Celanese Corp
Form DEF 14A
March 13, 2015

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 o
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12
CELANESE CORPORATION
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
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CELANESE CORPORATION
222 W. Las Colinas Blvd., Suite 900N
Irving, Texas 75039
March 13, 2015
Dear Fellow Stockholders:
I am pleased to invite you to attend the 2015 Annual Meeting of Stockholders of Celanese Corporation to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 23, 2015. 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 2014 Annual Report to Stockholders. 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.
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, I would like to express our appreciation for your continued support of Celanese. I look forward to seeing you at the Annual Meeting.
Sincerely,
Mark C. Rohr
Chairman and Chief Executive Officer

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2015 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.

2015 Annual Meeting of Stockholders Information

• Date and Time	April 23, 2015, 7:00 a.m. (Central Daylight Saving Time)
• Place	The Crescent Club 200 Crescent Court – 17th Floor, Dallas, Texas 75201
• Record Date	February 23, 2015
• 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 about the Proxy Materials and the Annual Meeting" for further instructions.

Meeting Agenda and Voting Recommendations

Agenda Item	Board Vote Recommendation	Page Reference (for more detail)
(1) Election of three directors	FOR EACH NOMINEE	3
(2) Advisory vote to approve the compensation of our named executive officers	FOR	12
(3) Ratification of KPMG LLP as our independent registered public accounting firm for 2015	FOR	13

Our 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 for a three-year term. See "Proposal 1: Election of Directors" for additional information about the nominees and the other directors continuing in office.

Name	Age	Director Since	Principal Occupation	Experience/ Qualification	Independent	Committee Memberships
James E. Barlett	71	2004	Vice Chairman, Teletech Holdings, Inc.	Leadership, Financial, Human Resources	ü	CMD; EHS
Edward G. Galante	64	2013	Former SVP, Exxon Mobil Corporation	Leadership, Global, Chemical Industry	ü	AC; EHS
David F. Hoffmeister u	60	2006	Former SVP / CFO, Life Technologies Corporation	Leadership, Financial, Chemical Industry	ü	CMD; NCG £

AC	Audit Committee	CMD	Compensation and Management Develop. Committee
EHS	Environmental, Health, Safety and Public Policy Committee	NCG	Nominating and Corporate Governance Committee
£	Committee Chair	u	Lead Independent Director

Governance Highlights

- ü 9 of our 10 directors are independent
- ü Independent lead director
- ü Board committees consist entirely of independent directors
- ü Annual board self-assessment process
- ü Majority voting for all directors
- ü Independent directors meet without management present
- ü Director retirement guideline (age 72)
- ü Diverse board in terms of gender, experience and skills
- ü Longstanding commitment to corporate responsibility
- ü Policy providing for return of incentive compensation under certain circumstances (clawback policy)
- ü Restrictions on share hedging and pledging
- ü Share ownership guidelines for executives and directors
- ü Active stockholder engagement

Advisory Vote to Approve the Compensation of our Named Executive Officers

We are asking stockholders to approve, on a non-binding, advisory basis, the compensation of our named executive officers. The board recommends a FOR vote because it believes that our compensation policies and practices are effective in achieving our goal of paying for financial and operating performance and aligning the interests of our named executive officers with those of our stockholders.

2014 Key Performance Highlights

Business Performance

In 2014, our key performance metrics were as follows:

• Net sales increased 4.5% from 2013 to $6.8 billion
• Adjusted EBIT[1)] was $1.3 billion, up over 20%, the highest in Company history
• Adjusted earnings per share[1)] was $5.67, up 26%, the highest in Company history

Stockholder Value Creation

• Returned $394 million to stockholders through dividends and share repurchases, a 60% total increase in cash returned to stockholders from the prior year
• Increased the quarterly cash dividend paid by 39% in 2014
• We had positive one-, three- and five-year total stockholder return, driving a 10% increase in total stockholder return in 2014

How Pay is Aligned to 2014 Company Performance

The operation of our variable incentives demonstrate strong linkage between pay and performance. See page 26 for the detailed performance results.

• Annual Incentive – 2014 performance resulted in above target achievement on our operational and stewardship objectives under our 2014 annual performance plan. As a result, the corporate modifier on target cash bonuses was 53% greater than in 2013.
• Long-Term Incentive – The 2013 performance-based restricted stock units ("PRSUs"), based on a fiscal 2013-2014 performance period, will pay out at 200% of target. However, the 2011 PRSUs, scheduled to vest and pay out in 2014, based on a fiscal 2012-2013 performance period, did not pay out.

