as a significant retention tool to dissuade them from leaving the Company. The Company makes these awards under our stockholder-approved 2009 Global Incentive Plan (the "2009 GIP") or, beginning in April 2018, the stockholder-approved 2018 Global Incentive Plan (the "2018 GIP"). As discussed under "Setting Total Compensation" above, the total award value for the long-term incentives is determined by the compensation and management development committee each year in its discretion as part of setting total annual compensation, taking into account market data from our comparator group and, where the comparator group did not have corresponding executives with similar roles, then from survey data. The award value is then divided by the grant date fair value of the award to determine the number of units actually awarded. The starting value for the award, however, does not represent the actual compensation the named executive officer will realize. These awards are intended to focus the named executive officers on future company performance, and the actual value realized by a named executive officer will depend on our performance over time and the named executive officer's continued employment with the Company. See "[2018 Grants of Plan-Based Awards Table](#)" for additional information. The following table summarizes the principle design elements of our performance-based long-term equity awards.

| Feature   | 2016-2018 LTIP Awards   |
|---|---|
| Form of award   | Performance-vesting restricted stock unit   |
| Performance period                                    | Three years   |
| Performance measure(s)                                | Adjusted EPS (70%) (earnings measure) and Return on Capital Employed (ROCE)<br>(1) (30%) (return measure)   |
| Maximum payout  | 200% x target   |
| Performance limits based on Company stock performance | The payout on the Adjusted EPS component is limited if the Company's relative total stockholder return (TSR) is in the bottom quartile of the S&P 500 index companies |
| Dividends on unvested awards                          | No  |
| Alternate performance measure                         | No  |

(1) Return on Capital Employed is defined as Adjusted EBIT divided by capital employed, which is the beginning and end-of-year average of the sum of property, plant and equipment, net; trade working capital (calculated as trade receivables, plus inventories less trade payables - third party and affiliates); goodwill; intangible assets, and investments in affiliates, adjusted to eliminate noncontrolling interests.



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The following summarizes long-term incentive awards that had performance periods concluded during 2018 or that were awarded in 2018.

## Awards Granted in 2016

Annual Performance Award. A portion of our long-term incentive award granted in February 2016 was a PRSU based on Adjusted EPS Growth and Return on Capital Employed, earned over the three-year period 2016-2018, as described above and in earlier proxy statements (“2016 LTIP”). As noted in the table below, the level of Adjusted EPS achieved superior performance and the level of Return on Capital Employed was slightly below superior. After a review of the actual performance compared to the PRSU performance metrics, the compensation and management development committee determined that the award should pay out at 199.2% of the target amount upon the vesting date in February 2019. The Company’s three-year relative total stockholder return was above the bottom quartile of the S&P 500 Index and, therefore, there was no reduction in the earned level of the Adjusted EPS component.

Performance compared to target is shown below:

| Performance Measure                               | Metric Weighting | Threshold | Target      | Superior | Actual Payout |
|---|------------------|-----------|-------------|----------|---------------|
| Adjusted EPS <sup>(1)</sup> Growth <sup>(2)</sup> | 70%              | —%        | 6%          | 12%      | 22.3% 200.0%  |
| Return on Capital Employed <sup>(1)(3)</sup>      | 30%              | 14%       | 18.5%-20.5% | 23%      | 22.9% 197.3%  |
| Aggregate payout                                  |                  |           |             |          | 199.2%        |

Adjusted EPS is defined by the Company as earnings (loss) from continuing operations attributable to Celanese Corporation, adjusted for income tax (provision) benefit, Certain Items, and refinancing and related expenses, divided by the number of basic common shares and dilutive restricted stock units and stock options calculated using the treasury method. Return on Capital Employed (ROCE) is defined as Adjusted EBIT divided by capital employed, which is the beginning and end-of-year average of the sum of property, plant and equipment, net, trade working capital (calculated as trade receivables, net plus inventories less trade payables - third party and affiliates), goodwill, intangible assets, and investments in affiliates, adjusted to eliminate noncontrolling interests. See “[Exhibit A](#)” for definitions and additional information.

<sup>(1)</sup> The Adjusted EPS goals will be determined by comparing the increase in the cumulative amount of Adjusted EPS over the three-year performance period (2016-2018) to the Adjusted EPS for fiscal 2015. The cumulative measure incorporates long-term compound annual growth rates determined by the compensation and management development committee.

<sup>(2)</sup> The Company’s three-year average ROCE will be compared to benchmarks for Threshold, Target (a range) and Superior set by the compensation and management development committee. ROCE goals are established in a manner that focuses management on value creation through the effective deployment of capital.

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Awards Granted in 2018

Annual Performance Award. For 2018, the compensation and management development committee approved a long-term incentive plan design (the “2018 LTIP”) under the 2009 GIP pursuant to which awards of PRSUs were made to our named executive officers, other than the CEO. The design of the 2018 LTIP was substantially similar to the 2016 LTIP and 2017 Long Term Incentive Plan (“2017 LTIP”). PRSUs granted on February 8, 2018 facilitate stock ownership and will vest on February 15, 2021, subject to adjustment (0-200% of targeted amount) based on the Company’s achievement of target levels of adjusted earnings per share and return on capital employed during a three-year performance period (2018-2020) as described in the following table:

|   | Metric Weighting | Payout Level    |           |        |                     |
|---|------------------|-----------------|-----------|--------|---------------------|
|   |                  | Below Threshold | Threshold | Target | Superior            |
| Adjusted EPS <sup>(1)</sup> Growth <sup>(2)</sup> | 70%              | 0%              | 50%       | 100%   | 200% <sup>(4)</sup> |
| Return on Capital Employed <sup>(1)(3)</sup>      | 30%              | 0%              | 50%       | 100%   | 200%                |

<sup>(1)(3)</sup> See the corresponding notes to the table above concerning the 2016 LTIP awards.

The Adjusted EPS goals will be determined by comparing the increase in the cumulative amount of Adjusted EPS <sup>(2)</sup> over the three-year performance period (2018-2020) to the Adjusted EPS for fiscal 2017. The cumulative measure incorporates long-term compound annual growth rates determined by the compensation and management development committee.

<sup>(4)</sup> The payout on the adjusted earnings growth measure will be limited if the Company’s three-year relative total stockholder return is in the bottom quartile of the S&P 500 Index.

We disclose the specific performance targets for our incentive plans after completion of the relevant performance period. We will show the performance targets and results for the 2018 PRSUs in the spring 2021 proxy statement after completion of the performance period.

Other Awards. As noted above, for 2018, the compensation and management development committee determined to make our CEO’s (Mr. Rohr’s) long-term incentive award in the form of time-vesting RSUs, vesting annually over 3 years, rather than PRSUs as for the other named executive officers. The compensation and management development committee determined to use this vehicle, rather than PRSUs, to reflect a shift in the CEO’s focus to succession planning and transition. See “[CEO 2018 Compensation Decisions](#)” for more information about Mr. Rohr’s RSU award. In addition to a PRSU award under the 2018 LTIP, Mr. Oliver also received time-vesting RSUs in February 2018 (like the prior year) along with other senior leaders who are not named executive officers. These RSU awards vest over 3 years from the grant date. In light of his interim status as acting CFO, the compensation and management development committee decided not to adjust his historical long-term award mix.

In addition, in connection with Mr. Edwards’ decision to retire as an officer of the Company effective December 31, 2018, and in order to encourage his continued employment in a non-officer capacity through January 31, 2019 to facilitate a smooth transition of his role, the management and compensation committee agreed to permit pro rata vesting of the final tranche of a time-vesting RSU award originally granted to him in 2017 when he was first hired. As required by SEC rules, the incremental fair value of this modified award appears as additional 2018 compensation in the Summary Compensation Table and as an additional grant in the Grant of Plan-Based Awards Table.

Executive Pay Parity

The disparities in Mr. Rohr’s total compensation as compared to that of the other named executive officers exist because his responsibilities are greater and his ability to impact the future of the Company is greater. The average total direct compensation (base salary, actual annual incentive plan award and grant date fair value of long-term incentives) awarded to the named executive officers was 32.7% of the total compensation of the CEO. Mr. Richardson’s, Mr. Sutton’s, Mr. Edwards’, Ms. Jurecka’s, and Mr. Oliver’s total compensation consisted of 18.8%, 36.3%, 23.1%, 14.9% and 9.6% of Mr. Rohr’s total compensation, respectively. The compensation and management

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development committee believes that these compensation relationships effectively reflect each named executive officer's level of responsibility and our core compensation philosophy.

Compensation Governance

Compensation and Management Development Committee Oversight

The compensation and management development committee is responsible for establishing compensation policies and programs that are consistent with our business strategy and aligned with our stockholders' interests. Specifically, the compensation and management development committee is responsible for:

- reviewing and approving the corporate goals and objectives relevant to the compensation of the CEO and our other named executive officers;
- evaluating the performance and compensation of the CEO and our other named executive officers in light of their established goals and objectives;
- reviewing and approving both target and actual pay levels of the CEO and our other named executive officers; and
- reviewing and approving incentive and equity-based compensation plans, including our annual incentive plan award and our long-term incentive plans, and all grants of awards under such plans to our executive officers.

Our compensation and management development committee is comprised entirely of independent directors (as defined under NYSE listing standards) who are also non-employee directors (under SEC rules) and outside directors (under IRS rules).

Role of the Compensation Consultant in Making Decisions

Pursuant to its charter, the compensation and management development committee has the sole authority to retain and terminate any compensation consultant.

During 2018, the compensation and management development committee retained Willis Towers Watson PLC ("Willis") as its independent outside compensation consultant to advise it in connection with executive compensation matters. Representatives of Willis regularly attend compensation and management development committee meetings as requested by its chair, and report directly and exclusively to the compensation and management development committee on matters relating to compensation for the named executive officers. In 2018, Willis provided the following services to the compensation and management development committee:

- analyzed and benchmarked incentive plan targets;
- reviewed and provided guidance on compensation plan design;
- reviewed the composition of our compensation comparator group and recommended modifications;
- conducted an analysis of our compensation for the CEO and the other named executive officers, and assessed how target and actual compensation aligned with our philosophy and objectives; and
- provided market data, historical compensation information, internal equity comparisons, share usage and dilution, competitive practice information, and recommendations regarding compensation trends, compensation strategy and our proxy statement.

In addition, Willis analyzed and benchmarked non-employee director compensation at the request of the nominating and corporate governance committee.

In addition to the executive compensation services provided by Willis to the compensation and management development committee, and the director compensation services provided to the nominating and corporate governance committee, specialized teams at Willis and affiliates provided certain services to the Company in 2018 at the request of management consisting of (i) pension valuation services for broad-based defined benefit plans that



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we sponsor; (ii) total rewards consulting services, including advice in connection with union negotiations, annuity purchases, and analysis for M&A activity; (iii) non-customized executive and non-executive compensation survey data, and (iv) insurance procurement services for directors' and officers' and other specialized insurance coverages. In fiscal 2018, the Company paid \$198,937 to Willis for its executive compensation services to the compensation and management development committee and approximately \$1,813,524 to Willis for its other services to the Company. The compensation and management development committee believes that, given the nature and scope of these services, the provision of these additional services did not raise any conflict of interest pursuant to applicable SEC and NYSE rules and did not impair Willis's ability to provide independent advice to the compensation and management development committee concerning executive compensation matters and concluded that no such conflicts of interest existed. In making this determination, the compensation and management development committee considered, among other things, the following factors: (i) the types of non-compensation services provided by Willis, noting in particular that many of the services had been provided to the Company by the former Towers Perrin firm since 2003 (pension and compensation) and by the former Willis & Co. firm since 2008 (insurance brokerage), and that the Willis personnel who perform these additional services for the Company operated separately and independently of the Willis personnel that perform executive compensation-related services for the committee, (ii) the amount of fees for such non-compensation services, noting in particular that such fees are negligible when considered in the context of Willis's total revenues for the period, (iii) Willis's policies and procedures that are designed to prevent conflicts of interest, (iv) the committee's decision to engage Willis, and the fact that the committee, in its discretion, determines whether to retain or terminate Willis as its executive compensation consultant, (v) Willis representatives who advise the compensation and management development committee do not provide any other services to the Company, (vi) there are no other business or personal relationships between Company management or members of the compensation and management development committee, on the one hand, and any Willis representatives who provide compensation services to the Company, on the other hand, and (vii) neither Willis nor any of the Willis representatives who provide executive compensation services to the Company own any Common Stock or other securities of the Company (except potentially in passive investments where the investment decision is made by external managers). In compliance with SEC and NYSE requirements regarding the engagement of executive compensation consultants, Willis provided the compensation and management development committee with a letter, considered by the committee, confirming facts regarding the independence of such firm's directors, consultants and employees who advise the committee on executive compensation matters.

### Role of Management in Making Decisions

The compensation and management development committee regularly meets with the CEO and the senior vice president and chief human resources officer (CHRO) to receive reports and recommendations regarding the compensation of our named executive officers other than the CEO. In particular, the CEO submits recommendations, as appropriate, to the compensation and management development committee on the base salary, target annual incentive plan award levels, and target levels of long-term incentive plan compensation to be offered to each named executive officer (other than himself). Recommendations are developed in consultation with the senior vice president and CHRO (other than for herself) and the compensation and management development committee's independent compensation consultant and are accompanied by peer company and general market data prepared by such consultant. In addition, the CEO makes recommendations to the compensation and management development committee on the individual performance modifiers used to determine each named executive officer's actual payout under the annual incentive plan award. Although the compensation and management development committee considers the CEO's recommendations, the final decisions regarding base salary, annual incentive plan and long-term incentive plan opportunities and individual performance modifiers are made by the compensation and management development committee after discussion with the board. The CEO does not make any recommendations to the compensation and management development committee regarding his own compensation.

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Additional Information Regarding Executive Compensation  
Other Compensation Elements

Consistent with providing a total pay program that is sufficiently competitive with the members of our compensation comparator group so as to attract and retain highly qualified personnel, our named executive officers receive or have access to the following benefits. We believe all of these plans have proven useful and, in many cases, necessary for recruiting and retention purposes.

Retirement Benefits

Our named executive officers participate in our various employee benefit plans designed to provide retirement income. Our qualified and non-qualified pension plans provide a retirement income base, and our qualified and non-qualified 401(k) plans permit additional retirement savings. To encourage retirement savings under the qualified and nonqualified 401(k) plans, we provide an employer matching contribution. We limit eligible compensation for employer contributions under the qualified and non-qualified 401(k) plans to annual base salary for our named executive officers. As a result, the compensation and management development committee's decisions to grant annual incentive awards (whether cash or equity) do not create any additional retirement benefits under these plans for our named executive officers. For more information about these plans, see "2018 Summary Compensation Table", "2018 Pension Benefits Table" and "2018 Nonqualified Deferred Compensation Table".

Perquisites

Our named executive officers receive health and welfare benefits, such as group medical, group life and long-term disability insurance coverage, under plans generally available to all other U.S.-based salaried employees. Consistent with our pay-for-performance policy, we provide our named executive officers with limited executive fringe benefits and perquisites. For named executive officers who we ask to serve on overseas assignments, we provide benefits under our expatriate assignment program to help offset the additional costs of the assignment, including relocation expenses, housing, car and educational allowances, cost of living differentials, tax preparation expenses, and certain related tax equalization and tax gross-up payments. These are described in the notes to the "2018 Summary Compensation Table".

Severance Plan

In order to have a competitive benefit that allows for consistent administration without negotiations of special payments, we have an Executive Severance Benefits Plan ("Severance Plan") for our named executive officers. The Severance Plan provides cash payments upon involuntary termination without cause, but is not available in the event of a change in control to individuals that have a change in control agreement as described below. See "Potential Payments Upon Termination or Change In Control" for additional information.

Change in Control Agreements

We have change in control agreements with each of our named executive officers to ensure that management will objectively consider potential transactions that may benefit stockholders without regard to potential impact on their continued employment. The change in control agreements provide for a cash payment to be made following a termination of employment by the Company without cause or by the officer with good reason within two years following a change in control. See "Potential Payments Upon Termination or Change In Control" for additional information. In approving the form of change in control agreement several years ago, the compensation and management development committee considered the prevalence of such agreements among similarly-situated executives at the companies in our compensation comparator group based on data collected for the Company by the compensation and management development committee's then independent compensation consultant. The compensation and management development committee also determined that the uniform non-compete and non-



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solicit clauses contained in such agreements provide a significant benefit to the Company. None of the change in control agreements in effect with our named executive officers contains a tax gross-up.

