Celanese Corp
Form DEF 14A
March 10, 2016

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 þ
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))
þ Definitive Proxy Statement
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CELANESE CORPORATION
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):
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(3) Filing Party:
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* See more detailed Table of Contents for compensation topics on page 33.

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

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

March 11, 2016

Dear Fellow Stockholders:

I am pleased to invite you to attend the 2016 Annual Meeting of Stockholders of Celanese Corporation to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 21, 2016. This year's Annual Meeting will be held at The Crescent Club, 200 Crescent Court – 17th Floor, Dallas, Texas 75201.

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 2015 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, 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 has included in this Proxy Statement a proposal to transition to an annually elected board of directors for your consideration. 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

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 2016 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 22, 2016, the record date for the meeting. On the record date, there were 147,408,466 shares of the Company's Series A Common Stock issued, outstanding and entitled to vote at the Annual Meeting.

How to Vote

Even if you plan to attend the Annual Meeting in person, please vote right away using one of the following advance voting methods (see page 81 for additional details). Make sure to have your proxy card, voting instruction form or notice of internet availability in hand and follow the instructions.

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

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) 973-0095.

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 84.

Important Note About Meeting Admission Requirements: If you plan to attend the meeting in person, see the answer to question 19 on page 83 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.

2016 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 2015 performance, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Annual Meeting Information

Date and Time	April 21, 2016, 7:00 a.m. (Central Daylight Saving Time)
Place	The Crescent Club 200 Crescent Court – 17th Floor, Dallas, Texas 75201
Record Date	February 22, 2016
Voting	Stockholders as of the record date are entitled to vote. Each share of Series A Common Stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.
Entry	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 8) The board and the corporate governance and nominating committee believe that the five director nominees possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to the Company's management.	FOR each Director Nominee
ITEM 2. Advisory Approval of Executive Compensation (page 34) The Company seeks a non-binding advisory vote from its stockholders to approve the compensation of certain executive officers, as described in the Compensation Discussion and Analysis section beginning on page 35 and the Compensation Tables section beginning on page 58. The board values stockholders' opinions and the compensation and management development committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.	FOR
ITEM 3. Ratification of Independent Registered Public Accounting Firm (page 75) The audit committee and the board believe that the continued retention of KPMG LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 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 2016.	FOR
ITEM 4. Approval of Amendments to our Certificate of Incorporation to Declassify the Board of Directors (page 77) After careful consideration, the board believes that it is in the best interests of our stockholders to take action to declassify our board of directors and transition to annual director elections. The board has proposed an amendment to our certificate of	FOR

incorporation to remove the classification structure, subject to a phase out of existing director terms of office.

In February 2016, the board adopted a “Proxy Access for Director Nominations” by-law. See page 17 for additional information.

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 8 describes our governance framework, which includes the following highlights:

Independent lead director	Active stockholder engagement
9 of our 10 directors are independent	Diverse board in terms of gender, experience and skills
Board committees consist entirely of independent directors	Director retirement guideline
Independent directors meet without management present	Restrictions on share hedging and pledging
Annual board self-assessment process	Share ownership guidelines for executives and directors
Majority voting for all directors	Longstanding commitment to corporate responsibility
Up to 20 stockholders owning collectively 3% of our stock may nominate 20% of our directors (subject to a phase in)	Policy providing for return of long-term incentive compensation under certain circumstances (clawback policy)

Director Nominees

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

Name and Qualifications	Age	Director Since	Primary Occupation & Other Public Company Boards	Independent	Committee Memberships
Kathryn M. Hill Q:5@6	59	2015	Former SVP Dev. Strategy – Cisco Systems Inc. Moody's Inc.; NetApp Inc.	ü	CMD; EHS
William M. Brown &Q:5®Gq@6L	53	2016	Chairman and CEO – Harris Corporation Harris Corporation	ü	AC
Jay V. Ihlenfeld Q.:5G@6	64	2012	Former SVP, Asia Pacific – 3M Company	ü	CMD; EHS£
Mark C. Rohr &Q.:5®Gq@6L	64	2007	Chairman and CEO – Celanese Corporation Ashland Inc.		
Farah M. Walters &.5GL@6	71	2007	President and CEO – QualHealth, LLC PolyOne Corporation	ü	CMD£; NCG

Board Committees:

AC	Audit Committee
CMD	Compensation and Management Development Committee
EHS	Environmental, Health, Safety and Public Policy Committee
NCG	Nominating and Corporate Governance Committee
£	Committee Chair

Qualifications:

&	Leadership	G	Govt/regulatory
Q	Global experience	q	Financial transactions
.	Chemical industry	@	Operational
:	Innovation-focused	6	Strategic
5	Customer-focused	L	Risk oversight
®	Financial experience		

Performance and Compensation Decisions

2015 Key Performance Highlights

Business Performance

In 2015, our key performance metrics were as follows:

- Free cash flow[1] was a record $556 million. Excluding a contract termination payment of $177 million, free cash flow was $733 million, up 33.8% from 2014
- Net sales were $5.7 billion
- Adjusted EBIT[1] was $1.2 billion, the second highest level since 2008
- Adjusted earnings per share[1] was $6.02, the highest in Company history, an increase of 6.2% over 2014

Stockholder Value Creation

- Positive one-, three- and five-year total stockholder return, driving a 14.3% increase in total stockholder return in 2015
- Returned a record $594 million to stockholders through dividends and share repurchases, a 50.8% total increase in cash returned to stockholders from the prior year
- Increased the quarterly cash dividend paid by 20% in 2015

How Pay is Aligned to 2015 Company Performance

The operation of our variable incentives demonstrates strong linkage between pay and performance. See page 48 for the detailed performance results.

- Annual Incentive – 2015 performance resulted in above target achievement on our financial and stewardship objectives established at the beginning of the year under our 2015 annual incentive plan.
- Long-Term Incentive – The performance-based restricted stock units (“PRSUs”) granted in 2014, based on a fiscal 2014-2015 year performance period, will pay out at 200% of target.

2015 Key Compensation Decisions

- 2015 Compensation – Based on our 2015 performance, in February 2016 the compensation and management development committee approved a business performance modifier of 140% under our 2015 annual incentive plan and established individual performance modifiers for the named executive officers. In addition, the committee had earlier awarded PRSUs in February 2015 under our 2015 long-term incentive plan. See pages 46-50 for more information.
- 2016 Long-Term Incentive Plan – The compensation and management development committee re-evaluated our long-term incentive plan design and, with stockholder feedback, re-designed the award for 2016. See pages 37-40 for more information.