2014 Key Compensation Decisions

• 2014 Compensation – Based on our 2014 performance, in February 2015 the compensation and management development committee approved a business performance modifier of 194% under our 2014 annual performance bonus plan and established individual performance modifiers for the named executive officers. In addition, the committee had earlier awarded PRSUs in February 2014 under our 2014 long-term incentive plan. See pages 37-40 for more information.

Response to Advisory Vote

In 2014, stockholders continued their strong support of our executive compensation programs with 99% of the votes cast for approval of the "say on pay" proposal at the 2014 Annual Meeting of Stockholders. Consistent with the Company's strong interest in stockholder engagement and our pay-for-performance approach, the compensation and management development committee has continued to examine our compensation program to ensure alignment between the interests of our executives and stockholders. As noted above, we ask that our stockholders approve, on an advisory basis, the compensation of our named executive officers.

Key Compensation Features

ü No employment agreements
ü Change in control double-trigger equity awards
ü Clawback, share hedging and pledging policies
ü No tax gross-ups of 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

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(1) Adjusted EBIT and adjusted earnings per share are non-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.

Independent Registered Public Accounting Firm

As a matter of good corporate governance, we are asking stockholders to ratify the audit committee's selection of KPMG LLP as our independent registered public accounting firm for 2015. Set forth below is summary information with respect to KPMG LLP and its affiliates' fees for services provided in 2014 and 2013. See "Proposal 3: Ratification of Independent Registered Public Accounting Firm" for additional information.

Type of Fees	2014	2013
Audit Fees	$5,109,800	$5,057,230
Audit-related Fees	190,287	108,911
Tax Fees	983,910	833,877
All Other Fees	—	20,750
Total Fees	$6,283,997	$6,020,768

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

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 23, 2015

The Celanese Corporation 2015 Notice of Annual Meeting and Proxy Statement, 2014 Annual Report to Stockholders and other proxy materials are available at www.proxyvote.com.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date and Time:	April 23, 2015, 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 James E. Barlett, Edward G. Galante, and David F. Hoffmeister to serve on our board of directors until the 2018 Annual Meeting of Stockholders, or until his or her successors are elected and qualified; Advisory vote to approve executive compensation; To ratify the selection of KPMG LLP as our independent registered public accounting firm for 2015; and To transact such other business as may properly be brought before the meeting in accordance with the provisions of the Company's Third 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 23, 2015.

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, 2014 (the "2014 Annual Report to Stockholders").

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 13, 2015

PROXY STATEMENT
For the Annual Meeting of Stockholders To Be Held on
April 23, 2015

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 2015 Annual Meeting of Stockholders (the “Annual Meeting”) to be held at 7:00 a.m. (Central Daylight Time) on Thursday, April 23, 2015, 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 23, 2015

The Celanese Corporation 2015 Notice of Annual Meeting and Proxy Statement, 2014 Annual Report to Stockholders 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 2014 Annual Report to Stockholders 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 are first being made available on or about March 13, 2015, 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 23, 2015.

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 About the Proxy Materials and the Annual Meeting”.

PROPOSAL 1: ELECTION OF DIRECTORS

Director Nominees

Our board of directors is divided into three classes serving staggered, three-year terms. The members of Class I are Jean S. Blackwell, Martin G. McGuinn, Daniel S. Sanders and John K. Wulff, and their term expires at the 2017 Annual Meeting of Stockholders. The members of Class II are James E. Barlett, Edward G. Galante and David F. Hoffmeister, and their term expires at the Annual Meeting. The members of Class III are Jay V. Ihlenfeld, Mark C. Rohr and Farah M. Walters, and their term expires at the 2016 Annual Meeting of Stockholders.

On February 5, 2015, Martin G. McGuinn and Daniel S. Sanders notified the Company of their intent to retire, effective immediately prior to the Annual Meeting , in accordance with the Company’s director retirement guideline.

At the Annual Meeting, you will have the opportunity to elect three directors in Class II to serve for three years. Based on the recommendation of our independent nominating and corporate governance committee, our board of directors has nominated James E. Barlett, Edward G. Galante and David F. Hoffmeister to be elected at the Annual Meeting. These director nominees have consented to be elected to serve as directors for the term of the Class II directors.