### No Employment Agreements

We do not have any employment agreements with any of our executive officers. All of our executive officers are “at will” employees.

### Executive Stock Ownership Requirements

The compensation and management development committee has adopted stringent stock ownership guidelines for our named executive officers. The types of securities that count toward required share ownership include only (i) shares of Common Stock owned outright, whether individually or through beneficial ownership in a trust or partnership, (ii) shares of Common Stock or share equivalents held in a Company-sponsored deferred compensation or retirement plan, and (iii) 60% of unvested RSUs that will vest within one year of the measurement date. Stock options do not count towards the ownership requirements. Failure to meet stock ownership requirements, or failure to make a meaningful effort to do so, may result in the executive officer not receiving future base salary increases or long-term incentive awards, and may also make the executive officer ineligible for promotion.

The following table sets forth, the ownership requirement (expressed as a multiple of base salary) for each of our named executive officers serving at year-end and the shares or equivalents owned (expressed as a multiple of base salary) as of December 31, 2018 under our current ownership guidelines:

| Named Executive Officer | Minimum Required Ownership | Ownership as of December 31, 2018 <sup>(1)(2)</sup> |
|-------------------------|----------------------------|---|
| Mark C. Rohr            | 6 times base salary        | 43.8 times base salary                              |
| Scott A. Richardson     | 3 times base salary        | 4.6 times base salary                               |
| Scott M. Sutton         | 3 times base salary        | 11.1 times base salary                              |
| Peter G. Edwards        | 3 times base salary        | 0.6 times base salary                               |
| Shannon L. Jurecka      | 3 times base salary        | 1.0 times base salary                               |

<sup>(1)</sup> Calculated using \$101.10, the average of the 2018 high and low share prices, and total salary paid during 2018.

Ms. Jurecka is on track for compliance with the ownership guideline by the October 2022 deadline, based on her

<sup>(2)</sup> promotion date. Mr. Edwards resigned as an officer effective December 31, 2018 and retired from the Company effective January 31, 2019.

### Executive Compensation Clawback Policy

In order to further align management’s interests with the interests of stockholders and support good governance practices, our compensation and management development committee adopted a clawback (also known as a recoupment) policy applicable to long-term incentive plan awards to an employee along with bonuses paid out under our annual incentive plan. The policy prohibits the awardee from (i) disclosing confidential or proprietary information, (ii) competing with us, and (iii) soliciting or hiring employees, former employees or consultants of ours for a period of one year following the termination of the awardee’s employment with us for any reason. In the event that the awardee violates the provisions of the recoupment policy, the covered awards will cease vesting and the awardee will forfeit any rights to the covered awards and will be required to deliver to us any amount received from the long-term incentive cash award or gain realized on any stock option exercises or any other transaction relating to an equity award granted by us.

In addition, pursuant to Section 304 of the Sarbanes-Oxley Act of 2002, if we are required to restate our financial statements due to material noncompliance with any financial reporting requirements as a result of misconduct, the CEO and chief financial officer will be required to reimburse us for any bonus or other incentive-based or equity-

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based compensation received during the 12 months following the first public issuance of the non-complying document, and any profits realized from the sale of securities of the Company during those 12 months.

Tally Sheets

From time-to-time, the compensation and management development committee reviews a summary report, or “tally sheet,” prepared by management for each named executive officer. The purpose of a tally sheet is to show the total dollar value of the executive’s annual compensation. This includes the executive’s base salary, annual incentive award, long-term incentive compensation, and other compensation. The tally sheet also shows (or the committee is separately provided from time to time) holdings of Common Stock and equivalents, and accumulated value and unrealized gains under prior long-term incentive compensation awards. The compensation and management development committee uses tally sheets to estimate the total annual compensation of the named executive officers, and to provide perspective on the value accumulated by the named executive officers from our compensation program.

Tax and Accounting Considerations

Tax Deductibility of Compensation Expense

Internal Revenue Code Section 162(m) limits the deductibility of compensation in excess of \$1 million paid to any one named executive officer in any calendar year. Under the tax rules in effect before 2018, compensation that qualified as “performance-based” under Section 162(m) was deductible without regard to this \$1 million limit. However, the 2017 Tax Cuts and Jobs Act (the “2017 Tax Act”) eliminated this performance-based compensation exception effective January 1, 2018, subject to a special rule that “grandfathers” certain awards and arrangements that were in effect on or before November 2, 2017. As a result, compensation that the committee structured in 2017 and prior years with the intent of qualifying as performance-based compensation under Section 162(m) that is paid on or after January 1, 2018 may not be fully deductible, depending on the application of the special grandfather rules. Moreover, from and after January 1, 2018, compensation awarded in excess of \$1 million to our named executive officers generally will not be deductible.

Although the 2017 Tax Act will limit the deductibility of compensation paid to the named executive officers, the compensation and management development committee will, consistent with its past practice, design compensation programs that are intended to be in the best long-term interests of the Company and our stockholders, with deductibility of compensation being one of several considerations taken into account.

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Compensation Risk Assessment

It is our policy to regularly monitor our compensation policies and practices to determine whether our risk management objectives are being met and to adjust those policies and practices to address any incentives that are determined to encourage risks that are reasonably likely to have a material adverse effect on us and any changes in our risk profile. With respect to the compensation of our executives, the compensation and management development committee, with the input of the independent compensation consultant and management, takes into consideration whether any such programs may incentivize excessive risk taking. As part of these considerations and consistent with its compensation philosophy, our compensation program, particularly our annual and long-term incentive plans, are designed to provide incentives for the executives to achieve our objectives without encouraging excessive risk-taking because:

- our incentive programs utilize a mix of short-term and long-term performance measures, which provide executives with short-term incentive to improve our results while also providing a significant incentive to maintain those results for the long-term;
- a significant portion of our named executive officers' incentive compensation consists of long-term incentive or other equity-based compensation, which, when coupled with our stock ownership guidelines, encourages long-term equity ownership of our Common Stock by the executives, aligning their interests with our stockholders;
- the financial metrics utilized under each of the programs are designed to reflect measures of stockholder value over multiple years or annual operational performance that the compensation and management development committee believes will create long-term stockholder value;
- various non-financial metrics (such as achievement of environmental, health and safety goals) are used as part of the process of determining compensation;
- in determining the exact mix of compensation from year to year, the compensation and management development committee intends to grant awards that provide an appropriate level of "market risk" that do not encourage excessive risk taking; and
- compensation payment opportunities that may be excessive are avoided due to the limits placed on the amount of incentive payments that may be earned.

With respect to the compensation of employees other than the named executive officers, the compensation and management development committee has reviewed our compensation policies and practices to determine whether those policies and practices encourage excessive or inappropriate risk. Our compensation programs for employees other than the named executive officers are designed to incentivize employees to demonstrate the courage to make decisions that benefit the Company as a whole, while accepting personal accountability and avoiding unnecessary risk.

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Compensation and Management Development Committee Report

The compensation and management development committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management and the compensation and management development committee's independent compensation consultant and, based on its review and discussions, the compensation and management development committee recommended to the board of directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 and this Proxy Statement. This report was submitted by the compensation and management development committee,

Dated: February 6, 2019 Kathryn M. Hill, Chair

Jean S. Blackwell

Edward G. Galante

Dr. Jay V. Ihlenfeld

The compensation and management development committee report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other filing under the Securities Act of 1933, or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates the compensation and management development committee report by reference therein.

Compensation Committee Interlocks and Insider Participation

No member of the compensation and management development committee was at any time during 2018 employed as an employee or officer of the Company or had any relationship with us requiring disclosure under Item 404 of Regulation S-K. In addition, no executive officer of the Company has served on the board of directors or compensation committee of any other entity that has one or more executive officers who served as a member of our board of directors or compensation and management development committee during 2018.

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## Compensation Tables

## 2018 Summary Compensation Table

The following table summarizes all compensation for the fiscal years ended December 31, 2018, 2017 and 2016 awarded to, earned by, or paid to each of the named executive officers:

| Name and Principal Position <sup>(1)</sup>   | Year | Salary (\$) <sup>(2)</sup> | Bonus (\$) | Stock Awards (\$) <sup>(3)</sup> | Option Awards (\$) <sup>(4)</sup> | Non-Equity Incentive Plan Compensation (\$) <sup>(5)</sup> | Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$) <sup>(6)</sup> | All Other Compensation (\$) <sup>(7)</sup> | Total (\$) |
|--|------|----------------------------|------------|----------------------------------|-----------------------------------|--|--|--|------------|
| (a)  | (b)  | (c)                        | (d)        | (e)                              | (f)                               | (g)  | (h)  | (i)  | (j)        |
| Mark C. Rohr<br>Chairman, Chief<br>Executive Officer and<br>President                  | 2018 | 1,155,000                  | —          | 7,999,985 <sup>(8)</sup>         | —                                 | 3,200,000  | 1,000  | 158,175                                    | 12,514,160 |
|  | 2017 | 1,155,000                  | —          | 7,499,920                        | —                                 | 3,100,000  | 1,000  | 163,708                                    | 11,919,628 |
|  | 2016 | 1,142,308                  | —          | 5,999,880                        | —                                 | 1,962,000  | 1,000  | 156,218                                    | 9,261,406  |
| Scott A. Richardson<br>Senior Vice President<br>and Chief Financial<br>Officer         | 2018 | 513,846                    | —          | 799,904 <sup>(8)</sup>           | —                                 | 968,400  | —  | 66,949                                     | 2,349,099  |
| Scott M. Sutton<br>Chief Operating Officer   | 2018 | 750,000                    | —          | 2,499,878 <sup>(8)</sup>         | —                                 | 1,210,500  | —  | 76,875                                     | 4,537,253  |
|  | 2017 | 645,231                    | —          | 1,299,884                        | —                                 | 1,422,000  | 1,000  | 65,836                                     | 3,433,951  |
|  | 2016 | 581,538                    | —          | 4,799,848                        | —                                 | 739,600  | —  | 61,527                                     | 6,182,513  |
| Peter G. Edwards<br>Executive Vice<br>President & General<br>Counsel                   | 2018 | 594,230                    | —          | 1,510,036 <sup>(8)</sup>         | —                                 | 726,300  | —  | 65,365                                     | 2,895,931  |
|  | 2017 | 530,769                    | —          | 2,499,896 <sup>(9)</sup>         | —                                 | 715,500  | —  | 291,880                                    | 4,038,045  |
| Shannon L. Jurecka<br>Senior Vice President &<br>Chief Human Resources<br>Officer      | 2018 | 450,769                    | 40,000     | 599,858 <sup>(8)</sup>           | —                                 | 720,000  | —  | 49,585                                     | 1,860,212  |
|  | 2017 | 361,539                    | —          | 874,731                          | —                                 | 438,000  | —  | 11,423                                     | 1,685,693  |
| Kevin S. Oliver<br>Former Chief<br>Accounting Officer,<br>Controller and Acting<br>CFO | 2018 | 370,408                    | —          | 274,898 <sup>(8)</sup>           | —                                 | 246,000  | —  | 316,220                                    | 1,207,526  |
|  | 2017 | 355,100                    | —          | 229,846                          | —                                 | 278,000  | 14,000   | 38,761                                     | 915,707    |
|  | 2016 | 341,428                    | —          | 459,877                          | —                                 | 179,000  | —  | 37,557                                     | 1,018,009  |

<sup>(1)</sup> Principal position as of December 31, 2018. Mr. Richardson was elected Senior Vice President and Chief Financial Officer effective February 16, 2018. Ms. Jurecka was elected Senior Vice President and Chief Human Resources Officer in 2017 and was named an executive officer effective October 18, 2017. Mr. Oliver served as our acting Chief Financial Officer from October 2017 until the appointment of Mr. Richardson, as our new Chief Financial Officer, and remained our Chief Accounting Officer until April 20, 2018, after which he relocated to our

Amsterdam Regional Headquarters and serves as our Vice President, Finance, Europe. Information is not provided for years prior to 2018 for Mr. Richardson because he was not an executive officer prior to 2018. Information is not provided for Mr. Edwards or Ms. Jurecka for years prior to 2017 because neither was an executive officer prior to 2017.

For Messrs. Richardson and Oliver, includes dividends on deferred RSUs with a hold feature that settled in 2018.

- (2) Additional information is included in the “2018 Nonqualified Deferred Compensation Table” and accompanying text.

Represents the grant date fair value of long-term incentive (equity) awards granted in the year indicated under our

- (3) 2009 GIP computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC Topic 718”). For a detailed discussion of the method and assumptions used to calculate such value for 2018, see Notes 2

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and 20 to our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. The compensation and management development committee approved a change in the vesting treatment for the RSU award received by Mr. Edwards in 2017 when he joined the company. The approved change provides for pro rata vesting of the final tranche on the original vesting date. Consequently, for 2018, Mr. Edwards' stock award value also reflects the incremental fair value of \$410,108 related to the modification. Additional information regarding PRSUs and RSUs granted to the named executive officers during 2018 is set forth in note 8 below and in the "2018 Grants of Plan-Based Awards Table" on a grant-by-grant basis.

(4) No stock options were granted during the fiscal year ended December 31, 2018.

Includes 2018 Annual Incentive Plan award cash payouts with respect to 2018 performance. Further information about the Annual Incentive Plan is set forth in "Compensation Discussion and Analysis – Compensation Decisions – Salary and Incentive Compensation – Annual Incentive Plan Awards" and the "2018 Grants of Plan-Based Awards Table".

(6) Consists entirely of the aggregate respective change in the actuarial present value of each individual's pension benefits based on a discount rate of 4.23% for 2018. The discount rate in 2017 was 3.54% and the rate in 2016 was 3.95%. The values shown assume retirement from the CARPP and the CASRSP (as applicable) at age 65 with a life only benefit.

(7) The amounts reported in this column with respect to fiscal 2018 consist of the following:

(a) Aggregate Company contributions, including matching and retirement contributions made for 2018, under the Company's tax-qualified and non-qualified defined-contribution retirement plans, including the Celanese Americas Retirement Savings Plan ("CARSP"), a tax-qualified, defined contribution (401(k)) plan, and the Celanese Americas Supplemental Retirement Savings Plan ("CASRSP"), an unfunded, non-qualified defined contribution plan: Mr. Rohr, \$127,050, Mr. Richardson, \$56,523, Mr. Sutton, \$76,875, Mr. Edwards, \$65,365, Ms. Jurecka, \$49,585, and Mr. Oliver, \$40,745.

The CARSP is available to substantially all of our U.S. employees, including all the named executive officers. The plan is subject to the provisions of ERISA. Eligible participants are entitled to a 6% match of his or her pre-tax and after-tax contributions to the CARSP and an allocation of 5% of his or her salary up to the Code Section 401(a)(17) limit (\$275,000 in 2018) in lieu of the former pension plan contribution under the Celanese Americas Retirement Pension Plan ("Retirement Contributions"). The amount contributed to the plan by or on behalf of a participant is limited by Code Section 415 and is credited with earnings based on the earnings rate of an investment fund maintained for investments under the CARSP chosen by the participant.

Each of the named executive officers is entitled to an allocation under the CASRSP equal to (a) Retirement Contributions limited by Code Section 415 and not contributed to the CARSP, and (b) 6% of his or her salary in excess of the compensation limits under the CARSP ("Excess Earnings Contributions"). The amount contributed to the plan on behalf of a participant is credited with earnings based on the earnings rate of an investment fund maintained for investments under the CARSP which is currently the 1-3 year Government/Credit Bond Index Fund. Additional information about the CASRSP is set forth in the "2018 Nonqualified Deferred Compensation Table" and accompanying text.

