UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 26, 2020 (October 25, 2020)**

CELANESE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**001-32410**	**98-0420726**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

222 West Las Colinas Blvd. Suite 900N, Irving, TX 75039
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 443-4000**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value $0.0001 per share	**CE**	**The New York Stock Exchange**
1.125% Senior Notes due 2023	**CE /23**	**The New York Stock Exchange**
1.250% Senior Notes due 2025	**CE /25**	**The New York Stock Exchange**
2.125% Senior Notes due 2027	**CE /27**	**The New York Stock Exchange**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure

On October 26, 2020, Lori J. Ryerkerk, Chairman of the Board of Directors, Chief Executive Officer and President of Celanese Corporation (the "Company"), will make a presentation to investors and analysts via a webcast hosted by the Company at 1:00 p.m. ET (12:00 p.m. CT). The webcast, press release and prepared remarks from management were posted on our website on October 25, 2020 may be accessed on our website at investors.celanese.com under News & Events / Events Calendar. A copy of the prepared remarks posted for the webcast is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1(a) and is incorporated herein solely for purposes of this Item 7.01 disclosure. During the webcast, management may make, and management's prepared remarks contain, references to certain Non-US GAAP financial measures. Non-US GAAP financial measures appearing in management's prepared remarks are defined and reconciled to the most comparable US GAAP financial measure in our Non-US GAAP Financial Measures and Supplemental Information document furnished with this Current Report as Exhibit 99.2 (and available on our website) and is incorporated herein solely for purpose of this Item 7.01 disclosure.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being furnished herewith:

Exhibit Number	Description
99.1(a)	Prepared Remarks from Management dated October 25, 2020*
99.2	Non-US GAAP Financial Measures and Supplemental Information dated October 25, 2020*
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document contained in Exhibit 101).

* In connection with the disclosure set forth in Item 7.01, the information in this Current Report, including the exhibits attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in this Current Report, including the exhibits, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CELANESE CORPORATION

By:	/s/ MICHAEL R. SULLIVAN
Name:	Michael R. Sullivan
Title:	Vice President, Deputy General Counsel and Assistant Corporate Secretary
Date:	October 26, 2020

Exhibit 99.1(a)

Q3 2020 Earnings Prepared Comments

Brandon Ayache, Celanese Corporation, Senior Director, Investor Relations

This is the Celanese Corporation third quarter 2020 earnings prepared comments. The Celanese Corporation third quarter 2020 earnings release was distributed via Business Wire this afternoon and posted on our investor relations website, investors.celanese.com. As a reminder, some of the matters discussed below may include forward-looking statements concerning, for example, our future objectives and plans. Please note the cautionary language contained at the end of these comments. Also, some of the matters discussed include references to non-GAAP financial measures. Explanations of these measures and reconciliations to the comparable GAAP measures are included on our investor relations website under Financial Information/Non-GAAP Financial Measures. The earnings release and non-GAAP information and the reconciliations are being furnished to the SEC in a Current Report on Form 8-K. These prepared comments are also being furnished to the SEC in a separate Current Report on Form 8-K.

On the earnings conference call tomorrow afternoon, management will be available to answer questions.

Lori Ryerkerk, Celanese Corporation, Chairman of the Board and Chief Executive Officer

As we enter the final stretch of 2020, we continue to monitor the evolving conditions of the global pandemic that is still impacting all of our lives. My thanks to all of our employees for their commitment to our success and their persistence in navigating the daily challenges in supplying and supporting our customers. Our resilient performance throughout this year is due entirely to their energy and efforts, demonstrated once again by third quarter adjusted earnings of $1.95 per share. During the quarter we generated $351 million in free cash flow, and returned $184 million to our shareholders via $111 million in share repurchases and $73 million in dividends.

We are encouraged by a robust demand rebound for our products. In the third quarter, underlying industry demand across Engineered Materials' end markets improved to within 10 to 15 percent of prior year levels by our estimates. The Acetyl Chain's underlying markets also saw estimated improvement to within approximately 5 percent of the third quarter of last year. We shared a demand outlook in July that was optimistic and the industry has largely recovered in line with that outlook. Our businesses have achieved further upside in the third quarter over underlying demand as a result of our project wins in Engineered Materials and activations across the Acetyl Chain.

Earlier in the year we initiated a series of temporary actions to align our production and cost structure with the difficult realities of COVID-19. During the middle of this year, we proactively paused or reduced production at certain facilities to reoptimize our global network. I am very pleased to share that all of our manufacturing facilities across the globe are again fully staffed and operating to meet improved demand.

I would like to continue by detailing the latest demand conditions in each region, beginning with Asia where the rebound is most progressed. Second quarter growth in China was primarily fueled by government spending and industrial output rather than domestic consumption or export activity. Consumer sentiment improved over the course of the third quarter to the point that monthly retail sales exceeded that of the prior year. Demand recovery in the West further spurred export activity that also started to cross over into year over year expansion. This broad-based recovery in China in the third quarter delivered overall economic growth closer to pre-COVID levels of approximately 6 percent on a full year basis. Demand recovery for our products in Asia expanded significantly as third quarter sales grew sequentially by 20 percent in Engineered Materials and 27 percent in the Acetyl Chain.

In the Americas, and US specifically, demand recovery has been carried by a steady string of monthly growth in durable goods as consumers continue to spend less of their income on travel, entertainment, and other services. The result has been improved demand for autos, electronics, and appliances among other durables – a welcome dynamic for our Engineered Materials business. It also means Americans are spending more on home improvement, driving demand for paints and coatings, adhesives, and construction materials served by the Acetyl Chain. As a result, our Engineered Materials and Acetyl Chain net sales in the Americas grew sequentially by 35 percent and 18 percent, respectively. We continue to monitor consumer spending patterns in the US as government unemployment benefits wind down and a growing number of layoffs and furloughs, particularly in the services sector, become permanent job losses.

Finally, in Europe we also saw meaningful recovery in demand for durable goods. Within the region, we maintain significant production and sales in Germany, which has fared better due to its industrial production base and export activity. Other nations with more service-oriented economies have not recovered to the same degree. We are closely monitoring a second resurgence of COVID-19 across Europe and its primary and secondary impacts on business activity across the region. In the third quarter, our net sales in Europe for Engineered Materials and the Acetyl Chain grew sequentially by 22 percent and 9 percent, respectively.

Our businesses and support functions have adapted tremendously across this year to the challenges presented by COVID-19. We have changed the way we manufacture our products and engage with our customers and each other. Let me highlight just a few specific examples:

- Our commercial and technical teams are conducting virtual seminars and exploratory sessions with current and potential customers to drive new project wins.
- Our field engineers are offering live video support as customers conduct manufacturing trials of our products at their facilities across the globe.
- Our treasury team completed bilateral term loans which provided us with excess liquidity across the middle of this year. They also implemented additional default protections on our receivables.
- Our audit team is conducting physical inventory audits across our plants and warehouses with the support of local employees wearing head-mounted cameras.

