

Celanese CORP
Form DEF 14A
March 12, 2010

Table of Contents

**CELANESE CORPORATION
SCHEDULE 14A INFORMATION**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §40.14a-12

CELANESE CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
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(3) Filing Party:

(4) Date Filed:

Table of Contents

**CELANESE CORPORATION
1601 West Lyndon B. Johnson Freeway
Dallas, Texas 75234**

March 12, 2010

Dear Fellow Stockholders:

On behalf of your board of directors, I am pleased to invite you to attend the 2010 Annual Meeting of Stockholders of Celanese Corporation. The meeting will be held at 7:30 a.m. (Dallas time) on Thursday, April 22, 2010, at The Crescent Club, 200 Crescent Court 17th Floor, Dallas, Texas 75201.

The accompanying Proxy Statement describes the items to be considered and acted upon by the stockholders at the Annual Meeting.

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

Sincerely,

David N. Weidman
*Chairman and
Chief Executive Officer*

TABLE OF CONTENTS

<u>Notice of Annual Meeting of Stockholders</u>	1
<u>Proxy Statement</u>	2
<u>Information Concerning Solicitation and Voting</u>	2
<u>Questions and Answers about the Proxy Materials and the Annual Meeting</u>	2
<u>Item 1: Election of Directors</u>	9
<u>Director Nominees</u>	9
<u>Vote Required</u>	10
<u>Recommendation of the Board</u>	10
<u>Directors Continuing in Office</u>	11
<u>Director Compensation in 2009</u>	13
<u>2009 Director Compensation Table</u>	13
<u>Item 2: Ratification of Independent Registered Public Accounting Firm</u>	14
<u>Audit and Related Fees</u>	14
<u>Audit Committee Pre-Approval Policy</u>	14
<u>Recommendation of the Board</u>	15
<u>Our Management Team</u>	16
<u>Certain Relationships and Related Person Transactions</u>	17
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	18
<u>Corporate Governance</u>	18
<u>Composition of the Board of Directors</u>	18
<u>Director Independence</u>	19
<u>Board Meetings in 2009</u>	19
<u>Board Leadership Structure</u>	19
<u>Committees of the Board</u>	20
<u>Audit Committee</u>	20
<u>Audit Committee Report</u>	21
<u>Compensation Committee</u>	21
<u>Risk Assessment of Compensation Practices</u>	22
<u>Compensation Committee Interlocks and Insider Participation</u>	23
<u>Nominating and Corporate Governance Committee</u>	23
<u>Environmental, Health & Safety Committee</u>	23
<u>Candidates for the Board</u>	23
<u>Nominee Assessment and Diversity</u>	24
<u>Nominee Recommendations</u>	24
<u>Stockholder Communications with the Board</u>	25
<u>Board Oversight of Risk Management</u>	25
<u>Executive Compensation Discussion and Analysis</u>	26
<u>Introduction</u>	26
<u>Oversight of the Executive Compensation Process</u>	27
<u>Compensation Philosophy and Elements of Pay</u>	28
<u>Performance Assessment and Individual Compensation Decisions</u>	38
<u>Additional Information Regarding Executive Compensation</u>	45
<u>Compensation Committee Report</u>	48
<u>2009 Summary Compensation Table</u>	49
<u>Supplemental Perquisites and All Other Compensation Table</u>	50
<u>2009 Grants of Plan-Based Awards Table</u>	50

<u>Outstanding Equity Awards at Fiscal 2009 Year-End</u>	51
<u>2009 Option Exercises and Stock Vested Table</u>	52
<u>2009 Pension Benefits Table</u>	52
<u>2009 Nonqualified Deferred Compensation Table</u>	54
<u>Potential Payments upon Termination and Change in Control</u>	55
<u>Stock Ownership Information</u>	61
<u>Other Matters</u>	63

Table of Contents

**CELANESE CORPORATION
1601 West Lyndon B. Johnson Freeway
Dallas, Texas 75234**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date: April 22, 2010

Time: 7:30 a.m., Central Daylight Time

Place: The Crescent Club
200 Crescent Court 17th Floor,
Dallas, Texas 75201

Items of Business: (1) To elect Mr. David N. Weidman, Mr. Mark C. Rohr and Ms. Farah M. Walters to serve on our board of directors until the 2013 Annual Meeting of Stockholders or until their successors are elected and qualified;

(2) To ratify the selection of KPMG LLP (KPMG) as our independent registered public accounting firm for the fiscal year ending December 31, 2010; and

(3) 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 ByLaws (the Bylaws).

Record Date: You are entitled to attend the Annual Meeting and can vote if you were a stockholder of record as of the close of business on February 24, 2010.

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, 2009 (the 2009 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.

By Order of the Board of Directors of
Celanese Corporation

Gjon N. Nivica, Jr.
*Senior Vice President, General Counsel
and Corporate Secretary*

Dallas, Texas
March 12, 2010

Table of Contents

**CELANESE CORPORATION
1601 West Lyndon B. Johnson Freeway
Dallas, Texas 75234**

PROXY STATEMENT

**For the Annual Meeting of Stockholders To Be Held on
April 22, 2010**

The board of directors (the board of directors or the board) of Celanese Corporation, a Delaware corporation (Celanese, us, Company, we or our), solicits the enclosed proxy for use at our 2010 Annual Meeting of Stockholders to be held at 7:30 a.m. (Central Daylight Time) on Thursday, April 22, 2010, at The Crescent Club, 200 Crescent Court 17th Floor, Dallas, Texas 75201. 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 (each, a director or collectively, the directors) and executive officers. 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 22, 2010

Celanese Corporation's Notice of Annual Meeting and Proxy Statement, 2009 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 rules, we have elected to furnish proxy materials to our stockholders over 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 2009 Annual Report to Stockholders also are available at our website, www.celanese.com/index/ir_index/ir_reports.htm.

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 12, 2010, to stockholders of record and beneficial owners who owned shares of the Company's series A common stock (the Common Stock) at the close of business on February 24, 2010.

Our principal executive offices are located at 1601 West Lyndon B. Johnson Freeway, Dallas, Texas 75234.

**QUESTIONS AND ANSWERS ABOUT
THE PROXY MATERIALS AND THE ANNUAL MEETING**

What is the purpose of the Annual Meeting?

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At our Annual Meeting, stockholders will vote upon several important Company matters. In addition, our management will report on the Company's performance over the last fiscal year and, following the meeting, respond to questions from stockholders.

Table of Contents

What is included in the proxy materials?

The proxy materials include:

Our Proxy Statement for the Annual Meeting of Stockholders; and

Our 2009 Annual Report to Stockholders.

If you requested a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction card for the Annual Meeting.

What information is contained in this Proxy Statement?

