

**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): **July 22, 2021**

**CELANESE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-32410**

(Commission File  
Number)

**98-0420726**

(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:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
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 July 23, 2021, 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 10:00 a.m. ET (9:00 a.m. CT) regarding the Company's financial results for its second quarter 2021. The webcast, press release and prepared remarks from management may be accessed on our website at [investors.celanese.com](https://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
<a href="#">99.1(a)</a>	<a href="#">Prepared Remarks from Management dated July 22, 2021*</a>
<a href="#">99.2</a>	<a href="#">Non-US GAAP Financial Measures and Supplemental Information dated July 22, 2021*</a>
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:	<u>/s/ MICHAEL R. SULLIVAN</u>
Name:	Michael R. Sullivan
Title:	Vice President, Deputy General Counsel and Assistant Corporate Secretary
Date:	July 22, 2021

**Q2 2021 Earnings Prepared Comments****Brandon Ayache, Celanese Corporation, Vice President, Investor Relations**

This is the Celanese Corporation second quarter 2021 earnings prepared comments. The Celanese Corporation second quarter 2021 earnings release was distributed via Business Wire this afternoon and posted on our investor relations website, [investors.celanese.com](https://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 morning, management will be available to answer questions.

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

At Celanese we continually make investments and take actions to position ourselves to be opportunistic in any environment and to generate greater value for shareholders in both the short term and the future. As a reflection of those principles, today I am pleased to report second quarter 2021 adjusted earnings of \$5.02 per share, the highest in our history. I am also pleased to report second quarter net sales of \$2.2 billion, the first quarter in our history above \$2 billion. My thanks to our teams across the businesses and functions whose diligent work has positioned us to deliver these very strong results.

The second quarter was characterized by two dynamics. Demand, broadly speaking, was robust across all regions and most end-markets due to strong consumer activity as well as a desire to start to rebuild supply chains that were depleted over the last eighteen months. At the same time, producers across the globe struggled to meet demand due to many scarce or exceptionally inflated input costs including certain raw materials, skilled labor, and logistics.

Our actions across the last year positioned us to navigate this unique combination of dynamics to deliver record performance. It starts with our procurement teams who have intentionally enhanced our sourcing flexibility over recent years through qualification of alternative materials, strategic reserves, multi-sourcing strategies, and increased contractual optionality. It continues with our manufacturing teams who positioned us to produce at high rates by moving major turnarounds and other activities scheduled for 2021 forward into 2020, when demand was weak. They also proactively brought down our Texas facilities ahead of Winter Storm Uri to avoid damage to critical equipment and rapidly repaired piping and infrastructure across those facilities following the storm. Our commercial teams were out in front of cost inflation in the fourth quarter with pricing initiatives and have done a phenomenal job of preserving our variable margins across an inflationary 2021. Finally, our customer service and supply chain teams have partnered with our customers to understand their needs and get quality product to them, despite unprecedented logistical challenges over the last year.

After discussing the recent performance of each business, I will highlight the many organic and inorganic activities underway to translate very strong earnings and cash generation across 2021 into future growth and an increased level of foundational profitability.

The Acetyl Chain delivered record adjusted EBIT of \$514 million in the second quarter, an increase of approximately 80 percent over the previous record adjusted EBIT last quarter. This performance was driven by record net sales of over \$1.4 billion on sequential pricing and volume growth of 27 and 7 percent, respectively. Our teams worked to meet elevated customer demand across the quarter and

successfully expanded pricing sequentially across all products along the chain. Average acetic acid industry pricing in China across the second quarter increased nearly 40 percent sequentially as utilization remained elevated. Across April and May we increased our acetic acid production rates at Clear Lake, which had been limited by raw material supply constraints, and which is now operating at full rates. Our teams did a remarkable job of flexing our global network and sourcing acetyls products from third parties across the world to meet the needs of our customers. As a result of these efforts, we delivered sequential volume growth that contributed to the Acetyl Chain's highest-ever adjusted EBIT margin of 36 percent.

At the end of the second quarter, we started to see moderation in China acetic acid pricing with a drop of approximately 13 percent versus peak pricing in the quarter. Across the first few weeks of the third quarter we have seen an additional nearly 20 percent moderation in China acetic acid pricing. We have seen similar moderation over the last month in China VAM pricing as well. Despite strong demand and low inventory levels, we expect to see continued moderation in China pricing on increased supply supported in part by the start-up of an estimated 500 kt acetic acid production facility in south China likely in August. We expect moderation in China will be partially offset by pricing momentum in Europe and India, which typically follow similar dynamics at a lag. Given these conditions and incremental sequential Acetyl Chain volume with Clear Lake operating at full rates across the quarter, we expect third quarter adjusted EBIT of \$450 to \$475 million.

