

Celanese Corp
Form DEF 14A
March 09, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

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

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CELANESE CORPORATION

(Name of Registrant as Specified In Its Charter)

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

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.:

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(4) Date Filed:

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* Additional detail for compensation topics on page 33.

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

March 9, 2018

Dear Fellow Stockholders:

I am pleased to invite you to attend the 2018 Annual Meeting of Stockholders of Celanese Corporation to be held at 7:00 a.m. (Central Daylight Saving Time) on Thursday, April 19, 2018. This year's Annual Meeting will be held at The St. Regis Houston, 1919 Briar Oaks Lane, Houston, Texas 77027.

The following Notice of Annual Meeting of Stockholders and Proxy Statement includes information about the matters to be acted upon by stockholders. Celanese also has made available with this Proxy Statement a copy of our 2017 Annual Report. We encourage you to read our Annual Report, which includes our audited financial statements and additional information about the business. Celanese has made the proxy materials available via the internet. The Company believes that providing internet access to our proxy materials increases the ability of our stockholders to review important Company information, while reducing the environmental impact of our Annual Meeting.

At Celanese, we are committed to effective corporate governance. To that end, both management and our board of directors regularly evaluate matters relating to our corporate governance profile. Based on our ongoing assessment of governance best practices and discussions with our stockholders, in February 2016, we made two major changes – our board of directors proactively adopted amendments to the Company's by-laws to enable eligible stockholders to include qualifying director nominees in the Company's proxy materials for its annual meeting of stockholders, subject to the terms and conditions specified in the by-laws. In addition, our board of directors recommended, and stockholders approved, a proposal to transition to an annually elected board of directors. We will continue to monitor, and assess the value of, corporate governance developments to the Company and to you.

We hope that you will participate in the Annual Meeting, either by attending and voting in person or by voting through the other acceptable methods described in the Proxy Statement. You may submit your proxy via the internet, by phone, or by signing, dating, and returning the enclosed proxy card (or voting instruction form, if you hold shares through a broker). If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy. Please review the instructions on each of your voting options described in this Proxy Statement as well as in the Notice you received in the mail or via email.

On behalf of the board of directors, I would like to express our appreciation for your continued support of Celanese. I look forward to seeing you at the Annual Meeting.

Sincerely,
Mark C. Rohr
Chairman and Chief Executive Officer

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A letter
from
Edward
G.
Galante,
our Lead
Director

March 9, 2018

Dear Fellow Stockholders:

As the Lead Independent Director of your board of directors, I am honored to have the opportunity to write to you, our stockholders, as part of this year's Proxy Statement. The Proxy Statement affords us the opportunity to reach out to all of Celanese' stockholders to review, among many other things, where the Company has been and where we are going. Our board is committed to executing its governance responsibilities and providing appropriate oversight of the Company's operations, long-term strategy and risk exposure.

Over the past few years, we have enhanced our proxy statement to make it clearer, simpler and more straightforward with a focus on what matters most to stockholders. This includes providing a better understanding of our strategy, corporate governance and executive compensation. We hope the following pages will help you better understand the Company and how our governance and compensation practices are linked to performance and accountability in a manner that drives long-term stockholder value. As overseers of the Company, it is the board's responsibility to remain highly engaged in the Company's strategic approach to creating value for our share owners and, correspondingly, to actively manage the Company's enterprise risks. We appreciate your feedback and look forward meaningful engagement on issues that are important to all of us.

Over the last few years, Celanese also has enhanced its stockholder outreach program. Throughout the period, the Company held multiple meetings with stockholders and proactively reached out to stockholders on an individual basis to solicit their feedback on topics of importance to stockholders. During 2017, we held meetings with stockholders owning collectively more than 50% of our stock. The board remains very focused on the Company's strategic initiatives to strengthen financial performance, which in turn will foster long-term sustainable growth for our stockholders.

The board has also been focused on governance and board composition. As noted by our Chairman, during 2016 our board of directors proactively adopted proxy access and, based on stockholders' comments and vote in April 2016, we are phasing out our classified board structure. In addition to these developments, we continue to maintain our focus on key governance practices that we understand are important to stockholders. Notably, almost two-thirds of our directors have joined our board in the past five years, bringing with them fresh perspectives and a diversity of experiences.

These new directors have allowed us to rotate directors among committees. As of the 2017 Annual Meeting, 75% of our standing committees were chaired by directors new to Celanese in the last five years.

On behalf of the board of directors, I would like to express our sincere appreciation for the trust you have placed in us, and we look forward to serving you throughout the upcoming year.

Sincerely,
Edward G. Galante
Lead Independent Director

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Voting
Information

VOTING INFORMATION

It is very important that you vote in order to play a part in the future of the Company. Please carefully review the proxy materials for the 2018 Annual Meeting of Stockholders (“Annual Meeting”) and follow the instructions below to cast your vote on all of the voting matters.

Who is Eligible to Vote

You are entitled to vote at the Annual Meeting if you were a stockholder of record at the close of business on February 20, 2018, the record date for the meeting. On the record date, there were 135,823,207 shares of the Company’s Series A Common Stock issued, outstanding and entitled to vote at the Annual Meeting.

How to Vote

Even if you plan to attend the Annual Meeting in person, please vote right away using one of the following advance voting methods (see page 87 for additional details). Make sure to have your proxy card, voting instruction form or notice of internet availability in hand and follow the instructions.

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

If you have questions or require assistance with voting your shares, or if you need additional copies of the proxy materials, please contact Alliance Advisors, LLC, 200 Broadacres Drive, 3rd Floor, Bloomfield, New Jersey 07003. Stockholders may call toll free: (855) 486-7908.

All stockholders of record may vote in person at the Annual Meeting. Beneficial owners may vote in person at the Annual Meeting if they have a legal proxy, as described in the response to question 20 on page 92.

Important Note About Meeting Admission Requirements: If you plan to attend the meeting in person, see the answer to question 19 on page 91 for important details on admission requirements.

Electronic
Stockholder
Document
Delivery
Instead of
receiving
future copies

of annual
meeting
proxy
materials by
mail,
stockholders
of record and
most
beneficial
owners can
elect to
receive an
e-mail that
will provide
electronic
links to these
documents.
Opting to
receive your
proxy
materials
online will
save us the
cost of
producing
and mailing
documents
and will also
give you an
electronic
link to the
proxy voting
site.

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Proxy
Summary

2018 PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider. You should read the entire Proxy Statement carefully before voting. For more complete information regarding the Company's 2017 performance, please review our 2017 Annual Report, which includes our the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Annual Meeting Information

Date April 19, 2018, 7:00
and a.m. (Central Daylight
Time Saving Time)
The St. Regis Houston
1919 Briar Oaks Lane,
Place Houston, TX 77027

Record
Date February 20, 2018

Stockholders as of the
record date are entitled
to vote. Each share of
Series A Common
Voting Stock is entitled to one
vote for each director
nominee and one vote
for each of the other
proposals to be voted
on.

Entry If you decide to attend
the meeting in person,
upon your arrival you
will need to register as a
visitor. See "Questions
and Answers" for further

instructions.