(b) The Company provides the following perquisites to the named executive officers: personal liability insurance, and executive health services. In addition, the compensation and management development committee has authorized Mr. Rohr, as CEO, to travel on Company-provided aircraft for security and safety reasons and to maximize his availability for Company business, and considers travel that is related to Company business or otherwise benefits the Company, including travel to meetings of other boards of directors, as business use. This table includes the incremental cost of the use of Company-provided aircraft and related travel expenses for Mr. Rohr to attend meetings of another public company's and a private foundation's board of directors on which he serves (and not for vacation, commuting or other personal use), of \$22,555 for 2018. The incremental cost was determined using a method that takes into account the variable costs such as landing fees, aircraft fuel charges, taxes, local transportation and catering. Because our aircraft is used primarily for business-related travel, we do not include fixed costs, such as the acquisition costs of leased aircraft. The Company also provided certain benefits under our expatriate assignment

program to Mr. Richardson (related to his prior assignment in China) and Mr. Oliver (related to his three-year assignment to Amsterdam as our Vice President, Finance, Europe). For Mr. Richardson, the benefits consisted of \$5,400 for tax preparation services. For Mr. Oliver, the benefits had an aggregate cost of \$271,884, and consisted of relocation expenses, housing, car and educational allowances, cost of living differentials, tax preparation expenses, immigration fees and certain other taxable reimbursements related to the assignment. Mr. Oliver also received under the program \$5,162 in tax gross-ups for certain of the program's taxable benefits. Perquisites and personal benefits were excluded for all of the named executive officers to the extent that the total value of all perquisites and personal benefits for a named executive officer was less than \$10,000. In addition, the table does not include any amounts for personal benefits provided to any of the named executive officers for which we believe there is no aggregate incremental cost to us, including use of tickets for certain sporting events.

No tax gross-ups were paid to any named executive officer during 2018 except as noted above for Mr. Oliver under our expatriate assignment program.

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(8) The stock awards consisted of the following:

| Name                | Total 2018 Stock Awards               |   |
|---------------------|---------------------------------------|---|
|                     | Grant Date Fair Value of Annual PRSUs | Grant Date Fair Value of Time-Vested RSUs |
| Mark C. Rohr        | —                                     | \$7,999,985                               |
| Scott A. Richardson | \$799,904                             | —   |
| Scott M. Sutton     | \$2,499,878                           | —   |
| Peter G. Edwards    | \$1,099,928                           | —   |
| Shannon L. Jurecka  | \$599,858                             | —   |
| Kevin S. Oliver     | \$192,429                             | \$82,469                                  |

2018 LTIP / Annual PRSUs. The fair value of annual award PRSUs granted under the 2018 LTIP was calculated to be \$94.05 per share, as determined using a Monte Carlo simulation model on February 8, 2018, the date of grant, discounted for lack of dividend participation and for implications of the potential performance limitation if cumulative TSR for the performance period is in the bottom quartile, and adjusted for a performance premium. Payout of such PRSUs can range from a minimum of 0% to a maximum of 200% of target. The target and maximum potential values of the award of PRSUs for the named executive officers using the fair value discussed above, assuming performance at the target and maximum levels of performance conditions, is set forth below. Actual performance, and the stock price at the payout dates, is uncertain.

| Name                | Annual PRSU Awards     |                             |                         |                              |
|---------------------|------------------------|-----------------------------|-------------------------|------------------------------|
|                     | Target Number of PRSUs | Value at Target Performance | Maximum Number of PRSUs | Value at Highest Performance |
| Scott A. Richardson | 8,505                  | \$799,904                   | 17,010                  | \$1,599,808                  |
| Scott M. Sutton     | 26,850                 | \$2,499,878                 | 53,700                  | \$4,999,756                  |
| Peter G. Edwards    | 11,695                 | \$1,099,928                 | 23,390                  | \$2,199,856                  |
| Shannon L. Jurecka  | 6,378                  | \$599,858                   | 12,756                  | \$1,199,716                  |
| Kevin S. Oliver     | 2,046                  | \$192,429                   | 4,092                   | \$384,858                    |

Time-Vested RSUs. The fair value of Time-Vested RSUs (ratable vesting) granted to Mr. Rohr and Mr. Oliver listed in the first table above was calculated to be \$96.23 per share, the average of the high and low market price of our Common Stock as reported by the NYSE on February 8, 2018, the date of grant, discounted for lack of dividend participation. See Note (3) above concerning the compensation cost related to a modification to Mr. Edwards' 2017 RSU award.

(9) The grant date fair value of long-term incentive (equity) awards granted in 2017 to Mr. Edwards includes a sign-on equity award of RSUs provided when he joined the Company valued at \$1,499,979.

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## 2018 Grants of Plan-Based Awards Table

The following table summarizes incentive awards and other plan-based awards granted to each of the named executive officers during the fiscal year ended December 31, 2018:

| Name                     | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards |             |               | Estimated Future Payouts Under Equity Incentive Plan Awards |            |              | All Other Stock Awards                 |   | Grant Date Fair Value of Stock and Option Awards (\$) |
|--------------------------|------------|---|-------------|---------------|---|------------|--------------|--|---|---|
|                          |            | Thres-hold (\$)   | Target (\$) | Maxi-mum (\$) | Thres-hold (#)  | Target (#) | Maxi-mum (#) | Number of Shares of Stock or Units (#) | Number of Securities Underlying Options (#) |   |
| (a)                      | (b)        | (c)   | (d)         | (e)           | (f)   | (g)        | (h)          | (i)                                    | (j)   | (l)   |
| Mark C. Rohr             |            |   |             |               |   |            |              |  |   |   |
| AIP <sup>(1)</sup>       | N/A        | 389,813   | 1,559,250   | 4,677,750     | —   | —          | —            | —                                      | —   | —   |
| Time RSUs <sup>(3)</sup> | 2/8/18     | —   | —           | —             | —   | —          | —            | 83,134                                 | —   | 7,999,985   |
| Scott A. Richardson      |            |   |             |               |   |            |              |  |   |   |
| AIP <sup>(1)</sup>       | N/A        | 108,750   | 435,000     | 1,305,000     | —   | —          | —            | —                                      | —   | —   |
| PRSUs <sup>(2)</sup>     | 2/8/18     | —   | —           | —             | 4,253   | 8,505      | 17,010       | —                                      | —   | 799,904   |
| Scott M. Sutton          |            |   |             |               |   |            |              |  |   |   |
| AIP <sup>(1)</sup>       | N/A        | 187,500   | 750,000     | 2,250,000     | —   | —          | —            | —                                      | —   | —   |
| PRSUs <sup>(2)</sup>     | 2/8/18     | —   | —           | —             | 13,290  | 26,580     | 53,160       | —                                      | —   | 2,499,878   |
| Peter G. Edwards         |            |   |             |               |   |            |              |  |   |   |
| AIP <sup>(1)</sup>       | N/A        | 112,500   | 450,000     | 1,350,000     | —   | —          | —            | —                                      | —   | —   |
| PRSUs <sup>(2)</sup>     | 2/8/18     | —   | —           | —             | 5,848   | 11,695     | 23,390       | —                                      | —   | 1,099,928   |
| Time RSUs <sup>(3)</sup> | 11/5/18    | —   | —           | —             | —   | —          | —            | 4,125                                  | —   | 410,108 <sup>(4)</sup>                                |
| Shannon L. Jurecka       |            |   |             |               |   |            |              |  |   |   |
| AIP <sup>(1)</sup>       | N/A        | 74,750  | 299,000     | 897,000       | —   | —          | —            | —                                      | —   | —   |
| PRSUs <sup>(2)</sup>     | 2/8/18     | —   | —           | —             | 3,189   | 6,378      | 12,756       | —                                      | —   | 599,858   |
| Kevin S. Oliver          |            |   |             |               |   |            |              |  |   |   |
| AIP <sup>(1)</sup>       | N/A        | 42,188  | 168,750     | 506,250       | —   | —          | —            | —                                      | —   | —   |
| PRSUs <sup>(2)</sup>     | 2/8/18     | —   | —           | —             | 1,023   | 2,046      | 4,092        | —                                      | —   | 192,429   |
| Time RSUs <sup>(3)</sup> | 2/8/18     | —   | —           | —             | —   | —          | —            | 857                                    | —   | 82,469  |

2018 Annual Incentive Plan. For purposes of this table, (i) the “threshold” bonus amount is calculated based on all performance measures being achieved at the plan threshold levels (25% of target bonus); (ii) the “target” bonus amount is calculated based on all performance measures being achieved at the plan target levels (100% of target bonus); (iii) the “maximum” bonus amount is calculated based on all performance measures being achieved at the

(1) plan superior levels (200% of target bonus); and (iv) the individual performance modifier (0-150%) for each executive officer being equal to 100% in the “threshold” and “target” scenarios and 150% in the “maximum” scenarios, in each case with respect to the executive’s eligible earnings for 2018 as set forth in the “Salary” column in the “2018 Summary Compensation Table”. See “Compensation Discussion and Analysis – 2018 Compensation Decisions – Annual Incentive Plan Awards” for additional information.

2018 LTIP. PRSUs representing the 2018 LTIP were awarded under the 2009 GIP and vest on February 15, 2021,

(2) based on the Company’s achievement of target levels of Adjusted EPS growth and Return on Capital Employed during fiscal years

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2018-2020. See “2018 Compensation Decisions - Long-Term Incentive Compensation” and “Exhibit A” for more information about these awards and performance measures.

Time RSUs. Time-vesting RSUs were awarded to Mr. Rohr and Mr. Oliver in February 2018. These RSUs vest 33% on each of February 15, 2019 and 2020 and 34% on February 15, 2021. See “CEO 2018 Compensation

(3) Decisions” for more information about Mr. Rohr’s RSU award. The compensation and management development committee modified Mr. Edwards’ 2017 RSU award. The approved change provides for pro rata vesting of the final tranche on the original vesting date, January 27, 2020.

(4) Reflects the incremental fair value of Mr. Edwards' existing 2017 RSU award as a result of the modification described in Note (3) above.

## Outstanding Equity Awards at Fiscal 2018 Year-End Table

The following table summarizes outstanding equity awards held by each of the named executive officers as of December 31, 2018, including the vesting dates for the portions of these awards that have not yet vested:

| Name                | Grant Date | Option Awards <sup>(1)</sup>  |   |                            | Stock Awards <sup>(1)</sup> |   |   |   | Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Rights That Have Not Vested <sup>(2)</sup> | Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Rights That Have Not Vested <sup>(2)</sup> |
|---------------------|------------|---|---|----------------------------|-----------------------------|---|---|---|--|--|
|                     |            | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) | Option Expiration Date      | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested <sup>(2)</sup> (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#) |  |  |
| (a)                 | (b)        | (c)   | (d)   | (e)                        | (f)                         | (g)   | (h)   | (i)   | (j)  |  |
| Mark C. Rohr        | 4/5/12     | 30,032 <sup>(3)</sup>   | —   | 45.38                      | 4/5/19                      | —   | —   | —   | —  |  |
|                     | 2/3/16     | —   | —   | —                          | —                           | 213,500 <sup>(4)</sup>                                      | 19,208,595  | —   | —  |  |
|                     | 2/9/17     | —   | —   | —                          | —                           | —   | —   | 179,818 <sup>(5)</sup>  | 16,178,225   |  |
|                     | 2/8/18     | —   | —   | —                          | —                           | 83,134 <sup>(14)</sup>                                      | 7,479,566   | —   | —  |  |
| Scott A. Richardson | 2/3/16     | —   | —   | —                          | —                           | 10,412 <sup>(4)</sup>                                       | 936,768   | —   | —  |  |
|                     | 2/3/16     | —   | —   | —                          | —                           | 747 <sup>(7)</sup>  | 67,208  | —   | —  |  |
|                     | 12/8/16    | —   | —   | —                          | —                           | 2,128 <sup>(10)</sup>                                       | 191,456   | —   | —  |  |
|                     | 2/9/17     | —   | —   | —                          | —                           | 1,182 <sup>(12)</sup>                                       | 106,345   | 8,370 <sup>(5)</sup>  | 753,049  |  |
|                     | 2/8/18     | —   | —   | —                          | —                           | —   | —   | 8,505 <sup>(6)</sup>  | 765,195  |  |
| Scott M. Sutton     | 2/3/16     | —   | —   | —                          | —                           | 42,698 <sup>(4)</sup>                                       | 3,841,539   | —   | —  |  |
|                     | 2/3/16     | —   | —   | —                          | —                           | 10,668 <sup>(8)</sup>                                       | 959,800   | —   | —  |  |

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|         |   |   |   |   |                        |           |                       |           |
|---------|---|---|---|---|------------------------|-----------|-----------------------|-----------|
| 12/8/16 | — | — | — | — | 12,769 <sup>(10)</sup> | 1,148,827 | —                     | —         |
| 2/9/17  | — | — | — | — | —                      | —         | 31,166 <sup>(5)</sup> | 2,804,005 |
| 2/8/18  | — | — | — | — | —                      | —         | 26,580 <sup>(6)</sup> | 2,391,403 |

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| 1/27/17 | ————12,192 <sup>(11)</sup> | 1,096,914 | —                     | —         |
| 2/9/17  | ————                       | —         | 23,974 <sup>(5)</sup> | 2,156,941 |
| 2/8/18  | ————                       | —         | 11,695 <sup>(6)</sup> | 1,052,199 |

## Shannon

## L. Jurecka

|          |           |                 |         |                |                        |
|----------|-----------|-----------------|---------|----------------|------------------------|
| 10/16/16 | ————507   | <sup>(9)</sup>  | 45,615  | —              | —                      |
| 2/9/17   | ————414   | <sup>(12)</sup> | 37,248  | 2,928          | <sup>(5)</sup> 263,432 |
| 2/9/17   | ————788   | <sup>(12)</sup> | 70,896  | —              | —                      |
| 10/18/17 | ————4,013 | <sup>(13)</sup> | 361,050 | —              | —                      |
| 2/8/18   | ————      | —               | 6,378   | <sup>(6)</sup> | 573,829                |

## Kevin S.

## Oliver

|         |           |                 |         |       |                        |
|---------|-----------|-----------------|---------|-------|------------------------|
| 2/3/16  | ————5,701 | <sup>(4)</sup>  | 512,919 | —     | —                      |
| 2/3/16  | ————410   | <sup>(7)</sup>  | 36,888  | —     | —                      |
| 12/8/16 | ————980   | <sup>(10)</sup> | 88,171  | —     | —                      |
| 2/9/17  | ————544   | <sup>(12)</sup> | 48,944  | 3,858 | <sup>(5)</sup> 347,104 |
| 2/8/18  | ————857   | <sup>(14)</sup> | 77,104  | 2,046 | <sup>(6)</sup> 184,079 |

- (1) Vesting treatment upon termination of employment is described under “Potential Payments Upon Termination or Change in Control – Long-Term Incentive Awards”.

For PRSUs, the market or payout value has been computed based on the number of units awarded at an assumed superior performance (200% of target performance) for the 2017 PRSUs, and at an assumed target performance (100%) for the 2018 PRSUs, multiplied by the closing stock price on December 31, 2018, the last trading day in

- (2) 2018. Actual performance and payout value may vary. For time-based RSUs (including the 2016 PRSUs that were earned based on performance at 199.2% of target but remain subject to time-based vesting), the market value has been computed based on the number of units awarded that are unvested at the close of business on December 31, 2018 multiplied by the closing stock price on December 31, 2018. Actual payout value may vary.

- (3) Subject to a hold requirement upon exercise.

- (4) Represents PRSUs granted in February 2016 under our 2016 LTIP adjusted for actual performance at 199.2% of target as described above. The PRSUs vest 100% on February 15, 2019.

- (5) Represents PRSUs granted in February 2017 under our 2017 LTIP at an assumed superior performance (200% of target). These PRSUs vest 100% on February 15, 2020 subject to adjustment (0-200% of targeted amount shown) based on Company performance in 2017-2019 against pre-established performance measures.

- (6) Represents PRSUs granted in February 2018 under our 2018 LTIP at target. These PRSUs vest 100% on February 15, 2021 subject to adjustment (0-200% of targeted amount shown) based on Company performance in 2018-2020 against pre-established performance measures.

- (7) Represents RSUs granted in February 2016. These RSUs vest 33% on each of February 15, 2017 and 2018, and 34% on February 15, 2019.

- (8) Represents RSUs granted in February 2016. These RSUs vest 100% on February 15, 2019.

- (9) Represents RSUs granted in October 2016. These RSUs vest 33% on each of October 17, 2017 and 2018, and 34% on October 17, 2019.