- Our M&A and leadership team successfully completed negotiations for the Polyplastics transaction, with a Japanese counterparty, without travel.
- Our manufacturing team is utilizing video streaming technology to perform inspections in enclosed vessels and tight spaces to minimize close contact.
- Our manufacturing team is also using an updated work permit process to evaluate potential close contact situations and take mitigating action.

These actions and many others have allowed us to continue delivering differentiated performance throughout this year.

Engineered Materials recorded third quarter adjusted EBIT of $116 million, a sequential rebound of $76 million. Net sales expanded 25 percent from the second quarter, including a 27 percent increase in volume that offset a 6 percent decline in pricing due to mix. Volume recovery was led by strong rebounds across our automotive, consumer appliance, and industrial end markets, as well as channel distribution. These rebounds, as well as continued resiliency in electronics, more than offset ongoing volume deterioration in our medical business due to the continued deferral of certain elective procedures and destocking along that value chain. Amid dramatic swings in volume across the middle of this year, I am particularly proud of our team for flexing our production cost structure with great agility. As a result, our adjusted EBIT, excluding affiliate earnings, rebounded more than $80 million sequentially and came in just $18 million below the same period last year. Corresponding adjusted EBIT margins, excluding affiliate earnings, surpassed 18 percent in the third quarter, just 1 percent below the same quarter last year.

As I did in July, I want to share additional context on what we are seeing in automotive. Our global automotive business has recovered robustly, with third quarter volume up 81 percent sequentially and within just under 3 percent of the same quarter of 2019. Our recovery was stronger than underlying global auto builds which grew 61 percent sequentially, and were down between 3 and 4 percent year over year. We remain closely aligned with industry winners in automotive. A significant portion of our European auto business is with German OEMs who are recovering at a faster pace than many other European OEMs. In the US, our business is heaviest with US-based OEMs, who have performed well due to robust demand for their truck and SUV portfolios which most foreign OEMs, particularly Japanese, have not matched. Our recovery was largely consistent with the US-based OEMs who are still slightly down to flat year over year. Our Engineered Materials project pipeline continues to deliver attractive commercial wins in internal combustion engine vehicles and increasingly in electric and hybrid vehicles. We continue to invest in our ability to meet the unique innovation and supply needs of our electric vehicle partners. In support of our solutions for lithium-ion batteries used in electric vehicles as well as many other consumer goods, we recently announced an approximately 15 kt expansion of our Bishop GUR® UHMW-PE production capacity, available in early 2022.

Rebounds across most Engineered Materials' end markets were partially offset by unanticipated incremental softness in our medical business, driven by some continued deferral of certain elective procedures as well as destocking along the value chain. Our Engineered Materials medical business is comprised of a wide variety of solutions for orthopedics and drug delivery. In particular, we have a long history of leadership in orthopedic devices where we sell our medical grade GUR® UHMW-PE, primarily for knee and hip replacements. In 2019, orthopedics represented nearly half of our medical portfolio in Engineered Materials. As a result of deferrals across the middle of this year, we have seen our partners along the value chain work to reduce their respective inventory levels in response to lower demand. We are not seeing indications that this demand is permanently lost, but do expect that real recovery in this portion of our medical business will likely not begin until 2021.

Looking to the fourth quarter, we expect Engineered Materials will deliver adjusted EBIT of approximately $70 to $80 million, as continued demand strength in the quarter is expected to partially offset a series of sequential headwinds. The fourth quarter order book, going out to mid-November, is shaping up largely consistent with what we saw in the third quarter. Going into December, we anticipate normal seasonality in Engineered Materials which has negatively impacted our regional mix and margins historically by $10 to $20 million as a ramp up in Asia is met with a slowdown in the West. Engineered Materials will complete a major turnaround at our Frankfurt, Germany POM facility, the largest in our global network, that will extend across half the fourth quarter. We expect the total costs of that turnaround will represent a $30 million sequential headwind. We also expect a sequential decline in affiliate earnings of approximately $5 to $10 million, largely due to the completion of the sale of Polyplastics a few weeks ago.

The Acetyl Chain delivered third quarter adjusted EBIT of $126 million, a sequential increase of $10 million. Net sales expanded 17 percent from the second quarter to $776 million, driven by 18 percent higher volume that offset 2 percent lower pricing. Despite fundamental improvement in demand levels, particularly in China, average third quarter acetic acid industry pricing there remained below $300 per ton, more than 20 percent off 2019 levels. China utilization improved only modestly, by our estimates, as the positive impact of demand recovery was muted by increased supply due to approximately one-third less outage activity sequentially. As a result of similarly challenging dynamics within the global VAM market, our teams continued to maximize our derivatization optionality to emulsions and redispersible powders where our sequential margins either held or improved slightly across all regions. As a result, we achieved some of the highest contributions from our emulsions products in our history in the third quarter earnings.

You will recall that in our Acetyl Chain outlook for the third quarter in July, we guided to flat sequential adjusted EBIT compared to the second quarter. We expected little traction in global acetyls pricing without recovery in utilization rates to pre-COVID levels. In addition to stagnant acetyls pricing, we saw rapid raw material inflation at the end of the third quarter that amounted to a $25 million raw material headwind off of the prior quarter. I am proud of our teams who delivered higher sequential adjusted EBIT at a margin of over 16 percent despite this challenge.

As a precautionary measure to protect our employees and assets, we took our Clear Lake production complex offline prior to the landfall of Hurricane Laura. Fortunately, there was no direct impact of the hurricane to our Clear Lake assets. While our facilities were down, we recognized an opportunity to bring forward a catalyst change on the VAM unit that was previously scheduled for the second quarter of 2021. While the direct cost of the catalyst change was quite modest, it did result in several weeks of lost production. Our teams immediately activated the global network to execute swaps and source material to ensure customer supply security and limit the adjusted EBIT impact of the turnaround to approximately $10 million in the third quarter. The Clear Lake VAM unit, with new catalyst, is now operating with improved efficiency and will be available to deliver more product in 2021, when we anticipate a stronger demand environment.

Looking to the fourth quarter, we expect to largely offset sequential headwinds and deliver fourth quarter Acetyl Chain adjusted EBIT of approximately $110 to $120 million. Our teams are working hard to drive pricing amid rapidly rising raw materials. We are encouraged by the October and November order books which are shaping up consistent with the third quarter and could provide some support to industry utilization levels and our pricing efforts. At this stage, we expect to see typical year-end volume seasonality that will negatively impact earnings by $20 to $30 million, primarily in December. In the fourth quarter, we also have a turnaround scheduled for our Clear Lake acetic acid unit that will drive approximately $10 million of turnaround expense.

Acetate Tow delivered third quarter adjusted EBIT of $59 million, down $5 million sequentially due primarily to the timing of lower dividends from our Chinese affiliates. Unlike the last few years, we do not anticipate any additional decline in our fourth quarter affiliate earnings. Net sales of $129 million reflected volume and price consistent with the second quarter. We continue to expect stable earnings from this business in the fourth quarter with adjusted EBIT greater than $60 million.

