

**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 28, 2022**

**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
4.777% Senior Notes due 2026	CE /26A	The New York Stock Exchange
2.125% Senior Notes due 2027	CE /27	The New York Stock Exchange
0.625% Senior Notes due 2028	CE /28	The New York Stock Exchange
5.337% Senior Notes due 2029	CE /29A	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 2.02 Results of Operations and Financial Condition

On July 28, 2022, Celanese Corporation (the "Company") issued a press release reporting the financial results for its second quarter 2022. A copy of the press release is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 2.02 disclosure. Each non-US GAAP financial measure appearing in the press release is accompanied by the most directly comparable US GAAP financial measure and is reconciled to the most comparable US GAAP financial measure in Exhibit 99.2, which includes other supplemental information of interest to investors, analysts and other parties, including the reasons why management believes such Non-US GAAP financial measures provide useful information to investors, and which is incorporated herein solely for purposes of this Item 2.02 disclosure.

## Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being furnished herewith:

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#"><u>Press Release dated July 28, 2022*</u></a>
99.2	<a href="#"><u>Non-US GAAP Financial Measures and Supplemental Information dated July 28, 2022*</u></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 2.02, 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.

## 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: July 28, 2022



**Celanese Corporation**  
222 West Las Colinas Blvd.  
Suite 900N  
Irving, Texas 75039

**Celanese Corporation Reports Second Quarter 2022 Earnings;  
Reaffirms Full Year 2022 Outlook**

*Dallas, July 28, 2022:* Celanese Corporation (NYSE: CE), a global chemical and specialty materials company, today reported GAAP diluted earnings per share of \$4.03 and adjusted earnings per share of \$4.99 for the second quarter of 2022. The Company generated net sales of \$2.5 billion in the second quarter, a 2 percent decrease from the prior quarter and a 13 percent increase over the same quarter of 2021. Pricing increased 2 percent sequentially, the seventh consecutive quarter of pricing expansion, and partially offset a 2 percent decrease in volume and a 2 percent unfavorable currency impact. Celanese successfully mitigated continued cost inflation as well as unanticipated interruptions in raw material supply in the U.S. Gulf Coast to deliver second quarter consolidated operating profit of \$483 million and adjusted EBIT of \$646 million. In anticipation of the close of the DuPont M&M acquisition targeted for the fourth quarter of 2022, the Company has secured approximately \$10.5 billion in permanent financing for the acquisition across a series of transactions, including two successful registered offerings of senior notes in the third quarter.

"I thank our teams for delivering, across the first half of this year, the strongest six month performance in our history," said Lori Ryerkerk, chairman and chief executive officer. "Their exceptional execution of our business models and M&A action plan, including securing financing for the M&M acquisition amid a challenging market backdrop, has prepared us to address, from a position of strength, some of the developing macro concerns."

## Second Quarter 2022 Financial Highlights:

	Three Months Ended		
	June 30, 2022	March 31, 2022	June 30, 2021
	(unaudited)		
	(In \$ millions, except per share data)		
Net Sales			
Engineered Materials	948	910	682
Acetate Tow	119	125	138
Acetyl Chain	1,456	1,538	1,409
Intersegment Eliminations	(37)	(35)	(31)
Total	2,486	2,538	2,198
Operating Profit (Loss)			
Engineered Materials	166	124	123
Acetate Tow	(1)	4	24
Acetyl Chain	429	499	516
Other Activities	(111)	(96)	(96)
Total	483	531	567
Net Earnings (Loss)			
	436	504	540
Adjusted EBIT <sup>(1)</sup>			
Engineered Materials	224	211	161
Acetate Tow	35	40	62
Acetyl Chain	440	503	514
Other Activities	(53)	(41)	(46)
Total	646	713	691
Equity Earnings and Dividend Income, Other Income (Expense)			
Engineered Materials	53	49	32
Acetate Tow	36	36	37
Operating EBITDA <sup>(1)</sup>			
	744	813	781
Diluted EPS - continuing operations	\$ 4.03	\$ 4.61	\$ 4.81
Diluted EPS - total	\$ 3.98	\$ 4.61	\$ 4.77
Adjusted EPS <sup>(1)</sup>	\$ 4.99	\$ 5.54	\$ 5.02
Net cash provided by (used in) investing activities			
	(136)	(149)	177
Net cash provided by (used in) financing activities			
	(159)	(95)	(344)
Net cash provided by (used in) operating activities			
	495	316	427
Free cash flow <sup>(1)</sup>			
	368	175	309

<sup>(1)</sup> See "Non-US GAAP Financial Measures" below.