- (10) Represents RSUs granted in December 2016. These RSUs vest 33% on each of December 8, 2017 and 2018, and 34% on December 8, 2019.

- (11)



Represents RSUs granted in January 2017. These RSUs vest 33% on each of January 27, 2018 and 2019, and 34% on January 27, 2020.

- (12) Represents RSUs granted in February 2017. These RSUs vest 33% on each of February 15, 2018 and 2019, and 34% on February 15, 2020. For additional information on the CEO's RSU award, see "CEO 2018 Compensation Decisions".

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- (13) Represents RSUs granted in October 2017. These RSUs vest 33% on each of October 18, 2018 and 2019, and 34% on October 18, 2020.
- (14) Represents RSUs granted in February 2018. These RSUs vest 33% on each of February 15, 2019 and 2020, and 34% on February 15, 2021.

For additional information, see “2018 Compensation Decisions – Long-Term Incentive Compensation” above.

## 2018 Option Exercises and Stock Vested Table

The following table summarizes the exercise of stock options by and the vesting of stock awards of each named executive officer during the fiscal year ended December 31, 2018:

| Name                | Option Awards                             |                                 | Stock Awards  |                                |
|---------------------|---|---------------------------------|---|--------------------------------|
|                     | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) <sup>(1)</sup> | Value Realized on Vesting (\$) |
| (a)                 | (b)                                       | (c)                             | (d)   | (e)                            |
| Mark C. Rohr        | —   | —                               | 19,417  | 2,095,483                      |
| Scott A. Richardson | —   | —                               | 4,665   | 466,792                        |
| Scott M. Sutton     | —   | —                               | 18,183  | 1,774,671                      |
| Shannon L. Jurecka  | —   | —                               | 3,057   | 303,790                        |
| Peter G. Edwards    | —   | —                               | 6,005   | 673,521                        |
| Kevin S. Oliver     | —   | —                               | 2,340   | 235,358                        |

<sup>(1)</sup> Gross shares (includes shares withheld to cover taxes) acquired.

## 2018 Pension Benefits Table

The following table summarizes the present value of the accumulated retirement benefits of each named executive officer as of the end of the fiscal year ended December 31, 2018:

| Name                | Plan Name <sup>(1)</sup> | Number of Years of Service Credited (#) | Present Value of Accumulated Benefit (\$) <sup>(2)</sup> | Payments During Last Fiscal Year (\$) |
|---------------------|--------------------------|---|--|---------------------------------------|
| (a)                 | (b)                      | (c)                                     | (d)  | (e)                                   |
| Mark C. Rohr        | CARPP                    | 1.6667                                  | 30,000   | —                                     |
| Scott A. Richardson | CARPP                    | 8.7500                                  | 79,000   | —                                     |
| Scott M. Sutton     | CARPP                    | 0.3333                                  | 6,000  | —                                     |
| Peter G. Edwards    | CARPP                    | —                                       | —  | —                                     |
| Shannon L. Jurecka  | CARPP                    | —                                       | —  | —                                     |
| Kevin S. Oliver     | CARPP                    | 5.7500                                  | 71,000   | —                                     |

<sup>(1)</sup> As noted below, this plan has been frozen, meaning that benefits (other than earnings) are no longer accrued for compensation or service after the applicable plan freeze date.

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(2) The present value amounts shown in the table above are the amount needed today that, with interest, would provide the named executive officer's future retirement benefit. Retirement is assumed to occur at age 65 in the CARPP and participants receive their cash balance benefit as a lump sum.

The Celanese Americas Retirement Pension Plan ("CARPP") is a tax-qualified, defined benefit pension plan sponsored by Celanese Americas. This plan covers substantially all of our U.S. employees. The plan is subject to the provisions of ERISA. All of our named executive officers participated in this plan in 2018, with the exception of Mr. Edwards and Ms. Jurecka.

Effective January 1, 2001, the plan began providing benefits for new employees, as defined by the plan, hired after December 31, 2000, based on a different benefit formula ("Cash Balance Plan"). The Cash Balance Plan provides that for each plan year that employees work as defined, we credit 5% of the employee's annual pensionable earnings (up to Internal Revenue Code limits) to a hypothetical plan account that has been established for each employee, and credit that account with interest. For a given year, the plan's interest rate is the annual rate of interest on 30-year United States Treasury Securities for the August before the first day of that year. Effective January 1, 2008, employees vest in their accrued benefit after completing three years of service with us, as defined in the plan. If employees are vested when they leave the Company, they have the option to take their account balance with them, either in a lump-sum payment or as an annuity. Employees also have the choice to leave their account balance in the plan until the normal retirement age of 65. The amount of benefit depends on the employee's pay and any interest earned on the Company contributions. Once vested, survivor benefits are applicable to married participants. Messrs. Rohr, Sutton, and Oliver are covered under the Cash Balance Plan benefit formula.

Under the CARPP, if an employee's employment with us is terminated as a result of a corporate reorganization, layoff or corporate restructuring, including divestiture, that employee will receive an additional year of vesting service.

In connection with amendments to the CARPP in 2013, accrued benefits under the CARPP were frozen as of December 31, 2013, no further contributions will be made to the CARPP other than interest credits for the cash balance participants, Mr. Rohr, Mr. Richardson and Mr. Oliver, and future pension-related contributions ("Retirement Contributions") will be made to the CARSP or the CASRSP, depending on the level of eligible earnings of the participant.

2018 Nonqualified Deferred Compensation Table

The following table contains certain information concerning benefits under nonqualified deferred compensation plans and similar plans for the fiscal year ended December 31, 2018:

| Name                | Plan Name             | Executive Contributions in Last FY (\$) | Registrant Contributions in Last FY (\$) <sup>(1)</sup> | Aggregate Earnings in Last FY (\$) <sup>(2)</sup> | Aggregate Withdrawal/Distributions (\$) <sup>(3)</sup> | Aggregate Balance at Last FYE (\$) <sup>(4)</sup> |
|---------------------|-----------------------|---|---|---|--|---|
| (a)                 | (b)                   | (c)                                     | (d)   | (e)   | (f)  | (g)   |
| Mark C. Rohr        | CASRSP                | —                                       | 96,800  | (14,221 )   | —  | 397,305   |
| Scott A. Richardson | CASRSP                | —                                       | 26,273  | (5,586 )  | —  | 68,861  |
|                     | 2009 GIP              | —                                       | —   | 8,870   | 131,325  | —   |
| Scott M. Sutton     | CASRSP                | —                                       | 46,624  | (587 )  | —  | 114,195   |
|                     | 2008<br>Deferred Plan | 539,100                                 | —   | (39,242 )   | —  | 909,407   |
| Peter G. Edwards    | CASRSP                | —                                       | 35,115  | (1,404 )  | —  | 27,280  |
| Shannon L. Jurecka  | CASRSP                | —                                       | 19,335  | (705 )  | —  | 9,364   |
| Kevin S. Oliver     | CASRSP                | —                                       | 10,494  | (1,873 )  | —  | 35,490  |
|                     | 2009 GIP              | —                                       | —   | (3,233 )  | 18,537   | 27,933  |

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- (1) Amounts in this column for the CASRSP represent Company contributions credited under the plan for 2018, which amounts are also included as All Other Compensation in the “2018 Summary Compensation Table”. Amounts in this column for the CASRSP and the 2008 Deferred Plan represent earnings during 2018 under such plans. For Mr. Sutton, earnings correspond to the yield on the investment options chosen by him under the 2008 Deferred Plan, which mirror the investment options under the CARSP. Amounts in this column for the 2009 GIP
- (2) represent changes in our stock price during the year for all outstanding RSUs and/or PRSUs that were previously vested but remain subject to a hold requirement, plus related unpaid cash dividends credited during 2018 on such awards. None of the amounts in this column were reported as compensation in the “2018 Summary Compensation Table”. Represents the value of shares issued, and accumulated dividends paid in cash, during 2018 from outstanding
- (3) RSUs and/or PRSUs that were previously vested but remained subject to a hold requirement until 2018. None of the amounts in this column were reported as compensation in the “2018 Summary Compensation Table”. Amounts in this column for the CASRSP do not include contributions credited for 2018 (column (d)) but not yet deposited into the participant’s account. Amounts in this column for the 2009 GIP include the value, at December 31, 2018, of all vested RSUs owned by the named executive officer subject to a hold requirement, plus accrued but
- (4) unpaid cash dividends. The original grant date fair value of these PRSUs or RSUs were reported as a component of compensation in the Stock Awards column of the Summary Compensation Table in the year in which the award was granted. The portion of amounts in this column that have been reported in prior year Summary Compensation Tables is as follows: (i) for the 2009 GIP, Mr. Richardson – \$122,455 and Mr. Oliver – \$47,902; and (ii) for the 2008 Deferred Plan, Mr. Sutton – \$409,549.

All of our named executive officers were eligible in 2018 to participate in the CASRSP, an unfunded, nonqualified defined contribution plan sponsored by Celanese Americas that is available only to persons who have a full year base salary in excess of the Code Section 401(a)(17) limit (\$275,000 in 2018) or had their Retirement Contributions limited in the CARSP by Code Section 415. If a person is eligible to participate in the CASRSP because their salary exceeded the Code Section 401(a)(17) limit, he or she is entitled to an allocation under this plan equal to 6% of his or her salary in excess of the compensation limits under the CARSP (“Excess Earnings Contributions”). In addition, eligible participants are entitled to an allocation under this plan equal to 5% of his or her qualified earnings in excess of the Retirement Contribution made to the CARSP. The amount contributed to the plan on behalf of a participant is credited with earnings based on the earnings rate of one of the funds maintained for investments under the CARSP, which is currently the 1-3 year Government/Credit Bond Index Fund. The aggregate annualized rate of return for the credited earnings in 2018 was 1.4%. Beginning in 2015, participants will be credited with earnings based on the performance of certain hypothetical investment choices selected by the participant. These investment choices are the same investment choices available under the CARSP (other than the Celanese Stock Fund). Participants may change their investment elections at any time under the same rule that apply under the CARSP. Distributions under the CASRSP are in the form of a lump sum payment which is paid as soon as administratively practicable after termination of employment for most participants. Distributions to participants who are top 50 key employees of the Company must be delayed six months following termination based on Code Section 409A requirements.

Our 2008 Deferred Plan is an unfunded, nonqualified deferred compensation plan that provides certain of our senior employees and directors the opportunity to defer a portion of their compensation in exchange for a future payment amount equal to their deferrals plus or minus certain amounts based on the market performance of specified measurement funds selected by the participant. Directors Blackwell, Brown, Galante, Ihlenfeld, Rucker and Wulff, and Mr. Sutton, were the only directors or named executive officers that made contributions to, or had balances in, this plan during 2018.

Potential Payments Upon Termination or Change In Control

The particular events that trigger payments to our named executive officers are generally defined in our Severance Plan and the individual executives’ change in control agreements, deferred compensation agreements, or stock option, PRSU or RSU award agreements. The compensation and management development committee believes that the primary benefits to the Company of employment agreements are the non-competition and non-solicitation provisions

found therein. In order to achieve the benefit of these provisions without incurring the generally negative obligations associated with employment agreements, the compensation and management development committee

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offers a more limited change in control agreement to each executive officer. However, the deferred compensation agreements, stock option / PRSU / RSU award agreements are still effective and provide for some potential payments upon termination and change in control as described in the tables below.

Severance Plan

Our Executive Severance Benefits Plan (“Severance Plan”) applies to all our executive officers and other eligible employees, and provides, upon involuntary termination without cause, for the payment of (i) one year’s base salary (one and one-half for the CEO, the COO and executive vice president-level executives); (ii) one year’s annual incentive plan bonus award (one and one-half for the CEO, the COO and executive vice president-level executives) based on target Company performance and a 1.0 individual modifier; and (iii) a prorated portion of the annual incentive plan award for the year in which the termination occurs based on actual Company performance and a 1.0 individual modifier. The Severance Plan also provides for the payment of premiums for post-termination health insurance coverage (“COBRA premiums”) for a period of one year from the date of termination (eighteen months for the CEO) and out-placement benefits. As a condition to the receipt of any benefits under the Severance Plan, an executive must agree to standard release, non-compete, non-solicitation, and confidentiality provisions. In addition, the Severance Plan provides that the vesting of long-term incentive or other equity awards upon termination without cause will be governed by the terms of the applicable award agreements. Executives who are involuntarily terminated for any other reason (e.g., death, disability, retirement, termination for cause) are not eligible to receive severance benefits under the Severance Plan.

Change in Control Agreements

We have change in control agreements with each of our executive officers. The change in control agreements provide for a payment to be made to these officers following a termination of employment by the Company without cause or by the officer with good reason within two years following a change in control or following the first public announcement of a potential change in control transaction, provided certain conditions are satisfied. These benefits are in lieu of payments under the Severance Plan. Generally, the change in control agreements provide for each executive officer to receive:

a lump sum payment equal to up to two times the sum of:

the named executive officer’s then current annualized base salary, and

the higher of (a) the officer’s target bonus in effect on the last day of the fiscal year that ended immediately prior to the year in which the date of termination occurs, or (b) the average of the cash bonuses paid by the Company to the named executive officer for the three fiscal years preceding the date of termination; and

group health and dental coverage for the named executive officer and his or her dependents for a period of up to two years following the date of termination.

The Company’s current form of change in control agreement, which was executed by all of the named executive officers, does not contain a tax reimbursement provision and requires a cutback of benefits to avoid excise taxes if the after-tax benefit to the executive is greater than without the cutback. Each change in control agreement has a two-year term that is automatically renewed for successive two-year terms unless 90 days’ notice of non-renewal is given by either party to the agreement.



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For purposes of the change in control agreements:

“cause” generally means (i) a willful failure to perform one’s duties (other than as a result of total or partial incapacity due to physical or mental illness) for a period of 30 days following written notice by the Company of such failure; (ii) conviction of, or a plea of nolo contendere to, (x) a felony under the laws of the United States or any state thereof or any similar criminal act in a jurisdiction outside the United States or (y) a crime involving moral turpitude; (iii) willful malfeasance or willful misconduct which is demonstrably injurious to the Company or its Affiliates (as defined); (iv) any act of fraud; (v) any material violation of the Company’s code of conduct; (vi) any material violation of the Company’s policies concerning harassment or discrimination; (vii) conduct that causes material harm to the business reputation of the Company or its Affiliates; or (viii) breach of the confidentiality, non-competition, or non-solicitation provisions of the change in control agreement.

Changes to Change in  
Control Agreements

In 2015, in response to external feedback, we revised all outstanding change in control agreements to eliminate any gross-up provisions.

“good reason” generally means (i) a material diminution in base salary or annual bonus opportunity; (ii) a material diminution in authority, duties, or responsibilities (including status, offices, titles and reporting requirements); (iii) a material change in the geographic location; (iv) the failure of the Company to pay compensation or benefits when due, or (v) any other action or inaction that constitutes a material breach by the Company of the change in control agreement.

“change in control” generally means any one of the following events: (a) any person becoming the beneficial owner of thirty percent (30%) or more of Company’s voting securities (other than as a result of certain issuances or open market purchases approved by incumbent directors); (b) the Company’s incumbent directors ceasing to constitute at least a majority of the board of directors; (c) the stockholders of the Company approving a reorganization, merger, consolidation, statutory share exchange or similar form of corporate transaction, or the sale or other disposition of all or substantially all of the Company’s assets, unless immediately following such transaction, (i) all or substantially all of the beneficial owners of the Company’s voting securities prior to such transaction are the beneficial owners of more than 50% of the combined voting power of the securities of the surviving entity in the transaction, (ii) no person is the beneficial owner of 30% or more of the combined voting power of the surviving entity in the transaction and (iii) at least a majority of the members of the board of directors of the surviving entity are incumbent directors; or (d) approval by the Company’s stockholders of a complete liquidation and dissolution of the Company. The preceding was a summary of the definition of a change in control, so please refer to actual text of the definition as set forth in the change in control agreements.