The information in this Proxy Statement relates to the proposals to be voted on at the Annual Meeting, the voting process, the Company's board of directors and board committees, the compensation of the Company's directors and certain executive officers for fiscal year 2009 and other required information.

How can I access the proxy materials over the Internet?

Your Notice of Internet Availability, proxy card or voting instruction card (as applicable) contains instructions on how to:

View our proxy materials for the Annual Meeting on the Internet; and

Instruct us to send our future proxy materials to you electronically by e-mail.

Our proxy materials are also available on our website at www.celanese.com/index/ir_index/ir_reports.htm or at www.proxyvote.com.

Your Notice of Internet Availability, proxy card or voting instruction card contains instructions on how you may request to access proxy materials electronically on an ongoing basis. Choosing to access your future proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials. If you choose to access future proxy materials electronically, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to access proxy materials by e-mail will remain in effect until you terminate it.

Who may attend the Annual Meeting?

The board of directors set February 24, 2010 as the record date for the Annual Meeting. All stockholders of record and beneficial owners of shares of Common Stock at the close of business on February 24, 2010, or their duly appointed proxies, may attend and vote at the Annual Meeting and any adjournments or postponements thereof. For verification of beneficial ownership at the Annual Meeting, you will need to bring personal identification and a copy of your brokerage statement reflecting your share ownership as of February 24, 2010 and check in at the registration desk.

Who may vote at the Annual Meeting?

Each stockholder who owned Common Stock at the close of business on February 24, 2010 is entitled to one vote for each share of Common Stock held on all matters to be voted on. At the close of business on the record date, there were 156,580,100 shares of our Series A common stock outstanding and there were no shares of our Series B common

stock outstanding.

What constitutes a quorum to conduct business at the Annual Meeting?

The required quorum for the transaction of business at the Annual Meeting is the presence of, in person or by proxy, the holders of a majority of the voting power of the outstanding shares of Common Stock entitled to vote at the Annual Meeting.

Table of Contents

How many votes are required to approve each item?

The affirmative vote of a majority of the voting power of the shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required for all proposals other than the election of directors. The affirmative vote of a majority of the actual votes cast is required for the election of each director nominee (the number of shares voted FOR a director nominee must exceed the number of votes cast AGAINST that nominee). Shares not present at the meeting and shares voting ABSTAIN have no effect on the election of directors. You may not cumulate your votes in the election of directors.

How are abstentions and broker non-votes treated?

Abstentions and broker non-votes will be counted toward calculating a quorum. Other than in the election of directors, abstentions will have the same effect as a vote against the proposal as to which the abstention is made. Broker non-votes will not have any effect on the outcome of the voting on any matter.

How does the Board recommend I vote on the proposals?

The board recommends votes:

FOR the election of each of the nominees for Class III director named in this Proxy Statement Mr. David N. Weidman, Mr. Mark C. Rohr and Ms. Farah M. Walters; and

FOR the ratification of KPMG LLP as our independent registered public accounting firm for fiscal year 2010.

What does it mean to vote by proxy?

By giving your proxy, you give someone else the right to vote your shares in accordance with your instructions. In this way, you assure that your vote will be counted even if you are unable to attend the Annual Meeting. If you give your proxy but do not include specific instructions on how to vote, the Proxyholders (defined below) will vote your shares FOR the election of the board's nominees and FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm.

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

Most Celanese stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A. (Computershare), you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to grant your voting proxy directly to Mr. Steven M. Sterin, our Senior Vice President and Chief Financial Officer, and Mr. James R. Peacock III, our Vice President, Deputy General Counsel and Assistant Secretary (collectively, the Proxyholders) or to vote in person at the Annual Meeting.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee (the Record Holder), you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your Record Holder, which is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker or nominee how to vote and are also invited to attend the Annual Meeting. **HOWEVER, SINCE YOU ARE NOT THE STOCKHOLDER OF RECORD, YOU MAY NOT**

VOTE THESE SHARES IN PERSON AT THE ANNUAL MEETING UNLESS YOU OBTAIN A SIGNED LEGAL PROXY FROM THE RECORD HOLDER GIVING YOU THE RIGHT TO VOTE THE SHARES. Your Record Holder has provided you with instructions on how to vote your shares.

Table of Contents

What should I do if I receive more than one notice or e-mail about the Internet availability of the proxy materials or more than one copy of the printed proxy materials?

You may receive more than one notice or more than one e-mail about the Internet availability of the proxy materials or more than one copy of the printed proxy materials. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice, a separate e-mail or a separate mailing for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you may receive more than one notice, e-mail or mailing. Please vote all of your shares.

How do I cast my vote?

Each stockholder is entitled to one vote for each share of Common Stock on all matters presented at the Annual Meeting. Stockholders do not have the right to cumulate their votes for the election of directors. Celanese is offering the following methods of voting:

Voting In-Person

Stockholders of Record. Shares held directly in your name as the stockholder of record may be voted in person at the Annual Meeting. If you choose to vote in person at the Annual Meeting, please bring the Notice of Internet Availability of Proxy Materials and proof of personal identification.

Beneficial Owners. Shares held in street name may be voted in person by you only if you obtain a legal proxy from the Record Holder giving you the right to vote the shares.

Voting via the Internet

Shares may be voted via the Internet at www.proxyvote.com. Your voting instructions will be accepted up until 11:59 P.M. Eastern Time on April 21, 2010. Have your Notice of Internet Availability, proxy card or voting instruction card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Voting via Telephone

Shares may be voted via any touch-tone telephone at 1-800-690-6903. Your voting instructions will be accepted up until 11:59 P.M. Eastern Time on April 21, 2010. Have your Notice of Internet Availability, proxy card or voting instruction card in hand when you call and then follow the instructions given.

Voting via Mail

If you received a paper proxy card, your shares may be voted via mail by marking, signing and dating your proxy card and returning it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

EVEN IF YOU CURRENTLY PLAN TO ATTEND THE ANNUAL MEETING, WE RECOMMEND THAT YOU ALSO SUBMIT YOUR PROXY AS DESCRIBED ABOVE SO THAT YOUR VOTE WILL BE COUNTED IF YOU LATER DECIDE NOT TO ATTEND THE MEETING. SUBMITTING YOUR PROXY VIA INTERNET, TELEPHONE OR MAIL DOES NOT AFFECT YOUR RIGHT TO VOTE IN PERSON AT THE ANNUAL MEETING.

What happens if additional proposals are presented at the Annual Meeting?

Other than the election of directors and the ratification of the selection of KPMG LLP as the independent registered public accounting firm, we do not expect any matters to be presented for a vote at the Annual Meeting. If you grant a proxy, the persons named as Proxyholders will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. Under our Bylaws, the deadline for notifying us of any additional proposals to be presented at the Annual Meeting has passed and, accordingly, stockholders may not present proposals at the Annual Meeting.