Unless otherwise instructed, the Proxyholders will vote the proxies received by them for these three 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. If elected, Messrs. Barlett, Galante and Hoffmeister will serve until the 2018 Annual Meeting of Stockholders, or until his successor is elected and qualified or his earlier death, resignation or retirement.

Under the Company’s By-laws, in uncontested elections, such as this one, where the number of nominees does not exceed the number of directors to be elected, a director nominee must receive the affirmative vote of a majority of the votes cast at the annual meeting of stockholders in order to be elected. The board believes this majority vote standard appropriately gives stockholders a greater voice in the election of directors than the traditional plurality voting standard. Under the General Corporation Law of the State of Delaware, an incumbent director who fails to receive the required vote “holds over,” or continues to serve as a director, until his or her successor is elected and qualified. In order to address this “hold over” issue, board policy requires an incumbent nominee who fails to receive the required vote to tender his or her resignation. The board may accept or reject the resignation. Following receipt of such a resignation, the board will act on it within 90 days of the certification of the vote. In considering whether to accept or reject the resignation, the board will consider all factors it deems relevant, including the underlying reason for the voted result, the director’s contributions to the Company during his or her tenure, and the director’s qualifications. Only independent directors will participate in the deliberations regarding a tendered resignation.

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.

Director Nominees

Class II Directors – Term Expires in 2018

James E. Barlett, 71
Position, Principal Occupation and Business Experience:
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.
Key Attributes, Experience and Skills:
Mr. Barlett's management and leadership experience as a former chief executive officer of a public company, knowledge from leading a company through an initial public offering, and experience in previous executive positions at other public companies, led the board to conclude that Mr. Barlett should serve as a director of the Company. Additional factors supporting this conclusion include his strong finance and accounting background and knowledge in the human resources area.

Director Since: 2004

Other Current Public Directorships:
Teletech Holdings Inc.

Former Directorships Held During the Past Five Years:
None

Edward G. Galante, 64
Position, Principal Occupation and Business Experience:
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) and 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 and nominating committee of Clean Harbors, Inc. 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.
Key Attributes, Experience and Skills:
With over 30 years of experience in the oil, gas, refining and chemical sectors of the energy industry, Mr. Galante brings broad management, operational and industry

Director Since: 2013

Other Current Public Directorships:
Praxair, Inc.
Clean Harbors, Inc.

Former Directorships Held During the Past Five Years:
Foster Wheeler AG

experience to the board. In particular, he gained extensive management and leadership knowledge from his executive positions at a public international, oil and gas company. Additionally, his global experience and knowledge of finance, compensation and governance gained from his service on other public company boards led the board to conclude that Mr. Galante should serve as a director of the Company.

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David F. Hoffmeister, 60

Position, Principal Occupation and Business Experience:

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.

Key Attributes, Experience and Skills:

Mr. Hoffmeister has extensive experience in the chemical industry, having worked as a consultant to chemical clients for 20 years at a global management consulting firm. He has a strong finance background and most recently served as the chief financial officer of a global biotechnology company. These experiences led the board to conclude that Mr. Hoffmeister should serve as a director of the Company.

Director Since: 2006

Other Current Public Directorships:
None

Former Directorships Held During the Past Five Years:
None

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 III Directors – Term Expires in 2016

Jay V. Ihlenfeld, 63

Position, Principal Occupation and Business Experience:
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.

Key Attributes, Experience and Skills:
Mr. Ihlenfeld has extensive experience managing operations in the Asia Pacific region, having led 3M's Asia Pacific operations for five years, and also in research and development, having led 3M's research and development function for four years. These experiences coupled with his background as a chemical engineer led the board to conclude that Mr. Ihlenfeld should serve as a director of the Company.

Director Since: 2012

Other Current Public Directorships:
None

Former Directorships Held During the Past Five Years:
None

Mark C. Rohr, 63

Position, Principal Occupation and Business Experience:
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 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 executive committee of the board of directors of the American Chemical Council.

Key Attributes, Experience and Skills:
By virtue of his thirteen years as the chief executive of a leading chemical company, Mr. Rohr brings significant insight and broad industry experience to the board. He brings extensive knowledge and understanding of the chemical industry gained from working in the industry in various positions of increasing responsibility throughout his career. In

Director Since: 2007

Other Current Public Directorships:
Ashland Inc.