Engineered Materials (EM) delivered second quarter adjusted EBIT of \$161 million on record net sales of \$682 million. A 6 percent sequential increase in sales was driven by a 7 percent increase in pricing and stable volume. Contributions from our project pipeline and growth programs in the second quarter offset the impact of lower automotive volumes due to reduced auto builds and ongoing supply constraints across a number of key raw materials. In addition to industry tightness across several resins including PBT and nylon, our teams navigated broad shortages of glass fiber which is a key input across our reinforced product grades that make up about a third of our total EM business. Our sourcing teams successfully secured enough of these materials to serve our customers, and our commercial teams continued to preserve

our margins by rapidly reflecting the inflationary backdrop in our pricing. Our EM affiliates continued to recover, delivering a sequential increase of \$7 million in equity earnings.

In the second quarter, EM volume growth across most end markets offset an 8 percent sequential decline in our tonnage sold into automotive due to mid-teen declines in auto build rates in North America and Germany. Our outperformance versus these build rates was supported by incremental project wins over the last twelve months that continue to increase our content per vehicle. Our continued investment in resources and solutions to serve electric vehicles (EV) has resulted in wins that continue to expand our content, as well as value, per vehicle. The potential for additional content in EVs versus internal combustion engine (ICE) vehicles is driven by unique material requirements for battery technology, heat dissipation, noise management, electrical infrastructure, and weight reduction. As an example of the potential, we currently have over 20 kg of content on an EV model with a major European OEM, more than 4 times our average content on ICE vehicles that we sell into globally. Additionally, our GUR® volumes sold for use in lithium-ion battery separators grew by approximately 50 percent in the first six months of 2021 compared to the same period of both 2020 and 2019.

As we look to the third quarter, our EM teams will work to meet robust demand despite continued sourcing challenges and elevated costs. Over the last few weeks, the availability of glass fiber as well as certain additives has deteriorated significantly as a result of industry force majeure declarations. Amid these constraints, the order book at this stage indicates strong demand across most end markets and modest sequential improvement in auto build rates due to increased availability of semiconductors. Inclusive of these dynamics, as well as continued modest recovery in our medical business and affiliates, we expect to deliver slightly higher third quarter adjusted EBIT of approximately \$165 million.

Acetate Tow again delivered consistent performance with second quarter adjusted EBIT of \$62 million. Sequential volume growth of 16 percent reflected the impact of delayed first quarter shipments as a result of Winter Storm Uri and, along with strong affiliate dividends, helped offset sequential cost inflation due

to elevated natural gas and acetyls costs. The business expects to deliver third quarter adjusted EBIT of \$50 to \$55 million due to significantly elevated acetyls and energy costs and the timing of affiliate dividends.

I commend our teams for flexing our business models and exercising our unique optionality to maximize our performance across the quarter and year. Our proactive response to the continued global supply chain constraints and inflationary backdrop have positioned us well as we enter the second half of 2021. As continued moderation of Acetyl Chain industry pricing is partially offset by strong fundamental demand and slight sequential growth in Engineered Materials, we anticipate third quarter adjusted earnings of approximately \$4.50 to \$4.75 per share. To finish the year, we expect continued moderation in Acetyl Chain industry conditions into the early part of 2022 along with sequential earnings momentum in Engineered Materials. Driven by our elevated second quarter performance and improved expectations for the second half, we now expect full year 2021 adjusted earnings of \$16.50 to \$17.00 per share. This full year estimate assumes minimal fourth quarter seasonality as well as no material impacts to demand from current resurgences of COVID-19.

With elevated earnings and cash generation across 2021, our focus is on translating current performance to future growth. This begins with a broad slate of capital-efficient organic projects that enhance our productivity (*P*), growth (*G*), and sustainability (*S*).

Let me provide an update on our key organic projects:

- Clear Lake Acetic Acid Expansion (*P,G,S*) (start-up 2023): We have completed civil construction and begun mechanical construction for this new acetic acid unit which will add 1.3 million tons of capacity and significantly enhance our global production network optionality.
- Clear Lake Methanol Expansion (*P,G,S*) (2023): This project will not only expand our Fairway JV methanol production to just over 1.6 million tons, but allow us to utilize recycled CO<sub>2</sub> consuming about 60 percent of currently process-vented CO<sub>2</sub> at Clear Lake. Detailed engineering is in progress and long lead equipment has been ordered.