#### Long-Term Incentive Awards

The award agreements under which our stock option, PRSU and RSU awards were issued describe the circumstances under which the awards will vest (or become non-forfeitable), if earlier than the stated date. The following is a general summary of the provisions of awards that are unvested at December 31, 2018. Upon the death or disability of a participant, a prorated portion of the award will generally vest. Upon a termination without cause, a similar prorated portion of the award will generally vest. Also, a participant is eligible for prorated vesting if the participant is at the time of retirement at least 55 years of age and has at least 10 years of service with the Company (for Mr. Rohr, 65 years of age and at least 5 years of service; provided that his 2018 time-based RSU has continued vesting after retirement). For PRSUs, proration upon retirement is based on service over the applicable performance period. Prorated PRSUs remain subject to actual performance results in case of termination without cause or retirement, and are vested at target in case of death or disability. Unvested awards are forfeited upon a termination with cause or voluntary resignation. In the case of a change in control, all awards granted since 2009 are “double trigger” – if a change in control occurs, the award is continued or replaced with an award of comparable value, and the participant is subsequently terminated, then the portion of the award that was unvested at the time of termination will be accelerated. If in connection with a change in control the participant’s rights in the award are adversely affected (i.e., such as by the award not being continued) and the award is not replaced with an award of comparable value, then the

unvested portion of the award would be accelerated upon the change in control without requiring termination of employment. PRSUs would vest at the greater of target level or estimated actual performance if otherwise payable upon a change in control.

Long-term incentive awards granted in 2010, 2011 and a portion of 2012 generally have a hold requirement for a portion of the shares received upon vesting of PRSUs or RSUs or upon the exercise of stock options. Under the hold requirement, a specified percentage of the award is held after the applicable vesting date as vested RSUs, to be settled by delivery of shares at the seventh anniversary of the grant date (or earlier in the event of death, disability or change in control). During the hold period, the vested RSUs are credited with cash dividends to be paid (without interest) at the end of the hold period. If during the hold period the participant's employment is terminated by the Company for cause (as defined in the award agreement) or the participant breaches the applicable clawback

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agreement with the Company, the RSUs subject to the hold requirement are forfeited and canceled without consideration. In the event of a change in control, all shares subject to the hold requirement would be delivered to the participant. In the event of certain other termination scenarios, the hold requirement would survive, and the shares would be delivered on the date they would have otherwise been delivered had the participant remained an employee. The hold requirement was eliminated from future equity awards during 2012.

Under such long-term incentive award agreements, a “change in control” of the Company generally means, in accordance with Treasury Regulation Section 1.409A-3(i)(5), any of the following: (i) any one person, or more than one person acting as a group, acquires ownership of stock of the Company that, together with stock held by such person or group, constitutes more than 50% of the total voting power of the stock of the Company; (ii) a majority of members of the board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the board prior to the date of the appointment or election; (iii) any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to 50% of more of all of the assets of the Company immediately prior to such acquisition or acquisitions; or (iv) certain other business transactions affecting the Company.

Post-Termination Table

The table below shows an estimate of the amount of additional compensation that each of our named executive officers employed by us at year end would receive in the event of a termination or change in control, taking into consideration the circumstances of the termination and payments that the named executive officer would be entitled to under the various agreements described above. The amounts shown are generally categorized as follows: voluntary termination or termination for cause; involuntary termination without cause or by the executive for good reason; termination due to death or disability; qualified retirement (if eligible); and change in control (with and without termination). The amounts shown assume that such termination was effective as of December 31, 2018, but with reference to stock values on December 31, 2018, the last trading day of the year. On December 31, 2018, the closing price of our Common Stock was \$89.97 per share.

The table below includes additional benefits triggered by a termination and change in control only. Please see the following tables for details of the named executives’ vested payments and benefits that they would be entitled to receive regardless of the occurrence of a termination or change of control:

- For Stock Options/RSUs/RSUs – See “Outstanding Equity Awards at Fiscal Year 2018 End Table”;
- For Pension Benefits – See “2018 Pension Benefits Table”; and
- For Nonqualified Deferred Compensation – See “2018 Nonqualified Deferred Compensation Table”.

The actual amounts that will be paid upon termination can only be determined at the time of the named executive officer’s termination from the Company. The following table shows the potential payments to our named executive officers, upon termination or change in control.

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|   | Termination of Employment  |              |              |              | Change in Control      |                     |
|---|--|--------------|--------------|--------------|------------------------|---------------------|
|   | Voluntarily<br>or<br>Involuntarily<br>without<br>Cause<br>or<br>for<br>Cause | Death        | Disability   | Retirement   | Without<br>Termination | With<br>Termination |
| Mark C. Rohr                                    |  |              |              |              |                        |                     |
| Cash Payments                                   |  |              |              |              |                        |                     |
| Severance Payment <sup>(1)</sup>                | \$-6,581,768   | \$—          | \$—          | \$—          | \$—                    | \$7,070,667         |
| Equity Value                                    |  |              |              |              |                        |                     |
| RSUs <sup>(2)</sup>                             | —7,479,566   | 7,479,566    | 7,479,566    | 7,479,566    | 7,479,566              | 7,479,566           |
| PRsUs <sup>(3)</sup>                            | —28,300,153  | 14,150,122   | 14,150,122   | 29,342,546   | 35,464,015             | 35,464,015          |
| Benefits & Perquisites                          |  |              |              |              |                        |                     |
| Excise Tax Gross-Up <sup>(4)</sup>              | —  | —            | —            | —            | —                      | —                   |
| Welfare Benefits                                | —25,891  | —            | —            | —            | —                      | 25,891              |
| Continuation <sup>(5)</sup>                     |  |              |              |              |                        |                     |
| Outplacement Services <sup>(6)</sup>            | —16,200  | —            | —            | —            | —                      | —                   |
| Reduction to Avoid Excise<br>Tax <sup>(7)</sup> | —  | —            | —            | —            | (6,286,339 )           | —                   |
| Total   | \$-42,403,578  | \$21,629,688 | \$21,629,688 | \$36,822,112 | \$36,657,242           | \$50,040,139        |
| Scott A. Richardson                             |  |              |              |              |                        |                     |
| Cash Payments                                   |  |              |              |              |                        |                     |
| Severance Payment <sup>(1)</sup>                | \$-2,049,196   | \$—          | \$—          |              | \$—                    | \$1,796,067         |
| Equity Value                                    |  |              |              |              |                        |                     |
| RSUs <sup>(2)</sup>                             | —274,768   | 274,768      | 274,768      |              | 365,008                | 365,008             |
| PRsUs <sup>(3)</sup>                            | —1,585,361   | 906,538      | 906,538      |              | 2,458,790              | 2,458,790           |
| Benefits & Perquisites                          |  |              |              |              |                        |                     |
| Excise Tax Gross-Up <sup>(4)</sup>              | —  | —            | —            |              | —                      | —                   |
| Welfare Benefits                                | —27,792  | —            | —            |              | —                      | 55,584              |
| Continuation <sup>(5)</sup>                     |  |              |              |              |                        |                     |
| Outplacement Services <sup>(6)</sup>            | —\$16,200  | —            | —            |              | —                      | —                   |
| Reduction to Avoid Excise<br>Tax <sup>(7)</sup> | —  | —            | —            |              | —                      | (388,640 )          |
| Total   | \$-3,953,317   | \$1,181,306  | \$1,181,306  |              | \$2,823,798            | \$4,286,809         |

Executive  
Compensation

|   | Termination of Employment                          |                    |                    | Change in Control   |                        |                     |
|---|--|--------------------|--------------------|---------------------|------------------------|---------------------|
|   | Voluntarily<br>or<br>Involuntarily<br>for<br>Cause | without<br>Cause   | Death              | Disability          | Without<br>Termination | With<br>Termination |
| <b>Scott M. Sutton</b>  |  |                    |                    |                     |                        |                     |
| Cash Payments   |  |                    |                    |                     |                        |                     |
| Severance Payment <sup>(1)</sup>  | \$-3,457,500                                       | \$—                | \$—                | \$—                 | \$—                    | \$3,000,000         |
| Equity Value  |  |                    |                    |                     |                        |                     |
| RSUs <sup>(2)</sup>   | —1,684,238   | 1,684,238          | 1,684,238          | 2,108,627           | 2,108,627              | 2,108,627           |
| PRSU <sup>(3)</sup>   | —6,102,665   | 3,406,894          | 3,406,894          | 9,052,422           | 9,052,422              | 9,052,422           |
| Benefits & Perquisites  |  |                    |                    |                     |                        |                     |
| Excise Tax Gross-Up <sup>(4)</sup>  | —  | —                  | —                  | —                   | —                      | —                   |
| Welfare Benefits Continuation <sup>(5)</sup>  | —27,792  | —                  | —                  | —                   | —                      | 41,688              |
| Outplacement Services <sup>(6)</sup>  | —16,200  | —                  | —                  | —                   | —                      | —                   |
| Reduction to Avoid Excise Tax <sup>(7)</sup>  | —  | —                  | —                  | —                   | —                      | —                   |
| <b>Total</b>  | <b>\$-11,288,395</b>                               | <b>\$5,091,132</b> | <b>\$5,091,132</b> | <b>\$11,161,049</b> | <b>\$11,161,049</b>    | <b>\$14,202,737</b> |
| <b>Peter G. Edwards*</b>  |  |                    |                    |                     |                        |                     |
| Cash Payments   |  |                    |                    |                     |                        |                     |
| Severance Payment <sup>(1)</sup>  | \$-2,277,387                                       | \$—                | \$—                | \$—                 | \$—                    | \$2,619,460         |
| Equity Value  |  |                    |                    |                     |                        |                     |
| RSUs <sup>(2)</sup>   | —879,817   | 879,817            | 879,817            | 1,096,914           | 1,096,914              | 1,096,914           |
| PRSU <sup>(3)</sup>   | —1,653,649   | 983,282            | 983,282            | 3,209,140           | 3,209,140              | 3,209,140           |
| Benefits & Perquisites  |  |                    |                    |                     |                        |                     |
| Excise Tax Gross-Up <sup>(4)</sup>  | —  | —                  | —                  | —                   | —                      | —                   |
| Welfare Benefits Continuation <sup>(5)</sup>  | —17,261  | —                  | —                  | —                   | —                      | 25,891              |
| Outplacement Services <sup>(6)</sup>  | —16,200  | —                  | —                  | —                   | —                      | —                   |
| Reduction to Avoid Excise Tax <sup>(7)</sup>  | —  | —                  | —                  | —                   | —                      | —                   |
| <b>Total</b>  | <b>\$-4,844,314</b>                                | <b>\$1,863,099</b> | <b>\$1,863,099</b> | <b>\$4,306,054</b>  | <b>\$4,306,054</b>     | <b>\$6,951,405</b>  |
| *Mr. Edwards retired from the Company on January 31, 2019. The terms of Mr. Edwards' separation are disclosed following these termination tables and the notes thereto. |  |                    |                    |                     |                        |                     |
| <b>Shannon L. Jurecka</b>   |  |                    |                    |                     |                        |                     |
| Cash Payments   |  |                    |                    |                     |                        |                     |
| Severance Payment <sup>(1)</sup>  | \$-1,587,383                                       | \$—                | \$—                | \$—                 | \$—                    | \$1,402,038         |
| Equity Value  |  |                    |                    |                     |                        |                     |
| RSUs <sup>(2)</sup>   | —297,531   | 297,531            | 297,531            | 514,808             | 514,808                | 514,808             |
| PRSU <sup>(3)</sup>   | —334,508   | 252,636            | 252,636            | 837,261             | 837,261                | 837,261             |
| Benefits & Perquisites  |  |                    |                    |                     |                        |                     |
| Excise Tax Gross-Up <sup>(4)</sup>  | —  | —                  | —                  | —                   | —                      | —                   |
| Welfare Benefits Continuation <sup>(5)</sup>  | —14,769  | —                  | —                  | —                   | —                      | 29,538              |
| Outplacement Services <sup>(6)</sup>  | —16,200  | —                  | —                  | —                   | —                      | —                   |
| Reduction to Avoid Excise Tax <sup>(7)</sup>  | —  | —                  | —                  | —                   | —                      | —                   |
| <b>Total</b>  | <b>\$-2,250,391</b>                                | <b>\$550,167</b>   | <b>\$550,167</b>   | <b>\$1,352,069</b>  | <b>\$1,352,069</b>     | <b>\$2,783,645</b>  |

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|  | Termination of Employment                          |                  |           | Change in Control |                        |                     |
|--|--|------------------|-----------|-------------------|------------------------|---------------------|
|  | Voluntarily<br>or<br>Involuntarily<br>for<br>Cause | without<br>Cause | Death     | Disability        | Without<br>Termination | With<br>Termination |
| Kevin S. Oliver                              |  |                  |           |                   |                        |                     |
| Cash Payments                                |  |                  |           |                   |                        |                     |
| Severance Payment <sup>(1)</sup>             | \$—  | \$805,453        | \$—       | \$—               | \$—                    | \$1,152,374         |
| Equity Value                                 |  |                  |           |                   |                        |                     |
| Stock Options                                | —  | —                | —         | —                 | —                      | —                   |
| RSUs <sup>(2)</sup>                          | —  | 172,922          | 172,922   | 172,922           | 251,106                | 251,106             |
| PRSUs <sup>(3)</sup>                         | —  | 757,817          | 406,394   | 406,394           | 1,046,171              | 1,046,171           |
| Benefits & Perquisites                       |  |                  |           |                   |                        |                     |
| Excise Tax Gross-Up <sup>(4)</sup>           | —  | —                | —         | —                 | —                      | —                   |
| Welfare Benefits Continuation <sup>(5)</sup> | —  | 20,767           | —         | —                 | —                      | 20,767              |
| Outplacement Services <sup>(6)</sup>         | —  | 16,200           | —         | —                 | —                      | —                   |
| Reduction to Avoid Excise Tax <sup>(7)</sup> | —  | —                | —         | —                 | —                      | —                   |
| Total  | \$—  | \$1,773,159      | \$579,316 | \$579,316         | \$1,297,277            | \$2,470,418         |

(1) Paid pursuant to the Severance Plan and change in control agreements, as applicable and discussed above.

Time-based RSUs vest in full upon a change in control if the award is adversely affected and is not replaced with an award of equivalent economic value. The numbers presented in the change in control scenarios assume that the

(2) awards are adversely affected and not replaced with an award of equivalent economic value. To the extent the awards are replaced with awards of equivalent economic value and the executive remained employed following a change in control, the numbers shown in the Change in Control – Without Termination column above would be different.

In the event of other eligible termination events, generally a prorated amount will vest based on the portion of the service period that has lapsed.

Upon a change in control, 2016 / 2017 / 2018 PRSUs vest at the greater of target or estimated actual performance (200% for 2016 and 2017 and target performance for 2018 has been assumed) if the award is adversely affected and is not replaced with an award of equivalent economic value. The numbers presented in the change in control

(3) scenarios assume that the awards are adversely affected and not replaced with an award of equivalent economic value. To the extent the awards are replaced with awards of equivalent economic value and the executive remained employed following a change in control, the numbers shown in the Change in Control – Without Termination column above would be different.

In the event of death and disability, a prorated amount will vest based on estimated performance of 200% of target for the 2016 and 2017 PRSUs and at target for the 2018 PRSUs. If the executive is terminated without cause, a prorated amount will vest based on actual performance. In the event the executive retires (minimum 10 years of service and age 55 or later (5 years of service and age 65 for Mr. Rohr)), a prorated amount of the 2017 and 2018 PRSUs will vest and the full amount of the 2016 PRSUs will vest, in each case based on actual performance.

(4) None of the named executive officers is entitled to any tax gross-up upon a change-in-control.

Represents reimbursement of premiums for 18 months for Messrs Rohr, Sutton and Edwards, 24 months for Mr.

(5) Richardson and Ms. Jurecka, and 12 months for Mr. Oliver, of medical and dental coverage continuation upon a change in control as applicable, and the payment of COBRA premiums for a period of one year (18 months for Mr. Rohr) from the date of termination under our Severance Plan, each based on 2019 rates.

(6) Upon termination by the Company without cause, each executive is entitled to up to \$16,200 in outplacement services.

