

Celanese CORP  
Form DEF 14A  
March 10, 2011

**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 §240.14a-12

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

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

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

**Table of Contents**

---

**Table of Contents**

[This page intentionally blank]

---

**Table of Contents**

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

**March 10, 2011**

Dear Fellow Stockholders:

On behalf of your board of directors, I am pleased to invite you to attend the 2011 Annual Meeting of Stockholders of Celanese Corporation. The meeting will be held at 7:30 a.m. (Dallas time) on Thursday, April 21, 2011, 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. 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.

Sincerely,

David N. Weidman  
*Chairman and  
Chief Executive Officer*

---

TABLE OF CONTENTS

<b><u>Notice of Annual Meeting of Stockholders</u></b>	1
<b><u>Proxy Statement</u></b>	2
<b><u>Information Concerning Solicitation and Voting</u></b>	2
<b><u>Questions and Answers about the Proxy Materials and the Annual Meeting</u></b>	2
<b><u>Proposal 1: Election of Directors</u></b>	9
<u>Director Nominees</u>	9
<u>Directors Continuing in Office</u>	11
<u>Director Compensation in 2010</u>	13
<u>2010 Director Compensation Table</u>	13
<b><u>Proposal 2: Advisory Vote on Executive Compensation</u></b>	14
<b><u>Proposal 3: Advisory Vote on Say on Pay Frequency</u></b>	17
<b><u>Proposal 4: Ratification of Independent Registered Public Accounting Firm</u></b>	18
<u>Audit and Related Fees</u>	18
<u>Audit Committee Pre-Approval Policy</u>	18
<b><u>Corporate Governance</u></b>	20
<u>Composition of the Board of Directors</u>	20
<u>Board Leadership Structure</u>	20
<u>Director Independence</u>	21
<u>Board Oversight of Risk Management</u>	22
<u>Board Meetings in 2010</u>	23
<u>Committees of the Board</u>	23
<u>Candidates for the Board</u>	25
<u>Stockholder Communications with the Board</u>	26
<b><u>Board Committee Reports</u></b>	27
<u>Audit Committee Report</u>	27
<u>Compensation Committee Report</u>	27
<b><u>Executive Compensation</u></b>	28
<u>Compensation Discussion and Analysis</u>	28
<u>Executive Summary</u>	28
<u>Oversight of Executive Compensation Process</u>	30
<u>Compensation Philosophy and Elements of Pay</u>	31
<u>Performance Assessment and Individual Compensation Decisions</u>	39
<u>Additional Information Regarding Executive Compensation</u>	44
<u>Risk Assessment of Compensation Practices</u>	47
<u>Compensation Committee Interlocks and Insider Participation</u>	48
<u>Compensation Tables</u>	48
<u>2010 Summary Compensation Table</u>	48
<u>Supplemental Perquisites and All Other Compensation Table</u>	50
<u>2010 Grants of Plan-Based Awards Table</u>	51
<u>Outstanding Equity Awards at Fiscal 2010 Year-End Table</u>	52
<u>2010 Option Exercises and Stock Vested Table</u>	53
<u>2010 Pension Benefits Table</u>	55
<u>2010 Nonqualified Deferred Compensation Table</u>	57
<u>Potential Payments Upon Termination or Change In Control</u>	58
<b><u>Certain Relationships and Related Person Transactions</u></b>	63
<b><u>Stock Ownership Information</u></b>	64

<u>Principal Stockholders and Beneficial Owners</u>	64
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	65
<b>Other Matters</b>	66
<b><u>Exhibit A</u></b>	



**Table of Contents**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 21, 2011**

**Celanese Corporation's Notice of Annual Meeting and Proxy Statement, 2010 Annual Report to  
Stockholders and other proxy materials are available at [www.proxyvote.com](http://www.proxyvote.com).**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

Date: April 21, 2011

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 Martin G. McGuinn, Daniel S. Sanders and John K. Wulff to serve on our board of directors until the 2014 Annual Meeting of Stockholders or until their successors are elected and qualified;

(2) To approve an advisory vote on executive compensation;

(3) To designate the frequency of periodic advisory votes on executive compensation;

(4) To ratify the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011; and

(5) 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 can vote if you were a stockholder of record as of the close of business on February 23, 2011.