- Nanjing VAM Expansion (*P,G*) (2022-2023): We are implementing a new technology package, including catalyst enhancements, in a phased approach that will add an additional 90 kt of capacity in Nanjing, China when complete. The initial phase which will add approximately 50 kt is in progress.
- Global VAE Expansions (*P,G,S*) (2023): We are constructing two new VAE reactors at our Nanjing, China and Frankfurt, Germany facilities that will add approximately 65 kt and 45 kt, respectively, to meet growing demand for more sustainable emulsions. Detailed engineering work is in progress for both reactors.
- European Redispersible Powders Debottlenecks (*P,G,S*) (2021-2022): We are implementing debottleneck and process efficiency improvements across our Frankfurt, Germany; Geleen, Netherlands; and Moosleerau, Switzerland powders facilities that will add 20 kt of capacity.
- European Compounding Center of Excellence (*P,G*) (2021-2022): Consolidation of compounding volume from our Ferrara Marconi, Italy; Wehr, Germany; and Kaiserslautern, Germany facilities to Forli, Italy is progressing well with trial production complete. The Ferrara Marconi facility was recently sold as a key milestone in this transition.
- Bishop GUR Expansion (*P,G,S*) (2021): Mechanical construction of the 15 kt GUR expansion at Bishop, Texas is well underway. The capacity is expected to be available by the end of 2021 to meet strong demand growth for lithium-ion battery separators across the globe. We continue to gain momentum as a global leader in this critical application for future mobility.
- European GUR Expansion (*P,G,S*) (2024): We have selected our Oberhausen, Germany facility for the 34 kt GUR expansion in Europe and are currently working on permitting.
- Asia Compounding Expansion (*P,G*) (2022-2023): Detailed engineering work and permitting is underway for expansions at our Nanjing, China; Suzhou, China; and Silvassa, India facilities of 52

kt, 7 kt, and 7 kt, respectively. These localization projects will drive supply chain productivity and allow us to better serve our Asian customers.

Our teams have been similarly active executing on inorganic opportunities including bolt-on acquisitions, strategic divestitures, and optimization of our strategic affiliates. Let me share recent highlights:

- **KEPCO JV Restructuring:** We announced late last year the restructuring of our KEPCO JV into a manufacturing entity which will provide EM with approximately 70 kt offtake of high-quality, low-cost POM. We continue to make progress towards closing this transaction later in 2021.
- **EM Strategic Divestiture:** We sold our EM compounding facility in Ferrara Marconi, Italy as well as our appliance polypropylene, infill, and footwear product lines which were small components of the Softer acquisition. This transaction was a critical step towards our establishment of a European Compounding Center of Excellence in Forli, Italy and our focus on providing functionalized solutions to high-value applications.
- **Grupa Azoty Acquisition:** In July, we acquired the POM technology and sales agreements of Grupa Azoty, a small Polish producer of POM that recently decided to discontinue POM production.
- **Santoprene™ Acquisition:** We announced in June the signing of a definitive agreement to acquire the Santoprene TPV elastomers business of ExxonMobil for \$1.15 billion. EM will instantly become a global leader in TPV elastomers, which are highly functionalized materials serving a variety of applications. This acquisition represents the final step in redeploying proceeds from the monetization of our Polyplastics stake to higher return investments. We expect the transaction to close in the fourth quarter of 2021.

We are as active as ever in executing on projects to elevate the fundamental earnings power of Celanese and drive sustainable future growth. We have worked to better position ourselves to act decisively when

opportunities across our growing organic and inorganic pipelines become attractive and actionable. The increased activity you see today is a reflection of the creativity, resolve, and execution of our employees. While we are currently investing higher levels of capital in ourselves, we have maintained our disciplined criteria and return requirements for both organic and inorganic investments. The strength of our balance sheet has been critical in providing the flexibility to be opportunistic across multiple capital allocation priorities.

Over the last decade, Celanese has generated double-digit growth in adjusted earnings per share on an annualized basis. The data indicates that this track record is consistent with top-tier performers in our industry. The strategic and financial plan we shared at our recent Investor Day outlined similarly strong performance across the next three years. With our performance in 2021 and the actions we have taken this year for the future, we are well on our way to surpassing those ambitions. We now expect to achieve our targeted range for 2023 adjusted earnings per share in 2022, a full year earlier than previously anticipated. We reiterate our commitment to perform at a high level in the near-term and, even more importantly, take purposeful actions to position Celanese for continued long-term growth.

**Scott Richardson, Celanese Corporation, Chief Financial Officer**

I would like to start by highlighting the bookends of our inorganic activity over the past year that Lori discussed, namely our monetization of Polyplastics and our acquisition of Santoprene. Last October, we sold our passive Polyplastics equity investment for \$1.575 billion to redeploy cash to higher return investments. We started with \$500 million in share repurchases in the second half of last year to offset the adjusted earnings per share dilution from that divestiture. Most recently, we announced the acquisition of Santoprene for \$1.15 billion, which is expected to be immediately accretive in 2022 and to contribute

\$0.90 of adjusted earnings per share on a full run-rate basis. We expect to fund the Santoprene acquisition with cash on hand upon closing planned for the fourth quarter.