Key Compensation Features

ü No employment agreements
ü Change in control double-trigger equity awards (participant’s employment must be terminated to receive benefits)
ü Clawback, no share hedging and no pledging policies
ü No tax gross-ups of severance, change-in-control payments or perquisites, other than for relocation benefits
ü A high percentage of compensation is at risk (i.e., tied to performance)
ü Significant executive share ownership requirements

Additional Information

Please see the Questions and Answers section beginning on page 79 for important information about the proxy materials, voting, the annual meeting, Company documents, communications and the deadlines to submit stockholder proposals for the 2017 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.

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date and Time:	April 21, 2016, 7:00 a.m. (Central Daylight Saving Time)
Place:	The Crescent Club 200 Crescent Court – 17th Floor, Dallas, Texas 75201
Items of Business:	To elect Kathryn M. Hill to serve until the 2017 Annual Meeting of Stockholders, William M. Brown to serve until the 2018 Annual Meeting of Stockholders, and Jay V. Ihlenfeld, Mark C. Rohr and Farah M. Walters to serve until the 2019 Annual Meeting of Stockholders, or until their successors are elected and qualified or their earlier resignation; Advisory vote to approve executive compensation; To ratify the selection of KPMG LLP as our independent registered public accounting firm for 2016; To adopt amendments to our certificate of incorporation to eliminate our classified board structure and transition to the annual election of directors; and To transact such other business as may properly be brought before the meeting in accordance with the provisions of the Company's Fourth Amended and Restated By-laws (the "By-laws").
Record Date:	You are entitled to attend the Annual Meeting and to vote if you were a stockholder as of the close of business on February 22, 2016.

Our Proxy Statement follows. Financial and other information about Celanese Corporation is contained in our Annual Report to Stockholders for the fiscal year ended December 31, 2015 ("2015 Annual Report").

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

By Order of the Board of Directors of
Celanese Corporation

James R. Peacock III
Vice President, Deputy General Counsel
and Corporate Secretary
Irving, Texas
March 11, 2016

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 21, 2016

The Celanese Corporation 2016 Notice of Annual Meeting and Proxy Statement, 2015 Annual Report and other proxy materials are available at www.proxyvote.com.

PROXY STATEMENT
For the Annual Meeting of Stockholders To Be Held on April 21, 2016

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 2016 Annual Meeting of Stockholders (the "Annual Meeting") to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 21, 2016, at The Crescent Club, 200 Crescent Court – 17th Floor, Dallas, Texas 75201. 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 21, 2016

The Celanese Corporation 2016 Notice of Annual Meeting and Proxy Statement, 2015 Annual Report and other proxy materials are available at www.proxyvote.com.

INFORMATION CONCERNING SOLICITATION AND VOTING

Pursuant to U.S. Securities and Exchange Commission ("SEC") rules, we have elected to furnish proxy materials to our stockholders via the Internet instead of mailing printed copies of those materials to each stockholder. If you received a Notice of Internet Availability of Proxy Materials ("Notice of Internet Availability") by mail, you will not receive a printed copy of the proxy materials unless you request one. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials and cast your vote on the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability. Stockholders who requested paper copies of proxy materials or previously elected to receive proxy materials electronically did not receive the Notice of Internet Availability and will receive the proxy materials in the format requested. This Proxy Statement and our 2015 Annual Report also are available in the investor relations section of our website, www.celanese.com.

The Notice of Internet Availability and, for stockholders who previously requested electronic or paper delivery, the proxy materials will be made available on or about March 11, 2016, to stockholders of record and beneficial owners who owned shares of the Company's Series A Common Stock ("Common Stock") at the close of business on February 22, 2016.

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".

GOVERNANCE

The Company is committed to effective corporate governance, which promotes the long-term interests of stockholders, strengthens board and management accountability and helps build public trust in the Company.

The Company's Certificate of Incorporation, By-laws, Corporate Governance Guidelines, Board Committee Charters and other materials can be accessed on our website, www.celanese.com, by clicking on "Investor Relations" and then "Corporate Governance." Instructions on how to obtain copies of these materials are also included in the response to question 23 in the Questions and Answers section on page 85.

ITEM 1: Election of Directors

Background

Our board of directors is currently divided into three classes serving staggered, three-year terms: Class I consisting of Jean S. Blackwell, Kathryn M. Hill and John K. Wulff; Class II consisting of William M. Brown, Edward G. Galante and David F. Hoffmeister; and Class III consisting of Jay V. Ihlenfeld, Mark C. Rohr and Farah M. Walters. The board has proposed amendments to our certificate of incorporation to declassify our board and transition to annual voting. See "Management Proposals".

On February 3, 2016, James E. Barlett notified the Company of his intent to retire, effective immediately prior to the Annual Meeting, in accordance with the Company's director retirement guideline. In addition, in accordance with our director retirement guideline, Ms. Walters is scheduled to retire, effective immediately prior to the 2017 Annual Meeting of Stockholders.

Based on the recommendation of our independent nominating and corporate governance committee, our board of directors has nominated one director in Class I, Kathryn M. Hill, to serve a one-year term expiring at the 2017 Annual Meeting of Stockholders, one director in Class II, William M. Brown, to serve a two-year term expiring at the 2018 Annual Meeting of Stockholders, and three directors in Class III, Jay V. Ihlenfeld, Mark C. Rohr and Farah M. Walters, to serve a three-year term expiring at the 2019 Annual Meeting of Stockholders. These director nominees have consented to be elected to serve as directors for the applicable terms.

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 five nominees. If any of our nominees is unable or declines to serve as a director as of the time of the Annual Meeting, the board may designate a substitute nominee or reduce the size of the board. Proxies will be voted for any nominee who shall be designated by the board of directors to fill the vacancy.

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

ü Four New Directors Elected
ü Rotation of Majority of Board Committee Chairs
ü New Lead Independent Director Elected
ü Expanded Qualifications and Diversity Represented on Board

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 specific 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.

Specific 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's business and the associated qualifications, attributes, skills and experience that the board believes should be represented on the board.

	Qualifications, Attributes, Skills and Experience	Business Characteristics
&	Relevant senior leadership/C-Suite experience	Senior leadership experience allows directors to better understand day-today and strategic aspects of a business
Q	Global business experience	The Company's business is global and multicultural, with products manufactured in the Americas, Europe and Asia and operations in 17 countries around the world
.	Extensive knowledge of the Company's business and/or chemical industry	A deep understanding of the Company's business and/or the chemical industry allows a director to better guide the Company
:	Experience in innovation-focused businesses	Focus on innovation to drive performance
5	Experience in customer-driven businesses	High level of customer intimacy
®	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

Director Nominees

Class I Director – Term Expires in 2017

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 is a member of the Board of Trustees for the Anita Borg Institute for Women and Technology.

Director since: 2015
Age: 59
Board Committees:
Compensation
Environmental, Health & Safety
Other Public Company Boards:
Moody's Inc.
NetApp Inc.