**Recent Highlights:**

- Generated second highest-ever quarterly GAAP operating profit and highest-ever adjusted EBIT in Engineered Materials in the second quarter.
- Completed a registered offering of \$7.5 billion principal amount of U.S. dollar-denominated notes priced on July 7 and a registered offering of €1.5 billion principal amount of euro-denominated notes priced on July 12 for financing the M&M acquisition. Concurrently entered into a euro cross-currency swap to effectively convert \$2.5 billion of the U.S. dollar-denominated debt into euro-denominated borrowing, which lowered the effective borrowing rate and will help to align currency mix with anticipated global earnings.
- Mitigated unanticipated interruptions in raw material supply in the U.S. Gulf Coast and subsequent declaration of force majeure across Acetyl Chain products to exceed second quarter earnings guidance for that business.

**Second Quarter 2022 Business Segment Overview****Engineered Materials**

Engineered Materials generated record net sales of \$948 million in the second quarter due to a sequential price increase of 6 percent and volume increase of 1 percent that offset a 3 percent unfavorable currency impact. The business delivered sequential volume growth by offsetting a decline in global auto builds through commercial wins from the pipeline model, growth in electric vehicle applications, and initial contributions from restructuring KEPCO to a manufacturing joint venture. Engineered Materials reported the sixth consecutive quarter of pricing expansion through the energy surcharge, improved product mix, and other commercial actions that fully offset additional cost inflation in the quarter. The energy surcharge implemented by the business in the fourth quarter of 2021 continued to successfully mitigate the impact of sequential energy inflation in Europe and the Americas. Engineered Materials delivered second highest-ever quarterly GAAP operating profit of \$166 million and highest-ever quarterly adjusted EBIT of \$224 million, increases over the prior quarter of \$42 million and \$13 million, respectively. Affiliate earnings contributed an additional \$4 million sequentially, as strong performance at Ibn Sina offset the impact of the KEPCO restructuring.

**Acetyl Chain**

The Acetyl Chain generated second quarter net sales of \$1.5 billion, a sequential decline of 5 percent due to a 3 percent decrease in volume and a 2 percent unfavorable currency impact. Volume declined sequentially primarily due to production losses at the Clear Lake, Texas facility as a result of supply disruptions from the two largest external raw material suppliers to that site. The disruption was resolved and the Acetyl Chain is currently operating its Clear Lake facility at full operating rates. In response to the disruption and the subsequent declaration of force majeure, the business immediately sourced product in the market and diverted significant volume produced in Asia to Europe. The business continued to leverage the optionality of its integrated product chain to capture value from products downstream of acetic acid and set a record for variable margin contribution from these products. The Acetyl Chain delivered second quarter GAAP operating profit of \$429 million and adjusted EBIT of \$440 million at margins of 29 percent and 30 percent, respectively. For the second consecutive quarter, the Acetyl Chain has delivered \$2 billion in GAAP operating profit and adjusted EBIT in the trailing 12 month period.

## Acetate Tow

Acetate Tow generated net sales of \$119 million during the second quarter, which reflected a sequential volume decrease of 6 percent and stable pricing. Second quarter GAAP operating loss was \$1 million and adjusted EBIT was \$35 million. Dividends from affiliates in the quarter were \$36 million. The Company initiated a strategic overhaul of the Acetate Tow business and will begin a transition to managing acetate flake and tow within the Acetyl Chain as downstream derivatives of acetic acid.

## Cash Flow and Tax

The Company delivered operating cash flow of \$495 million and free cash flow of \$368 million in the second quarter. Capital expenditures in the second quarter were \$124 million as the Company progressed on several key projects. Celanese returned \$74 million in cash to shareholders via dividends in the quarter.

The effective U.S. GAAP tax rate was 20 percent for the second quarter compared to 18 percent for the same quarter of 2021. The higher effective tax rate was primarily due to changes in jurisdictional earnings mix. The effective tax rate for adjusted earnings remains at 13 percent based on expected jurisdictional earnings mix for the full year and projected utilization of foreign tax credit carryforwards.