Former Directorships Held During the Past Five Years:
Albemarle Corporation

addition, his operations and global business experience, combined with a broad understanding of complex financial issues and governance, led the board to conclude that Mr. Rohr should serve as a director of the Company.

Farah M. Walters, 70

Position, Principal Occupation and Business Experience:

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 committee 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 a member of the executive committee, the chairman of the compensation committee, the chairman of the audit 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.

Key Attributes, Experience and Skills:

Ms. Walters has substantial experience on public boards, including the board of another public chemical company, and management experience and leadership capabilities gained from her position as the chief executive officer of a hospital system. She also has experience in the medical field, which is a growing business for the Company, and knowledge in the human resources area, particularly executive succession planning. Additionally, Ms. Walters has significant knowledge and experience in the areas of compensation and corporate governance, gained in part through her service in several leadership positions on public company boards. As a result of this experience, the board concluded that Ms. Walters should serve as a director of the Company.

Director Since: 2007

Other Current Public Directorships:
PolyOne Corporation

Former Directorships Held During the Past Five Years:
None

Class I Directors - Term Expires in 2017

Jean S. Blackwell, 60

Position, Principal Occupation and Business Experience:

Ms. Blackwell has served as a member of the board of directors of 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 audit 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 had 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 1979 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.

Key Attributes, Experience and Skills:

By virtue of Ms. Blackwell’s broad experience, including her experience in previous executive positions at Cummins and her experience serving on boards of other public companies, including as chairperson of the audit committee of Phoenix, Ms. Blackwell brings an in-depth understanding of the internal operations of a public company and financial expertise to the board. Additional factors, including her strong legal background and knowledge in the human resources area, led the board to conclude that Ms. Blackwell should serve as a director of the Company.

Director Since: 2014

Other Current Public Directorships:
United Stationers Inc.

Former Directorships Held During the Past Five Years:
Phoenix Companies Inc.

Martin G. McGuinn, 72*

Position, Principal Occupation and Business Experience:

Mr. McGuinn currently serves as a member of the board of directors (since 2007) and the audit committee as well as the chairman of the organization & compensation committee of The Chubb Corporation. He also serves as a member of the board of directors (since 2009) and as the chairman of the audit committee of iGATE Corporation. Mr. McGuinn serves as a member of the Advisory Board of CapGen Financial Group. From January 1999 until February 2006, Mr. McGuinn was Chairman and Chief Executive Officer of Mellon Financial Corporation, a financial services company, where he spent 25 years in a number of positions. Mr. McGuinn served a one-year term as Chairman of the Financial Services Roundtable from April 2003 to April 2004. He served as the 2005 President of the Federal Reserve Board's Advisory Council.

Key Attributes, Experience and Skills:

Mr. McGuinn has more than 25 years of experience in the financial services industry, where he gained substantial management experience and leadership capabilities from his position as the chief executive officer of a large public banking institution. Additionally, his strong financial skills and expertise, including on the topics of capital markets and macroeconomics, and significant experience as a public company director, led the board to conclude that Mr. McGuinn should serve as a director of the Company.

Director Since: 2006

Other Current Public Directorships:
The Chubb Corporation
iGATE Corporation

Former Directorships Held During the Past Five Years:
None

Daniel S. Sanders, 75*

Position, Principal Occupation and Business Experience:

Mr. Sanders was President of ExxonMobil Chemical Company and Vice President of Exxon Mobil Corporation, an international oil and gas company, from December 1999 until his retirement in August 2004. Prior to the merger of Exxon and Mobil, Mr. Sanders served as President of Exxon Chemical Company beginning in January 1999 and as its Executive Vice President beginning in 1998. He is the past Chairman of the Board of the American Chemistry Council and past Chairman of the Society of Chemical Industry (American Section). He served as a member of the board of directors of Arch Chemicals, Inc. from 2004 to 2011, which included service on Arch's governance committee and compensation committee (including as chairman). He also served as a member of the board of directors of Nalco Holding Company from 2005 until its merger with Ecolab Inc. in 2011. Subsequent to the merger, he served as a member of the board of directors of Ecolab Inc. and as a member of the audit committee and chairman of the nominating and governance committee until May 2013. He served as the non-executive Chairman of Milliken & Company until August 2011 and as the non-executive Chairman of Pacolet Milliken Enterprises, a private investment company, until May 2014. Mr. Sanders is the recipient of the 2005 Chemical Industry Medal awarded by the Society of Chemical Industry (American Section).