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Specific Qualifications, Attributes, Skills and Experience:
Substantial innovation-focused, customer-focused, global business, operational and strategic experience gained in various roles with Cisco Systems, Inc.

Class II Director – Term Expires in 2018

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 both the Florida Institute of Technology and the Florida Polytechnic University.

Director since: 2016
Age: 53
Board Committees:
Audit
Other Public Company Boards:
Harris Corporation

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Specific Qualifications, Attributes, Skills and Experience:
Substantial leadership, financial, governmental/geopolitical, innovation, strategic and risk management experience gained in roles of Chairman, CEO and President of Harris Corporation.

Q q

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

Technologies Corporation.

Class III Directors – Term Expires in 2019

Jay V. Ihlenfeld

From 2006 until his retirement in 2012, Mr. Ihlenfeld served as the Senior Vice President, Asia Pacific, for 3M Company, a leader in technology and innovation. Mr. Ihlenfeld previously served as 3M Company's Senior Vice President, Research and Development from 2002 to 2006. A 33-year veteran of 3M Company, Mr. Ihlenfeld has also held various leadership and technology positions, including Vice President of its Performance Materials business and Executive Vice President of its Sumitomo/3M business in Japan.

Director since: 2012
Age: 64
Board Committees:
Compensation
Environmental, Health & Safety
Other Public Company Boards:
None

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Specific Qualifications, Attributes, Skills and Experience:
Substantial chemical industry knowledge and operational, global business, innovation, customer-driven, geopolitical and strategy development experience gained in various roles over 33 years with 3M Company.

Mark C. Rohr

Mr. Rohr has been our Chairman of the board and Chief Executive Officer since April 2012 and a member of our board of directors since April 2007. He served as Executive Chairman of Albemarle Corporation, a global developer, manufacturer and marketer of highly engineered specialty chemicals, from September 2011 until February 2012 and previously had served as the Chairman from 2008 to 2011, President from 2000 to 2010, Chief Operating Officer from 2000 to 2002 and Chief Executive Officer from 2002 to 2011. Prior to that, Mr. Rohr served as Executive Vice President – Operations of Albemarle. Before joining Albemarle, Mr. Rohr held leadership roles with various companies, including Occidental Chemical Corporation and The Dow Chemical Company. Mr. Rohr serves on the board of directors of Ashland Inc. (since 2008) and as a member of its audit committee and its environmental, health & safety committee. He also serves as chairman of the board of directors of the American Chemistry Council and president of the International Association of Chemical Associations.

Director since: 2007
Age: 64
Board Committees:
None
Other Public Company Boards:
Ashland Inc.
Albemarle Corporation (2001-2012)

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Specific Qualifications, Attributes, Skills and Experience:
Substantial leadership, financial, global business, innovation-focused, customer-driven focus, operational, strategy development, risk management, transactional and 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.

Farah M. Walters

Since 2005, Ms. Walters has served as President and Chief Executive Officer of QualHealth, LLC, a healthcare consulting firm. From 1992 until her retirement in June 2002, Ms. Walters was the President and Chief Executive Officer of University Hospitals Health System and University Hospitals of Cleveland. She also serves as a member of the board of directors of PolyOne Corporation (since 1998), including as a member of the compensation committee and the nominating and governance committee. She previously served as the lead director (2006-2007), chairperson of both the compensation and nominating and governance committees and the 2005 chief executive officer search committee, and as a member of the environmental, health and safety committee and the financial policy committee of PolyOne. She was a member of the board of directors of Kerr McGee Corp. from 1993 until 2006. While a director at Kerr McGee, she served as the chairman of the compensation committee, the chairman of the audit committee, a member of the executive committee and a member of the governance committee. From 2003 to 2006, Ms. Walters was also a director and a member of the compensation committee and the audit committee of Alpharma, Inc.

Director since: 2007
Age: 71
Board Committees:
Compensation
Nominating and Corporate Governance
Other Public Company Boards:
PolyOne Corporation

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@ 6 L
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Specific Qualifications, Attributes, Skills and Experience:
Substantial leadership, operational, governmental regulatory, customer-driven, risk management and strategy development experience gained as President/CEO of a large hospital system.
More than 17 years' board service with another public chemical company.

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

Directors Continuing in Office

Class I Directors - Term Expires in 2017

Jean S. Blackwell

Ms. Blackwell has served as a member of the board of directors of Essendant Inc. (formerly United Stationers Inc.), a leading national wholesale distributor of business products, since May 2007, including currently as the chair of the governance committee and as member of the finance committee and previously as the chair of the human resource committee. She previously served as a member of the board of directors from April 2004 to November 2009, and as chairperson of the audit committee, of Phoenix Companies Inc., a life insurance company. 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 and 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 to joining Cummins, 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.

Director since: 2014
Age: 61
Board Committees:
Audit
Nominating and Corporate Governance
Other Public Company Boards:
Essendant Inc.
Phoenix Companies Inc. (2004-2009)

Specific Qualifications, Attributes, Skills and Experience:

& 5 ® q @ L	Substantial leadership, operational, financial, transactional, customer-driven, and risk management experience gained as Executive Vice President/CFO and General Counsel of Cummins Inc., a global power leader.
G	Substantial governmental experience from having served in the Indiana State Government.

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. He currently serves as a member of the board of directors (since 2004), the chairman of the governance and compensation committee and as a member of the audit committee of Moody's Corporation. Mr. Wulff is also chairman of the audit committee, a member of the environmental, health and safety committee and a member of the board of directors of Chemtura Corporation (since October 2009). 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.

Director since: 2006
Age: 67
Board Committees:
Audit
Nominating and Corporate Governance
Other Public Company Boards:
Moody's Corporation
Chemtura Corporation
Sunoco Inc. (2004-2012)

Specific Qualifications, Attributes, Skills and Experience:

& . : ® q 6 L Substantial leadership, chemical industry, financial, transactional, strategy development, risk management and innovation-focused business experience gained as Chairman of Hercules Incorporated, a specialty chemicals company, and as CFO of Union Carbide Corporation, a chemical and polymers company.

® G Substantial finance and governmental and regulatory experience as a large accounting firm partner and member of the FASB.

Class II Directors – Term Expires in 2018

James E. Barlett*

Mr. Barlett has been Vice Chairman of TeleTech Holdings, Inc., a global provider of customer experience strategy, technology and business process outsourcing solutions, since October 2001 and a member of the board of directors of TeleTech since February 2000. Mr. Barlett previously served as the Chairman from 1997 to 2001, and President and Chief Executive Officer from 1994 to 2001, of Galileo International, Inc., a provider of travel information and transaction processing solutions for the travel industry. Prior to joining Galileo, Mr. Barlett served as Executive Vice President for MasterCard International Corporation and was Executive Vice President for NBD Bancorp. Mr. Barlett also served as a member of the board of directors and the chairman of the audit committee of Korn/Ferry International from 1999 until September 2009.