## Outlook

"At this stage, the third quarter order books look largely as expected, with some indications of softening demand including modest order deferrals and signals of normalizing inventory levels at customers," said Lori Ryerkerk. "While we see little firsthand indications that support a view of dramatic demand deterioration, we are taking controllable actions across the organization to prepare ourselves to continue to generate strong cash flow and to swiftly pay down debt balances following the close of the M&M acquisition. In the third quarter, we expect adjusted earnings of \$4.00 to \$4.50 per share, with performance at the bottom end of the range reflective of the potential for additional modest demand softening as we progress through the quarter. Short of a sharp deterioration in demand, which we do not currently foresee, we expect to deliver 2022 adjusted earnings per share approximately in line with our 2021 adjusted earnings per share performance."

A reconciliation of forecasted adjusted earnings per share to U.S. GAAP diluted earnings per share is not available without unreasonable efforts because a forecast of Certain Items, such as mark-to-market pension gains/losses, is not practical. For more information, see "Non-GAAP Financial Measures" below.

The Company's prepared remarks related to the second quarter will be posted on its website at [investors.celanese.com](https://investors.celanese.com) under Financial Information/Financial Document Library on July 28, 2022. Information about Non-US GAAP measures is included in a Non-US GAAP Financial Measures and Supplemental Information document posted on our investor relations website under Financial Information/Non-GAAP Financial Measures. See also "Non-GAAP Financial Measures" below.

### Contacts:

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*Celanese Corporation is a global chemical leader in the production of differentiated chemistry solutions and specialty materials used in most major industries and consumer applications. Our businesses use the full breadth of Celanese's global*

chemistry, technology and commercial expertise to create value for our customers, employees, shareholders and the corporation. As we partner with our customers to solve their most critical business needs, we strive to make a positive impact on our communities and the world through The Celanese Foundation. Based in Dallas, Celanese employs approximately 8,500 employees worldwide and had 2021 net sales of \$8.5 billion. For more information about Celanese Corporation and its product offerings, visit [www.celanese.com](http://www.celanese.com).

#### Forward-Looking Statements

This release may contain "forward-looking statements," which include information concerning the Company's plans, objectives, goals, strategies, future revenues or 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 this release. 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; volatility or changes in the price and availability of raw materials and energy; 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 length and depth of product and industry business cycles, particularly in the automotive, electrical, mobility, textiles, medical, electronics and construction industries; the extent to which resurgences or variants of COVID-19 may adversely impact the economic environment, market demand, our operations, availability and cost of transportation and materials, the labor supply and pace of economic recovery; the ability to pass increases in raw material prices, logistics costs and other costs on to customers or otherwise improve margins through price increases; the ability to complete the pending acquisition by us of the majority of DuPont's Mobility & Materials business (the "M&M Acquisition"), including the possibility that the M&M Acquisition is not completed within the expected timeframe, or at all, because required regulatory approvals are not received or other closing conditions are not satisfied on a timely basis, or at all; the accuracy or inaccuracy of our assumptions regarding anticipated benefits of the M&M Acquisition; the possibility that the anticipated benefits of the M&M Acquisition, including synergies and growth opportunities, may not be realized as expected or may not be achieved within the anticipated timeframe, or at all, whether as a result of difficulties arising from the integration of the M&M Business or other unanticipated delays, costs, inefficiencies or liabilities; increased commercial, legal or regulatory complexity of entering into, or expanding our exposure to, certain end markets and geographies; risks in the global economy and equity and credit markets and their potential impact on our ability to finance the remainder of the purchase price for the M&M Acquisition on acceptable terms, at favorable pricing, in a timely manner, or at all; diversion of management's attention from ongoing business operations and opportunities and other disruption caused by the M&M Acquisition and the integration processes and their impact on our existing business and relationships; risks and costs associated with increased leverage from the M&M Acquisition, including increased interest expense and potential reduction of business and strategic flexibility; 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 and integrate acquisition or investment transactions, including regulatory approvals, consistent with the Company's strategy; 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, transportation logistics or supply chain disruptions, 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 (such as the Russia-Ukraine conflict) 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 applicable tariffs, duties and trade agreements, tax rates or legislation throughout the world including, but not limited to, adjustments, changes in estimates or interpretations or the resolution of tax examinations or audits that may impact recorded or future tax impacts and potential regulatory and legislative tax developments in the United States and other jurisdictions; 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 claims or litigation, including investigations or enforcement actions, 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.

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.