Key Attributes, Experience and Skills:

With over 43 years of experience in the chemical industry, Mr. Sanders brings broad management, operational and industry experience to the board. In particular, he gained

Director Since: 2004

Other Current Public Directorships:
None

Former Directorships Held During the Past Five Years:
Arch Chemicals, Inc.
Ecolab Inc.
Nalco Holding Company

extensive management and leadership knowledge from his previous executive positions at a leading public energy and chemical company. Additionally, his global experience and knowledge of finance, compensation and governance gained from his career service on other public company boards led the board to conclude that Mr. Sanders should serve as a director of the Company.

* Pursuant to our director retirement guideline, Mr. McGuinn and Mr. Sanders will retire on April 23, 2015.

John K. Wulff, 66

Position, Principal Occupation and Business Experience:

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 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.

Key Attributes, Experience and Skills:

By virtue of his 20 years of experience in the chemical industry, including management and financial knowledge as the former chief financial officer of a publicly traded chemical company, Mr. Wulff brings significant knowledge and broad industry experience to the board. He has a strong financial background gained through various auditing, executive and finance positions, and substantial experience in leadership positions as a director of several public companies. This experience and background led the board to conclude that Mr. Wulff should serve as a director of the Company.

Director Since: 2006

Other Current Public Directorships:
Moody's Corporation
Chemtura Corporation

Former Directorships Held During the Past Five Years:
Sunoco Inc.

Director Compensation in 2014

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 board also has a lead independent director who receives an annual fee of $25,000. See "Corporate Governance – Board Leadership Structure" for additional information.

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 based on the market performance of specified measurement funds selected by the participant.

2014 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, 2014.

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 ($) (f)	All Other Compensation ($)[(5)] (g)	Total ($) (h)
James E. Barlett	100,000	119,942	—	—	—	—	219,942
Jean S. Blackwell	88,611	149,943	—	—	—	—	238,554
Edward G. Galante	100,000	119,942	—	—	1,349	—	221,291
David F. Hoffmeister	135,000	119,942	—	—	—	—	254,942
Jay V. Ihlenfeld	100,000	119,942	—	—	—	—	219,942
Martin G. McGuinn	120,000	119,942	—	—	—	—	239,942
Daniel S. Sanders	110,000	119,942	—	—	33,573	5,596	269,111
Farah M. Walters	120,000	119,942	—	—	37,424	7,387	284,753
John K. Wulff	100,000	119,942	—	—	91,504	15,253	326,699

(1) Ms. Blackwell joined the board in February 2014 and received a prorated annual retainer in 2014. Mr. Rohr is not included in this table because he was an employee of the Company during 2014 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 2,051 RSUs granted to each non-management director (2,564 RSUs for Ms. Blackwell, which included a prorated amount of RSUs for her time served from February to April 2014) in April 2014 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, 2014. As of December 31, 2014, each non-employee director owned 2,051 RSUs, except Ms. Blackwell, who held 2,564 RSUs.

(4) The Company has not granted stock options to directors since 2007. As of December 31, 2014, each person serving as a non-management director held the following number of stock options: James E. Barlett, -0-; Jean S. Blackwell, -0-; Edward G. Galante, -0-; David F. Hoffmeister, 25,000, all of which are vested; Jay V. Ihlenfeld, -0-; Martin G. McGuinn, -0-; Daniel S. Sanders, -0-; Farah M. Walters, 25,000, all which are vested; and John K. Wulff, -0-.

(5) Represents dividend equivalents paid under the 2008 Deferred Compensation Plan.

PROPOSAL 2: ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

The Company's compensation program for our named executive officers is intended to (1) support the execution of our business strategy and long-term financial objectives, (2) attract, incentivize and retain a talented team of executives who will provide leadership for our success in dynamic, competitive markets and products, (3) foster performance in the creation of long-term stockholder value and (4) reward executives for contributions at a level reflecting our 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. See "Executive Compensation–Compensation Discussion and Analysis" for a summary of our 2014 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 2014 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.

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.

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.

Recommendation of the Board

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

PROPOSAL 3: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the board of directors has selected KPMG LLP to audit the Company's consolidated financial statements for the year ended 2015. Since 2005, KPMG LLP has served as our independent registered public accounting firm and also provided other audit-related and non-audit services that were approved by the audit committee.