To summarize our fourth quarter expectations, we are closely watching the current resurgence of COVID-19 cases across a number of geographies for any impact to our businesses. At this point, we do not see any signs of fundamental demand retraction for our products within our order books. We expect somewhat better underlying demand in the fourth quarter to partially offset sequential adjusted earnings per share headwinds totaling approximately $0.60. Included in that estimate among other items are approximately $0.20 for the Frankfurt POM turnaround we are bringing into 2020 and approximately $0.20 to $0.35 of normal year end seasonality across all businesses. Including an offset from continued demand improvement, we anticipate full year 2020 adjusted earnings of approximately $7.00 to $7.10 per share.

As recovery continues, we do not yet have certainty of when next year demand will surpass pre-COVID levels given the unpredictability of potential setbacks. We will continue to base our guidance solely on the realities evident in our order books. We remain squarely focused on controllable actions heading into 2021 that will drive year over year adjusted earnings per share growth. We currently have line of sight to approximately $0.25 of adjusted earnings per share contribution from productivity in 2021, even after meaningfully higher productivity in 2020. This reflects 2021 gross productivity in line with historical levels offset by approximately $30 to $40 million in one-time cost savings in 2020 that are not expected to reoccur. As a result of an unusually heavy turnaround schedule coming in 2020, as well as the acceleration of a number of additional turnarounds, we expect a tailwind of approximately $0.50 per share due to lower turnaround costs in 2021. We also expect share buybacks completed in 2020 to contribute approximately $0.25 in adjusted earnings per share next year. Finally, at this stage we intend to complete $400 to $500 million in share repurchases across 2021 which are expected to also contribute an additional approximately $0.25 in adjusted earnings per share. We maintain tremendous capacity to deploy additional capital to grow earnings next year, including strong cash generation within our businesses as well as remaining cash proceeds from the Polyplastics transaction.

As we continue to climb back from COVID-19, I am particularly grateful to be a part of Celanese, where our people take ownership for our performance across all levels of the organization. It is truly gratifying to see the power of thousands of individual actions aimed at consistently delivering differentiated results. The 2021 growth drivers I just outlined, due entirely to controllable actions, would be impossible without our employees' efforts. We collectively remain active in pursuing growth and value generation opportunities across Celanese for next year and beyond.

Scott Richardson, Celanese Corporation, Chief Financial Officer

I would like to go into more detail on some of the controllable actions Lori highlighted that will contribute to adjusted earnings per share growth in 2021. Beginning with productivity, our teams have successfully achieved $166 million of cost savings through the end of the third quarter, or 83 percent of our $200 million target for the year. We are proud of the fact that 90 percent of our year to date savings have come from fundamental efficiencies in either our global manufacturing network or our sourcing activities, with approximately equal contributions from each. Our manufacturing team continues to optimize our physical production footprint as well as lower our usage rates of both raw materials and energy. Our procurement team has renegotiated a significant number of contracts in 2020, achieving sustainable savings on raw materials, logistics, energy, and site services. We are confident in our productivity plans for 2021 and our ability to generate cost savings consistent with past years, despite the lift in productivity in 2020.

Turning to our capital deployment priorities going into 2021, we successfully closed the Polyplastics transaction a few weeks ago for cash proceeds of approximately $1.6 billion. In anticipation of closing, we entered the market to repurchase $111 million of Celanese shares in the third quarter in order to minimize earnings per share dilution from the deal in the fourth quarter. During the fourth quarter, we intend to execute the remaining approximately $400 million in buybacks we outlined in connection with the Polyplastics transaction. We expect the transaction will therefore be slightly accretive to 2021 as previously shared.

As we have done work to optimize our balance sheet over the last several weeks of the fourth quarter, I want to provide the latest update on our financial capacity:

- During the third quarter, we paid off the bilateral term loans we took in the first quarter, totaling $300 million. Those loans provided us with excess liquidity throughout the middle of this year.

- Since completing the third quarter, we eliminated the balance on our revolving credit facility and currently maintain capacity up to $1.25 billion as needed.

- We currently have approximately $1.7 billion in cash on hand, inclusive of proceeds from the Polyplastics transaction since completing the third quarter.

Summing this up, we currently have nearly $3 billion in liquidity available, between cash and the revolver. Additional capacity on our balance sheet as well as continued cash generation by our businesses further lifts our financial firepower.

Looking to capital deployment in 2021, we expect to spend $400 to $450 million on organic capital which will be fully funded from our cash generation. Following organic investment, we have ample capacity to participate in both M&A and share repurchases in 2021. We continue to work on a number of acquisition targets and will maintain the same financial discipline we have in the past. While the degree to which we execute share repurchases in 2021 will depend on the actionability of M&A, at this point we are confident in our ability to complete $400 to $500 million in share repurchases over the course of next year.

Turning to taxes, the effective US GAAP tax rate was 12 percent in the third quarter compared to 16 percent in the same quarter of last year, primarily due to a tax benefit recorded in the quarter for excess tax basis in an equity affiliate. The tax rate for adjusted earnings per share was 12 percent in the third quarter, compared to 11 percent in the same quarter last year, primarily due to the utilization of tax attribute carryforwards and the year over year earnings profile.

Net cash taxes paid were $21 million in the third quarter compared with $24 million in the third quarter of 2019. Cash tax payments in the third quarter of this year were lower primarily due to lower year over year earnings.

I commend our teams for their continued execution of our business models throughout this year which has positioned us exceptionally well to opportunistically invest in future growth.

This concludes our prepared comments. We look forward to discussing our third quarter results and addressing your questions.

Forward-Looking Statements
These prepared comments may contain "forward-looking statements," which include information concerning the Company's plans, objectives, goals, strategies, future revenues, performance, capital expenditures, financing needs, and other information that is not historical information. All forward-looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct. There are a number of risks and uncertainties that could cause actual results to differ materially from the results expressed or implied in the forward-looking statements contained in these comments. These risks and uncertainties include, among other things: changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate; the length and depth of product and industry business cycles, particularly in the automotive, electrical, textiles, electronics and construction industries; changes in the price and availability of raw materials, particularly changes in the demand for, supply of, and market prices of ethylene, methanol, natural gas, wood pulp and fuel oil and the prices for electricity and other energy sources; the ability to pass increases in raw material prices on to customers or otherwise improve margins through price increases; the ability to maintain plant utilization rates and to implement planned capacity additions and expansions as well as facility turnarounds; the ability to reduce or maintain their current levels of production costs and to improve productivity by implementing technological improvements to existing plants; the ability to identify desirable potential acquisition targets and to consummate acquisition or investment transactions consistent with the Company's strategy; increased price competition and the introduction of competing products by other companies; market acceptance of our technology; the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to the Company; changes in tariffs, tax rates or legislation; changes in the degree of intellectual property and other legal protection afforded to our products or technologies, or the theft of such intellectual property; compliance and other costs and potential disruption or interruption of production or operations due to accidents, interruptions in sources of raw materials, cyber security incidents, terrorism or political unrest, public health crises (including, but not limited to, the COVID-19 pandemic), or other unforeseen events or delays in construction or operation of facilities, including as a result of geopolitical conditions, the occurrence of acts of war or terrorist incidents or as a result of weather or natural disasters or other crises including public health crises; potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change; potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies of governments or other governmental activities in the countries in which we operate; changes in currency exchange rates and interest rates; our level of indebtedness, which could diminish our ability to raise additional capital to fund operations or limit our ability to react to changes in the economy or the chemicals industry; and various other factors discussed from time to time in the Company's filings with the Securities and Exchange Commission.