#### Non-GAAP Financial Measures

##### Presentation

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

##### Use of Non-US GAAP Financial Information

This release uses the following Non-US GAAP measures: adjusted EBIT, adjusted EBIT margin, operating EBITDA, adjusted earnings per share and free cash flow. These measures are not recognized in accordance with US GAAP and should not be viewed as an alternative to US GAAP measures of performance or liquidity. 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 is operating margin; for adjusted earnings per share is earnings (loss) from continuing operations attributable to Celanese Corporation per common share-diluted; and for free cash flow is net cash provided by (used in) operations.

##### Definitions of Non-US GAAP Financial Measures

- 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 of our Non-US GAAP Financial Measures and Supplemental Information document). 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.

- 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.
- 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 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 of our Non-US GAAP Financial Measures and Supplemental Information document 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 cash flow from 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").

#### Reconciliation of Non-US GAAP Financial Measures

Reconciliations of the Non-US GAAP financial measures used in this press release to the comparable US GAAP financial measure, together with information about the purposes and uses of Non-US GAAP financial measures, are included in our Non-US GAAP Financial Measures and Supplemental Information document filed as an exhibit to our Current Report on Form 8-K filed with the SEC on or about July 28, 2022 and also available on our website at [investors.celanese.com](https://investors.celanese.com) under Financial Information/Financial Document Library.

#### 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.

#### Supplemental Information

Additional information about our prior period performance is included in our Quarterly Reports on Form 10-Q and in our Non-US GAAP Financial Measures and Supplemental Information document.

**Consolidated Statements of Operations - Unaudited**

	Three Months Ended		
	June 30, 2022	March 31, 2022	June 30, 2021
	(In \$ millions, except share and per share data)		
Net sales	2,486	2,538	2,198
Cost of sales	(1,781)	(1,793)	(1,437)
Gross profit	705	745	761
Selling, general and administrative expenses	(197)	(174)	(161)
Amortization of intangible assets	(11)	(11)	(5)
Research and development expenses	(26)	(24)	(22)
Other (charges) gains, net	1	(1)	(3)
Foreign exchange gain (loss), net	(1)	(1)	(3)
Gain (loss) on disposition of businesses and assets, net	12	(3)	—
Operating profit (loss)	483	531	567
Equity in net earnings (loss) of affiliates	60	56	37
Non-operating pension and other postretirement employee benefit (expense) income	25	24	38
Interest expense	(48)	(35)	(24)
Interest income	1	1	4
Dividend income - equity investments	36	37	37
Other income (expense), net	(3)	2	1
Earnings (loss) from continuing operations before tax	554	616	660
Income tax (provision) benefit	(112)	(112)	(116)
Earnings (loss) from continuing operations	442	504	544
Earnings (loss) from operation of discontinued operations	(8)	—	(6)
Income tax (provision) benefit from discontinued operations	2	—	2
Earnings (loss) from discontinued operations	(6)	—	(4)
Net earnings (loss)	436	504	540
Net (earnings) loss attributable to noncontrolling interests	(2)	(2)	(2)
Net earnings (loss) attributable to Celanese Corporation	434	502	538
Amounts attributable to Celanese Corporation			
Earnings (loss) from continuing operations	440	502	542
Earnings (loss) from discontinued operations	(6)	—	(4)
Net earnings (loss)	434	502	538
Earnings (loss) per common share - basic			
Continuing operations	4.06	4.64	4.83
Discontinued operations	(0.06)	—	(0.04)
Net earnings (loss) - basic	4.00	4.64	4.79
Earnings (loss) per common share - diluted			
Continuing operations	4.03	4.61	4.81
Discontinued operations	(0.05)	—	(0.04)
Net earnings (loss) - diluted	3.98	4.61	4.77
Weighted average shares (in millions)			
Basic	108.4	108.2	112.3
Diluted	109.1	108.9	112.8