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, 2010 (the 2010 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 10, 2011

**Table of Contents**

**PROXY STATEMENT**

**For the Annual Meeting of Stockholders To Be Held on  
April 21, 2011**

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 2011 Annual Meeting of Stockholders (the Annual Meeting ) to be held at 7:30 a.m. (Central Daylight Time) on Thursday, April 21, 2011, 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 21, 2011**

**Celanese Corporation's Notice of Annual Meeting and Proxy Statement, 2010 Annual Report to Stockholders and other proxy materials are available at [www.proxyvote.com](http://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 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 2010 Annual Report to Stockholders also are available in the investor section of our website, [www.celanese.com](http://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 10, 2011, 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 23, 2011.

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?**

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 2011 Annual Meeting of Stockholders (this Proxy Statement ); and

Our 2010 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 2010 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 in the investor section of our website at [www.celanese.com](http://www.celanese.com) or at [www.proxyvote.com](http://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 23, 2011 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 23, 2011, 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 23, 2011 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 23, 2011 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 156,037,896 shares of our 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 represented 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?**

*Election of Directors.* The Company's By-laws prescribe the voting standard for the election of directors as a majority of the votes cast in an uncontested election, such as this one, where the number of nominees does not exceed the number of directors to be elected. Under this standard, in order to be elected the number of shares voted **FOR** a director nominee must exceed the number of votes cast **AGAINST** that nominee. In the event of a contested election of directors, where the number of nominees exceeds the number of directors to be elected, directors shall be elected by a plurality of the shares represented in person or by proxy at the meeting and entitled to vote. You may not cumulate your votes in the election of directors.

*All Other Proposals.* 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. For the proposals that are advisory, such as the proposal regarding an advisory vote on executive compensation and the proposal regarding an advisory vote on the frequency of say-on-pay, please refer to the text of these proposals for more information on the advisory nature of these proposals.

### **How are abstentions and broker non-votes treated?**

Abstentions and broker non-votes (defined below under the heading, *Will my shares be voted if I do not provide my proxy?* ) will be counted toward calculating a quorum. Shares not present at the meeting will have no effect on the outcome of the voting on any matter because they are not considered to be present and are not a vote cast. Shares voting **ABSTAIN** and broker non-votes will have no effect on the outcome of the voting in the election of directors because they are not considered votes cast, but they each will have the same effect as a vote against the other proposals as to which the abstention is made or broker-non vote is subject because they each are considered to be present.

### **How does the Board recommend I vote on the proposals?**

The board recommends votes:

**FOR** the election of each of the nominees for Class I director named in this Proxy Statement **Martin G. McGuinn, Daniel S. Sanders and John K. Wulff;**

**FOR** the approval of an advisory vote on executive compensation;

**FOR** the approval of an annual advisory vote on say on pay; and

**FOR** the ratification of KPMG LLP as our independent registered public accounting firm for fiscal year 2011.

### **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 each of the board's nominees for Class I director, **FOR** the approval of an advisory vote on executive compensation, **FOR** the approval of an annual advisory vote on say on pay, 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



## **Table of Contents**

stockholder of record. As the stockholder of record, you have the right to grant your voting proxy directly to Steven M. Sterin, our Senior Vice President and Chief Financial Officer, and James R. Peacock III, our Vice President, Deputy General Counsel and Assistant Corporate 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.** A beneficial owner can obtain a legal proxy by making a request to the broker, bank, or trustee that is the Record Holder. Under a legal proxy, the bank, broker, or trustee that is the Record Holder confers all of its rights as a record holder (which may in turn have been passed on to it by the ultimate record holder) to grant proxies or to vote at the meeting. Your Record Holder has provided you with instructions on how to vote your shares.

### **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. 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 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. You may request a legal proxy from your Record Holder by indicating on your voting instruction form that you plan to attend and vote your shares at the Annual Meeting, or at the internet voting site to which your voting materials direct you. Please allow sufficient time to receive a legal proxy through the mail after your Record Holder receives your request.