The extent to which COVID-19 will adversely impact our business, financial condition and results of operations will depend on numerous evolving factors, which are highly uncertain, rapidly changing and cannot be predicted, including: the duration, scope, severity and geographic spread of the outbreak; governmental, business and individual actions that have been and continue to be taken in response to the outbreak, including social distancing, work-at-home, stay-at-home and shelter-in-place orders and shutdowns, travel restrictions and quarantines; the effect of the outbreak on our customers, suppliers, supply chain and other business partners; our ability during the outbreak to provide our products and services, including the health and well-being of our employees; business disruptions caused by actual or potential plant, workplace and office closures, and an increased reliance on employees working from home, disruptions to or delays in ongoing laboratory and product testing, experiments and operations, staffing shortages, travel limitations, employee health issues, cyber security and data accessibility, or communication or mass transit disruptions, any of which could adversely impact our business operations or delay necessary interactions with local regulators, manufacturing sites and other important agencies and contractors; the ability of our customers to pay for our products and services during and following the outbreak; the impact of the outbreak on the financial markets and economic activity generally; our ability to access usual sources of liquidity on reasonable terms; and our ability to comply with the financial covenant in our Credit Agreement if a material and prolonged economic downturn results in increased indebtedness or substantially lower EBITDA.

Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

Results Unaudited
The results in this document, together with the adjustments made to present the results on a comparable basis, have not been audited and are based on internal financial data furnished to management. Quarterly results should not be taken as an indication of the results of operations to be reported for any subsequent period or for the full fiscal year.

Non-GAAP Financial Measures
These prepared comments, and statements made in connection with these prepared comments, refer to non-GAAP financial measures. For more information on the non-GAAP financial measures used by the Company, including the most directly comparable GAAP financial measure for each non-GAAP financial measures used, including definitions and reconciliations of the differences between such non-GAAP financial measures and the comparable GAAP financial measures, please refer to the Non-US GAAP Financial Measures and Supplemental Information document available on our website, investors.celanese.com, under Financial Information/Financial Document Library.

Non-US GAAP Financial Measures and Supplemental Information

October 25, 2020

In this document, the terms the "Company," "we" and "our" refer to Celanese Corporation and its subsidiaries on a consolidated basis.

Purpose

The purpose of this document is to provide information of interest to investors, analysts and other parties including supplemental financial information and reconciliations and other information concerning our use of non-US GAAP financial measures. This document is updated quarterly.

Presentation

This document presents the Company's three business segments, Engineered Materials, Acetate Tow and Acetyl Chain.

Use of Non-US GAAP Financial Measures

From time to time, management may publicly disclose certain numerical "non-GAAP financial measures" in the course of our earnings releases, financial presentations, earnings conference calls, investor and analyst meetings and otherwise. For these purposes, the Securities and Exchange Commission ("SEC") defines a "non-GAAP financial measure" as a numerical measure of historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that effectively exclude amounts, included in the most directly comparable measure calculated and presented in accordance with US GAAP, and vice versa for measures that include amounts, or are subject to adjustments that effectively include amounts, that are excluded from the most directly comparable US GAAP measure so calculated and presented. For these purposes, "GAAP" refers to generally accepted accounting principles in the United States.

Non-GAAP financial measures disclosed by management are provided as additional information to investors, analysts and other parties because the Company believes them to be important supplemental measures for assessing our financial and operating results and as a means to evaluate our financial condition and period-to-period comparisons. These non-GAAP financial measures should be viewed as supplemental to, and should not be considered in isolation or as alternatives to, net earnings (loss), operating profit (loss), operating margin, cash flow from operating activities (together with cash flow from investing and financing activities), earnings per share or any other US GAAP financial measure. These non-GAAP financial measures should be considered within the context of our complete audited and unaudited financial results for the given period, which are available on the Financial Information/Financial Document Library page of our website, investors.celanese.com. The definition and method of calculation of the non-GAAP financial measures used herein may be different from other companies' methods for calculating measures with the same or similar titles. Investors, analysts and other parties should understand how another company calculates such non-GAAP financial measures before comparing the other company's non-GAAP financial measures to any of our own. These non-GAAP financial measures may not be indicative of the historical operating results of the Company nor are they intended to be predictive or projections of future results.

Pursuant to the requirements of SEC Regulation G, whenever we refer to a non-GAAP financial measure, we will also present in this document, in the presentation itself or on a Form 8-K in connection with the presentation on the Financial Information/Financial Document Library page of our website, investors.celanese.com, to the extent practicable, the most directly comparable financial measure calculated and presented in accordance with GAAP, along with a reconciliation of the differences between the non-GAAP financial measure we reference and such comparable GAAP financial measure.

This document includes definitions and reconciliations of non-GAAP financial measures used from time to time by the Company.

Specific Measures Used

This document provides information about the following non-GAAP measures: adjusted EBIT, adjusted EBIT margin, operating EBITDA, operating EBITDA margin, operating profit (loss) attributable to Celanese Corporation, adjusted earnings per share, net debt, free cash flow and return on invested capital (adjusted). The most directly comparable financial measure presented in accordance with US GAAP in our consolidated financial statements for adjusted EBIT and operating EBITDA is net earnings (loss) attributable to Celanese Corporation; for adjusted EBIT margin and operating EBITDA margin is operating margin; for operating profit (loss) attributable to Celanese Corporation is operating profit (loss); for adjusted earnings per share is earnings (loss) from continuing operations attributable to Celanese Corporation per common share-diluted; for net debt *is total debt; for free cash flow is net cash provided by (used in) operations; and for return on invested capital (adjusted) is net earnings (loss) attributable to Celanese Corporation divided by the sum of the average of beginning and end of the year short- and long-term debt and Celanese Corporation stockholders' equity.*

Definitions

- *Adjusted EBIT is a performance measure used by the Company and is defined by the Company as net earnings (loss) attributable to Celanese Corporation, plus (earnings) loss from discontinued operations, less interest income, plus interest expense, plus refinancing expense and taxes, and further adjusted for Certain Items (refer to Table 8). We believe that adjusted EBIT provides transparent and useful information to management, investors, analysts and other parties in evaluating and assessing our primary operating results from period-to-period after removing the impact of unusual, non-operational or restructuring-related activities that affect comparability. Our management recognizes that adjusted EBIT has inherent limitations because of the excluded items. Adjusted EBIT is one of the measures management uses for planning and budgeting, monitoring and evaluating financial and operating results and as a performance metric in the Company's incentive compensation plan. We do not provide reconciliations for adjusted EBIT on a forward-looking basis (including those contained in this document) when we are unable to provide a meaningful or accurate calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is due to the inherent difficulty of forecasting the timing and amount of Certain Items, such as mark-to-market pension gains and losses, that have not yet occurred, are out of our control and/or cannot be reasonably predicted. For the same reasons, we are unable to address the probable significance of the unavailable information. Adjusted EBIT margin is defined by the Company as adjusted EBIT divided by net sales. Adjusted EBIT margin has the same uses and limitations as Adjusted EBIT.*