Director since: 2004
Age: 72
Board Committees:

Specific Qualifications, Attributes, Skills and Experience:

& Q : 5 ® @ Substantial leadership, operational, global business, financial, innovation- focused, customer-focused and

Compensation Environmental, Health & Safety Other Public Company Boards: Teletech Holdings Inc.	6	strategy development experience gained as Vice Chairman of TeleTech Holdings, Inc., a global customer solutions company, and as CEO of Galileo International, Inc., an information and transaction processing company, and Executive Vice President of Mastercard International Corporation.

* Pursuant to our director retirement guideline, Mr. Barlett will retire on April 21, 2016.

Edward G. Galante

Mr. Galante served as Senior Vice President and as a member of the management committee of Exxon Mobil Corporation, an international oil and gas company, from August 2001 until his retirement in 2006. Prior to that, he held various management positions of increasing responsibility during his more than 30 years with Exxon Mobil Corporation, including serving as Executive Vice President of ExxonMobil Chemical Company from 1999 to 2001. Mr. Galante currently serves as a director (since 2007), chairman of the compensation and management development committee and as a member of the governance and nominating committee and the technology, safety and sustainability committee of Praxair, Inc. He also serves as a director (since 2010) and chairman of the governance committee of Clean Harbors, Inc. He also serves as a director (since 2016) and member of the compensation committee and the environmental, health, safety and security committee of Tesoro Corporation. From 2008 until November 2014, Mr. Galante served as a member of the board of directors of Foster Wheeler AG, which included service on Foster Wheeler's compensation and executive development committee (including as chairman) and audit committee.

Director since: 2013
Age: 65
Board Committees:
Audit
Environmental, Health & Safety
Other Public Company Boards:
Praxair, Inc.
Clean Harbors Inc.
Tesoro Corporation
Foster Wheeler AG (2008-2014)

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L

Specific Qualifications, Attributes, Skills and Experience:
Substantial leadership, chemical industry, operational, global business, financial, innovation-focused, transactional, governmental/regulatory, strategy development and risk management experience gained with more than 30 years' service with Exxon Mobil Corporation, including as Executive Vice President of ExxonMobil Chemical Company, and service on other boards of directors.

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.

Director since: 2006
Age: 61
Board Committees:
Compensation
Nominating and Corporate Governance
Other Public Company Boards:
Glaukos Corporation

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Specific Qualifications, Attributes, Skills and Experience:
Substantial chemical industry, finance and strategic experience as a large consulting firm partner.

& Q :
G q L

Substantial leadership, global business, financial, innovation-focused, transactional, governmental/regulatory, and risk management experience gained as Chief Financial Officer of Life Technologies Corporation.

Board and Committee Governance

Director Elections

Our board of directors is divided into three classes serving staggered, three-year terms. Approximately one-third of the directors are elected each year, at the annual meeting of stockholders, to hold office for a three-year term and until their successors are elected and qualified, or until their earlier retirement or removal from office. If Item 4 to declassify our board is adopted, then beginning at the 2019 Annual Meeting of Stockholders, all directors would be elected annually. See "Management Proposal" below.

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 adopted a by-law, which, beginning with the 2017 Annual Meeting, 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. 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 board is divided into three classes, equal in authority, one of which stands for election each year. See "Item 1: Election of Directors" for additional information. Our charter 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, ten directors.

Our board of directors is and shall be comprised of a majority of independent directors. See "Director Independence and Related 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 retires from the board of directors no later than the annual meeting of stockholders following such director's 72nd 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.

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 2013-2015, 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 lead independent director 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 lead independent director elicits comments from the directors concerning improvements for the board, the committees, the lead independent director, the committee chairs and management. The lead independent director then summarizes the input from the conversations and presents it to the independent directors at the February 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 lead independent director 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 compromised 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: David Hoffmeister (Edward Galante beginning in April 2016) 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;

- 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 in general 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). The current lead independent director was elected by the board in 2015 and he will serve until the Annual Meeting. In February 2016, the independent directors elected Edward Galante to serve as lead independent director beginning at the Annual Meeting. The duties and responsibilities of the lead independent director are described above and are set forth in the Company's Corporate Governance Guidelines. Although annually elected, the lead independent director is generally expected to serve for more than one year, although generally not more than three years.

Importantly, all directors play an active role in overseeing the Company's business both at the board and committee levels. As set forth in the Company's Corporate Governance Guidelines, the core responsibility of the directors is to exercise their business judgment to act in what they reasonably believed to be in the best interests of the Company and its stockholders. The board currently consists of one member of management (our CEO) and nine 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 17 countries around the world. Given the complex global reach of our 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 2015

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 six meetings during 2015 and committees of the board held a total of 29 meetings. Overall attendance at such meetings was approximately 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, 2015. 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 2015 annual meeting of stockholders attended the annual meeting, except Mr. Barlett.

Committees of the Board

The board of directors has four standing board committees:

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

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

		Audit Committee	Compensation and Management Development Committee	Environmental, Health, Safety and Public Policy Committee	Nominating and Corporate Governance Committee
James E. Barlett À	I		l	l	
Jean S. Blackwell À	I	l			l
William M. Brown À	I	l			
Edward G. Galante	I	l		l	
Kathryn M. Hill	I		l	l	
David E. HoffmeisterÀu	I		l		£
Jay V. Ihlenfeld	I		l	£	
Mark C. Rohr					
Farah M. Walters	I		£		l
John K. Wulff À	I	£			l
Meetings in 2015	Board = 6	8	7	4	4

£ Chairperson l Member À Financial Expert u Lead Independent Director I Independent Director

Audit Committee

The Company's audit committee is currently comprised of Mr. Wulff (chairman), Ms. Blackwell, Mr. Brown and Mr. Galante, 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 Ms. Blackwell, Mr. Brown 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 amended by the board of directors on October 22, 2014, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance".

The audit committee is directly responsible for the appointment, compensation and oversight of the work of the Company's independent registered public accounting firm. The independent registered public accounting firm reports directly to the audit committee. The principal purposes of the audit committee are to oversee:

- accounting and reporting practices of the Company and compliance with legal and regulatory requirements regarding such accounting and reporting practices;
- the quality and integrity of the financial statements of the Company;

- internal control and compliance programs;
- the independent registered public accounting firm's qualifications and independence; and
- the performance of the independent registered public accounting firm and the Company's internal audit function.