Table of Contents

Can I change my vote or revoke my proxy?

If your shares are held in street name through a broker, bank or other nominee, you should contact the holder of your shares regarding how to revoke your proxy.

If you are a stockholder of record, you may change your vote at any time before the polls close at the Annual Meeting. You may do this by:

voting again by telephone or through the Internet prior to 11:59 P.M. Eastern Time, on April 21, 2010;

requesting, completing and mailing in a paper proxy card, as outlined in the Notice of Internet Availability;

giving written notice to the Corporate Secretary of the Company by April 21, 2010; or

voting again at the Annual Meeting.

Your attendance at the Annual Meeting will not have the effect of revoking a proxy unless you notify our Corporate Secretary in writing before the polls close that you wish to revoke a previous proxy. You may revoke your proxy at any time before the proxy has been voted at the Annual Meeting by taking one of the actions described above.

Who will count the votes?

Representatives of Carl Hagberg & Associates will count the votes and will serve as the independent inspector of the election.

What if I execute my proxy but do not provide voting instructions?

If you provide specific voting instructions, your shares will be voted as you instruct. If you execute a proxy but do not specify how your shares are to be voted, the Proxyholders will vote your shares in accordance with the recommendations of the board provided above.

Will my shares be voted if I do not provide my proxy?

Your shares may be voted if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions. Brokerage firms have the authority under the New York Stock Exchange (NYSE) rules to cast votes on certain routine matters if they do not receive instructions from their customers. The ratification of the independent registered accounting firm is considered a routine matter for which brokerage firms may vote unvoted shares. The election of directors is no longer considered a routine matter under current NYSE rules. When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a broker non-vote.

What are the costs of soliciting these proxies?

We will bear the costs of solicitation of proxies. We have engaged D.F. King & Co. to assist us with the solicitation of proxies and expect to pay D.F. King & Co. less than \$10,000 for their services. In addition to solicitations by mail, D.F. King & Co. and our directors, officers and regular employees may solicit proxies by telephone, email and personal interviews without additional remuneration. We will request brokers, custodians and fiduciaries to forward proxy soliciting material to the owners of shares of our common stock that they hold in their names. We will

reimburse banks and brokers for their reasonable out-of-pocket expenses incurred in connection with the distribution of our proxy materials.

How can I request free copies of the proxy materials or information?

You may contact Broadridge:

By Internet at: www.proxyvote.com

By calling Broadridge at: 1-800-579-1639

By sending an email to: sendmaterial@proxyvote.com

Table of Contents

What is householding ?

We may send a single Notice of Internet Availability or set of proxy materials and other stockholder communications to any address shared by two or more stockholders. This process is called householding. This reduces duplicate mailings, saves printing and postage costs and conserves natural resources. We will deliver promptly upon written or oral request a separate copy of the Notice of Internet Availability, 2009 Annual Report to Stockholders or this Proxy Statement to a stockholder at a shared address to which a single copy of the documents was delivered.

To receive a separate copy or to stop receiving multiple copies sent to stockholders of record sharing an address:

Stockholder of Record. If you are a stockholder of record, please use the same contact information provided above under **How can I request free copies of the proxy materials or information?**

Beneficial Owner. If you are a beneficial owner, please submit your request to your stockbroker.

What is the deadline to propose actions for consideration at next year's annual meeting of stockholders?

You may submit proposals for consideration at future stockholder meetings. For a stockholder proposal to be considered for inclusion in the Company's proxy statement for the 2011 annual meeting, the Company's Corporate Secretary must receive the written proposal at our principal executive offices no later than the close of business on November 12, 2010. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary
Celanese Corporation
1601 West Lyndon B. Johnson Freeway
Dallas, Texas 75234

For a stockholder proposal that is not intended to be included in the Company's Proxy Statement under Rule 14a-8, the stockholder must provide the information required by the Company's Bylaws and give timely notice to the Company in accordance with the Company's Bylaws, which, in general, require that the notice be received by the Company's Secretary:

Not earlier than the close of business on December 23, 2010, and

No later than the close of business on January 22, 2011.

If the date of the stockholder meeting is moved more than 30 days before the anniversary of the Company's Annual Meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in the Company's Proxy Statement under Rule 14a-8 must be received no earlier than the close of business 120 days prior to the meeting and not later than the close of business on the later of the following two dates:

90 days prior to the meeting; and

10 days after public announcement of the meeting date.

How may I recommend or nominate individuals to serve as directors?

You may recommend director candidates for consideration by the board's nominating and corporate governance committee as described later in this Proxy Statement under "Corporate Governance - Candidates for the Board." Generally, recommended candidates are considered at the first or second board meeting prior to the annual meeting.

In addition, the Company's Bylaws permit stockholders to nominate directors for election at an annual stockholder meeting. To nominate a director, the stockholder must deliver the information required by the Company's Bylaws. To nominate an individual for election at an annual stockholder meeting, the stockholder must give timely notice to the Company's Corporate Secretary in accordance with the Company's Bylaws, which, in

Table of Contents

general, require that the notice be received by the Company's Secretary between the close of business on December 23, 2010 and the close of business on January 22, 2011, unless the annual meeting is moved by more than 30 days before the anniversary of the prior year's annual meeting, in which case the deadline will be as described in the question above.

How may I obtain a copy of the Company's Bylaw provisions regarding stockholder proposals and director nominations?

You may contact the Company's Secretary at our principal executive offices for a copy of the relevant Bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates. The Company's Bylaws also are available on the Company's website at www.celanese.com/index/ir_index/ir_corp_governance.htm.

Date of our fiscal year end

This Proxy Statement provides information about the matters to be voted on at the Annual Meeting and also additional information about Celanese, its officers and directors. Some of the information is stated as of the end of fiscal year 2009, and some information is provided as of a more current date. Our fiscal year ends on December 31.

Table of Contents

ITEM 1: ELECTION OF DIRECTORS

Director Nominees

Under the Company's Bylaws, a director nominee must receive the affirmative vote of a majority of the votes cast at the Company's 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 plurality voting does. Under Delaware law, 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 holdover issue, board policy requires an incumbent nominee who fails to receive the required vote to tender his or her 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 vote result, the director's contributions to the Company during his or her tenure, and the director's qualifications. The board may accept or reject the resignation. Only independent directors will participate in the deliberations regarding a tendered resignation.

Our board of directors is divided into three classes serving staggered three-year terms. At the Annual Meeting you will elect three directors to serve for three years. Our board of directors has nominated Mr. David N. Weidman, Mr. Mark C. Rohr and Ms. Farah M. Walters to be elected as Class III directors at the Annual Meeting of Stockholders. The director nominees, Mr. Weidman, Mr. Rohr and Ms. Walters, have consented to be elected to serve as directors for the term of the Class III directors. Unless otherwise instructed, the Proxyholders will vote the proxies received by them for these three nominees. If any nominee of Celanese 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 present board of directors to fill the vacancy. If elected, Mr. Weidman, Mr. Rohr and Ms. Walters will serve until the 2013 Annual Meeting of Stockholders or until their successors are elected and qualified.