(7)

The executives' change in control agreements provide for a "best net" feature which would reduce the parachute payments to the safe-harbor limit if it is more financially advantageous to the executive on an after-tax basis (taking into consideration federal, state and local income taxes, and the imposition of the excise tax). In the event it is more advantageous for the executive's payments to be reduced, the Company shall reduce or eliminate the payments by first reducing or eliminating those payments which are not payable in cash and then by reducing or eliminating cash payments in each case in reverse order of when they would have otherwise been paid.

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On October 22, 2018, we announced the resignation of Peter G. Edwards, our Executive Vice President and General Counsel. In connection with Mr. Edwards' resignation from the Company, Mr. Edwards and the Company entered into an Agreement and General Release (the "Agreement") on November 5, 2018, pursuant to which Mr. Edwards agreed to voluntarily resign from all officer positions he held with the Company and any of its subsidiaries effective on December 31, 2018. His employment with the Company continued until January 31, 2019 (the "Separation Date") to assure a smooth transition. The material terms of the Agreement, which are consistent with the Company's benefit plans and equity award agreements, are:

**Restrictive and Cooperating Covenants:** Mr. Edwards agreed (1) for a period of two years after the Separation Date not to compete with the Company, or to solicit or hire former employees of the Company, and (2) to keep information concerning the Company confidential. Mr. Edwards agreed to cooperate with the Company as necessary after the Separation Date, including being available for conference calls and assisting with pending litigation and claims.

**Release:** The Agreement also provided for a general release by Mr. Edwards of any and all claims that he may have against the Company.

**Vesting and Settlement of Equity Awards:** Mr. Edwards' outstanding equity awards generally were forfeited in accordance with their terms upon the Separation Date. However, to facilitate a smooth transition of his role and as consideration for the covenants and release described above, the management and compensation committee agreed to permit pro rata vesting of the final tranche of a time-vesting RSU award originally granted to him in 2017 when he was first hired.

**Pension, Welfare and Other Benefits:** Mr. Edwards was entitled to continue participation in the Company's welfare benefit plans until January 31, 2019, and was entitled to receive two months of Company-paid health and dental coverage via COBRA. Mr. Edwards will continue to be entitled to his accrued benefits under the Company's employee benefit and pension plans and policies in which he participates, independent of the Agreement. Mr. Edwards was entitled to receive the 2018 annual incentive plan bonus which he had earned by virtue of his service through December 31, 2018, payable in March 2019.

The table below shows the compensation that Mr. Edwards received in connection with his separation from service from the Company at January 31, 2019, taking into account the circumstances of the termination and payments that he received under the various agreements described above.

|  | Mr.<br>Edwards     |
|--|--------------------|
| Payments<br>and<br>Benefits              | 2019<br>Separation |
| Cash Payments                            | \$ —               |
| Equity Value                             |                    |
| RSUs <sup>(1)</sup>                      | 395,010            |
| PRSUs                                    | —                  |
| Benefits and<br>Perquisites              |                    |
| Tax Gross-Up <sup>(2)</sup>              | —                  |
| Welfare Benefits                         | 2,877              |
| Continuation<br>Outplacement<br>Services | —                  |
| Accrued Vacation                         | —                  |
| Pay                                      |                    |
| Total                                    | \$ 397,887         |

<sup>(1)</sup> Represents the value of the pro rata portion of the final tranche of the 2017 time-vesting RSU award that was permitted to continue to vest in accordance with the original vesting schedule, as described above. The value in the

table is based on the closing price of our Common Stock on the Separation Date.

(2) No tax gross-ups were provided in connection with this separation.

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Executive  
Compensation

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of SEC Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of Mark C. Rohr, our chairman, chief executive officer and president.

For 2018, our last completed fiscal year:

- the median of the annual total compensation of all employees of our company (other than our CEO), was \$81,180; and

- the annual total compensation of our CEO, as reported in the Summary Compensation Table presented elsewhere in this Proxy Statement, was \$12,514,160.

based on this information, the ratio of the annual total compensation of Mr. Rohr, our CEO, to the median of the annual total compensation of all employees was 154 to 1.

To identify the median of the annual total compensation of all our employees and as permitted by SEC rules, we used the same median employee for 2018 as we identified for 2017, because there have been no significant changes to our workforce or pay design for 2018 that we believe would significantly change our CEO pay ratio results, excluding for this purpose the employees acquired as a result of the Omni Plastics acquisition that closed on February 1, 2018 (approximately 95 employees). The following briefly describes the process we used to identify our median employee for 2017, based on our employee population as of November 1, 2017:

- We selected November 1, 2017 as the date upon which we would identify the “median employee” to allow sufficient time to identify the median employee given the global scope of our operations.

We determined that, as of November 1, 2017, our employee population for pay ratio disclosure purposes consisted of approximately 7,597 individuals. We did not exclude any employees working outside of the U.S. and we did not use any statistical sampling techniques. However, we did exclude approximately 349 employees formerly employed by Nilit Plastics, who became our employees as a result of an acquisition that closed on May 3, 2017.

To identify the median employee from our employee population, we used total compensation reflected in our payroll records as reported to the various taxing authorities, generally consisting of salary, wages, overtime, bonus, health and welfare benefits, and long-term incentive taxable compensation for those employees.

In making these determinations, we annualized the compensation of all permanent employees who were hired in 2017 but did not work for us or our consolidated subsidiaries for the entire fiscal year. We did not make any cost-of-living adjustments in identifying the median employee.

The CEO pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on the methodologies and assumptions described above, which were chosen from a wide range of permissible methodologies, estimates and assumptions. As a result, the CEO pay ratios reported by other companies, which may have employed other permitted methodologies or assumptions, and which may have a significantly different work force structure from ours, are likely not comparable to our CEO pay ratio.

Audit  
Matters

AUDIT MATTERS

Audit Committee Report

The audit committee is composed of four independent directors, each of whom satisfies the independence requirement of Rule 10A-3 under the Securities Exchange Act of 1934, as amended. The audit committee assists the board of directors in fulfilling its oversight responsibilities with respect to the external reporting process and the Company's internal controls. The audit committee serves as the primary communication link between the board, the independent public accounting firm, and our internal auditors.

Company management is responsible for the financial statements and the reporting process, including the system of disclosure controls and procedures and the internal control over financial reporting. The independent registered public accounting firm, KPMG LLP, is responsible for performing an independent audit of the Company's consolidated financial statements and expressing an opinion on the conformity of the audited financial statements with accounting principles generally accepted in the United States and on the effectiveness of the Company's internal control over financial reporting.

The audit committee reviewed and discussed with the Company's management and KPMG LLP the audited financial statements for the Company for the year ended December 31, 2018. The audit committee also met with KPMG LLP and the internal auditors, with and without management present, to discuss the results of the auditors' examinations, their evaluation of our internal control, and the overall quality of our financial reporting. The audit committee also discussed with KPMG LLP the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees," as adopted by the Public Company Accounting Oversight Board (the "PCAOB"). In addition, the audit committee discussed with KPMG LLP its independence from the Company and management and received from KPMG LLP the written disclosures required by PCAOB Rules regarding the independent registered public accounting firm's communications with the audit committee concerning independence.

The audit committee discussed with KPMG LLP and the internal auditors the overall scope and plans for their respective audits. The audit committee reviewed and discussed the fees billed to the Company by KPMG LLP for audit, audit-related, tax and other services provided during fiscal 2018, which are set forth under "Item 3: Ratification of Independent Registered Public Accounting Firm", and determined that the provision of non-audit services is compatible with KPMG LLP's independence. Based on the audit committee's reviews and discussions described above, the audit committee recommended to the board of directors that the audited consolidated financial statements for the Company be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC.

The audit committee evaluates the performance of the independent registered public accounting firm each year and determines whether to re-engage the current firm or consider other audit firms. In doing so, the audit committee considers the quality and efficiency of the services provided by the registered public accounting firm, along with their capabilities, technical expertise, and knowledge of our operations and industry. Based on these evaluations, the audit committee decided to engage KPMG LLP as our independent registered public accounting firm for fiscal 2019.

Although the audit committee has the sole authority to appoint the independent registered public accounting firm, the audit committee has continued its long-standing practice of recommending that the board ask our stockholders to ratify the appointment of the registered public accounting firm at our annual meeting of stockholders. This report was submitted by the current members of the audit committee,

Dated: February 6, 2019 John K. Wulff, Chairman

William M. Brown

David F. Hoffmeister

Kim K.W. Rucker

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The audit committee report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other filing under the Securities Act of 1933, or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates the audit committee report by reference therein.

ITEM 3: Ratification of Independent Registered Public Accounting Firm

The audit committee of the board of directors has selected KPMG LLP to audit the Company’s consolidated financial statements for the year ended 2019. Since 2004, KPMG LLP has served as our independent registered public accounting firm and also provided other audit-related and non-audit services that were approved by the audit committee. In addition, the current lead partner assigned to the Company’s audit has held such position since 2017 and, unless removed by the audit committee, is expected to continue through 2021, when he would rotate off in accordance with SEC requirements.

Representatives of KPMG LLP will be present at the Annual Meeting, will have the opportunity to make a statement if they desire and will be available to respond to appropriate questions from stockholders.

We are asking our stockholders to ratify the selection of KPMG LLP as our independent registered public accounting firm. Although ratification is not required by our by-laws or otherwise, the board is submitting the audit committee’s selection of KPMG LLP to our stockholders for ratification as a matter of good corporate practice. Even if the selection is ratified, the audit committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders. If the appointment of KPMG LLP is not ratified, the audit committee will evaluate the basis for the stockholders’ vote when determining whether to continue the firm’s engagement.

Audit and Related Fees

Aggregate fees billed to the Company by KPMG LLP and its affiliates were as follows:

|                                   | Year Ended   |             |
|-----------------------------------|--------------|-------------|
|                                   | December 31, |             |
|                                   | 2018         | 2017        |
| Audit Fees <sup>(1)</sup>         | \$6,423,150  | \$6,874,650 |
| Audit-related Fees <sup>(2)</sup> | 74,600       | 86,600      |
| Tax Fees <sup>(3)</sup>           | 1,418,200    | 1,009,005   |
| All Other Fees <sup>(4)</sup>     | —            | —           |
| Total Fees                        | \$7,915,950  | \$7,970,255 |

(1) For professional services rendered for the audits of annual consolidated financial statements of the Company (including the audit of internal control over financial reporting), statutory audits in non-U.S. jurisdictions, the review of the Company’s quarterly consolidated financial statements and review of SEC filings.

(2) Primarily for professional services rendered in connection with consultation on financial accounting and reporting standards and employee benefit plan audits.

(3) Primarily for professional services related to technical assistance, the preparation of tax returns in non-U.S. jurisdictions and assistance with tax audits and appeals.

(4) For other permitted professional advisory services.

Audit  
Matters

**Audit Committee Pre-Approval Policy**

The audit committee is responsible for appointing, retaining and pre-approving the fees of the Company's independent registered public accounting firm. The audit committee has adopted a Policy for Pre-Approval of Independent Auditor Services ("Pre-Approval Policy") pursuant to which proposed services may be pre-approved through the application of detailed policies and procedures ("general pre-approval") or by specific review of each service ("specific pre-approval"). The audit committee has provided general pre-approval for certain specific types of non-prohibited audit, audit-related and tax services that do not exceed \$200,000 per project and \$1,000,000 per year in the aggregate and gives detailed guidance to management as to the specific services that are eligible for general pre-approval. The audit committee is to be informed on a timely basis of any services performed by the independent registered public accounting firm pursuant to general pre-approval. Unless a type of service is included in this general pre-approval, it will require specific pre-approval. The annual audit services engagement terms and fees must be specifically pre-approved by the audit committee. Requests to provide services that require specific pre-approval must be submitted to the audit committee by both the independent registered public accounting firm and the chief financial officer or corporate controller, and must include detailed back-up documentation and a joint statement as to whether the request or application is consistent with the SEC's rule on auditor independence.

The audit committee may delegate its pre-approval authority to one or more of its members. The member or members to whom such authority is delegated must report any pre-approval decisions to the audit committee at its next scheduled meeting.

All services performed by our independent registered public accounting firm in 2018 were pre-approved by the audit committee or otherwise under the Pre-Approval Policy.

**Vote Required**

Although ratification is not required in our by-laws or otherwise, approval of this proposal requires the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote.

**Recommendation of the Board**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2019**

Management  
Proposal

MANAGEMENT PROPOSAL

ITEM 4: Approval of the Amendment of our Certificate of Incorporation

Background and Reasons for the Approval

The Proposed Amendment

On February 6, 2019, our board of directors approved and declared advisable an amendment of Article VII, Section 7.3 of our Second Amended and Restated Certificate of Incorporation, as it has been previously amended (the “Restated Certificate”), that would:

eliminate from such Section 7.3 (i) the currently inoperative clause under which the Company’s stockholders could remove directors of the Company with or without cause upon the affirmative vote of a majority in the voting power of all shares entitled to vote generally in the election of directors (the “Voting Power”) and (ii) the clause that provided that when Blackstone was not the beneficial owner of at least 50.1% of the Voting Power, the stockholders could remove directors “only for cause” and upon an affirmative vote of at least 80% of the Voting Power (the “Subject Clauses”); and provide that the stockholders of the Company may remove any or all of the Company’s directors without cause, as well as with cause, upon the affirmative vote of at least 80% of the Voting Power (collectively, the “Amendment”).

The board has recommended that the Amendment be adopted by the Company’s stockholders at the Annual Meeting. The text of the proposed Amendment comparing current Section 7.3 to the proposed amended Section 7.3 by virtue of the Amendment is included as Exhibit B to this Proxy Statement.

Reasons for Amendment

Section 7.3 of the Restated Certificate currently limits the removal of directors to “only for cause” “if at any time Blackstone no longer is the beneficial owner, in the aggregate, of at least 50.1% in voting power of all shares entitled to vote generally in the election of directors.” Blackstone does not currently own a controlling interest in the Company. Thus, the “only for cause” removal provision is operative. However, under the General Corporation Law of the State of Delaware (the “DGCL”), a corporation may not limit the removal of directors to “for cause” only unless the corporation has either a classified (staggered) board of directors or cumulative voting. As of the date of the Annual Meeting, the Company will no longer have a classified board of directors. The Company does not have cumulative voting. In light of the elimination of the Company’s classified board structure and the fact that the Company does not have cumulative voting, our board of directors resolved that it is advisable and in the best interests of the Company and its stockholders to amend Section 7.3 of the Restated Certificate to eliminate the Subject Clauses, which became unnecessary to Section 7.3 upon Blackstone ceasing to hold at least 50.1% of the Voting Power, and to give the stockholders the right to remove directors without cause upon the affirmative vote of at least 80% of the Voting Power. If the Amendment is adopted by the stockholders and becomes effective, any or all of the members of the board of directors may be removed, with or without cause, by the holders of at least 80% of the Voting Power of the outstanding stock then entitled to vote in an election of directors.

General Effects of the Amendment Proposal

If the proposed Amendment is approved at the Annual Meeting, a certificate of amendment including the provisions of the Amendment conforming to the DGCL will be filed with the Secretary of State of the State of Delaware and would be effective upon filing with the Secretary of State. Following the filing of the certificate of amendment, the stockholders will be able to remove directors of the Company with, or without, cause as provided in the Amendment.



Management  
Proposal

The Amendment may be viewed as increasing the accountability of the Company's directors to stockholders by providing stockholders with the opportunity to remove directors without cause.

We do not foresee any risks with respect to the Amendment. In addition, there will be no U.S. Federal income tax consequences to the Company or stockholders as a result of the Amendment.

No Appraisal Rights

Stockholders have no rights under the DGCL or under our Restated Certificate to exercise dissenters' or appraisal rights with respect to the Amendment.

Vote Required

The affirmative vote of the holders of at least 80% of the voting power of all shares of the Common Stock outstanding and entitled to vote generally in the election of directors of the Company is required to approve the proposal.

Abstentions and broker non-votes will have the effect of a vote against the proposal. Shares of Common Stock represented by properly executed, timely received and unrevoked proxies will be voted in accordance with the instructions indicated thereon. In the absence of specific instructions, properly executed, timely received and unrevoked proxies will be voted "FOR" the proposal.