Compensation and Management Development Committee

The Company's compensation and management development committee is currently comprised of Ms. Walters (chair), Mr. Barlett, Ms. Hill, Mr. Hoffmeister and Mr. Ihlenfeld. The board has determined that all members of the compensation and management development committee are independent under Rule 16b-3 under the Securities Exchange Act of 1934, as amended and applicable NYSE listing standards and qualify as "non-employee directors" for purposes of Section 162(m) of the Internal Revenue Code. The complete text of the compensation and management development committee charter, as amended by the board of directors on October 22, 2014, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance". A description of the compensation and management development committee's processes and procedures for determining executive compensation and the roles of management and the compensation consultant in determining or recommending the amount or 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 2015, Frederic W. Cook & Co., Inc., as independent outside compensation consultant ("FW Cook"), advised the compensation and management development committee on executive officer compensation matters.

The compensation and management development committee has considered the Company's relationship with FW Cook in light of factors deemed important by the SEC and the NYSE and has determined that there is no conflict of interest with FW Cook. See "Compensation Discussion and Analysis" for additional information.

Nominating and Corporate Governance Committee

The Company's nominating and corporate governance committee is currently comprised of Mr. Hoffmeister (chairman), Ms. Blackwell, Ms. Walters and Mr. Wulff. The complete text of the nominating and corporate governance committee charter, as amended by the board of directors on October 22, 2014, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance". The nominating and corporate governance committee charter provides that the nominating and corporate governance committee may, from time to time, retain legal, accounting or other consultants or experts, including but not limited to leadership search firms, the nominating and corporate governance committee deems necessary in the performance of its duties, including in its process of identifying director candidates.

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

- identify, screen and review individuals qualified to serve as directors and recommend candidates for nomination for election at the annual meeting of stockholders or to fill board vacancies;
- review and recommend non-employee director compensation to the board;

- develop and recommend to the board and oversee implementation of the Company's Corporate Governance Guidelines;
- oversee evaluations of the board; and
- recommend to the board nominees for the committees of the board.

During 2015, FW Cook, as independent outside compensation consultant, advised the nominating and corporate governance committee on non-employee director compensation matters.

Environmental, Health, Safety and Public Policy Committee

The Company's environmental, health, safety and public policy committee is currently comprised of Mr. Ihlenfeld (chairman), Mr. Barlett, Mr. Galante and Ms. Hill. The environmental, health, safety and public policy committee assists the board in fulfilling its oversight duties, while Company management retains responsibility for assuring compliance with applicable environmental, health and safety laws and regulations. The complete text of the environmental, health, safety and public policy committee charter, as amended by the board of directors on October 22, 2014, is available on our website, www.celanese.com, by clicking "Investor Relations" and then "Corporate Governance".

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

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

Board Oversight of Risk Management

The board of directors is responsible for overseeing the risk management process for the Company. Risk management is considered a strategic activity within the Company and responsibility for managing risk rests with executive management while the committees of the board and the board as a whole participate in the oversight of the process. Specifically, the board has responsibility for overseeing the strategic planning process and reviewing and monitoring management's execution of the corporate and business plan and 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. The audit committee is responsible for overseeing the enterprise risk process that management implements. In addition, the board recognizes that risk management and oversight comprise a dynamic and continuous process and reviews the enterprise risk model and process periodically.

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

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

Additional Governance Features

Stockholder Engagement

The board believes that 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, compensation plan design and practices and governance.

Since the beginning of 2015 we met with stockholders holding more than 70% of our Common Stock, through in-person meetings and telephone calls. In addition, we attended 14 investor conferences and nine non-transaction roadshows. In November 2015, we held an investor day with more than 140 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 83);
- a dedicated annual meeting page on our company website (see page 85);
- a majority vote standard (see page 17);
- the annual advisory vote to approve executive compensation (see page 34);
- the commitment to thoughtfully consider stockholder proposals submitted to the Company (see page 86); and
- the ability to direct communications to individual directors or the entire board (see page 86).

See page 38 for additional information about engagement with stockholders regarding executive compensation.

Political Engagement Policy

The Company believes in responsible corporate governance and participates in the political process to engage in political discourse and support the needs of our business and our 7,000 employees. The Company seeks to responsibly use our resources to advance public policy that is consistent with the Company's values and the sustainability of our business. The Company does not provide any direct political contributions. The Company does, however, sponsor a voluntary, nonpartisan political action committee called the Celanese Political Action Committee ("CELPAC"). CELPAC supports candidates for federal, state and local office in the U.S. that advocate and pursue government policies that promote the Company's interests. CELPAC allows eligible employees to pool their personal funds on a voluntary basis with other employees to help elect candidates who appreciate and understand the issues important to Company. Participation in CELPAC is entirely voluntary. At least annually, Celanese posts to its website, www.celanese.com (under “Company Info”; “Political Engagement Policy”), 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 and other ethics and compliance issues, or report potential violations, through Navex, a global Internet and telephone information and reporting services company. The code of conduct is available on our website, www.celanese.com, by clicking on ”Investor Relations”, then ”Corporate Governance” and then “Business Conduct Policy”. In the event the Company amends or waives any of the provisions of the code of conduct applicable to our principal executive officer, principal financial officer or controller that relates to any element of the definition of ”code of ethics” enumerated in Item 406(b) of Regulation S-K under the 1934 Act, the Company intends to disclose these actions on the Company’s website.

Director Compensation

Director Compensation in 2015

The Company uses both cash and equity-based compensation to attract and retain qualified directors to serve on our board of directors. In setting the compensation levels, the nominating and corporate governance committee considers the extent of time and the expertise required to serve on our board as well as the board’s independent compensation consultant’s recommendations. Each non-management director is entitled to an annual cash retainer of $100,000, which is paid in quarterly installments, and an annual equity retainer of $120,000 in time-based restricted stock units (“RSUs”) that vest in one year. In addition, the chair of the nominating and corporate governance committee and the environmental, health, safety and public policy committee receive an annual fee of $10,000, and the chair of the audit committee and the compensation and management development committee receive an annual fee of $20,000. The lead independent director also receives an annual fee of $25,000.

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

2015 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, 2015.

Name[(1)] (a)	Fees Earned or Paid in Cash ($)[(2)] (b)	Stock Awards ($)[(3)] (c)	Option Awards($)[(4)] (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)[(5)] (f)	All Other Compensation ($)[(6)] (g)	Total ($) (h)
James E. Barlett	100,000	119,935	—	—	—	—	219,935
Jean S. Blackwell	100,000	119,935	—	—	—	—	219,935
Edward G. Galante	100,000	119,935	—	—	—	—	219,935
Kathryn M. Hill	44,565	99,944	—	—	—	—	144,509
David F. Hoffmeister	135,000	119,935	—	—	—	—	254,935
Jay V. Ihlenfeld	106,868	119,935	—	—	—	—	226,803
Martin G. McGuinn	37,582	—	—	—	—	—	37,582
Daniel S. Sanders	34,451	—	—	—	—	—	34,451
Farah M. Walters	120,000	119,935	—	—	—	—	239,935
John K. Wulff	113,736	119,935	—	—	—	—	233,671

(1) Messrs. McGuinn and Sanders retired during 2015. Therefore, the information above reflects their service on the board through April 23, 2015. Ms. Hill joined the board in July 2015 and received a prorated annual retainer and equity award in 2015. Mr. Brown joined the Board in 2016 and did not receive any compensation during 2015. Mr. Rohr is not included in this table because he was an employee of the Company during 2015 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.