The name of each of our directors 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 for the Company.

Mark C. Rohr, 58, has been a member of our board of directors since April 2007. He has been the Chairman, President and Chief Executive Officer of Albemarle Corporation since October 2002. Mr. Rohr served as Albemarle's President and Chief Operating Officer from January 2000 through September 2002. Previously, Mr. Rohr served as Executive Vice President - Operations of Albemarle. Before joining Albemarle, Mr. Rohr served as Senior Vice President, Specialty Chemicals of Occidental Chemical Corporation. Mr. Rohr has served as a member of the board of directors, the audit committee and the environmental, health & safety committee of Ashland Inc. since 2008. He also serves on the executive committee of the American Chemical Council.

By virtue of his ten years as the chief executive of a leading chemical company, Mr. Rohr brings significant insight and broad industry experience to the board. In 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 for the Company.

Table of Contents

Farah M. Walters, 65, has been a member of our board of directors since May 2007. Since 2005, she 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 financial policy committee. She previously served as the lead director (2006-2007), chairperson of both the compensation and governance committee and the 2005 CEO search committee, and a member of the environmental, health and safety 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.

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 CEO 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 area of 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 for the Company.

David N. Weidman, 54, has been our Chief Executive Officer and a member of our board of directors since December 2004. He became Chairman of the board of directors in February 2007. Mr. Weidman joined Celanese AG (the Company's predecessor) in September 2000 where he held a number of executive positions, most recently Vice Chairman and a member of its board of management. Before joining Celanese AG, Mr. Weidman held various leadership positions with AlliedSignal, most recently as the President of its performance polymers business. Mr. Weidman began his career in the chemical industry with American Cyanamid in 1980. He is a member of the board of the American Chemistry Council, the National Advisory Council of the Marriott School of Management and the Society of Chemical Industry. He is also a member of the Advancement Counsel for Engineering and Technology for the Ira A. Fulton College of Engineering and Technology and a member of the board and Chairman of the finance committee of The Conservation Fund.

Mr. Weidman has extensive knowledge and understanding of the chemical industry gained from decades working in the industry in various positions of increasing responsibility. He also has extensive knowledge of the Company, its operation and strategy, holding executive positions in the Company and its predecessor for nearly 10 years. He remains actively involved in issues affecting the industry, including as a director of the American Chemistry Council. As a result, the board concluded Mr. Weidman should serve as a director for the 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**

10

Table of Contents

Directors Continuing in Office

Class I Directors Term Expires in 2011

Martin G. McGuinn, 67, has been a member of our board of directors since August 2006. He 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), a member of the audit committee and the chairman of the compensation committee of iGATE Corporation. Mr. McGuinn serves as a member of the Advisory Board of CapGen Financial Group. From January 1999 until February 2006, he was Chairman and Chief Executive Officer of Mellon Financial Corporation, 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. Mr. McGuinn also serves on several nonprofit boards including the Carnegie Museums of Pittsburgh and the University of Pittsburgh Medical Center.

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 he should serve as a director.

Daniel S. Sanders, 70, has been a member of our board of directors since December 2004. He was President of ExxonMobil Chemical Company and Vice President of ExxonMobil Corporation 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. Mr. Sanders is a member of the Advisory Board of Furman University and the Board of the Greenville Symphony. 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 currently serves as a member of the board of directors (since 2004), a member of the governance committee, and chairman of the compensation committee of Arch Chemical, and a member of the board of directors (since 2005) and a member of the compensation committee and chairman of the safety, health and environmental committee of Nalco Holding Company. Mr. Sanders is the recipient of the 2005 Chemical Industry Medal awarded by the Society of Chemical Industry (American Section).

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 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 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 for the Company.

John K. Wulff, 61, has been a member of our board of directors since August 2006. He is the retired Chairman of the board of directors of Hercules Incorporated, a position 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 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 and predecessor firms from 1977 to 1987. He currently serves as a member of the board of directors (since 2004), the chairman of the audit committee and a member of the governance and compensation committee of Moody's Corporation. He is also the chairman of the audit committee and a member of the board of directors of Sunoco Incorporated (since March 2004) and a member of the audit committee and a member of the board of directors of Chemtura Corporation (since October 2009). Mr. Wulff served as a director of Fannie Mae from December 2004 to September 2008 and chairman of the nominating and governance committee.

Table of Contents

By virtue of his 14 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 for the Company.

Class II Directors Term Expires in 2012

James E. Barlett, 66, has been a member of our board of directors since December 2004. He has been Vice Chairman of TeleTech Holdings, Inc. since October 2001. Mr. Barlett has been a member of the board of directors of TeleTech Holdings, Inc. since February 2000. He previously served as the Chairman (since 1997), President and Chief Executive Officer (since 1994) of Galileo International, Inc. until October 2001. 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.

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 for the Company. Additional factors supporting this conclusion include his strong finance and accounting background and knowledge in the human resources area.

David F. Hoffmeister, 55, has been a member of our board of directors since May 2006. Mr. Hoffmeister serves as the Chief Financial Officer of Life Technologies Corporation. From October 2004 to November 2008, he served as Chief Financial Officer and Leader of Global Finance of Invitrogen Corporation, which merged with Applied Biosystems in November 2008 to form Life Technologies Corporation. Before joining Invitrogen, Mr. Hoffmeister spent 20 years with McKinsey & Company as a senior partner serving clients in the healthcare, private equity and chemical industries on issues of strategy and organization. From 1998 to 2003, Mr. Hoffmeister was the leader of McKinsey's North American chemical practice.

Mr. Hoffmeister 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 currently serves as the chief financial officer of a global biotechnology company. These experiences coupled with his background with a leading business consulting firm led the board to conclude that Mr. Hoffmeister should serve as a director for the Company.

Paul H. O'Neill, 74, has been a member of our board of directors since December 2004. Mr. O'Neill has been a Special Advisor at The Blackstone Group L.P. since March 2003. Prior to that time, he served as U.S. Secretary of the Treasury from 2001 to 2002 and was Chief Executive Officer of Alcoa, Inc. from 1987 to 1999 and chairman of the board of directors from 1987 to 2000. Mr. O'Neill also served as a member of the board of directors from February 2003 to April 2006, a member of the audit committee from 2004 to 2006, a member of the executive compensation and development

committee from 2003 to 2005 and a member of the governance committee from 2003 to 2004 of Eastman Kodak. He served as a member of the board of directors of Nalco Company from November 2003 to December 2007. Mr. O Neill has served as a member of the board of directors of TRW Automotive Holdings Corp. since August 2003.