- *Operating EBITDA is a performance measure used by the Company and is defined by the Company as net earnings (loss) attributable to Celanese Corporation, plus (earnings) loss from discontinued operations, less interest income, plus interest expense, plus refinancing expense, taxes and depreciation and amortization, and further adjusted for Certain Items, which Certain Items include accelerated depreciation and amortization expense. Operating EBITDA is equal to adjusted EBIT plus depreciation and amortization. We believe that Operating EBITDA provides transparent and useful information to investors, analysts and other parties in evaluating our operating performance relative to our peer companies. Operating EBITDA margin is defined by the Company as Operating EBITDA divided by net sales. Operating EBITDA margin has the same uses and limitations as Operating EBITDA.*

- *Operating profit (loss) attributable to Celanese Corporation is defined by the Company as operating profit (loss), less earnings (loss) attributable to noncontrolling interests ("NCI"). We believe that operating profit (loss) attributable to Celanese Corporation provides transparent and useful information to management, investors, analysts and other parties in evaluating our core operational performance. Operating margin attributable to Celanese Corporation is defined by the Company as operating profit (loss) attributable to Celanese Corporation divided by net sales. Operating margin attributable to Celanese Corporation has the same uses and limitations as Operating profit (loss) attributable to Celanese Corporation.*

- *Adjusted earnings per share is a performance measure used by the Company and is defined by the Company as earnings (loss) from continuing operations attributable to Celanese Corporation, adjusted for income tax (provision) benefit, Certain Items, and refinancing and related expenses, divided by the number of basic common shares and dilutive restricted stock units and stock options calculated using the treasury method. We believe that adjusted earnings per share provides transparent and useful information to management, investors, analysts and other parties in evaluating and assessing our primary operating results from period-to-period after removing the impact of the above stated items that affect comparability and as a performance metric in the Company's incentive compensation plan. We do not provide reconciliations for adjusted earnings per share on a forward-looking basis (including those contained in this document) when we are unable to provide a meaningful or accurate calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is due to the inherent difficulty of forecasting the timing and amount of Certain Items, such as mark-to-market pension gains and losses, that have not yet occurred, are out of our control and/or cannot be reasonably predicted. For the same reasons, we are unable to address the probable significance of the unavailable information.*

  Note: The income tax expense (benefit) on Certain Items ("Non-GAAP adjustments") is determined using the applicable rates in the taxing jurisdictions in which the Non-GAAP adjustments occurred and includes both current and deferred income tax expense (benefit). The income tax rate used for adjusted earnings per share approximates the midpoint in a range of forecasted tax rates for the year. This range may include certain partial or full-year forecasted tax opportunities and related costs, where applicable, and specifically excludes changes in uncertain tax positions, discrete recognition of GAAP items on a quarterly basis, other pre-tax items adjusted out of our GAAP earnings for adjusted earnings per share purposes and changes in management's assessments regarding the ability to realize deferred tax assets for GAAP. In determining the adjusted earnings per share tax rate, we reflect the impact of foreign tax credits when utilized, or expected to be utilized, absent discrete events impacting the timing of foreign tax credit utilization. We analyze this rate quarterly and adjust it if there is a material change in the range of forecasted tax rates; an updated forecast would not necessarily result in a change to our tax rate used for adjusted earnings per share. The adjusted tax rate is an estimate and may differ from the actual tax rate used for GAAP reporting in any given reporting period. Table 3a summarizes the reconciliation of our estimated GAAP effective tax rate to the adjusted tax rate. The estimated GAAP rate excludes discrete recognition of GAAP items due to our inability to forecast such items. As part of the year-end reconciliation, we will update the reconciliation of the GAAP effective tax rate to the adjusted tax rate for actual results.

- *Free cash flow is a liquidity measure used by the Company and is defined by the Company as net cash provided by (used in) operations, less capital expenditures on property, plant and equipment, and adjusted for capital contributions from or distributions to Mitsui & Co., Ltd. ("Mitsui") related to our methanol joint venture, Fairway Methanol LLC ("Fairway"). We believe that free cash flow provides useful information to management, investors, analysts and other parties in evaluating the Company's liquidity and credit quality assessment because it provides an indication of the long-term cash generating ability of our business. Although we use free cash flow as a measure to assess the liquidity generated by our business, the use of free cash flow has important limitations, including that free cash flow does not reflect the cash requirements necessary to service our indebtedness, lease obligations, unconditional purchase obligations or pension and postretirement funding obligations.*

- *Net debt is defined by the Company as total debt less cash and cash equivalents. We believe that net debt provides useful information to management, investors, analysts and other parties in evaluating changes to the Company's capital structure and credit quality assessment.*

- *Return on invested capital (adjusted) is defined by the Company as adjusted EBIT, tax effected using the adjusted tax rate, divided by the sum of the average of beginning and end of the year short- and long-term debt and Celanese Corporation stockholders' equity. We believe that return on invested capital (adjusted) provides useful information to management, investors, analysts and other parties in order to assess our income generation from the point of view of our stockholders and creditors who provide us with capital in the form of equity and debt and whether capital invested in the Company yields competitive returns.*

Supplemental Information

Supplemental Information we believe to be of interest to investors, analysts and other parties includes the following:

- *Net sales for each of our business segments and the percentage increase or decrease in net sales attributable to price, volume, currency and other factors for each of our business segments.*

- *Cash dividends received from our equity investments.*

- *For those consolidated ventures in which the Company owns or is exposed to less than 100% of the economics, the outside stockholders' interests are shown as NCI. Beginning in 2014, this includes Fairway for which the Company's ownership percentage is 50%. Amounts referred to as "attributable to Celanese Corporation" are net of any applicable NCI.*

Results Unaudited

The results in this document, together with the adjustments made to present the results on a comparable basis, have not been audited and are based on internal financial data furnished to management. Quarterly results should not be taken as an indication of the results of operations to be reported for any subsequent period or for the full fiscal year.

Table 1
Adjusted EBIT and Operating EBITDA - Reconciliation of Non-GAAP Measures - Unaudited

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
	(In $ millions)							
Net earnings (loss) attributable to Celanese Corporation	207	107	218	852	43	263	209	337
(Earnings) loss from discontinued operations	2	3	7	6	(1)	5	1	1
Interest income	(1)	(1)	(2)	(6)	(2)	(1)	(2)	(1)
Interest expense	28	27	28	115	28	27	29	31
Refinancing expense	—	—	—	4	—	—	4	—
Income tax provision (benefit)	30	35	65	124	(3)	53	28	46
Certain Items attributable to Celanese Corporation (Table 8)	24	28	26	381	238	29	107	7
Adjusted EBIT	290	199	342	1,476	303	376	376	421
Depreciation and amortization expense(1)	88	86	83	329	84	82	82	81
Operating EBITDA	378	285	425	1,805	387	458	458	502

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
	(In $ millions)							
Engineered Materials	1	—	2	4	2	1	—	1
Acetate Tow	—	—	—	9	2	5	2	—
Acetyl Chain	—	1	—	10	3	6	—	1
Other Activities(2)	—	—	—	—	—	—	—	—
Accelerated depreciation and amortization expense	1	1	2	23	7	12	2	2
Depreciation and amortization expense(1)	88	86	83	329	84	82	82	81
Total depreciation and amortization expense	89	87	85	352	91	94	84	83

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(1) Excludes accelerated depreciation and amortization expense as detailed in the table above, which amounts are included in Certain Items above.