As of the end of the quarter, our cash balances were approximately \$1.1 billion. With expected record earnings across 2021, we estimate free cash flow of over \$1.2 billion for the full year. This will allow us to continue to fund meaningful share repurchases in addition to our other capital allocation priorities. Through the first half of 2021, we completed \$500 million in share repurchases. We previously guided to an additional \$200 to \$300 million in share repurchases in the second half of the year. Today, given the continued strength in our earnings and cash generation, I am increasing our second half estimate for share repurchases to approximately \$500 million, bringing total share repurchases to approximately \$1 billion for the year.

In the second quarter, we generated free cash flow of \$309 million, which reflected capital expenditures of \$110 million and a working capital build of approximately \$250 million. This build is the result of elevated acetic acid pricing in Asia which impacted our accounts receivable balances to a greater extent than our accounts payable balances. A larger portion of total sales was from Asia this quarter, which is a region with longer accounts receivable collection times. Further, we have started to rebuild depleted inventory levels, which also reflect higher raw material costs in this inflationary environment. We expect this working capital build to unwind beginning in the third quarter and to contribute meaningfully to free cash flow in the back half of the year and potentially into 2022.

Let me briefly discuss some recent developments in our capital structure. In June, we used some of our revolver capacity to fund the maturity of our existing 5.875% bond, which we expect to reissue in the near future based on market conditions. This bond maturity is the first of five consecutive years in which we will have bonds maturing. At this stage, with continued growth, a very strong balance sheet, and

manageable debt maturity amounts, we intend to opportunistically refinance each tranche based on market dynamics near the time of their maturities.

On taxes, the effective US GAAP tax rate was 18 percent in the second quarter compared to 24 percent in the same quarter of the prior year. The lower effective tax rate this quarter was due to non-recurring adjustments to uncertain tax positions in the prior year, partially offset by increased earnings in high tax jurisdictions. Given record performance this quarter and jurisdictional mix of earnings, we have increased our full year adjusted tax rate from 14 percent to 15 percent, which resulted in an adjusted tax rate of 16 percent for the second quarter. Net cash taxes paid were \$55 million compared to \$5 million in the second quarter of 2020. Cash tax payments in the second quarter of 2021 were higher than in 2020 due to higher earnings in the current year and corporate income tax payments deferred from the prior year due to COVID-19 relief measures.

We remain committed to disciplined capital deployment and to opportunistically invest in future growth. These actions will contribute to elevated foundational earnings across our businesses, providing further value for our shareholders.

This concludes our prepared remarks. We look forward to addressing our second 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: the extent to which the COVID-19 pandemic continues to adversely impact the economic environment, market demand and our operations, as well as the pace of any economic recovery; 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, mobility, textiles, medical, 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 complete acquisition or investment transactions consistent with the Company's strategy; the ability to identify and execute on other attractive investment opportunities towards which to deploy capital; increased price competition and the introduction of competing products by other companies; market acceptance of our products and technology; 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); 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; the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to the Company; changes in the degree of intellectual property and other legal protection afforded to our products or technologies, or the theft of such intellectual property; potential liability for remedial actions and increased costs under existing or future environmental, health and safety 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; tax rates and changes thereto; our ability to obtain regulatory approval for, and satisfy closing conditions to, any transactions described herein; 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 extent of any resurgence in infections and the spread of the disease, and the effectiveness of any vaccines; additional governmental, business and individual actions to contain the spread of the outbreak, including social distancing, work-at-home, stay-at-home and shelter-in-place orders and shutdowns, travel restrictions and quarantines; the extent to which these conditions depress economic activity generally and demand for our products specifically and affect the financial markets; 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; the risk that we could be exposed to liability, negative publicity or reputational harm related to any incidents of actual or perceived transmission of COVID-19 among employees at our facilities; 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 measure 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](http://investors.celanese.com), under Financial Information/Financial Document Library.*

## **Non-US GAAP Financial Measures and Supplemental Information**

July 22, 2021

*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**

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
(In \$ millions)							
Net earnings (loss) attributable to Celanese Corporation	538	322	1,985	1,453	207	107	218
(Earnings) loss from discontinued operations	4	1	12	—	2	3	7
Interest income	(4)	(1)	(6)	(2)	(1)	(1)	(2)
Interest expense	24	25	109	26	28	27	28
Income tax provision (benefit)	116	85	247	117	30	35	65
Certain Items attributable to Celanese Corporation (Table 8)	13	50	(1,216)	(1,294)	24	28	26
<b>Adjusted EBIT</b>	<b>691</b>	<b>482</b>	<b>1,131</b>	<b>300</b>	<b>290</b>	<b>199</b>	<b>342</b>
Depreciation and amortization expense <sup>(1)</sup>	90	88	344	87	88	86	83
<b>Operating EBITDA</b>	<b>781</b>	<b>570</b>	<b>1,475</b>	<b>387</b>	<b>378</b>	<b>285</b>	<b>425</b>