# Consolidated Balance Sheets - Unaudited

	As of June 30, 2022	As of December 31, 2021
	(In \$ millions)	
ASSETS		
Current Assets		
Cash and cash equivalents	783	536
Trade receivables - third party and affiliates, net	1,317	1,161
Non-trade receivables, net	510	506
Inventories	1,713	1,524
Marketable securities	7	10
Other assets	129	70
Total current assets	4,459	3,807
Investments in affiliates	935	823
Property, plant and equipment, net	4,158	4,193
Operating lease right-of-use assets	264	236
Deferred income taxes	232	248
Other assets	642	521
Goodwill	1,348	1,412
Intangible assets, net	675	735
Total assets	12,713	11,975
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term borrowings and current installments of long-term debt - third party and affiliates	809	791
Trade payables - third party and affiliates	1,250	1,160
Other liabilities	419	473
Income taxes payable	117	81
Total current liabilities	2,595	2,505
Long-term debt, net of unamortized deferred financing costs	3,022	3,176
Deferred income taxes	589	555
Uncertain tax positions	285	280
Benefit obligations	514	558
Operating lease liabilities	220	200
Other liabilities	263	164
Commitments and Contingencies		
Stockholders' Equity		
Treasury stock, at cost	(5,492)	(5,492)
Additional paid-in capital	344	333
Retained earnings	10,466	9,677
Accumulated other comprehensive income (loss), net	(438)	(329)
Total Celanese Corporation stockholders' equity	4,880	4,189
Noncontrolling interests	345	348
Total equity	5,225	4,537
Total liabilities and equity	12,713	11,975

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

**July 28, 2022**

*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. Free cash flow is not a measure of cash available for discretionary expenditures since the Company has certain debt service and finance lease payments that are not deducted from that measure.*
- *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 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
	(In \$ millions)						
Net earnings (loss) attributable to Celanese Corporation	434	502	1,890	524	506	538	322
(Earnings) loss from discontinued operations	6	—	22	4	13	4	1
Interest income	(1)	(1)	(8)	(1)	(2)	(4)	(1)
Interest expense	48	35	91	21	21	24	25
Refinancing expense	—	—	9	—	9	—	—
Income tax provision (benefit)	112	112	330	27	102	116	85
Certain Items attributable to Celanese Corporation ( <a href="#">Table 8</a> )	47	65	139	77	(1)	13	50
<b>Adjusted EBIT</b>	<b>646</b>	<b>713</b>	<b>2,473</b>	<b>652</b>	<b>648</b>	<b>691</b>	<b>482</b>
Depreciation and amortization expense <sup>(1)</sup>	98	100	362	93	91	90	88
<b>Operating EBITDA</b>	<b>744</b>	<b>813</b>	<b>2,835</b>	<b>745</b>	<b>739</b>	<b>781</b>	<b>570</b>

	Q2 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
	(In \$ millions)						
Engineered Materials	4	4	9	4	2	1	2
Acetate Tow	—	—	—	—	—	—	—
Acetyl Chain	—	2	—	—	—	—	—
Other Activities <sup>(2)</sup>	1	—	—	—	—	—	—
<b>Accelerated depreciation and amortization expense</b>	<b>5</b>	<b>6</b>	<b>9</b>	<b>4</b>	<b>2</b>	<b>1</b>	<b>2</b>
Depreciation and amortization expense <sup>(1)</sup>	98	100	362	93	91	90	88
<b>Total depreciation and amortization expense</b>	<b>103</b>	<b>106</b>	<b>371</b>	<b>97</b>	<b>93</b>	<b>91</b>	<b>90</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 '22		Q1 '22		2021		Q4 '21		Q3 '21		Q2 '21		Q1 '21	
	(In \$ millions, except percentages)													
Operating Profit (Loss) / Operating Margin														
Engineered Materials	166	17.5 %	124	13.6 %	411	15.1 %	67	9.5 %	91	13.3 %	123	18.0 %	130	20.2 %
Acetate Tow	(1)	(0.8)%	4	3.2 %	56	10.9 %	4	3.1 %	12	9.4 %	24	17.4 %	16	13.4 %
Acetyl Chain <sup>(1)</sup>	429	29.5 %	499	32.4 %	1,819	33.5 %	535	36.2 %	517	34.7 %	516	36.6 %	251	23.8 %
Other Activities <sup>(2)</sup>	(111)		(96)		(340)		(89)		(84)		(96)		(71)	
Total	483	19.4 %	531	20.9 %	1,946	22.8 %	517	22.7 %	536	23.7 %	567	25.8 %	326	18.1 %
Less: Net Earnings (Loss) Attributable to NCI <sup>(1)</sup>	2		2		6		2		1		2		1	
Operating Profit (Loss) Attributable to Celanese Corporation	481	19.3 %	529	20.8 %	1,940	22.7 %	515	22.6 %	535	23.6 %	565	25.7 %	325	18.1 %
Operating Profit (Loss) / Operating Margin Attributable to Celanese Corporation														
Engineered Materials	166	17.5 %	124	13.6 %	411	15.1 %	67	9.5 %	91	13.3 %	123	18.0 %	130	20.2 %
Acetate Tow	(1)	(0.8)%	4	3.2 %	56	10.9 %	4	3.1 %	12	9.4 %	24	17.4 %	16	13.4 %
Acetyl Chain <sup>(1)</sup>	427	29.3 %	497	32.3 %	1,813	33.4 %	533	36.1 %	516	34.7 %	514	36.5 %	250	23.7 %
Other Activities <sup>(2)</sup>	(111)		(96)		(340)		(89)		(84)		(96)		(71)	
Total	481	19.3 %	529	20.8 %	1,940	22.7 %	515	22.6 %	535	23.6 %	565	25.7 %	325	18.1 %
Equity Earnings and Dividend Income, Other Income (Expense) Attributable to Celanese Corporation														
Engineered Materials	53		49		127		30		40 <sup>(3)</sup>		32		25	
Acetate Tow	36		36		146		34		34		37		41	
Acetyl Chain	3		4		8		2		2		2		2	
Other Activities <sup>(2)</sup>	1		6		7		1		1		4		1	
Total	93		95		288		67		77		75		69	
Non-Operating Pension and Other Post-Retirement Employee Benefit (Expense) Income Attributable to Celanese Corporation														
Engineered Materials	—		—		—		—		—		—		—	
Acetate Tow	—		—		—		—		—		—		—	
Acetyl Chain	—		—		—		—		—		—		—	
Other Activities <sup>(2)</sup>	25		24		106		(7)		37		38		38	
Total	25		24		106		(7)		37		38		38	
Certain Items Attributable to Celanese Corporation (Table 8)														
Engineered Materials	5		38		33		16		6		6		5	
Acetate Tow	—		—		5		—		—		1		4	
Acetyl Chain	10		2		28		1		(1)		(2)		30	
Other Activities <sup>(2)</sup>	32		25		73		60		(6)		8		11	
Total	47		65		139		77		(1)		13		50	