(2) Other Activities includes corporate Selling, general and administrative ("SG&A") expenses, the results of captive insurance companies and certain components of net periodic benefit cost (interest cost, expected return on plan assets and net actuarial gains and losses).

Table 2 - Supplemental Segment Data and Reconciliation of Segment Adjusted EBIT and Operating EBITDA - Non-GAAP Measures - Unaudited

	Q3 '20		Q2 '20		Q1 '20		2019		Q4 '19		Q3 '19		Q2 '19		Q1 '19	
	(In $ millions, except percentages)															
Operating Profit (Loss) / Operating Margin																
Engineered Materials	84	16.0 %	(13)	(3.1) %	102	18.1 %	446	18.7 %	88	16.3 %	111	18.8 %	103	17.4 %	144	21.7 %
Acetate Tow	30	23.3 %	31	24.4 %	27	20.9 %	52	8.2 %	22	14.9 %	34	21.5 %	(44)	(26.8) %	40	24.1 %
Acetyl Chain(1)	121	15.6 %	121	18.3 %	135	16.9 %	678	20.0 %	108	14.0 %	180	20.8 %	188	21.7 %	202	22.7 %
Other Activities(2)	(51)		(56)		(70)		(342)		(150)		(65)		(61)		(66)	
Total	184	13.0 %	83	7.0 %	194	13.3 %	834	13.2 %	68	4.7 %	260	16.4 %	186	11.7 %	320	19.0 %
Less: Net Earnings (Loss) Attributable to NCI(1)	2		2		2		6		2		2		1		1	
Operating Profit (Loss) Attributable to Celanese Corporation	182	12.9 %	81	6.8 %	192	13.2 %	828	13.1 %	66	4.6 %	258	16.3 %	185	11.6 %	319	18.9 %
Operating Profit (Loss) / Operating Margin Attributable to Celanese Corporation																
Engineered Materials	84	16.0 %	(13)	(3.1) %	102	18.1 %	446	18.7 %	88	16.3 %	111	18.8 %	103	17.4 %	144	21.7 %
Acetate Tow	30	23.3 %	31	24.4 %	27	20.9 %	52	8.2 %	22	14.9 %	34	21.5 %	(44)	(26.8) %	40	24.1 %
Acetyl Chain(1)	119	15.3 %	119	18.0 %	133	16.6 %	672	19.8 %	106	13.7 %	178	20.5 %	187	21.6 %	201	22.6 %
Other Activities(2)	(51)		(56)		(70)		(342)		(150)		(65)		(61)		(66)	
Total	182	12.9 %	81	6.8 %	192	13.2 %	828	13.1 %	66	4.6 %	258	16.3 %	185	11.6 %	319	18.9 %
Equity Earnings and Dividend Income, Other Income (Expense) Attributable to Celanese Corporation																
Engineered Materials	21		26		53		168		45		41		36		46	
Acetate Tow	28		32		37		112		24		27		29		32	
Acetyl Chain	2		—		1		5		1		2		1		1	
Other Activities(2)	5		5		5		2		—		2		1		(1)	
Total	56		63		96		287		70		72		67		78	
Non-Operating Pension and Other Post-Retirement Employee Benefit (Expense) Income Attributable to Celanese Corporation																
Engineered Materials	—		—		—		—		—		—		—		—	
Acetate Tow	—		—		—		—		—		—		—		—	
Acetyl Chain	—		—		—		—		—		—		—		—	
Other Activities(2)	28		27		28		(20)		(71)		17		17		17	
Total	28		27		28		(20)		(71)		17		17		17	
Certain Items Attributable to Celanese Corporation (Table 8)																
Engineered Materials	11		27		10		7		3		2		9		(7)	
Acetate Tow	1		1		3		104		8		10		86		—	
Acetyl Chain	5		(3)		5		50		37		11		1		1	
Other Activities(2)	7		3		8		220		190		6		11		13	
Total	24		28		26		381		238		29		107		7	
Adjusted EBIT / Adjusted EBIT Margin																
Engineered Materials	116	22.1 %	40	9.5 %	165	29.3 %	621	26.0 %	136	25.2 %	154	26.1 %	148	25.0 %	183	27.6 %
Acetate Tow	59	45.7 %	64	50.4 %	67	51.9 %	268	42.1 %	54	36.5 %	71	44.9 %	71	43.3 %	72	43.4 %
Acetyl Chain	126	16.2 %	116	17.5 %	139	17.4 %	727	21.4 %	144	18.7 %	191	22.0 %	189	21.8 %	203	22.8 %
Other Activities(2)	(11)		(21)		(29)		(140)		(31)		(40)		(32)		(37)	
Total	290	20.6 %	199	16.7 %	342	23.4 %	1,476	23.4 %	303	21.2 %	376	23.7 %	376	23.6 %	421	25.0 %

(1) Net earnings (loss) attributable to NCI is included within the Acetyl Chain segment.

(2) Other Activities includes corporate SG&A expenses, the results of captive insurance companies and certain components of net periodic benefit cost (interest cost, expected return on plan assets and net actuarial gains and losses).

Table 2 - Supplemental Segment Data and Reconciliation of Segment Adjusted EBIT and Operating EBITDA - Non-GAAP Measures - Unaudited (cont.)

	Q3 '20		Q2 '20		Q1 '20		2019		Q4 '19		Q3 '19		Q2 '19		Q1 '19	
	(In $ millions, except percentages)															
Depreciation and Amortization Expense[1]																
Engineered Materials	33		32		32		127		33		32		31		31	
Acetate Tow	9		9		8		36		8		9		9		10	
Acetyl Chain	41		41		39		151		39		37		38		37	
Other Activities[2]	5		4		4		15		4		4		4		3	
Total	88		86		83		329		84		82		82		81	
Operating EBITDA / Operating EBITDA Margin																
Engineered Materials	149	28.3 %	72	17.1 %	197	35.0 %	748	31.3 %	169	31.4 %	186	31.5 %	179	30.2 %	214	32.3 %
Acetate Tow	68	52.7 %	73	57.5 %	75	58.1 %	304	47.8 %	62	41.9 %	80	50.6 %	80	48.8 %	82	49.4 %
Acetyl Chain	167	21.5 %	157	23.7 %	178	22.3 %	878	25.9 %	183	23.7 %	228	26.3 %	227	26.2 %	240	27.0 %
Other Activities[2]	(6)		(17)		(25)		(125)		(27)		(36)		(28)		(34)	
Total	378	26.8 %	285	23.9 %	425	29.1 %	1,805	28.7 %	387	27.0 %	458	28.9 %	458	28.8 %	502	29.8 %

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(1) Excludes accelerated depreciation and amortization expense, which amounts are included in Certain Items above. See Table 1 for details.