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
(In \$ millions)							
Engineered Materials	1	2	5	2	1	—	2
Acetate Tow	—	—	—	—	—	—	—
Acetyl Chain	—	—	1	—	—	1	—
Other Activities <sup>(2)</sup>	—	—	—	—	—	—	—
<b>Accelerated depreciation and amortization expense</b>	<b>1</b>	<b>2</b>	<b>6</b>	<b>2</b>	<b>1</b>	<b>1</b>	<b>2</b>
Depreciation and amortization expense <sup>(1)</sup>	90	88	344	87	88	86	83
<b>Total depreciation and amortization expense</b>	<b>91</b>	<b>90</b>	<b>350</b>	<b>89</b>	<b>89</b>	<b>87</b>	<b>85</b>

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

<sup>(2)</sup> 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**

	Q2 '21		Q1 '21		2020		Q4 '20		Q3 '20		Q2 '20		Q1 '20	
	(In \$ millions, except percentages)													
Operating Profit (Loss) / Operating Margin														
Engineered Materials	123	18.0 %	130	20.2 %	235	11.3 %	62	10.8 %	84	16.0 %	(13)	(3.1)%	102	18.1 %
Acetate Tow	24	17.4 %	16	13.4 %	118	22.7 %	30	22.4 %	30	23.3 %	31	24.4 %	27	20.9 %
Acetyl Chain <sup>(1)</sup>	516	36.6 %	251	23.8 %	563	17.9 %	186	20.4 %	121	15.6 %	121	18.3 %	135	16.9 %
Other Activities <sup>(2)</sup>	(96)		(71)		(252)		(75)		(51)		(56)		(70)	
Total	567	25.8 %	326	18.1 %	664	11.7 %	203	12.8 %	184	13.0 %	83	7.0 %	194	13.3 %
Less: Net Earnings (Loss) Attributable to NCI <sup>(1)</sup>	2		1		7		1		2		2		2	
Operating Profit (Loss) Attributable to Celanese Corporation	565	25.7 %	325	18.1 %	657	11.6 %	202	12.7 %	182	12.9 %	81	6.8 %	192	13.2 %
Operating Profit (Loss) / Operating Margin Attributable to Celanese Corporation														
Engineered Materials	123	18.0 %	130	20.2 %	235	11.3 %	62	10.8 %	84	16.0 %	(13)	(3.1)%	102	18.1 %
Acetate Tow	24	17.4 %	16	13.4 %	118	22.7 %	30	22.4 %	30	23.3 %	31	24.4 %	27	20.9 %
Acetyl Chain <sup>(1)</sup>	514	36.5 %	250	23.7 %	556	17.7 %	185	20.3 %	119	15.3 %	119	18.0 %	133	16.6 %
Other Activities <sup>(2)</sup>	(96)		(71)		(252)		(75)		(51)		(56)		(70)	
Total	565	25.7 %	325	18.1 %	657	11.6 %	202	12.7 %	182	12.9 %	81	6.8 %	192	13.2 %
Equity Earnings and Dividend Income, Other Income (Expense) Attributable to Celanese Corporation														
Engineered Materials	32		25		115		15		21		26		53	
Acetate Tow	37		41		126		29		28		32		37	
Acetyl Chain	2		2		5		2		2		—		1	
Other Activities <sup>(2)</sup>	4		1		19		4		5		5		5	
Total	75		69		265		50		56		63		96	
Non-Operating Pension and Other Post-Retirement Employee Benefit (Expense) Income Attributable to Celanese Corporation														
Engineered Materials	—		—		1		1		—		—		—	
Acetate Tow	—		—		—		—		—		—		—	
Acetyl Chain	—		—		—		—		—		—		—	
Other Activities <sup>(2)</sup>	38		38		16		(67)		28		27		28	
Total	38		38		17		(66)		28		27		28	
Gain (Loss) On Sale of Investments in Affiliates														
Engineered Materials	—		—		1,408		1,408		—		—		—	
Acetate Tow	—		—		—		—		—		—		—	
Acetyl Chain	—		—		—		—		—		—		—	
Other Activities <sup>(2)</sup>	—		—		—		—		—		—		—	
Total	—		—		1,408		1,408		—		—		—	
Certain Items Attributable to Celanese Corporation (Table 8)														
Engineered Materials	6		5		(1,356)		(1,404)		11		27		10	
Acetate Tow	1		4		5		—		1		1		3	
Acetyl Chain	(2)		30		7		—		5		(3)		5	
Other Activities <sup>(2)</sup>	8		11		128		110		7		3		8	
Total	13		50		(1,216)		(1,294)		24		28		26	