Recommendation of the Board

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE APPROVAL OF THE AMENDMENT OF OUR CERTIFICATE OF INCORPORATION.**

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## QUESTIONS AND ANSWERS

### Proxy Materials and Voting Information

1. What is included in the proxy materials? What is a proxy statement and what is a proxy?

The proxy materials for our 2019 Annual Meeting of Stockholders (“Annual Meeting”) include the Notice of Annual Meeting, this Proxy Statement and our 2018 Annual Report. If you received a paper copy of these materials, the proxy materials also include a proxy card or voting instruction form.

A proxy statement is a document that SEC regulations require us to give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy is your legal designation of another person to vote the Common Stock you own. That other person is called a proxy.

If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. We have designated two of our officers as proxies for the Annual Meeting. These two officers are Scott A. Richardson and James R. Peacock III.

The form of proxy and this Proxy Statement have been approved by the board of directors and are being provided to stockholders by its authority.

2. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with the Company’s registrar and transfer agent, Computershare Trust Company, N.A. (“Computershare”), you are considered a stockholder of record with respect to those shares. If your shares are held in a bank or brokerage account, you are considered the “beneficial owner” of those shares.

3. What shares are included on the proxy card?

If you are a stockholder of record, you will receive only one notice or proxy card for all the shares of Common Stock you hold in certificate form and in book-entry form and in any Company benefit plan.

If you are a Company employee and hold shares of Common Stock in our 401(k) savings plan, it is important that you direct the plan’s administrator how to vote your shares. If you hold shares of Common Stock in the Celanese Americas Retirement Savings Plan administered by Empower Retirement or a successor and do not vote your shares or specify your voting instructions on your proxy card, the administrator of the plan will vote your shares in the same proportion as the shares for which they have received voting instructions. To allow sufficient time for voting by the administrators, your voting instructions must be received by April 15, 2019.

If you are a beneficial owner, you will receive voting instruction information from the bank, broker or other nominee through which you own your shares of Common Stock.

4. What different methods can I use to vote?

See page 3 for additional information about how to vote.

By Telephone or Internet. All stockholders of record can submit a proxy through the Internet, using the procedures and instructions described on the notice or proxy card, or by touchtone telephone within the U.S., U.S. territories and Canada, using the toll-free telephone number on the notice or proxy card. Beneficial owners may submit a proxy

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- the advisory proposal;
- Vote against the advisory proposal;
- or Abstain from voting on the advisory proposal.

The Board recommends a vote FOR the advisory vote to approve executive compensation.

- Vote in favor of the ratification; Majority of voting power<sup>(1)</sup>
- Vote against the ratification;
- or Abstain from voting on the ratification.

The Board recommends a vote FOR the ratification.

- Vote in favor of the proposal; 80% of voting power<sup>(2)</sup>
- Vote against the proposal;
- or Abstain from voting on

Item 3: Ratification of the Appointment of KPMG LLP as Independent Registered Public Accounting Firm

Item 4: Proposal Regarding Approval of an Amendment to our Certificate of Incorporation

the  
proposal.  
The Board  
recommends a  
vote FOR the  
proposal.

(1) This means the vote of the holders of a majority of the voting power of the shares of Common Stock present in person or represented by proxy and entitled to vote.

(2) This means the vote of the holders of at least 80% of the outstanding voting power of the Common Stock entitled to vote on the proposal.

As an advisory vote, the proposal to approve executive compensation is not binding upon the Company. However, the compensation and management development committee, which is responsible for designing and administering the Company's executive compensation programs, values the opinions expressed by stockholders and will consider the outcome of these votes when making future compensation decisions. See page [41](#) for a discussion of the results of the 2018 advisory vote.

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6. What if I am a stockholder of record and do not specify a choice for a matter when returning a proxy?

Stockholders should specify their choice for each matter on the proxy card. If no specific instructions are given, proxies which are signed and returned will be voted:

FOR the  
election of all  
director  
nominees as  
set forth in this  
Proxy  
Statement;  
FOR the  
advisory vote  
to approve  
executive  
compensation;  
FOR the  
proposal to  
ratify the  
appointment of  
KPMG LLP as  
independent  
registered  
public  
accounting  
firm; and  
FOR the  
proposal to  
approve an  
amendment to  
our certificate  
of  
incorporation.

7. What if I am a beneficial owner and do not give voting instructions to my broker?

As a beneficial owner, in order to ensure your shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominee by the deadline provided in the materials you receive from your bank, broker or other nominee. If you do not provide voting instructions to your bank, broker or other nominee, whether your shares can be voted by such person depends on the type of item being considered for vote.

**Non-Discretionary Items.** The election of directors, the advisory vote to approve executive compensation, and the approval of the amendment to our certificate of incorporation are non-discretionary items and may not be voted on by brokers, banks or other nominees who have not received specific voting instructions from beneficial owners.

**Discretionary Items.** The ratification of the appointment of KPMG LLP as Independent Registered Public Accounting Firm is a discretionary item. Generally, banks, brokers and other nominees that do not receive voting instructions from beneficial owners may vote on this proposal in their discretion.

8. How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are included in determining whether a quorum is present, but will not be included with respect to director elections and the advisory vote to approve say on pay vote totals and will not affect the outcome of the vote. With respect to all other matters, abstentions and broker non-votes will have the same effect as a vote against the particular proposal.

9. What can I do if I change my mind after I vote my shares?

Stockholders can revoke a proxy prior to the completion of voting at the meeting by:

giving written notice to the Corporate Secretary of the Company;

delivering a later-dated proxy; or

voting in person at the meeting (if you are a beneficial owner, see the response to question 20).

10. Can I access the proxy materials on the Internet? How can I sign up for the electronic proxy delivery service?

The Notice of Annual Meeting, this Proxy Statement and the 2018 Annual Report are available at

[www.proxyvote.com](http://www.proxyvote.com). In addition, stockholders are able to access these documents on the Annual Meeting page of our

website, [investors.celanese.com](http://investors.celanese.com), by clicking “Events”. Instead of receiving future copies of our notice of annual

meeting, proxy statement and annual report 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

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will save us the cost of producing and mailing documents, and also will give you an electronic link to the proxy voting site.

Stockholders of Record. If you submit your proxy over the Internet, simply follow the prompts for enrolling in the electronic stockholder document delivery service. You also may enroll in this service at any time in the future by going directly to [www.proxyvote.com](http://www.proxyvote.com) and following the enrollment instructions.

Beneficial Owners. If you hold your shares in a bank or brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information in the proxy materials provided to you by your bank, broker or other nominee regarding the availability of this service.

11. Are votes confidential? Who counts the votes?

We will continue our long-standing practice of holding the votes of all stockholders in confidence from directors, officers and employees except:

as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company; in the case of a contested proxy solicitation;

if a stockholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or

to allow the independent inspector of election to certify the results of the vote.

We also will continue, as we have for many years, to retain an independent tabulator to receive and tabulate the proxies and an independent inspector of election to certify the results.

12. When will the Company announce the voting results?

We will announce the preliminary voting results at the Annual Meeting. The Company will report the final results in a Current Report on Form 8-K filed with the SEC shortly after the meeting.

13. Does the Company have a policy about directors' attendance at the Annual Meeting of Stockholders?

The Company has a policy requiring our directors then in office to attend annual meetings of stockholders, absent good reason. All directors at the time and director nominees attended the 2018 Annual Meeting.

14. How are proxies solicited and what is the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We have engaged Alliance Advisors, LLC to assist with the solicitation of proxies for a fee of \$6,500. We have also agreed to reimburse Alliance Advisors, LLC for certain expenses and to indemnify Alliance Advisors, LLC against certain losses and expenses. We will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of Common Stock.

Our directors, officers and employees also may solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.



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15. What is householding?

As permitted by the 1934 Act, only one copy of this Proxy Statement and our 2018 Annual Report is being delivered to stockholders residing at the same address who have the last same name, who we reasonably believe to be members of the same family or from whom we have previously received written consent to such a delivery unless, in each case, those stockholders have notified the Company of their desire to receive multiple copies of the Proxy Statement and our 2018 Annual Report. This is known as householding.

Even if the stockholders residing at the same address have received only one Proxy Statement and our 2018 Annual Report, each of those stockholders will receive a separate proxy card with which to submit their voting instructions by proxy as to that stockholder's shares. It is important that each stockholder receiving a proxy card, sign, date, and return each proxy card received or submit their proxy via the internet or by phone in accordance with the instructions appearing on the proxy card.

The Company will promptly deliver, upon oral or written request, a separate copy of the Proxy Statement and our 2018 Annual Report to any stockholder residing at an address to which only one copy of the Proxy Statement and our 2018 Annual Report was mailed. Requests for additional copies of the Proxy Statement and our 2018 Annual Report or for a copy of our proxy statements and annual reports in future years to be delivered to each stockholder residing at an address should be directed to the Corporate Secretary at the address listed in the response to question 23.

Beneficial owners residing at the same address should contact their bank, broker or other nominee if they do not wish to receive multiple copies of our proxy statements and annual reports to stockholders or if they are receiving only one copy and want to receive multiple copies of the Proxy Statement and our 2018 Annual Report and our proxy statements and annual reports to stockholders in future years. Each beneficial owner residing at the same address will receive a voting instruction form from their bank, broker or other nominee with which to direct how that beneficial owner's shares are to be voted. It is important that each beneficial owner receiving a voting instruction form, sign, date, and return each voting instruction form received or submit such beneficial owner's voting instructions by internet or phone if their bank, broker or other nominee makes such means of voting available, in each case, in accordance with the instructions appearing on the voting instruction form.

16. What information from this proxy statement is incorporated by reference into certain Company SEC filings?

The Company has made previous filings under the Securities Act of 1933, as amended, and the 1934 Act that incorporate future filings, including this Proxy Statement, in whole or in part. However, the report of the compensation and management development committee and the report of the audit committee shall not be incorporated by reference into any such filings.

17. Will you make a list of stockholders entitled to vote at the Annual Meeting available?

We will make available a list of stockholders of record as of the record date for inspection by stockholders for any purpose germane to the meeting during normal business hours from April 8 through April 17, 2019 at 222 W. Las Colinas Blvd., Suite 900N, Irving, TX 75039. This list also will be available to stockholders for any such purpose at the meeting.



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Annual Meeting Information

18. What is the purpose of the Annual Meeting?

At our Annual Meeting, stockholders will vote upon several important Company matters, including the election of directors. In addition, following our meeting, our management will respond to questions from stockholders.

19. How do I attend the Annual Meeting in person?

**IMPORTANT**

**NOTE:** If you plan to attend the Annual Meeting, you must follow these instructions to gain admission.

All attendees will need to bring a photo ID to gain admission. Please note that cameras, sound or video recording equipment, cellular telephones, smartphones or other similar equipment, electronic devices, large bags, briefcases or packages will not be allowed in the meeting room.

Attendance at the meeting is limited to stockholders as of the record date, February 19, 2019, or their authorized named representatives.

Stockholders of record: If you are a stockholder of record and receive your proxy materials by mail, your admission ticket is your proxy card (or a copy thereof). If you are a stockholder of record and receive your materials electronically, and vote via the Internet, please print a copy of your notice and access form or other evidence

of your  
ownership of  
Common Stock.

Beneficial  
owners: If you  
are a beneficial  
owner, bring the  
notice or voting  
instruction form  
(or a copy  
thereof) you  
received from  
your bank,  
broker or other  
nominee to be  
admitted to the  
meeting. You  
also may bring  
your bank or  
brokerage  
account  
statement  
reflecting your  
ownership of  
Common Stock  
as of the record  
date with you to  
the meeting.

Please note that  
you will not be  
able to vote  
your shares at  
the meeting  
without a legal  
proxy, as  
described in the  
response to  
question 20.

Authorized  
named  
representatives:

If you are a  
stockholder as  
of the record  
date and intend  
to appoint an  
authorized  
named  
representative  
to attend the  
meeting on your

behalf, you  
must send a  
written request  
for an  
admission ticket  
by regular mail  
to Celanese  
Attn: Corporate  
Secretary, 222  
W. Las Colinas  
Blvd., Suite  
900N, Irving,  
TX 75039.  
Requests for  
authorized  
named  
representatives  
to attend the  
meeting must be  
received no  
later than  
Monday, April  
15, 2019.

Please include the following information when submitting your request:

- (1) Your name, complete mailing address and e-mail address;
  - (2) Proof that you own shares of the Company as of the record date (such as a copy of the portion of your voting instruction form showing your name and address, a bank or brokerage account statement or a letter from the bank, broker or other nominee holding your shares); and
  - (3) A signed authorization appointing such individual to be your authorized named representative at the meeting, which includes the name, address, telephone number and e-mail address of the authorized named representative.
- Upon receipt of proper documentation, you and your named representative will receive confirmation that your named representative has been authorized. To gain admission to the meeting, the photo ID presented must match the documentation provided in item (3) above. We reserve the right to limit the number of representatives who may attend the meeting.

Ensuring the Annual Meeting is safe and productive is our top priority. As such, failure to follow these admission procedures may result in being denied admission or being directed to view the meeting in an overflow room. Because seating in the main meeting room is limited, and in order to be able to address security concerns, we reserve the right to direct attendees to view the meeting in an overflow room. In addition, failure to follow the meeting procedures may result in ejection from the meeting, being directed to view the meeting in an overflow room and/or

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being denied admission to this and future meetings. If you have questions regarding these admission procedures, please call the Corporate Secretary at (972) 443-4700.

20. How can I vote at the meeting if I am a beneficial owner?

If you are a beneficial owner and want to vote your shares at the Annual Meeting, you will need to ask your bank, broker or other nominee to furnish you with a legal proxy. You will need to follow the procedures described in the response to question 19 and then bring the legal proxy with you to the meeting and hand it in with a signed ballot that will be provided to you at the meeting. You will not be able to vote your shares at the meeting without a legal proxy. If you do not have a legal proxy, you can still attend the meeting by following the procedures described in the response to question 19. However, you will not be able to vote to your shares at the meeting. Accordingly, we encourage you to cause your shares to be voted in advance by submitting a proxy, even if you intend to attend the meeting.

Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the meeting and vote in person or legally appoint another proxy to vote on your behalf.

21. What information is included on the Annual Meeting page of the Company's website?

The Annual Meeting page of our website allows our stockholders to (a) easily access the Company's proxy materials for the Annual Meeting, (b) submit a proxy through the Internet, and (c) learn more about our Company. Go to [investors.celanese.com](http://investors.celanese.com), and click "Events".

22. Could any additional proposals be raised at the Annual Meeting?

Management does not know of any items, other than those referred to in the accompanying Notice of Annual Meeting, which may properly come before the meeting or other matters incident to the conduct of the meeting. As to any other item or proposal that may properly come before the meeting, including voting on a proposal omitted from this proxy statement pursuant to the rules of the SEC, it is intended that proxies will be voted in accordance with the discretion of the proxy holders. See the response to question 25 for how to submit a proposal for action at the 2020 Annual Meeting of Stockholders.

Company Documents, Communications and Stockholder Proposals

23. How can I view or request copies of the Company's corporate documents and SEC filings?

The Company's website contains the Company's certificate of incorporation, by-laws, corporate governance guidelines, board committee charters, Code of Business Conduct and the Company's SEC filings. To view these documents, go to our website, [investors.celanese.com](http://investors.celanese.com), and click "Corporate Governance." To view the Company's SEC filings, including Forms 3, 4 and 5 filed by the Company's directors and executive officers, go to [investors.celanese.com](http://investors.celanese.com), click "SEC Filings."

We will promptly deliver free of charge, upon request, a copy of the corporate governance guidelines, board committee charters or Code of Business Conduct or our most recent Form 10-K or Annual Report to any stockholder requesting a copy. Requests should be directed to the Company's Corporate Secretary, Celanese Corporation, 222 W. Las Colinas Blvd., Suite 900N, Irving, TX 75039.



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24. How can I communicate with the directors?

Communications can be addressed to directors in care of the Corporate Secretary, Celanese Corporation, 222 W. Las Colinas Blvd., Suite 900N, Irving, TX 75039. At the direction of the board, all mail received may be opened and screened for security purposes. All mail, other than trivial, obscene, unduly hostile, threatening, advertising, illegal or similarly unsuitable items, will be forwarded. Mail addressed to a particular director will be forwarded or delivered to that director. Mail addressed to “Outside Directors” or “Non-Employee Directors” will be forwarded or delivered to the lead independent director. Mail addressed to the “Board of Directors” will be forwarded or delivered to the Chairman of the Board and the lead independent director.