Mr. O Neill has strong leadership skills, financial expertise and valuable macroeconomic insights gained as the U.S. Secretary of the Treasury and as the chief executive officer of a global public manufacturing company. Additionally, Mr. O Neill brings broad knowledge of corporate and political governance gained through experience while in government and on boards of other public companies. As a result, the board concluded Mr. O Neill should serve as a director for the Company.

Table of Contents**Director Compensation in 2009**

The Company uses both cash and stock-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 considered the extent of time and the expertise required to serve on our board. Each non-management director is entitled to (i) an annual cash retainer of \$85,000 (paid quarterly) and (ii) an annual equity retainer of \$85,000 in restricted stock units (granted at the first regular board meeting following the Annual Meeting). In addition, the chair of the nominating and corporate governance committee, compensation committee and environmental, health & safety committee receives an annual fee of \$10,000 and the chair of the audit committee receives an annual fee of \$20,000. The presiding director receives no additional compensation for his services as such.

2009 Director Compensation Table

The table below is a summary of compensation earned and stock options and restricted stock units granted by the Company to non-management directors for the fiscal year ending December 31, 2009. Mr. David N. Weidman is not included in this table since he is an employee of the Company and receives no compensation for his services as director.

Name	Fees Earned or		Non-Equity Incentive		Change in Pension Value and Nonqualified	All Other Compensation (\$)	Total (\$)
	Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Award (\$) ⁽²⁾	Plan Compensation (\$)	Deferred Compensation Earnings (\$) ⁽³⁾		
James E. Barlett	85,000	84,989					169,989
Paul H. O Neill	95,000	84,989			208,217	578	388,784
Daniel S. Sanders	88,333	84,989			111,407	422	285,151
David F. Hoffmeister	105,000	84,989					189,989
John K. Wulff	95,000	84,989			76,309	2,243	258,541
Martin G. McGuinn	85,000	84,989					169,989
Mark C. Rohr	91,667	84,989					176,656
Farah M. Walters	85,000	84,989			79,005	500	249,494

(1) Includes payment of an annual retainer and chair fees.

(2) Represents the grant date fair value of long-term equity incentive awards under the Company's 2009 GIP computed in accordance with FASB ASC Topic 718. For a discussion of the method and assumptions used to calculate such expense, see Note 20 to our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009. As of December 31, 2009, each director owned the following number of stock options: James E. Barlett, 24,622, all of which are vested; Paul H. O Neill, 24,622, all

of which are vested; Daniel S. Sanders, 24,622, all of which are vested; David F. Hoffmeister, 25,000, of which 18,750 are vested; John K. Wulff, 25,000, of which 18,750 are vested; Martin G. McGuinn, 25,000, of which 18,750 are vested; Mark C. Rohr, 25,000, of which 6,250 are vested; Farah M. Walters, 25,000, of which 6,250 are vested.

⁽³⁾ Includes above-market earnings on amounts deferred under the 2008 Deferred Compensation Plan.

Table of Contents**ITEM 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee of the board of directors has selected KPMG LLP to audit our consolidated financial statements. During fiscal 2009 KPMG LLP served as our independent registered public accounting firm and also provided other audit-related and non-audit services which were approved by the audit committee.

Representatives of KPMG LLP will be present at the Annual Meeting and 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 Bylaws 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 during the years ended December 31, 2009 and 2008 by its principal accounting firm KPMG LLP and KPMG LLP affiliates were as follows:

	Year Ended December 31,	
	2009	2008
Audit Fees ⁽¹⁾	\$ 6,310,500	\$ 6,391,000
Audit-related Fees ⁽²⁾	181,000	35,000
Tax Fees ⁽³⁾	1,403,500	210,000
All Other Fees		
Total Fees	\$ 7,895,000	\$ 6,636,000

- (1) For professional services rendered for the audits of consolidated financial statements of the Company (including the audit of internal controls over financial reporting), statutory audits and the review of the Company's quarterly consolidated financial statements.
- (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 fees related to technical assistance, the preparation of tax returns in non-US jurisdictions and assistance with tax audits and appeals.

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 audit, audit-related and tax services that do not exceed \$100,000 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 auditor 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 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.

Table of Contents

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 2009 were pre-approved by the audit committee.

Recommendation of the Board

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS
VOTE FOR THE RATIFICATION OF OUR INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR FISCAL YEAR 2010**

Table of Contents

OUR MANAGEMENT TEAM

Our executive officers are elected by the board of directors and hold office for such terms as determined by the board of directors. Set forth below is information regarding the current executive officers of the Company who are not also serving as directors:

James S. Alder, 61, has served as our Senior Vice President, Operations and Technical since February 2008. In this capacity he oversees our global manufacturing operations, as well as the Company's overall productivity efforts, including Six Sigma and operational excellence. Mr. Alder previously served as our Vice President, Operations and Technical from 2000 to February 2008. Prior to 2000, Mr. Alder held various roles within the Company's manufacturing, research and development, and business management operations. He joined Celanese in 1974 as a process engineer and received a Bachelor of Science degree in Chemical Engineering from MIT in 1970.

Christopher W. Jensen, 43, has served as our Vice President and Corporate Controller since March 2, 2009. From May 1, 2008 to March 2, 2009, he served as Vice President of Finance and Treasurer. In such capacity he had global responsibility for corporate finance, treasury operations, insurance risk management, pensions, technical accounting, and general ledger accounting. Mr. Jensen was previously the Assistant Corporate Controller from March 2007 through April 2008, where he was responsible for SEC reporting, internal reporting, and technical accounting. In his initial role at Celanese from October 2005 through March 2007, he built and directed the company's technical accounting function. From August 2004 to October 2005, Mr. Jensen worked in the inspections and registration division of the Public Company Accounting Oversight Board. He spent 13 years of his career at PricewaterhouseCoopers LLP in various positions in both the auditing and mergers & acquisitions groups. Mr. Jensen earned master's and bachelor's degrees in accounting from Brigham Young University and is a Certified Public Accountant.

Sandra Beach Lin, 51, has served as our Corporate Executive Vice President with responsibility for the Company's corporate social responsibility and sustainability programs since December 2009. Prior to that time, she had responsibility for the Company's Advanced Engineered Materials and Consumer Specialties segments since February 2009. She was the Executive Vice President and President, Ticona from July 2007 through February 2009. From 2002 to 2007, Ms. Lin was group Vice President, Specialty Materials and Converting, at Avery Dennison Corporation. She has also held global leadership positions at Closure Systems International, a division of Alcoa, and at Honeywell International, including as president of Bendix Commercial Vehicle Systems. Ms. Lin currently serves as a member of the board of directors and the audit committee and nominating & governance committee of WESCO International, Inc. Ms. Lin received a Bachelor of Arts degree in business administration from the University of Toledo in 1980 and an MBA from the University of Michigan in 1982.