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

<sup>(2)</sup> 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.)**

	Q2 '21		Q1 '21		2020		Q4 '20		Q3 '20		Q2 '20		Q1 '20	
	(In \$ millions, except percentages)													
Adjusted EBIT / Adjusted EBIT Margin														
Engineered Materials	161	23.6 %	160	24.8 %	403	19.4 %	82	14.3 %	116	22.1 %	40	9.5 %	165	29.3 %
Acetate Tow	62	44.9 %	61	51.3 %	249	48.0 %	59	44.0 %	59	45.7 %	64	50.4 %	67	51.9 %
Acetyl Chain	514	36.5 %	282	26.7 %	568	18.0 %	187	20.5 %	126	16.2 %	116	17.5 %	139	17.4 %
Other Activities <sup>(2)</sup>	(46)		(21)		(89)		(28)		(11)		(21)		(29)	
Total	691	31.4 %	482	26.8 %	1,131	20.0 %	300	18.9 %	290	20.6 %	199	16.7 %	342	23.4 %
Depreciation and Amortization Expense <sup>(1)</sup>														
Engineered Materials	34		33		129		32		33		32		32	
Acetate Tow	9		10		36		10		9		9		8	
Acetyl Chain	43		41		162		41		41		41		39	
Other Activities <sup>(2)</sup>	4		4		17		4		5		4		4	
Total	90		88		344		87		88		86		83	
Operating EBITDA / Operating EBITDA Margin														
Engineered Materials	195	28.6 %	193	29.9 %	532	25.6 %	114	19.9 %	149	28.3 %	72	17.1 %	197	35.0 %
Acetate Tow	71	51.4 %	71	59.7 %	285	54.9 %	69	51.5 %	68	52.7 %	73	57.5 %	75	58.1 %
Acetyl Chain	557	39.5 %	323	30.6 %	730	23.2 %	228	25.1 %	167	21.5 %	157	23.7 %	178	22.3 %
Other Activities <sup>(2)</sup>	(42)		(17)		(72)		(24)		(6)		(17)		(25)	
Total	781	35.5 %	570	31.7 %	1,475	26.1 %	387	24.3 %	378	26.8 %	285	23.9 %	425	29.1 %

<sup>(1)</sup> Excludes accelerated depreciation and amortization expense, which amounts are included in Certain Items above. See [Table 1](#) for details.

<sup>(2)</sup> 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**

	Q2 '21		Q1 '21		2020		Q4 '20		Q3 '20		Q2 '20		Q1 '20	
	per share		per share		per share		per share		per share		per share		per share	
(In \$ millions, except per share data)														
Earnings (loss) from continuing operations attributable to Celanese Corporation	542	4.81	323	2.83	1,997	16.85	1,453	12.50	209	1.76	110	0.93	225	1.88
Income tax provision (benefit)	116		85		247		117		30		35		65	
Earnings (loss) from continuing operations before tax	658		408		2,244		1,570		239		145		290	
Certain Items attributable to Celanese Corporation (Table 8)	13		50		(1,216)		(1,294)		24		28		26	
Refinancing and related expenses	—		—		—		—		—		—		—	
Adjusted earnings (loss) from continuing operations before tax	671		458		1,028		276		263		173		316	
Income tax (provision) benefit on adjusted earnings <sup>(1)</sup>	(105)		(64)		(123)		(33)		(32)		(18)		(41)	
Adjusted earnings (loss) from continuing operations <sup>(2)</sup>	566	5.02	394	3.46	905	7.64	243	2.09	231	1.95	155	1.30	275	2.29
Diluted shares (in millions) <sup>(3)</sup>														
Weighted average shares outstanding	112.3		113.5		117.8		115.7		118.0		118.3		119.3	
Incremental shares attributable to equity awards	0.5		0.5		0.7		0.6		0.6		0.5		0.6	
Total diluted shares	112.8		114.0		118.5		116.3		118.6		118.8		119.9	

<sup>(1)</sup> Calculated using adjusted effective tax rates (Table 3a) as follows:

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
(In percentages)							
Adjusted effective tax rate	16	14	12	12	12	10	13

<sup>(2)</sup> 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)		
2020	12.4	6.5

<sup>(3)</sup> 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 2021	Actual 2020
(In percentages)		
US GAAP annual effective tax rate	18	11
Discrete quarterly recognition of GAAP items <sup>(1)</sup>	(1)	12
Tax impact of other charges and adjustments <sup>(2)</sup>	(2)	(9)
Utilization of foreign tax credits	(1)	(3)
Changes in valuation allowances, excluding impact of other charges and adjustments <sup>(3)</sup>	1	—
Other <sup>(4)</sup>	—	1
<b>Adjusted tax rate</b>	<b>15</b>	<b>12</b>

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

- <sup>(1)</sup> 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.
- <sup>(2)</sup> 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.
- <sup>(3)</sup> 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.
- <sup>(4)</sup> Tax impacts related to full-year forecasted tax opportunities and related costs.