(2) Other Activities includes corporate SG&A expenses, the results of captive insurance companies and certain components of net periodic benefit cost (interest cost, expected return on plan assets and net actuarial gains and losses).

Table 3
Adjusted Earnings (Loss) per Share - Reconciliation of a Non-GAAP Measure - Unaudited

	Q3 '20	per share	Q2 '20	per share	Q1 '20	per share	2019	per share	Q4 '19	per share	Q3 '19	per share	Q2 '19	per share	Q1 '19	per share
							(In $ millions, except per share data)									
Earnings (loss) from continuing operations attributable to Celanese Corporation	209	1.76	110	0.93	225	1.88	858	6.89	42	0.35	268	2.17	210	1.67	338	2.64
Income tax provision (benefit)	30		35		65		124		(3)		53		28		46	
Earnings (loss) from continuing operations before tax	239		145		290		982		39		321		238		384	
Certain Items attributable to Celanese Corporation (Table 8)	24		28		26		381		238		29		107		7	
Refinancing and related expenses	—		—		—		4		—		—		4		—	
Adjusted earnings (loss) from continuing operations before tax	263		173		316		1,367		277		350		349		391	
Income tax (provision) benefit on adjusted earnings(1)	(32)		(18)		(41)		(178)		(36)		(38)		(49)		(55)	
Adjusted earnings (loss) from continuing operations(2)	231	1.95	155	1.30	275	2.29	1,189	9.53	241	1.99	312	2.53	300	2.38	336	2.62
							Diluted shares (in millions)(3)									
Weighted average shares outstanding	118.0		118.3		119.3		123.9		120.3		122.7		125.3		127.5	
Incremental shares attributable to equity awards	0.6		0.5		0.6		0.8		0.6		0.6		0.5		0.7	
Total diluted shares	118.6		118.8		119.9		124.7		120.9		123.3		125.8		128.2	

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(1) Calculated using adjusted effective tax rates (Table 3a) as follows:

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
				(In percentages)				
Adjusted effective tax rate	12	10	13	13	13	11	14	14

(2) Excludes the immediate recognition of actuarial gains and losses and the impact of actual vs. expected plan asset returns.

	Actual Plan Asset Returns	Expected Plan Asset Returns
	(In percentages)	
2019	16.7	6.5

(3) Potentially dilutive shares are included in the adjusted earnings per share calculation when adjusted earnings are positive.

Table 3a
Adjusted Tax Rate - Reconciliation of a Non-GAAP Measure - Unaudited

	Estimated 2020	Actual 2019
	(In percentages)	
US GAAP annual effective tax rate	18	13
Discrete quarterly recognition of GAAP items[1]	(5)	—
Tax impact of other charges and adjustments[2]	(1)	—
Utilization of foreign tax credits	(2)	(3)
Changes in valuation allowances, excluding impact of other charges and adjustments[3]	1	3
Other[4]	1	—
Adjusted tax rate	12	13

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Note: As part of the year-end reconciliation, we updated the reconciliation of the GAAP effective tax rate for actual results.

(1) Such as changes in tax laws (including US tax reform), deferred taxes on outside basis differences, changes in uncertain tax positions and prior year audit adjustments.

(2) Reflects the tax impact on pre-tax adjustments presented in Certain Items (Table 8), which are excluded from pre-tax income for adjusted earnings per share purposes.

(3) Reflects changes in valuation allowances related to changes in judgment regarding the realizability of deferred tax assets or current year operations, excluding other charges and adjustments.

(4) Tax impacts related to full-year forecasted tax opportunities and related costs.

Table 4
Net Sales by Segment - Unaudited

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
				(In $ millions)				
Engineered Materials	526	420	563	2,386	539	591	593	663
Acetate Tow	129	127	129	636	148	158	164	166
Acetyl Chain	776	662	799	3,392	771	867	865	889
Intersegment eliminations[1]	(20)	(16)	(31)	(117)	(26)	(30)	(30)	(31)
Net sales	1,411	1,193	1,460	6,297	1,432	1,586	1,592	1,687

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(1) Includes intersegment sales primarily related to the Acetyl Chain.

Table 4a
Factors Affecting Segment Net Sales Sequentially - Unaudited

Three Months Ended September 30, 2020 Compared to Three Months Ended June 30, 2020

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	27	(6)	4	—	25
Acetate Tow	1	1	1	—	3
Acetyl Chain	18	(2)	1	—	17
Total Company	**20**	**(3)**	**2**	**(1)**	**18**

Three Months Ended June 30, 2020 Compared to Three Months Ended March 31, 2020

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	(25)	—	—	—	(25)
Acetate Tow	(3)	1	—	—	(2)
Acetyl Chain	(6)	(11)	—	—	(17) (1)
Total Company	**(13)**	**(6)**	**—**	**1**	**(18)**

Three Months Ended March 31, 2020 Compared to Three Months Ended December 31, 2019

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	4	—	—	—	4
Acetate Tow	(9)	(4)	—	—	(13)
Acetyl Chain	5	(1)	—	—	4
Total Company	**3**	**(1)**	**—**	**—**	**2**

Three Months Ended December 31, 2019 Compared to Three Months Ended September 30, 2019

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	(9)	—	—	—	(9)
Acetate Tow	(6)	—	—	—	(6)
Acetyl Chain	(11)	—	—	—	(11)
Total Company	**(10)**	**—**	**—**	**—**	**(10)**

Three Months Ended September 30, 2019 Compared to Three Months Ended June 30, 2019

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	2	(2)	(1)	—	(1)
Acetate Tow	(2)	(1)	—	—	(3)
Acetyl Chain	1	—	(1)	—	—
Total Company	**2**	**(1)**	**(1)**	**—**	**—**

Three Months Ended June 30, 2019 Compared to Three Months Ended March 31, 2019

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	(7)	(3)	(1)	—	(11)
Acetate Tow	(1)	—	—	—	(1)
Acetyl Chain	2	(4)	(1)	—	(3)
Total Company	**(2)**	**(3)**	**(1)**	**—**	**(6)**

Three Months Ended March 31, 2019 Compared to Three Months Ended December 31, 2018

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	5	2	—	—	7 (2)
Acetate Tow	1	2	—	—	3
Acetyl Chain	5	(10)	—	—	(5)
Total Company	**5**	**(5)**	**—**	**—**	**—**

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(1) 2020 includes the effect of the acquisition of the Elotex® brand.

(2) 2019 includes the effect of the acquisition of Next Polymers Ltd.