Douglas M. Madden, 57, has served as our Chief Operating Officer since December 2009. Prior to that time, Mr. Madden served as Corporate Executive Vice President with responsibility for the Company's Acetyl Intermediates and Industrial Specialties Segments since February 2009. He was the Executive Vice President, and President, Acetate, EVA Performance Polymers and Emulsions & PVOH from 2006 through February 2009. Mr. Madden previously served as President of Celanese Acetate from October 2003 to 2006. Prior to assuming leadership for Celanese Acetate, Mr. Madden served as Vice President and General Manager of the acrylates business and head of global supply chain for Celanese Chemicals from 2000 to October 2003. Prior to 2000, Mr. Madden held various vice president level positions in finance, global procurement, and business support with the Hoechst Celanese Life Sciences Group, Celanese Fibers and Celanese Chemicals businesses. In 1990, he served as business director for Ticona's GUR business and held prior responsibilities as director of quality management for Specialty Products. Madden started his career with American Hoechst Corporation in 1984 as manager of corporate distribution. His prior

experience included operational and distribution management with Warner-Lambert and Johnson & Johnson. Mr. Madden received a Bachelor of Science degree in business administration from the University of Illinois.

Gjon N. Nivica, Jr., 45, has served as our Senior Vice President, General Counsel and Corporate Secretary since April 2009. Prior to that time, Mr. Nivica served as Vice President and General Counsel of the \$5 billion Honeywell Transportation Systems business group from 2005 to 2009, during which time he also served as Deputy General Counsel and Assistant Secretary to Honeywell International Inc. Prior to that time, he was the Vice President and General Counsel to Honeywell Aerospace Electronic Systems from 2002 to 2005 and to Honeywell

Table of Contents

Engines Systems and Services from 1996 to 2002. Mr. Nivica began his career in 1989 as a corporate associate in the Los Angeles office of Gibson, Dunn & Crutcher, where he specialized in acquisitions, divestitures and general corporate and securities work, before becoming M&A Senior Counsel to AlliedSignal Aerospace Inc. from 1994 to 1996. Mr. Nivica received his J.D., magna cum laude, from Boston University Law School.

Steven M. Sterin, 38, has served as our Senior Vice President and Chief Financial Officer since July 2007. Mr. Sterin previously served as our Vice President, Controller and Principal Accounting Officer from September 2005 to July 2007 and Director of Finance for Celanese Chemicals from 2003 to 2005 and Controller of Celanese Chemicals from 2004 to 2005. Prior to joining Celanese, Mr. Sterin worked for Reichhold, Inc., a subsidiary of Dainnippon Ink and Chemicals, Incorporated, beginning in 1997. There he held a variety of leadership positions in the finance organization before serving as Treasurer from 2000 to 2001 and later as Vice President of Finance, Coating Resins from 2001 to 2003. Mr. Sterin began his career at Price Waterhouse LLP, currently known as PricewaterhouseCoopers LLP. Mr. Sterin, a Certified Public Accountant, graduated from the University of Texas at Austin in May 1995, receiving both a Bachelor of Arts degree in business and a Masters degree in professional accounting.

Jay C. Townsend, 51, has served as our Senior Vice President, Business Development & Strategy since 2007. Mr. Townsend previously served as our Vice President of Business Strategy and Development from 2005 to 2006. Mr. Townsend joined Celanese in 1986 as a Business Analyst and has held several roles of increasing responsibility within the US and Europe. Mr. Townsend received his Bachelor of Science degree in international finance from Widener University in 1980.

Jacquelyn K. Wolf, 49, has served as our Senior Vice President, Human Resources since December, 2009. Prior to that time, she was the Executive Vice President, Chief Human Resources Officer for Comerica, Incorporated from January 2006 to December 2009. Ms. Wolf also held the position as Global Human Resources Director for General Motor's Finance, Asset Management, and Economic Development & Enterprise Services organizations from May 1, 2002. Prior to this position, she supported the Information Systems & Services upon joining GM in July 2000 to January 2006. Before joining GM, she served as Vice President of Human Resources for Honeywell's (previously AlliedSignal) Aerospace Market Segments in Phoenix, AZ. Prior to this role, she was Vice President, Human Resources at the Honeywell AlliedSignal Truck Brakes Division in Cleveland. Prior to Honeywell (AlliedSignal), she spent 12 years in human resource management and labor relations positions at the General Electric Corporation. Ms. Wolf earned a Ph.D. and a master's degree in organizational & human systems from Fielding Graduate University (Santa Barbara, California), a master's degree in management from Baker University (Overland Park, Kansas) and a bachelor's degree in Organizational Communications from Youngstown State University (Youngstown, Ohio).

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Related Party Transaction Policies and Procedures

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). An interested transaction is a transaction or relationship in which the aggregate amount involved may be expected to exceed \$120,000 since the beginning of the Company's last fiscal year, the Company or any of its subsidiaries is a participant, and any related party will have a direct or indirect interest (other than solely as a result of being a director or a less than 10 percent beneficial owner of an equity interest in another entity). A related party is any person who is or was since the beginning of the last fiscal year an executive officer, director or nominee for election as a director; a greater than 5 percent beneficial owner of the Company's 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.

Table of Contents

The audit committee has considered certain limited types of interested transactions with related persons that meet specified criteria that may arise and determined that each of them is deemed to be pre-approved under the terms of the Related Party Transaction Policy, including transactions with companies and charitable contributions to organizations at which a related party's only relationship is as an employee, if the amount of the transaction or contribution generally is less than \$1,000,000 and transactions involving competitive bids, regulated transactions and routine banking services. In addition, the audit committee has delegated to the Chair 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 each regularly scheduled meeting of the audit committee, the Company's chief financial officer generally is to provide the audit committee for its review a summary of each new interested transaction that has been deemed to be pre-approved pursuant to the Related Party Transaction Policy or that was pre-approved by the Chair 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.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers to file with the SEC reports of their ownership and changes in their ownership of Common Stock. We received written representations from each such person that no Form 5 was due for 2009. To the best of our knowledge, in 2009, we believe that all required forms were filed on time with the SEC, with the following exceptions:

The Company filed one Form 4 late on behalf of each of Chris Jensen, Sandra Beach Lin, Paul O'Neill, Daniel Sanders, Farah Walters and John Wulff related to the acquisition of dividend equivalent rights;

The Company filed one Form 4 late on behalf of Sandra Beach Lin related to the vesting of an RSU grant and withholding of an amount of related RSUs by the Company to cover taxes; and

The Company filed two Forms 4 late on behalf of Paul O'Neill related to the acquisition of phantom stock under the 2008 Deferred Compensation Plan resulting from the deferral of quarterly director fees.