**Table 4**  
**Net Sales by Segment - Unaudited**

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
	(In \$ millions)						
Engineered Materials	682	645	2,081	572	526	420	563
Acetate Tow	138	119	519	134	129	127	129
Acetyl Chain	1,409	1,056	3,147	910	776	662	799
Other Activities	—	—	—	—	—	—	—
Intersegment eliminations <sup>(1)</sup>	(31)	(22)	(92)	(25)	(20)	(16)	(31)
<b>Net sales</b>	<u>2,198</u>	<u>1,798</u>	<u>5,655</u>	<u>1,591</u>	<u>1,411</u>	<u>1,193</u>	<u>1,460</u>

<sup>(1)</sup> Includes intersegment sales primarily related to the Acetyl Chain.

**Table 4a**  
**Factors Affecting Segment Net Sales Sequentially - Unaudited**

**Three Months Ended June 30, 2021 Compared to Three Months Ended March 31, 2021**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(1)	7	—	—	6
Acetate Tow	16	—	—	—	16
Acetyl Chain	7	27	—	—	34
<b>Total Company</b>	<b>4</b>	<b>18</b>	<b>—</b>	<b>—</b>	<b>22</b>

**Three Months Ended March 30, 2021 Compared to Three Months Ended December 31, 2020**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	6	6	1	—	13
Acetate Tow	(10)	(1)	—	—	(11)
Acetyl Chain	(7)	23	—	—	16
<b>Total Company</b>	<b>(3)</b>	<b>15</b>	<b>1</b>	<b>—</b>	<b>13</b>

**Three Months Ended December 31, 2020 Compared to Three Months Ended September 30, 2020**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	7	—	2	—	9
Acetate Tow	4	(1)	—	—	3
Acetyl Chain	6	10	1	—	17
<b>Total Company</b>	<b>7</b>	<b>5</b>	<b>1</b>	<b>—</b>	<b>13</b>

**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
<b>Total Company</b>	<b>20</b>	<b>(3)</b>	<b>2</b>	<b>(1)</b>	<b>18</b>

**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) <sup>(1)</sup>
<b>Total Company</b>	<b>(13)</b>	<b>(6)</b>	<b>—</b>	<b>1</b>	<b>(18)</b>

**Three Months 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
<b>Total Company</b>	<b>3</b>	<b>(1)</b>	<b>—</b>	<b>—</b>	<b>2</b>

<sup>(1)</sup> 2020 includes the effect of the acquisition of the Elotex® brand.



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

**Three Months Ended June 30, 2021 Compared to Three Months Ended June 30, 2020**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	43	11	8	—	62
Acetate Tow	10	(1)	—	—	9
Acetyl Chain	27	83	3	—	113
<b>Total Company</b>	<b>31</b>	<b>50</b>	<b>4</b>	<b>(1)</b>	<b>84</b>

**Three Months Ended March 31, 2021 Compared to Three Months Ended March 31, 2020**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	7	2	6	—	15
Acetate Tow	(8)	—	—	—	(8)
Acetyl Chain	5	25	2	—	32
<b>Total Company</b>	<b>5</b>	<b>14</b>	<b>4</b>	<b>—</b>	<b>23</b>

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

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	6	(4)	4	—	6
Acetate Tow	(7)	(3)	1	—	(9)
Acetyl Chain	19	(3)	2	—	18
<b>Total Company</b>	<b>12</b>	<b>(4)</b>	<b>3</b>	<b>—</b>	<b>11</b>

**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)
<b>Total Company</b>	<b>(6)</b>	<b>(7)</b>	<b>1</b>	<b>1</b>	<b>(11)</b>

**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)
<b>Total Company</b>	<b>(20)</b>	<b>(5)</b>	<b>(1)</b>	<b>1</b>	<b>(25)</b>

**Three Months 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)
<b>Total Company</b>	<b>(7)</b>	<b>(6)</b>	<b>(1)</b>	<b>1</b>	<b>(13)</b>

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

**Year Ended December 31, 2020 Compared to Year Ended December 31, 2019**

	<b>Volume</b>	<b>Price</b>	<b>Currency</b>	<b>Other</b>	<b>Total</b>
	<b>(In percentages)</b>				
Engineered Materials	(11)	(3)	1	—	(13)
Acetate Tow	(14)	(4)	—	—	(18)
Acetyl Chain	—	(8)	1	—	(7)
<b>Total Company</b>	<b>(5)</b>	<b>(6)</b>	<b>—</b>	<b>1</b>	<b>(10)</b>