(3) Represents the grant date fair value of 1,848 RSUs granted to each non-management director (1,531 RSUs for Ms. Hill, which included a prorated amount of RSUs for her time served from July 2015 to April 2016) in April 2015 under the Company's 2009 Global Incentive Plan, most recently approved by stockholders in 2012, computed in accordance with Financial Accounting Standards Board Accounting Standards 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, 2015. As of December 31, 2015, each non-employee director owned 1,848 RSUs, except Ms. Hill, who held 1,531 RSUs.

(4) The Company has not granted stock options to directors since 2007. As of December 31, 2015, the following persons serving as a non-management director held the following number of stock options: David F. Hoffmeister, 25,000, all of which are vested; and Farah M. Walters, 25,000, all which are vested. No other persons serving as a non-management director holds stock options.

(5) Deferrals by directors under the 2008 Deferred Compensation 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.

(6) 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. Occasionally, 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 eliminated tax gross-ups on any director perquisites. No director received perquisites at or exceeding a total value of $10,000 in 2015.

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 $100,000. Each newly elected director has five years from the year elected to reach this ownership level. As of the record date, February 22, 2016, all of our then current independent directors had attained the minimum stock ownership levels based on holdings, except for Mr. Galante, Ms. Blackwell, Ms. Hill and Mr. Brown, who joined the board in 2013, 2014, 2015 and 2016, respectively, who are on-track for compliance and are not required to meet the minimum stock ownership guidelines until 2018, 2019, 2020 and 2021, respectively.

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, 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 Company 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, www.celanese.com, by clicking “Investor Relations”, then “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 (1) the director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company; (2) the director or a member of the director’s immediate family has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Company other than for service as a director and committee member, and pension or other forms of deferred compensation for prior service to the Company; (3) (a) the director is a current partner or employee of the Company’s independent registered public accounting firm, (b) the director has an immediate family member who is a current partner of such firm, (c) the director has an immediate family member who is a current employee of the Company’s independent auditor and who personally works on the Company’s audit, or (d) the director or an immediate family member was within the last three years a partner or employee of the Company’s independent registered public accounting firm and personally worked on the Company’s audit within that time; (4) the director or a member of the director’s immediate family is, or has been within the last three years, employed as an executive officer of another company where an executive officer of the Company serves or served on that company’s compensation committee; or (5) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three years, exceeds the greater of $1,000,000, or two percent of such other company’s consolidated gross revenues.

Each director discloses, and the board considers, transactions and relationships between each director or any member of his or her immediate family and the Company and its subsidiaries. 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. The board was made aware of these transactions and the amounts involved and none of them were deemed to be material or were considered to impact a director's independence.

The board, based on the recommendation of the nominating and corporate governance committee, affirmatively determined that nine of our current directors, Messrs. Barlett, Brown, Galante, Hoffmeister, Ihlenfeld and Wulff, and Ms. Blackwell, Ms. Hill and Ms. Walters, 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.

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 of the Company has adopted a written policy that all "interested transactions" with "related parties" are subject to approval or ratification in accordance with the procedures set forth in the Company's Related Party Transaction Policies and Procedures (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, and the Company or any of its subsidiaries is a participant and any related party will have a direct or indirect material interest. 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.

The audit committee reviews the material facts of all interested transactions that 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 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 2015.

STOCK OWNERSHIP

Principal Stockholders and Beneficial Owners

The following table sets forth information with respect to the beneficial ownership of Common Stock as of February 22, 2016, 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 of the Company outstanding as of February 22, 2016, which was 147,408,466.

Name	Amount and Nature of Beneficial Ownership of Common Stock			
	Common Stock Beneficially Owned[1]	Rights to Acquire Shares of Common Stock[2]	Total Common Stock Beneficially Owned	Percentage of Common Stock Beneficially Owned
T. Rowe Price Associates, Inc.[3]	15,263,447	—	15,263,447	10.4
Capital Research Global Investors[4]	14,132,240	—	14,132,240	9.6
Dodge & Cox[5]	13,291,279	—	13,291,279	9.0
The Vanguard Group, Inc.[6]	10,366,444	—	10,366,444	7.0
Directors[7][8]				
James E. Barlett	53,149	1,848	54,997	*
Jean S. Blackwell	1,000	1,848	2,848	*
William M. Brown	—	596	596	*
Edward G. Galante	3,697	1,848	5,545	*
Kathryn M. Hill	—	1,531	1,531	*
David F. Hoffmeister	19,929	26,848	46,777	*
Jay V. Ihlenfeld	4,257	1,848	6,105	*
Farah M. Walters	22,969	26,848	49,817	*
John K. Wulff	27,509	1,848	29,357	*
Named Executive Officers[7]				
Christopher W. Jensen	26,191 [9]	—	26,191	*
Lori A. Johnston	55,807	57,085	112,892	*
Gjon N. Nivica, Jr.	46,699	3,651	50,350	*
Patrick D. Quarles	—	—	—	—
Mark C. Rohr[8]	269,854	47,524	317,378	*
Scott M. Sutton	14,891 [9]	—	14,891	*
All present directors, nominees and executive officers as a group (15 persons)[10]	545,952 [9]	173,323	719,275	*

*Less than 1% of shares.

(1) Includes shares for which the named person or entity has sole and/or shared voting and/or investment power and restricted stock awards subject to vesting conditions. Does not include shares that may be acquired through exercise of options or vesting of restricted stock units or other rights to acquire shares. To our 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.

(2) Reflects rights to acquire shares of Common Stock within 60 days of February 22, 2016, and includes, as applicable, shares of Common Stock issuable upon (i) the exercise of options, granted under the 2004 stock incentive plan and the 2009 GIP, that have vested or will vest within 60 days of February 22, 2016, and (ii) the vesting of restricted stock units granted under the 2009 GIP within 60 days of February 22, 2016. Does not include (i) units in stock denominated deferred compensation plan with investments settled in shares of Common Stock as follows: Ms. Blackwell – 2,599 equivalent shares, Mr. Galante – 2,079 equivalent shares, Mr. Ihlenfeld – 2,079 equivalent shares, Ms. Walters – 7,930 equivalent shares, and Mr. Wulff – 16,862 equivalent shares, and (ii) the portion of long-term incentive plan PRSU or RSU awards that previously vested but remain

subject to a 7-year hold requirement as follows: Mr. Jensen – 4,680 equivalent shares, and Mr. Nivica – 9,590 equivalent shares.