CORPORATE GOVERNANCE

The business and affairs of the Company are managed under the direction of the board of directors. The board believes that good corporate governance is a critical factor in achieving business success and in fulfilling the board's responsibilities to stockholders. The board believes that its practices align management and stockholder interests. Highlights of our corporate governance practices are described below.

Strong corporate governance is an integral part of Celanese's core values. Our Company's corporate governance policies and procedures are available on the corporate governance portal of the Company's investor relations website, www.celanese.com/index/ir_index/ir_corp_governance.htm. The corporate governance portal includes the Company's Corporate Governance Guidelines, Board Committee Charters, Global Business Conduct Policy, Financial Code of Ethics, and Stockholders' Communications with the Board Policy. Any future modification or amendments to our Financial Code of Ethics, or any waiver of our Financial Code of Ethics, which applies to our Chief Executive Officer, Chief Financial Officer or Controller (Principal Accounting Officer) will be posted on the same website. We provide below specific information regarding certain corporate governance practices.

Composition of the Board of Directors

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Our charter provides that the number of members of the board of directors shall be fixed by the board of directors, but shall be no less than seven and no more than fifteen. Currently we have nine directors. Our board of directors is divided into three classes. The members of each class serve for a three-year term, expiring at the Annual Meeting of Stockholders in the year shown below.

Class I 2011

Martin G. McGuinn
Daniel S. Sanders
John K. Wulff

Class II 2012

James E. Barlett
David F. Hoffmeister
Paul H. O Neill

Class III 2010

David N. Weidman
Mark C. Rohr
Farah M. Walters

Table of Contents

Director Independence

The board of directors has adopted a standard of independence for directors. This standard incorporates all of the requirements for director independence contained in the NYSE listing standards. The listing standards of the NYSE require companies listed on the NYSE to have a majority of independent directors. 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 auditor, (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 auditor 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 fiscal years, exceeds the greater of \$1,000,000, or 2% of such other Company's consolidated gross revenues.

In addition, NYSE listing standards requires that we have a compensation committee and a nominating and corporate governance committee that are each composed of entirely independent directors with written charters addressing the committee's purpose and responsibilities and that we evaluate annually the performance of these committees.

The Company reviews each of the directors against the Company's Corporate Governance Guidelines, adopted by the board, and the independence requirements of the SEC and the NYSE to determine independence. The full text of the Guidelines can be found on the Company's website, www.celanese.com/index/ir_index/ir_corp_governance.htm. The board considers transactions and relationships between each director or any member of his or her immediate family and the Company and its subsidiaries and affiliates.

The board has affirmatively determined that eight of our directors, Messrs. Barlett, Hoffmeister, McGuinn, O'Neill, Rohr, Sanders and Wulff and Ms. Walters, are independent of the Company and its management under the NYSE listing standards and the Company's director independence standards. Mr. Weidman, our Chairman and CEO, is the only director who is not independent.

Board Meetings in 2009

Each of our directors is expected to devote sufficient time and attention to his or her duties and to attend all board, committee and stockholders' meetings. The board of directors held 8 meetings during 2009. All directors attended at least 75% of the aggregate of (i) meetings of the board and (ii) meetings of the committees on which they served during the fiscal year ended December 31, 2009. Although we do not have a formal policy requiring them to do so, we encourage our directors to attend the Annual Meeting and expect that they will do so. All of our directors attended the Annual Meeting of Stockholders in 2009.

Board Leadership Structure

Meetings of our board of directors are presided over by the Chairman of the Board. Our Bylaws do not require that the Chairman be independent of the Company and currently Mr. Weidman, our CEO, serves as Chairman. While the board regularly considers the separation of the Chairman/CEO roles, we believe that in order for the Company to succeed in executing its strategy it is important that these two roles be in sync as closely as possible.

Table of Contents

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.

Each member of our board of directors is sophisticated and has significant business experience. We believe that their independence is not adversely affected by having a combined Chairman/CEO.

Additionally, in order to eliminate any potential conflict of interest, the board has designated an independent Presiding Director. The Presiding Director presides over executive sessions of the board, which are conducted at least quarterly. In addition, the Presiding Director has the following responsibilities:

Approving board meeting agendas

Approving board meeting schedules

Calling meetings of the independent directors, as necessary

The Presiding Director during the period from the 2009 Annual Meeting of Stockholders through the 2011 Annual Meeting of Stockholders is Mr. Rohr. Under the Company's current procedure, the role of Presiding Director rotates biennially among the chairs of the standing board committees at the first meeting of the board of directors following the Annual Meeting of Stockholders. Following the 2011 Annual Meeting of Stockholders the Presiding Director will be the chairperson of the environmental, health & safety committee.

Committees of the Board

The board of directors has 4 standing board committees: audit, compensation, nominating and corporate governance, and environmental, health & safety committees. The following table sets forth the composition of our committees.

Audit Committee

The Company's audit committee is comprised of Mr. Hoffmeister (Chairman), Mr. Barlett and Mr. McGuinn, each of whom the board has affirmatively determined are independent of the Company and its management under the rules of the NYSE and the SEC. The board has also determined that all members of the audit committee are independent and audit committee financial experts as the term is defined in Item 407(d)(5) of Regulation S-K. The Audit Committee held 11 meetings during 2009. The complete text of the Audit Committee Charter, adopted by the board of directors on October 23, 2008, is available from the Company's investor relations website at www.celanese.com/index/ir_index/ir_corp_governance.

Table of Contents

The audit committee is directly responsible for the appointment, compensation and oversight of the work of the Company's independent auditors. The independent auditors report 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 auditor's qualifications and independence; and

the performance of the independent auditors and the Company's internal audit function.

Audit Committee Report

The audit committee of the board of directors assists the board in fulfilling its oversight responsibilities with respect to the external reporting process and the adequacy of the Company's internal controls. Specific responsibilities of the audit committee are set forth in the Audit Committee Charter.

Company management is responsible for the Company's internal controls and the financial reporting process. The independent registered public accounting firm KPMG is responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those audited financial statements with generally accepted accounting principles in the United States of America. The audit committee monitors the Company's financial reporting process and reports to the board of directors on its findings.

The audit committee reviewed and discussed with Company management and KPMG the audited financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. The audit committee also discussed with KPMG the matters required to be discussed by the Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The audit committee has received from KPMG the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with KPMG its independence.

The audit committee has also considered whether the provision to the Company by KPMG of limited non-audit services is compatible with maintaining the independence of KPMG. The audit committee has satisfied itself as to the independence of KPMG.