Table 4b
Factors Affecting Segment Net Sales Year Over Year - Unaudited

Three Months Ended September 30, 2020 Compared to Three Months Ended September 30, 2019

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(10)	(3)	2	—	(11)
Acetate Tow	(15)	(3)	—	—	(18)
Acetyl Chain	(1)	(11)	1	—	(11)
Total Company	**(6)**	**(7)**	**1**	**1**	**(11)**

Three Months Ended June 30, 2020 Compared to Three Months Ended June 30, 2019

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(27)	(1)	(1)	—	(29)
Acetate Tow	(18)	(5)	—	—	(23)
Acetyl Chain	(14)	(8)	(1)	—	(23)
Total Company	**(20)**	**(5)**	**(1)**	**1**	**(25)**

Three Months Ended March 31, 2020 Compared to Three Months Ended March 31, 2019

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(9)	(5)	(1)	—	(15)
Acetate Tow	(17)	(5)	—	—	(22)
Acetyl Chain	(3)	(7)	(1)	1	(10)
Total Company	**(7)**	**(6)**	**(1)**	**1**	**(13)**

Three Months Ended December 31, 2019 Compared to Three Months Ended December 31, 2018

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(9)	(3)	(1)	—	(13)
Acetate Tow	(8)	—	—	—	(8)
Acetyl Chain	(4)	(13)	(1)	—	(18)
Total Company	**(6)**	**(8)**	**(1)**	**—**	**(15)**

Three Months Ended September 30, 2019 Compared to Three Months Ended September 30, 2018

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(4)	(2)	(2)	—	(8)
Acetate Tow	—	—	—	—	—
Acetyl Chain	6	(18)	(2)	—	(14)
Total Company	**2**	**(11)**	**(2)**	**1**	**(10)**

Three Months Ended June 30, 2019 Compared to Three Months Ended June 30, 2018

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(8)	—	(3)	—	(11)
Acetate Tow	1	1	(1)	—	1
Acetyl Chain	(1)	(14)	(3)	—	(18)
Total Company	**(3)**	**(8)**	**(3)**	**—**	**(14)**

Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(3)	7	(4)	—	—
Acetate Tow	(1)	—	—	—	(1)
Acetyl Chain	(4)	(8)	(3)	—	(15)
Total Company	**(3)**	**(2)**	**(4)**	**—**	**(9)**

Table 4c
Factors Affecting Segment Net Sales Year Over Year - Unaudited

Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

	Volume	Price	Currency	Other	Total
			(In percentages)		
Engineered Materials	(5)	—	(3)	—	(8)
Acetate Tow	(2)	—	—	—	(2)
Acetyl Chain	(1)	(13)	(2)	—	(16)
Total Company	**(3)**	**(7)**	**(2)**	**—**	**(12)**

Table 5
Free Cash Flow - Reconciliation of a Non-GAAP Measure - Unaudited

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
	(In $ millions, except percentages)							
Net cash provided by (used in) investing activities	(78)	(181)	(128)	(493)	(168)	(82)	(66)	(177)
Net cash provided by (used in) financing activities	(290)	(232)	(16)	(935)	(199)	(299)	(307)	(130)
Net cash provided by (used in) operating activities	431	379	259	1,454	326	397	424	307
Capital expenditures on property, plant and equipment	(72)	(88)	(119)	(370)	(144)	(82)	(65)	(79)
Distributions to NCI	(8)	(8)	(5)	(10)	(3)	—	(3)	(4)
Free cash flow[(1)(2)]	351	283	135	1,074	179	315	356	224
Net sales	1,411	1,193	1,460	6,297	1,432	1,586	1,592	1,687
Free cash flow as % of Net sales	24.9 %	23.7 %	9.2 %	17.1 %	12.5 %	19.9 %	22.4 %	13.3 %

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(1) Free cash flow is a liquidity measure used by the Company and is defined by the Company as net cash provided by (used in) operating activities, less capital expenditures on property, plant and equipment, and adjusted for capital contributions or distributions to Mitsui related to our joint venture, Fairway.

(2) Excludes required debt service and finance lease payments of $26 million and $24 million for the years ended December 31, 2020 and 2019, respectively.

Table 6
Cash Dividends Received - Unaudited

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
				(In $ millions)				
Dividends from equity method investments	6	59	46	168	42	15	41	70
Dividends from equity investments without readily determinable fair values	29	32	37	113	24	27	30	32
Total	35	91	83	281	66	42	71	102

Table 7
Net Debt - Reconciliation of a Non-GAAP Measure - Unaudited

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19
				(In $ millions)				
Short-term borrowings and current installments of long-term debt - third party and affiliates	958	1,045	749	496	496	368	319	743
Long-term debt, net of unamortized deferred financing costs	3,140	2,989	3,356	3,409	3,409	3,359	3,444	2,933
Total debt	4,098	4,034	4,105	3,905	3,905	3,727	3,763	3,676
Cash and cash equivalents	(615)	(539)	(570)	(463)	(463)	(497)	(491)	(441)
Net debt	3,483	3,495	3,535	3,442	3,442	3,230	3,272	3,235

Table 8
Certain Items - Unaudited

The following Certain Items attributable to Celanese Corporation are included in Net earnings (loss) and are adjustments to non-GAAP measures:

	Q3 '20	Q2 '20	Q1 '20	2019	Q4 '19	Q3 '19	Q2 '19	Q1 '19	Income Statement Classification
	(In $ millions)								
Plant/office closures	4	(4)	3	26	12	9	2	3	Cost of sales / SG&A / Other (charges) gains, net / Gain (loss) on disposition of businesses and assets, net
Asset impairments	2	25	4	94 [1]	2	9	83	—	Cost of sales / Other (charges) gains, net
Clear Lake incident	—	—	4	34	32	2	—	—	Cost of sales
COVID-19	1	1	1	—	—	—	—	—	Cost of sales / SG&A
Mergers, acquisitions and dispositions	7	3	7	12	3	2	4	3	Cost of sales / SG&A
Actuarial (gain) loss on pension and postretirement plans	—	—	—	88	88	—	—	—	Cost of sales / SG&A / Non-operating pension and other postretirement employee benefit (expense) income
Restructuring	11	2	7	27	6	7	15	(1)	SG&A / Other (charges) gains, net / Non-operating pension and other postretirement employee benefit (expense) income
European Commission investigation	—	2	—	89	89	—	—	—	Other (charges) gains, net
Commercial disputes	—	(1)	—	10	6	—	2	2	Cost of sales / SG&A / Other (charges) gains, net
Other	(1)	—	—	1	—	—	1	—	SG&A / Gain (loss) on disposition of businesses and assets, net
Certain Items attributable to Celanese Corporation	24	28	26	381	238	29	107	7	

[1] Includes $5 million of asset impairments in 2019 related to the Clear Lake incident.

Table 9
Return on Invested Capital (Adjusted) - Presentation of a Non-GAAP Measure - Unaudited

	2019	
	(In $ millions, except percentages)	
Net earnings (loss) attributable to Celanese Corporation	852	
Adjusted EBIT (Table 1)	1,476	
Adjusted effective tax rate (Table 3a)	13	%
Adjusted EBIT tax effected	1,284	

	2019	2018	Average	
	(In $ millions, except percentages)			
Short-term borrowings and current installments of long-term debt - third parties and affiliates	496	561	529	
Long-term debt, net of unamortized deferred financing costs	3,409	2,970	3,190	
Celanese Corporation stockholders' equity	2,507	2,984	2,746	
Invested capital			6,465	
Return on invested capital (adjusted)			19.9	%
Net earnings (loss) attributable to Celanese Corporation as a percentage of invested capital			13.2	%