(3) On February 11, 2016, T. Rowe Price Associates, Inc. (“Price Associates”) filed an Amendment No. 4 to Schedule 13G with the SEC reporting beneficial ownership of 15,263,447 shares of Common Stock as of December 31, 2015, with sole voting power over 6,199,364 shares and sole dispositive power over 15,215,647 shares. As disclosed by Price Associates, these securities are owned by various individual and institutional investors for which Price Associates serves as an investment advisor with power to direct investments and/or sole power to vote the securities. For the purposes of the reporting requirements of the Exchange Act, Price Associates is deemed to be the beneficial owner of such securities. The address of Price Associates is 100 E. Pratt Street, Baltimore, MD 21202.

(4) On February 16, 2016, Capital Research Global Investors (“Capital Research”) filed an Amendment No. 6 to Schedule 13G with the SEC reporting beneficial ownership of 14,132,240 shares of Common Stock as of December 31, 2015 with sole voting power and sole dispositive power over such shares. The address of Capital Research is 333 South Hope Street, Los Angeles, CA 90071.

(5) On February 12, 2016, Dodge & Cox filed an Amendment No. 5 to Schedule 13G with the SEC reporting beneficial ownership of 13,291,279 shares of Common Stock as of December 31, 2015, with sole voting power over 12,466,729 shares and sole dispositive power over 13,291,279 shares. The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, CA 94104.

(6) On February 10, 2016, The Vanguard Group, Inc. (“Vanguard Group”) filed Amendment No. 2 to Schedule 13G with the SEC reporting beneficial ownership of 10,366,444 shares of Common Stock as of December 31, 2015, with sole voting power over 144,009 shares, sole dispositive power over 10,203,026 shares and shared dispositive power over 163,418 shares. Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd., wholly-owned subsidiaries of Vanguard Group, are the beneficial owners of 98,118 shares and 111,191 shares, respectively, and direct the voting of these shares. The address of Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.

(7) Listed alphabetically. Except as set forth in the footnotes below, each person has sole investment and voting power with respect to the Common Stock beneficially owned by such person.

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

(9) Includes beneficial ownership of Common Stock by Mr. Jensen of 1,031 and by Mr. Sutton of 5 equivalent shares in the Celanese Stock Fund under the CARSP as of February 22, 2016. The individual has the ability to direct the voting of the Company’s Common Stock underlying these equivalent shares and the ability to change their investment options at any time.

(10) Does not include 478,097 PRSUs (at target) held by our current executive officers as of February 22, 2016 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, 2015, all filing requirements applicable to its directors, officers and greater than ten-percent stockholders were complied with.

EXECUTIVE COMPENSATION

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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, 2015 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 2015 was reasonable and appropriate, 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 2011, our stockholders voted to have this advisory vote each year. In 2017, 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

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 2015 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 is intended to

- support the execution of our business strategy and long-term financial objectives;
- attract, incentivize and retain a talented team of executives who will provide leadership for our success in dynamic, competitive markets and products, using balanced performance metrics;
- align performance with the creation of long-term stockholder value and returns; and
- reward executives for contributions at a level reflecting the Company's performance as well as 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 rewarded executives appropriately.

In 2015, we updated our strategic plan to enhance the overall growth of the Company. This strategic plan builds upon the Company's complementary Acetyl Chain and Materials Solutions cores, our low-cost, global network and distinct value creation models, coupled with our commitment to social responsibility, safety and environmental stewardship. The Acetyl Chain's fully-integrated, global production model allows us to leverage our technology advantage and global network to adapt to changing demand trends by product and geography and, with our operational excellence and productivity culture, to maximize efficiency and earnings across the chain. The Materials Solutions core is focused on building an opportunity pipeline for our broad, increasing array of engineered materials through customer-oriented solutions. We are also more actively managing our affiliates. Our long-term objectives are to deliver annualized earnings and cash flow growth such that we consistently rank among the top tier chemical companies. We believe achieving these objectives will significantly increase stockholder value.

Named Executive Officers

Our named executive officers for 2015 ("named executive officers" or "NEOs") are:

Named Executive Officer	Title (as of last day of fiscal 2015)
Mark C. Rohr	Chairman and Chief Executive Officer
Christopher W. Jensen	Senior Vice President, Finance and Chief Financial Officer
Patrick D. Quarles	Executive Vice President and President, Acetyl Chain and Integrated Supply Chain
Scott M. Sutton	Executive Vice President and President, Materials Solutions
Lori A. Johnston	Senior Vice President, Human Resources
Gjon N. Nivica, Jr.*	Senior Vice President & General Counsel

* Note: Under SEC rules, we are required to provide compensation information on our CEO, CFO and our next three highest paid executive officers, who are listed in the table above. We have elected to also provide compensation information for Mr. Nivica because he is also a member of our executive leadership team and we believe that such additional compensation information may benefit our stockholders.

2015 Performance Highlights

As described more fully below, 2015 was a year with anticipated and significant unanticipated headwinds. As a result, net sales were down 16.6%. We worked hard on productivity and preserving margin and volume with adjusted earnings per share up 6.2%. Returns of cash to stockholders in the form of dividends and share repurchases increased 50.8% in 2015. Our one-year total stockholder return was 14.3%, compared to approximately 1% for the S&P 500.

We believe the performance goals that drive our compensation program for the named executive officers were instrumental in helping us achieve strong financial performance in 2015 despite the Euro exchange rate changes, the Renminbi devaluation, the continued acetate tow destocking, the significant China slowdown and slower growth in the remainder of Asia, headwinds relating to an expiring methanol supply contract and the completion of a new methanol plant, and a difficult pricing environment with falling raw materials costs.

- Our net sales were $5.7 billion in 2015, down 16.6% from 2014.
- We generated Adjusted EBIT(1) of $1.2 billion in 2015, the second highest level since 2008, although down 2.5% from 2014.(2)
- Adjusted earnings per share(3) was $6.02, the highest level since 2008 and an increase of 6.2% over 2014.
- Diluted net earnings per share was $2.01 in 2015, down 50.2% over 2014, primarily due to equipment impairments and a supplier contract termination.

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(1) Adjusted EBIT is a non-GAAP financial measure ("Adjusted EBIT") that we define as net earnings (loss) attributable to Celanese Corporation, plus loss (earnings) from discontinued operations, less interest income and taxes, and further adjusted for certain items attributable to Celanese Corporation. See "Exhibit A" to this Proxy Statement for additional information concerning this measure and a reconciliation of this measure to net earnings, the most comparable U.S. GAAP financial measure.