#### **Voting via the Internet.**

Shares may be voted via the Internet at [www.proxyvote.com](http://www.proxyvote.com). Your voting instructions will be accepted up until 11:59 P.M. Eastern Time on April 20, 2011, the day before the Annual Meeting. Have your Notice of Internet Availability, proxy card or voting instruction card in hand when you access the website 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 20, 2011. Have your Notice of Internet Availability, proxy card or voting instruction card in hand when you call and then follow the instructions given.

**Table of Contents**

**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, the advisory vote on executive compensation, the advisory vote on say on pay vote frequency 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 in accordance with the recommendation of the board of directors or, in the absence of such a recommendation, in accordance with the judgment of the Proxyholders. Under our By-laws, 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.

**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 20, 2011;
- 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 20, 2011; 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.

## **Table of Contents**

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 and the two advisory votes are not considered routine matters 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. It should be noted that NYSE rules previously considered the election of directors to be a routine matter for which brokerage firms could vote in the election of directors if the record holder had not received instructions on how to vote from the beneficial owner. Accordingly, given this recent change, it is particularly important that beneficial owners instruct their brokers how they wish to vote their shares.

### **What are the costs of soliciting these proxies?**

We will bear the costs of solicitation of proxies. We have engaged D.F. King & Co., Inc. to assist us with the solicitation of proxies and expect to pay D.F. King & Co. an estimated fee of \$7,500 plus out of pocket expenses. In addition to solicitations by mail, D.F. King & Co. and our directors, officers and regular employees may solicit proxies by telephone, e-mail 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 additional information?**

You may contact Broadridge:

*By Internet at: [www.proxyvote.com](http://www.proxyvote.com).*

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

*By sending an e-mail to: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com).*

### **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, 2010 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 additional 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 2012 Annual Meeting of Stockholders, 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, 2011. Such proposals also must comply with SEC regulations under Rule 14a-8

**Table of Contents**

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 By-laws and give timely notice to the Company in accordance with the Company's By-laws, which, in general, require that the notice be received by the Company's Secretary:

Not earlier than the close of business on December 23, 2011; and

Not later than the close of business on January 22, 2012.

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 By-laws 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 By-laws. 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 By-laws, which, in general, require that the notice be received by the Company's Secretary between the close of business on December 23, 2011 and the close of business on January 22, 2012, 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 By-law 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 By-law provisions regarding the requirements for making stockholder proposals and nominating director candidates. The Company's By-laws also are available in the investor section of the Company's website at [www.celanese.com](http://www.celanese.com) under Corporate Governance.

**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 the Company, and certain of our officers and directors. Please note that some of the information is stated as of the end of our fiscal year, December 31, 2010, and some information is provided as of a more current date.



Table of Contents

**PROPOSAL 1: ELECTION OF DIRECTORS**

**Director Nominees**

Under the Company's By-laws, in uncontested elections, such as this one, where the number of nominees does not exceed the number of nominees 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 plurality voting does. 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. 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's 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 have the opportunity to elect three directors to serve for three years. Our board of directors has nominated Martin G. McGuinn, Daniel S. Sanders and John K. Wulff to be elected as Class I directors at the Annual Meeting. The director nominees, Messrs. McGuinn, Sanders and Wulff, have consented to be elected to serve as directors for the term of the Class I 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, Messrs. McGuinn, Sanders and Wulff will serve until the 2014 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.

*Martin G. McGuinn*, 68, 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 non-profit 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.

**Table of Contents**

***Daniel S. Sanders***, 71, 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 Board of Trustees of Furman University. 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 Chemicals, Inc.; and a member of the board of directors (since 2005) and a member of the compensation committee and chairman of the nominating and corporate governance committee of Nalco Holding Company. He also serves as the non-executive chairman of Milliken and Co. 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***, 62, has been a member of our board of directors since August 2006. He is the former 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 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 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 chairman 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.

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. In particular, the board was impressed with the leadership Mr. Wulff demonstrated while serving on the board of directors of Fannie Mae, which he joined after the Office of Federal Housing Enterprise Oversight and the U.S. Securities and Exchange Commission had already begun investigations into Fannie Mae's accounting practices, internal controls, governance, compensation and related activities. This experience and background led the board to conclude that Mr. Wulff 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 II Directors Term Expires in 2012***

***James E. Barlett***, 67, 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***, 56, has been a member of our board of directors since May 2006. Mr. Hoffmeister serves as the Senior Vice President and 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