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

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

Audit and Related Fees

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

	Year Ended December 31,	
	2014	2013
Audit Fees[1]	$5,109,800	$5,057,230
Audit-related Fees[2]	190,287	108,911
Tax Fees[3]	983,910	833,877
All Other Fees[4]	—	20,750
Total Fees	$6,283,997	$6,020,768

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

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

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

(4) For other permitted professional advisory services.

Audit Committee Pre-Approval Policy

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

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

All services performed by our independent registered public accounting firm in 2014 were pre-approved by the audit committee or otherwise under the Pre-Approval Policy.

Vote Required

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

Recommendation of the Board

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015

CORPORATE GOVERNANCE

The business and affairs of the Company are overseen by the board of directors. The board believes that good corporate governance is foundational to achieving business success and to fulfill the board's responsibilities to stockholders. The board believes that its practices align management and stockholder interests.

Strong corporate governance is also an integral part of our core values. Our Company's corporate governance policies and procedures are available on the Company's website at www.celanese.com in the investor relations section under corporate governance. The corporate governance portal includes the board committee charters, Business Conduct Policy, Financial Code of Ethics, Communications with the Board Policy and the Company's Corporate Governance Guidelines (including our Director Independence Standards and Lead Independent Director Policy), the highlights of which are described below.

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 "Proposal 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 ten directors. The board has established the size of the board to be ten directors effective February 5, 2015.

Our board of directors is and shall be comprised of a majority of independent directors. See "Corporate Governance — Director Independence" for additional information.

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 Leadership Structure

Meetings of our board of directors are presided over by the Chairman of the board of directors (the "Chairman"). Our By-laws do not require that the Chairman be independent of the Company and currently Mr. Rohr, our chief executive officer ("CEO"), serves as Chairman. While the board regularly considers the separation of the Chairman and CEO roles, the board currently believes that in order for the Company to succeed in executing its strategy it is important that these two roles be aligned as closely as possible. Having a combined Chairman/CEO allows the CEO to better understand and meet the needs of the board and allows the Chairman to better understand the Company's day-to-day situation.

The board of directors has created the position of a lead independent director (the "lead independent director"). The selection of a lead independent director is meant to facilitate communication among the directors or between any of them and the Chairman. Accordingly, directors are encouraged to continue to communicate among themselves and directly with the Chairman. Under the Company's Lead Independent Director Policy, the lead independent director must be an independent director elected by a majority of the non-employee, independent directors for a renewable one-year term generally not exceeding three consecutive years of service. In 2014, the non-employee, independent directors elected Mr. Hoffmeister to serve as lead independent director for a one-year term beginning at the first board meeting after the 2014 Annual Meeting of Stockholders, and continuing until just prior to this Annual Meeting. The Company's Lead Independent Director Policy provides that the lead independent director will:

- preside 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;

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- approve 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;
- have the authority to call meetings of the board and such other meetings of the non-employee, independent directors as he/she deems necessary;
- serve as a liaison and supplemental channel of communication between the non-employee, independent directors and the Chairman and CEO;
- meet regularly with the Chairman and CEO;
- communicate with stockholders as requested and deemed appropriate by the board;
- interview director candidates along with the nominating and corporate governance committee;
- approve and coordinate 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;
- guide the board's governance processes concerning the annual board self-evaluation and CEO succession planning; and
- when requested by the Chairman or the board, assist the board in reviewing and assuring compliance with governance principles.

The board believes that the existence of a lead independent director with this scope of responsibilities supports strong corporate governance principles while deriving the benefit of having the Company's CEO also serve as Chairman. The board believes that the Company's current leadership structure of the combined Chairman/CEO leadership role coupled with a lead independent director enhances the Chairman/CEO's ability to provide insight and direction on important strategic initiatives to both management and independent directors and, at the same time, ensures that the appropriate level of independent oversight is applied to all management and board decisions.

Board Self-Assessment

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 our nominating and corporate governance committee. Under the process used in 2014 and 2013, the nominating and corporate governance committee develops a thorough list of topics to be considered by the directors, which include 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 a subset of the board discussion topics, comments made to the lead independent director and 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.