Based on the audit committee's review and discussions described above, the audit committee recommended to the board of directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

This report was submitted by the audit committee,

David F. Hoffmeister, Chairman
Martin G. McGuinn
James E. Barlett

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

Compensation Committee

The Company's compensation committee is comprised of Mr. Wulff (Chairman), Mr. Sanders, and Ms. Walters. The board has determined that all members of the compensation committee are independent under Rule 16b-3 under the Securities Exchange Act of 1934. The compensation committee held 9 meetings during 2009. The complete text of the Compensation Committee Charter, adopted by the board of directors on October 23, 2008, is available on the

Table of Contents

Company's investor relations website at www.celanese.com/index/ir_index/ir_corp_governance. A description of the compensation committee's processes and procedures for determining executive compensation is more fully described in Executive Compensation Discussion and Analysis.

The principal purposes of the compensation 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 to evaluate the CEO's 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.

Risk Assessment of Compensation Practices

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

the Company's incentive plans utilize a mix of short-term and long-term performance measures, which provide executives with short-term incentive to improve the Company's results while also providing a significant incentive to maintain those results for the long-term;

a significant portion of our most senior executives' incentive compensation consists of stock-based compensation, which when coupled with the Company's stock ownership policy, encourages long-term equity ownership by the executives, aligning their interests with the Company's shareholders;

the financial metrics utilized under each of the plans are designed to reflect measures of shareholder value over multiple years or annual operational performance that the compensation committee believes will tend to create long-term shareholder value;

various non-financial metrics (such as achievement of environmental, health and safety goals) are used as part of the process of determining compensation;

in determining the exact mix of compensation from year to year, the compensation committee intends to provide awards that provide an appropriate level of market risk that does not encourage excessive risk taking; and

compensation payment opportunities that may be excessive are avoided due to the limits placed on the amount of incentive payments that may be earned.

As noted in the Compensation Discussion and Analysis below, in December 2008, the compensation committee determined that reducing the amount of market risk in our executive compensation program by granting

performance-based RSU awards and time-vesting cash awards would discourage excessive risk-taking by the Company's management. The Company does not believe that it made any other material adjustments to its compensation policies or practices as a result of changes in risk profile during 2009. With respect to compensation of employees other than executives, under the direction of the compensation committee, management has reviewed the Company's compensation policies and practices to determine whether those policies and practices encourage excessive risk-taking. The Company's compensation programs for employees other than executives are designed to incentivize employees to demonstrate the courage to make decisions that benefit the Company as a whole, while accepting personal accountability and avoiding unnecessary risk.

Table of Contents

Compensation Committee Interlocks and Insider Participation

No member of the compensation committee was at any time during 2009 employed as an employee or officer of the Company or had any relationship with the Company requiring disclosure as a related-party transaction.

In addition, no executive officer of the Company has served on the board of directors or compensation committee of any other entity that has one or more executive officers who served as a member of our board of directors or compensation committee during 2009.

Nominating and Corporate Governance Committee

The Company's nominating and corporate governance committee is comprised of Mr. Rohr (Chairman), Mr. O'Neill and Ms. Walters. The board has determined that all members of the nominating and corporate governance committee are independent. The nominating and corporate governance committee held 2 meetings during 2009. The completed text of the Nominating and Corporate Governance Charter, adopted by the board of directors on February 5, 2009, is available on the Company's investor relations website at website at www.celanese.com/index/ir_index/ir_corp_governance.

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;

- 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.

Environmental, Health & Safety Committee

The Company's environmental, health & safety committee is comprised of Mr. O'Neill (Chairman), Mr. Rohr, Mr. Sanders and Mr. Weidman. The environmental, health & safety 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 committee held 3 meetings during 2009. The complete text of the Environmental, Health & Safety Committee Charter, adopted by the board of directors on November 2, 2006, is available on the Company's investor relations website at www.celanese.com/index/ir_index/ir_corp_governance.

The principal purposes of the environmental, health & safety committee are to:

- oversee the Company's policies and practices concerning environmental, health and safety issues;

- review the impact of such policies and practices of 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. 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 the nominating and corporate governance committee deems necessary in the performance of its duties, including, in its process of identifying director candidates.

Table of Contents

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, which are expected 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

loyalty to the company and concern for its success and welfare and willingness to apply sound independent business judgment

awareness of a director's vital part in the Company's good corporate citizenship and corporate image

time available for meetings and consultation on Company matters

willingness to assume fiduciary responsibilities

be intelligent, thoughtful and analytical

possess knowledge about compensation and human resources practices

be free of actual or potential conflicts of interest

have experience serving on boards of public companies

be familiar with regulatory and governance matters

Although the Company does not have a formal policy on board diversity, when considering board candidates, the nominating and corporate governance committee strives to achieve a balance of knowledge, experience and perspective such that the Company's board reflects a diversity of backgrounds and experiences.

Nominee Recommendations

The nominating and corporate governance committee will consider recommendations for director nominees made by stockholders. Stockholder recommendations should be sent to:

Celanese Corporation
Board of Directors

1601 West Lyndon B. Johnson Freeway
Dallas, Texas 75234
Attn: Corporate Secretary

Generally, recommended candidates are considered at the first or second board meeting prior to the annual meeting. No candidates were recommended by stockholders during 2009.

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

Table of Contents

stockholders. The board and the nominating and corporate governance committee have not received director nominations from any stockholders outside the board or the nominating and corporate governance committee.

Stockholder Communications with the Board

The board of directors has adopted the following procedure in accordance with the requirements of the SEC for stockholders to communicate with the board and its members. Stockholders and other parties interested in communicating directly with the non-management directors as a group or the board may do so by sending their communications to:

Celanese Corporation
Board of Directors
1601 West Lyndon B. Johnson Freeway
Dallas, Texas 75234
Attn: Corporate Secretary

All stockholder communications received by the Corporate Secretary will be delivered to one or more members of the board as appropriate, as determined by the Corporate Secretary. Notwithstanding the foregoing, the Corporate Secretary will maintain for the benefit of the board for a period of two years following the receipt of any communication, a record of all stockholder communications received in compliance with this policy.

Members of the board may review this record of stockholder communications upon their request to the Corporate Secretary. In addition, the receipt of any accounting, internal controls or audit-related complaints or concerns will be directed to the Chairman of the audit committee.

Board Oversight of Risk Management

The board has delegated to the audit committee the responsibility for overseeing the Company's risk management process. Management reviews and discusses annually with the audit committee and the full board the process by which management and the board assess and manage the Company's most significant business risks. Additionally, on an ongoing basis, senior management, including the CFO, provides updates to the audit committee on risk management policies and process compliance. This process for overseeing risk has been used to manage the significant categories of risks to which the Company is exposed.

While the board has delegated to the audit committee the responsibility for overseeing the Company's risk management process, the board has also recently assigned oversight for each principal category of risk to either the full board, the audit committee or one of the board's other standing committees. The following table shows the assignments by major category.

Risk Management Assignments