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

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
(In \$ millions, except percentages)							
Net cash provided by (used in) investing activities	177	98	592	979	(78)	(181)	(128)
Net cash provided by (used in) financing activities	(344)	(371)	(1,471)	(933)	(290)	(232)	(16)
Net cash provided by (used in) operating activities	427	116	1,343	274	431	379	259
Capital expenditures on property, plant and equipment	(110)	(92)	(364)	(85)	(72)	(88)	(119)
Distributions to NCI	(8)	(5)	(29)	(8)	(8)	(8)	(5)
<b>Free cash flow<sup>(1)(2)</sup></b>	<b>309</b>	<b>19</b>	<b>950</b>	<b>181</b>	<b>351</b>	<b>283</b>	<b>135</b>
Net sales	2,198	1,798	5,655	1,591	1,411	1,193	1,460
<b>Free cash flow as % of Net sales</b>	<b>14.1 %</b>	<b>1.1 %</b>	<b>16.8 %</b>	<b>11.4 %</b>	<b>24.9 %</b>	<b>23.7 %</b>	<b>9.2 %</b>

<sup>(1)</sup> 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.

<sup>(2)</sup> Excludes required debt service and finance lease payments of \$30 million and \$26 million for the years ended December 31, 2021 and 2020, respectively.

**Table 6**  
**Cash Dividends Received - Unaudited**

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
	(In \$ millions)						
Dividends from equity method investments	18	35	147	36	6	59	46
Dividends from equity investments without readily determinable fair values	37	42	126	28	29	32	37
<b>Total</b>	<u>55</u>	<u>77</u>	<u>273</u>	<u>64</u>	<u>35</u>	<u>91</u>	<u>83</u>

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

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20
	(In \$ millions)						
Short-term borrowings and current installments of long-term debt - third party and affiliates	500	497	496	496	958	1,045	749
Long-term debt, net of unamortized deferred financing costs	3,156	3,135	3,227	3,227	3,140	2,989	3,356
<b>Total debt</b>	<u>3,656</u>	<u>3,632</u>	<u>3,723</u>	<u>3,723</u>	<u>4,098</u>	<u>4,034</u>	<u>4,105</u>
Cash and cash equivalents	(1,054)	(791)	(955)	(955)	(615)	(539)	(570)
<b>Net debt</b>	<u>2,602</u>	<u>2,841</u>	<u>2,768</u>	<u>2,768</u>	<u>3,483</u>	<u>3,495</u>	<u>3,535</u>

**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:

	Q2 '21	Q1 '21	2020	Q4 '20	Q3 '20	Q2 '20	Q1 '20	Income Statement Classification
(In \$ millions)								
Plant/office closures	3	(5)	10	7	4	(4)	3	Cost of sales / SG&A / Other (charges) gains, net / Gain (loss) on disposition of businesses and assets, net
Asset impairments	1	1	31	—	2	25	4	Cost of sales / Other (charges) gains, net
Clear Lake incident	—	—	4	—	—	—	4	Cost of sales
COVID-19	—	—	5	2	1	1	1	Cost of sales / SG&A
Mergers, acquisitions and dispositions	6	—	22	5	7	3	7	Cost of sales / SG&A
Impact from natural disasters	—	41	—	—	—	—	—	Cost of sales
Actuarial (gain) loss on pension and postretirement plans	—	—	95	95	—	—	—	Cost of sales / SG&A / Non-operating pension and other postretirement employee benefit (expense) income
Restructuring	2	3	25	5	11	2	7	SG&A / Other (charges) gains, net / Non-operating pension and other postretirement employee benefit (expense) income
European Commission investigation	—	—	2	—	—	2	—	Other (charges) gains, net
Commercial disputes	1	9	(1)	—	—	(1)	—	Cost of sales / SG&A / Other (charges) gains, net
(Gain) loss on sale of investments in affiliates	—	—	(1,408)	(1,408)	—	—	—	Gain (loss) on sale of investments in affiliates
Other	—	1	(1)	—	(1)	—	—	SG&A / Gain (loss) on disposition of businesses and assets, net
<b>Certain Items attributable to Celanese Corporation</b>	<b>13</b>	<b>50</b>	<b>(1,216)</b>	<b>(1,294)</b>	<b>24</b>	<b>28</b>	<b>26</b>	

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

	2020		
	(In \$ millions, except percentages)		
Net earnings (loss) attributable to Celanese Corporation	1,985		
Adjusted EBIT ( <a href="#">Table 1</a> )	1,131		
Adjusted effective tax rate ( <a href="#">Table 3a</a> )	12 %		
Adjusted EBIT tax effected	995		
	2020	2019	Average
	(In \$ millions, except percentages)		
Short-term borrowings and current installments of long-term debt - third parties and affiliates	496	496	496
Long-term debt, net of unamortized deferred financing costs	3,227	3,409	3,318
Celanese Corporation stockholders' equity	3,526	2,507	3,017
Invested capital			6,831
Return on invested capital (adjusted)			14.6 %
Net earnings (loss) attributable to Celanese Corporation as a percentage of invested capital			29.1 %