Stock Ownership Guidelines for Directors

The board of directors considers Celanese 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

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annual cash retainer of $100,000. Each newly elected director has five years from the year elected to reach the ownership level. As of the record date, February 23, 2015, all of our then current directors had attained the minimum stock ownership levels based on holdings, except for Mr. Ihlenfeld, Mr. Galante and Ms. Blackwell, who joined the board in 2012, 2013 and 2014, respectively, and will not be required to meet the minimum stock ownership guidelines until 2017, 2018 and 2019, respectively.

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 the Company’s website at www.celanese.com in the investor relations section under 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 2% 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, Galante, Hoffmeister, Ihlenfeld, McGuinn, Sanders and Wulff, and Ms. Blackwell 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.

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, 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 "Risk Assessment of Compensation Practices" 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, including recommendations to assist the board with its overall risk oversight function.

Recent By-law Amendment

The board, in consultation with our nominating and governance committee, reviews our governance and organizational documents, including our By-laws, on a regular basis and routinely assesses when and whether an update would be appropriate and in the best interests of the Company and its shareholders. These reviews and assessments include staying apprised of legal, governance and business developments, current and emerging best practices and the perspectives of shareholders and other stakeholders and taking into account such factors as the board deems pertinent. With respect to By-law amendments, the board generally acts on the recommendation of our nominating and corporate governance committee following deliberation and consultation with advisors, as necessary, and we make any By-law amendments publicly available through periodic filings with the SEC and postings to our website. In 2014 we amended our By-laws to add a new Article VIII providing that the exclusive forum for certain corporate litigation involving the Company shall be a state court located in Delaware. The board determined that adoption of the exclusive forum By-law is in the best interests of the Company and its stockholders for a number of reasons, including the importance of preventing the unnecessary diversion of corporate resources to address costly, wasteful and duplicative multi-forum litigation, facilitating increased consistency and predictability in litigation outcomes and recent caselaw developments in other jurisdictions upholding the board's authority to adopt such By-laws and their validity.

Board Meetings in 2014

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 2014. 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, 2014. In addition, we have a policy requiring our directors to attend the annual meeting of stockholders. All of our directors who were members of the board in 2014 attended the annual meeting of stockholders in 2014.

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		l	l	
Jean S. Blackwell À	l			
Edward G. Galante	l		l	
David F. Hoffmeister Àu		l		£
Jay V. Ihlenfeld		l	l	
Martin G. McGuinn À	£			l
Mark C. Rohr				
Daniel S. Sanders	l		£	
Farah M. Walters		£		l
John K. Wulff À	l			l

£ Chairperson l Member À Financial Expert u Lead Independent Director

Audit Committee

The Company's audit committee is currently comprised of Mr. McGuinn (chairman), Ms. Blackwell, Mr. Galante, Mr. Sanders and Mr. Wulff, each of whom the board has affirmatively determined is independent of the Company and its management under the rules of the NYSE and the SEC. The board has also determined that Mr. McGuinn, Ms. Blackwell 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 audit committee held eight meetings during 2014. The complete text of the audit committee charter, as amended by the board of directors on October 22, 2014, is available on the Company's website at www.celanese.com in the investor relations section under 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, 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, applicable NYSE listing standards, and qualify as "non-employee directors" for purposes of Section 162(m) of the Internal Revenue Code. The compensation and management development committee held seven meetings during 2014. 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 the Company's website at www.celanese.com in the investor relations section under 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 2014, 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 and lead director), Mr. McGuinn, Ms. Walters and Mr. Wulff. The nominating and corporate governance committee held four meetings during 2014. 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 the Company’s website at www.celanese.com in the investor relations section under 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 2014, 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. Sanders (chairman), Mr. Barlett, Mr. Galante and Mr. Ihlenfeld. 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 environmental, health, safety and public policy committee held four meetings during 2014. 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 the Company’s website at www.celanese.com in the investor relations section under 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.

Candidates for the Board

The board of directors and the nominating and corporate governance committee consider candidates for board membership suggested by the board or nominating and corporate governance committee members, as well as by management and stockholders.

Nominee Assessment and Diversity

The nominating and corporate governance committee's assessment of a proposed director candidate will include a review of the person's judgment, experience, independence, understanding of the Company's business or other related industries, and such other factors as the nominating and corporate governance committee considers important and expects to contribute to an effective board, including the following qualities:

- leadership experience in business or administrative activities;
- specialized expertise in the chemical industry;
- breadth of knowledge about issues affecting the Company;
- ability to contribute special competencies to board activities;
- personal integrity;