25. How do I submit a proposal for action at the 2020 Annual Meeting of Stockholders?

A proposal for action to be presented by any stockholder at the 2020 Annual Meeting of Stockholders will be acted upon only:

if the proposal is to be included in our proxy statement, pursuant to Rule 14a-8 under the 1934 Act, the proposal is received at on or before November 8, 2019; or

if the proposal is not to be included in our proxy statement, pursuant to our by-laws, the proposal is submitted in writing to the Corporate Secretary on or before January 19, 2020 (but not earlier than December 20, 2019), and such proposal is, under Delaware General Corporation Law, an appropriate subject for stockholder action.

In addition, the stockholder proponent, or a representative who is qualified under state law, must appear in person at the 2020 Annual Meeting of Stockholders to present such proposal.

Proposals should be sent by mail to the Corporate Secretary, Celanese Corporation, 222 W. Las Colinas Blvd., Suite 900N, Irving, TX 75039. As described below, separate rules apply to submissions of director nominees under our proxy access provisions.

26. How do I submit a recommendation for a director nominee?

The nominating and corporate governance committee will consider recommendations for director nominees made by stockholders. Stockholder recommendations should be sent to: Celanese Corporation, Board of Directors, 222 W. Las Colinas Blvd., Suite 900N, Irving, Texas 75039, Attn: Corporate Secretary. Generally, recommended candidates are considered at the first or second board meeting held prior to the annual meeting of stockholders. No candidates were recommended by stockholders during 2018.

The nominating and corporate governance committee considers individuals recommended by stockholders in the same manner and to the same extent as it considers director nominees identified by other means. The chairman of the nominating and corporate governance committee will make exploratory contacts with those nominees whose skills, experiences, qualifications and personal attributes satisfy those that the nominating and corporate governance committee has identified as essential for a nominee to possess, as described above. Then, an opportunity will be arranged for the members of the nominating and corporate governance committee or as many members as can do so to meet the potential nominee. The nominating and corporate governance committee will then select a nominee to recommend to the board of directors for consideration and appointment. Board members appointed in this manner will serve, absent unusual circumstances, until their election by our stockholders at the next annual meeting of stockholders.

Nominations of up to a specified number of directors may also be made by one or more eligible holders under the “Proxy Access” provisions of our by-laws. See “Board and Committee Governance” on page 16.



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The Annual Report on Form 10-K for the year ended December 31, 2018 includes our financial statements for the year ended December 31, 2018. We have furnished the 2018 Annual Report on Form 10-K to all stockholders as part of our Annual Report. The Annual Report on Form 10-K does not form any part of the material for the solicitation of proxies.

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

March 8, 2019

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Non-U.S. GAAP Financial Measures

## Definitions and Rationale

This Proxy Statement contains information regarding Adjusted EBIT, Operating EBITDA, free cash flow, and adjusted earnings per share, which are non-GAAP financial measures used by the Company. These measures are not recognized in U.S. GAAP and should not be viewed as alternatives to U.S. GAAP measures of performance. Non-GAAP financial measures are provided as additional information to stockholders, investors, analysts and other parties as the Company believes them to be important supplemental measures for assessing our financial and operating results and as a means to evaluate period-to-period comparisons. These non-GAAP financial measures should be viewed as supplemental to, and should not be considered in isolation or as alternatives to net earnings (loss), operating profit (loss), cash flow from operating activities, earnings per share or any other GAAP financial measure. The method of calculation of the following non-GAAP financial measures may be different from other companies' methods for calculating measures with the same or similar titles. Investors and analysts should understand how another company calculates such non-GAAP financial measures before comparing the other company's non-GAAP financial measures to any of our own. These non-GAAP financial measures may not be indicative of the historical operating results of the Company nor are they intended to be predictive or projections of future results.

Adjusted EBIT is a performance measure used by the Company and is defined by the Company as net earnings (loss) attributable to Celanese Corporation, plus (earnings) loss from discontinued operations, less interest income, plus interest expense, plus refinancing expense and taxes, and further adjusted for Certain Items. We believe that adjusted EBIT provides transparent and useful information to management, investors, analysts and other parties in evaluating and assessing our primary operating results from period-to-period after removing the impact of unusual, non-operational or restructuring-related activities that affect comparability. Our management recognizes that adjusted EBIT has inherent limitations because of the excluded items. Adjusted EBIT is one of the measures management uses for planning and budgeting, monitoring and evaluating financial and operating results and as a performance metric in the Company's incentive compensation plan. We may provide guidance on adjusted EBIT but are unable to reconcile forecasted adjusted EBIT to a US GAAP financial measure without unreasonable efforts because a forecast of Certain Items, such as mark-to-market pension gains and losses, which may be significant, is not practical. Adjusted EBIT by business segment may also be referred to by management as segment income. Adjusted EBIT margin is defined by the Company as adjusted EBIT divided by net sales. Adjusted EBIT margin has the same uses and limitations as Adjusted EBIT.

Operating EBITDA is a performance measure used by the Company and is defined by the Company as net earnings (loss) attributable to Celanese Corporation, plus (earnings) loss from discontinued operations, less interest income, plus interest expense, plus refinancing expense, taxes and depreciation and amortization, and further adjusted for Certain Items, which Certain Items include accelerated depreciation and amortization expense. Operating EBITDA is equal to adjusted EBIT plus depreciation and amortization. We believe that Operating EBITDA provides transparent and useful information to investors, analysts and other parties in evaluating our operating performance relative to our peer companies. Operating EBITDA margin is defined by the Company as Operating EBITDA divided by net sales. Operating EBITDA margin has the same uses and limitations as Operating EBITDA.

Adjusted earnings per share is a performance measure used by the Company and is defined by the Company as earnings (loss) from continuing operations attributable to Celanese Corporation, adjusted for income tax (provision) benefit, Certain Items, and refinancing and related expenses, divided by the number of basic common shares and dilutive restricted stock units and stock options calculated using the treasury method. We believe that adjusted earnings per share provides transparent and useful information to management, investors, analysts and other parties in evaluating and assessing our primary operating results from period-to-period after removing the impact of the above stated items that affect comparability and as a performance metric in the Company's incentive compensation

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plan. We may provide guidance on adjusted earnings per share but are unable to reconcile forecasted adjusted earnings per share to a GAAP financial measure without unreasonable efforts because a forecast of Certain Items, such as mark-to-market pension gains and losses, which may be significant, is not practical.

Note: The income tax expense (benefit) on Certain Items (“Non-GAAP adjustments”) is determined using the applicable rates in the taxing jurisdictions in which the Non-GAAP adjustments occurred and includes both current and deferred income tax expense (benefit). The income tax rate used for adjusted earnings per share approximates the midpoint in a range of forecasted tax rates for the year. This range may include certain partial or full-year forecasted tax opportunities and related costs, where applicable, and specifically excludes changes in uncertain tax positions, discrete recognition of GAAP items on a quarterly basis, other pre-tax items adjusted out of our GAAP earnings for adjusted earnings per share purposes and changes in management’s assessments regarding the ability to realize deferred tax assets for GAAP. In determining the adjusted earnings per share tax rate, we reflect the impact of foreign tax credits when utilized, or expected to be utilized, absent discrete events impacting the timing of foreign tax credit utilization. We analyze this rate quarterly and adjust it if there is a material change in the range of forecasted tax rates; an updated forecast would not necessarily result in a change to our tax rate used for adjusted earnings per share. The adjusted tax rate is an estimate and may differ from the actual tax rate used for GAAP reporting in any given reporting period. The estimated GAAP rate excludes discrete recognition of GAAP items due to our inability to forecast such items. As part of the year-end reconciliation, we will update the reconciliation of the GAAP effective tax rate to the adjusted tax rate for actual results.

Free cash flow is a liquidity measure used by the Company and is defined by the Company as net cash provided by (used in) operations, less capital expenditures on property, plant and equipment, and adjusted for capital contributions from or distributions to Mitsui & Co., Ltd. related to our methanol joint venture, Fairway Methanol LLC. We believe that free cash flow provides useful information to management, investors, analysts and other parties in evaluating the Company’s liquidity and credit quality assessment because it provides an indication of the long-term cash generating ability of our business. Although we use free cash flow as a measure to assess the liquidity generated by our business, the use of free cash flow has important limitations, including that free cash flow does not reflect the cash requirements necessary to service our indebtedness, lease obligations, unconditional purchase obligations or pension and postretirement funding obligations.

The most directly comparable financial measure presented in accordance with U.S. GAAP in our consolidated financial statements for adjusted EBIT and operating EBITDA is net earnings (loss) attributable to Celanese Corporation, for adjusted earnings per share is earnings (loss) from continuing operations attributable to Celanese Corporation per common share-diluted, and for free cash flow is net cash provided by (used in) operations.

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## Adjusted EBIT and Operating EBITDA - Reconciliation of Non-GAAP Measures - Unaudited

Year Ended December 31,

2018            2017

(In \$ millions, except  
percentages)

|   |       |       |       |       |
|---|-------|-------|-------|-------|
| Net sales   | 7,155 |       | 6,140 |       |
| Net earnings (loss) attributable to Celanese Corporation          | 1,207 |       | 843   |       |
| (Earnings) loss from discontinued operations                      | 5     |       | 13    |       |
| Interest income   | (6 )  |       | (2 )  |       |
| Interest expense  | 125   |       | 122   |       |
| Refinancing expense   | 1     |       | —     |       |
| Income tax provision (benefit)                                    | 292   |       | 213   |       |
| Certain items attributable to Celanese Corporation <sup>(1)</sup> | 228   |       | 167   |       |
| Adjusted EBIT / Adjusted EBIT Margin                              | 1,852 | 25.9% | 1,356 | 22.1% |
| Depreciation and amortization expense <sup>(2)</sup>              | 316   |       | 303   |       |
| Operating EBITDA  | 2,168 |       | 1,659 |       |

Information about Certain items is included in the Company's Non-GAAP Financial Measures and Other

(1) Information document dated January 28, 2019 available in the investor relations section of our website at [www.celanese.com](http://www.celanese.com) and is also available as Exhibit 99.2 to our Form 8-K furnished to the SEC on January 28, 2019.

(2) Excludes accelerated depreciation and amortization expense, which amounts are included in Certain items above.

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## Adjusted Earnings (Loss) Per Share - Reconciliation of a Non-GAAP Measure - Unaudited

|   | Year Ended December 31,                     |       | Year   |       | Change |
|---|---|-------|--------|-------|--------|
|   | 2018  | 2017  | over   | Year  |        |
|   | per   | per   | per    | per   |        |
|   | share                                       | share | share  | share |        |
|   | (In \$ millions, except per share data)     |       |        |       |        |
| Earnings (loss) from continuing operations attributable to Celanese Corporation | 1,212                                       | 8.95  | 856    | 6.19  | 44.6 % |
| Deduct: Income tax (provision) benefit  | (292 )                                      |       | (213 ) |       |        |
| Earnings (loss) from continuing operations before tax                           | 1,504                                       |       | 1,069  |       |        |
| Certain items attributable to Celanese Corporation <sup>(1)</sup>               | 228   |       | 167    |       |        |
| Refinancing and related expenses  | 1   |       | —      |       |        |
| Adjusted earnings (loss) from continuing operations before tax                  | 1,733                                       |       | 1,236  |       |        |
| Income tax (provision) benefit on adjusted earnings <sup>(2)</sup>              | (243 )                                      |       | (198 ) |       |        |
| Adjusted earnings (loss) from continuing operations <sup>(3)</sup>              | 1,490                                       | 11.00 | 1,038  | 7.51  | 46.5 % |
|   | Diluted shares (in millions) <sup>(4)</sup> |       |        |       |        |
| Weighted average shares outstanding   | 134.3                                       |       | 137.9  |       |        |
| Incremental shares attributable to equity awards                                | 1.1   |       | 0.4    |       |        |
| Total diluted shares  | 135.4                                       |       | 138.3  |       |        |

Information about Certain items is included in the Company's Non-GAAP Financial Measures and Other

- (1) Information document dated January 28, 2019 available in the investor relations section of our website at [www.celanese.com](http://www.celanese.com) and is also available as Exhibit 99.2 to our Form 8-K furnished to the SEC on January 28, 2019.
- (2) The adjusted effective tax rate is 14% for the year ended December 31, 2018 and 16% for the year ended December 31, 2017, as detailed in the Adjusted Tax Rate table below.
- (3) The year ended December 31, 2018 excludes the immediate recognition of actuarial gains and losses and the impact of actual plan asset returns of (3.9)% vs. expected plan asset returns of 6.7%. The year ended December 31, 2017 excludes the immediate recognition of actuarial gains and losses and the impact of actual plan asset returns of 10.5% vs. expected plan asset returns of 7.3%.
- (4) Potentially dilutive shares are included in the adjusted earnings per share calculation when adjusted earnings are positive.

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## Adjusted Tax Rate - Reconciliation of a Non-GAAP Measure - Unaudited

|   | Year Ended<br>December 31, |       |
|---|----------------------------|-------|
|   | 2018                       | 2017  |
|   | (In percentages)           |       |
| US GAAP effective tax rate  | 19                         | 20    |
| Discrete quarterly recognition of GAAP items <sup>(1)</sup>                                       | —                          | (11 ) |
| Tax impact of other charges and adjustments <sup>(2)</sup>  | —                          | 1     |
| Utilization of foreign tax credits  | —                          | 20    |
| Changes in valuation allowances, excluding impact of other charges and adjustments <sup>(3)</sup> | (5 )                       | (13 ) |
| Other <sup>(4)</sup>  | —                          | (1 )  |
| Adjusted tax rate   | 14                         | 16    |

(1) Such as changes in tax laws (including US tax reform), deferred taxes on outside basis differences, changes in uncertain tax positions and prior year audit adjustments.

Reflects the tax impact on pre-tax adjustments presented in Certain Items, which are excluded from pre-tax income for adjusted earnings per share purposes. Information about Certain items is included in the Company's Non-GAAP

(2) Financial Measures and Other Information document dated January 28, 2019 available in the investor relations section of our website at [www.celanese.com](http://www.celanese.com) and is also available as Exhibit 99.2 to our Form 8-K furnished to the SEC on January 28, 2019.

(3) Reflects changes in valuation allowances related to changes in judgment regarding the realizability of deferred tax assets or current year operations, excluding other charges and adjustments.

(4) Tax impacts related to full-year forecasted tax opportunities and related costs.

## Free Cash Flow - Reconciliation of a Non-GAAP Measure - Unaudited

|   | Year Ended<br>December 31, |        |
|---|----------------------------|--------|
|   | 2018                       | 2017   |
|   | (In \$ millions)           |        |
| Net cash provided by (used in) investing activities   | (507 )                     | (549 ) |
| Net cash provided by (used in) financing activities   | (1,165 )                   | (351 ) |
| Net cash provided by (used in) operating activities   | 1,558                      | 803    |
| Capital expenditures on property, plant and equipment | (337 )                     | (267 ) |
| Capital (distributions to) contributions from NCI     | (23 )                      | (27 )  |
| Free cash flow <sup>(1)(2)</sup>                      | 1,198                      | 509    |

(1) Free cash flow is a liquidity measure used by the Company and is defined by the Company as net cash provided by (used in) operating activities, less capital expenditures on property, plant and equipment, and adjusted for capital contributions from or distributions to Mitsui & Co., Ltd. related to our joint venture, Fairway Methanol LLC.

(2) Excludes required debt service and capital lease payments of \$63 million and \$27 million for the years ending December 31, 2018 and 2017, respectively.



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Exhibit B

Article VII, Section 7.3 of the Second Amended and Restated Certificate of Incorporation

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 a majority in voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting as a single class; provided, however, if at any time Blackstone no longer is the beneficial owner, in the aggregate, of at least 50.1% in voting power of all shares entitled to vote generally in the election of directors, then any director or the entire Board of Directors may be removed only for cause and only by the affirmative vote of at least 80% in voting power of all shares of the Corporation entitled to vote generally in the election of directors, voting as a single class. For purposes of this Second Amended and Restated Certificate of Incorporation, the "beneficial owner" of shares shall be determined pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended.

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