(2) We reference back to 2008 with respect to various performance measures since that is the earliest date for which we adjusted financial information for our 2013 change in accounting for pension and other post-retirement obligations.

(3) Adjusted earnings per share 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, 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 measure and a reconciliation of this measure to diluted earnings per share, the most comparable U.S. GAAP financial measure.

- Cumulative total stockholder return[4] over the prior one-, three- and five-year periods was 14.3%, 58.0% and 72.9%, respectively.
- Our free cash flow[5] was $556 million up 1.5% from 2014, which included the impact in 2015 of a contract termination payment of $177 million. Excluding that payment, free cash flow was $733 million, up 33.8% from the prior year.
- During 2015, we returned a record $594 million to stockholders:

We increased our quarterly cash dividend per share 20%, paying an aggregate of $174 million in dividends. We have paid cash dividends for 43 consecutive quarters and the compound average rate of increase in the dividend per share has been approximately 20% annually since 2009.

We repurchased $420 million of our Common Stock under our previously announced stock repurchase program.

We have returned $2.3 billion to stockholders since 2007 in the form of dividends and share repurchases.

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(4) Cumulative stock price appreciation plus dividends, with dividends reinvested.

(5) Free cash flow is a non-GAAP financial measure that we define as cash flow from operations, less capital expenditures on property, plant and equipment, and adjusted for capital contributions from our partner in our Texas methanol joint venture. See “Exhibit A” to this Proxy Statement for additional information concerning this measure and a reconciliation of this measure to cash flow from operations, the most comparable U.S. GAAP financial measure.

Rigorous Performance Goals for 2015

In February 2015, we established our 2015 annual incentive plan, which uses adjusted earnings per share (instead of Adjusted EBIT) as the primary financial performance measure, as well as working capital and three stewardship performance measures. Also in 2015, we awarded performance-based restricted stock units (“PRSUs”) to each of our named executive officers under our 2015 long-term incentive plan (“2015 LTIP”). The PRSUs become earned based primarily on our achievement of Adjusted EBIT growth goals for 2015 and 2016, and require continued service with the Company through January 2018.

When the compensation and management development committee set the performance hurdles for the 2015 annual incentive plan and the 2015 LTIP, they considered the headwinds facing the Company as a result of

- the expiration in 2015 of a favorable methanol supply contract;

- the financial risks associated with completing construction of a methanol plant owned by a joint venture with the Company;
- the potential impact of changes in the Euro:Dollar exchange rate;
- increases in pension costs relating to increased PBGC premiums;
- expiring beneficial U.S. and foreign tax provisions; and
- global growth estimates.

The compensation and management development committee acknowledged that these Company actions, while adding to the uncertainty of 2015 outcomes, were essential to our long-term strategy. As a result of both these Company-specific challenges and the overall economic and currency market environment, the compensation and management development committee set the target adjusted earnings per share hurdle for the Company under our 2015 annual incentive plan at the same level as the prior year earnings (zero growth). In order to ensure that a materially above-target award would only be paid in the event of meaningful Adjusted EPS growth, the compensation and management development committee required that a very strong Adjusted EPS growth (15% over 2014 actual) be achieved in order to earn the superior award level, with linear interpolation applied for results between target and superior payout levels. The working capital as a percentage of net sales level required to achieve a target level of performance was made more difficult, moving from 17% in 2014 to 16.6% for 2015. The stewardship metrics were also made more difficult to achieve with the injury level for target performance for employee injuries being reduced 15%, and the level of performance for occupational safety and process safety being each reduced by 40% over the prior two-year average. Also, for the reasons similar to those mentioned above, the compensation and management development committee set the target adjusted EBIT target for the 2015 LTIP (a combined level of Adjusted EBIT for 2015 and 2016) at a level that reflects growth over the prior year.

2015 Payouts Aligned to Performance

Under our 2015 annual incentive plan, our adjusted earnings per share exceeded target performance, our working capital as a percentage of net sales exceeded target performance, and our aggregate stewardship performance was also above target levels. While actual share repurchases exceeded our assumptions at the start of the year, they had a minimal impact on EPS results compared to target because they occurred later in the year as opposed to occurring ratably throughout 2015. In determining the performance score for the Adjusted EPS component of the 2015 annual incentive plan, the compensation and management development committee used their discretion to adjust the payout for that performance measure (and the resulting award) downward to reflect this small difference. Based on such performance, the compensation and management development committee approved a higher than target payout under our 2015 annual incentive plan and established individual performance modifiers for the named executive officers as described more fully below. Also, the performance of the 2014 LTIP (PRSUs granted in 2014) was determined to be superior, based on actual 2014-2015 Adjusted EBIT against goals, which will pay out 50% of the earned award in each of Q1 2016 and 2017. This award is described more fully below.

Our Response to the 2015 Advisory Vote and Stockholder Feedback

In 2015, stockholders continued their strong support of our executive compensation programs with 94% of the votes cast for approval of the “say-on-pay” proposal at the 2015 Annual Meeting of Stockholders. Nevertheless, consistent with its strong interest in stockholder engagement, communication and transparency, the compensation and management development committee has continued to examine our executive compensation program to assure alignment between the interests of our senior executives and stockholders, and will consider the outcome of the vote when making future compensation decisions for executive officers.

During 2015, we conducted a number of workshops with the board, the compensation and management development committee and the independent compensation consultant concerning the design of our incentive compensation plans, in part in response to comments from stockholders. Based on this review, we made a number of changes to our incentive compensation plan design as a result of the workshops.

Beyond consideration of the annual "say-on-pay" vote, the Company regularly engages with stockholders to better understand their perspectives. Since the beginning of 2015, we held multiple discussions with stockholders collectively owning more than 70% of our shares on topics such as corporate strategy, cash deployment, executive compensation and governance matters. These discussions provided valuable insights into our stockholders' views on executive compensation programs and corporate governance practices. We believe it is important that we actively sought feedback from our investors, listened to their concerns, and made appropriate changes to our compensation plans. See additional information about stockholder engagement on page 24.

What we heard	Our response and changes we made	When effective
Annual incentive plan		
Substantial overlap in the performance measures for our annual incentive bonus plan and long-term incentive plan (use of Adjusted EBIT as the primary financial measure).	Although our 2013 and 2014 incentive compensation plans used a single performance measure, the 2015 annual incentive plan uses adjusted earnings per share and working capital as financial performance measures while the 2015 long-term incentive plan continues to use Adjusted EBIT, with the effect that for 2015 our two incentive compensation plans no longer utilized the same performance measure.	Annual and long-term incentive awards for 2015
	In 2016, our annual incentive bonus plan will use Adjusted EBIT and working capital, again with no overlap in performance measures between our annual and long-term incentive plans.	Annual incentive awards for 2016