<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).

<sup>(3)</sup> Includes \$39 million of Equity in net earnings (loss) of affiliates and \$1 million of Other income.



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

	Q2 '22		Q1 '22		2021		Q4 '21		Q3 '21		Q2 '21		Q1 '21	
	(In \$ millions, except percentages)													
Adjusted EBIT / Adjusted EBIT Margin														
Engineered Materials	224	23.6 %	211	23.2 %	571	21.0 %	113	16.0 %	137	20.0 %	161	23.6 %	160	24.8 %
Acetate Tow	35	29.4 %	40	32.0 %	207	40.3 %	38	29.5 %	46	35.9 %	62	44.9 %	61	51.3 %
Acetyl Chain	440	30.2 %	503	32.7 %	1,849	34.1 %	536	36.3 %	517	34.7 %	514	36.5 %	282	26.7 %
Other Activities <sup>(2)</sup>	(53)		(41)		(154)		(35)		(52)		(46)		(21)	
Total	646	26.0 %	713	28.1 %	2,473	29.0 %	652	28.7 %	648	28.6 %	691	31.4 %	482	26.8 %
Depreciation and Amortization Expense <sup>(1)</sup>														
Engineered Materials	41		42		135		35		33		34		33	
Acetate Tow	10		11		39		10		10		9		10	
Acetyl Chain	42		43		171		43		44		43		41	
Other Activities <sup>(2)</sup>	5		4		17		5		4		4		4	
Total	98		100		362		93		91		90		88	
Operating EBITDA / Operating EBITDA Margin														
Engineered Materials	265	28.0 %	253	27.8 %	706	26.0 %	148	20.9 %	170	24.9 %	195	28.6 %	193	29.9 %
Acetate Tow	45	37.8 %	51	40.8 %	246	47.9 %	48	37.2 %	56	43.8 %	71	51.4 %	71	59.7 %
Acetyl Chain	482	33.1 %	546	35.5 %	2,020	37.2 %	579	39.2 %	561	37.7 %	557	39.5 %	323	30.6 %
Other Activities <sup>(2)</sup>	(48)		(37)		(137)		(30)		(48)		(42)		(17)	
Total	744	29.9 %	813	32.0 %	2,835	33.2 %	745	32.7 %	739	32.6 %	781	35.5 %	570	31.7 %

<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 '22		Q1 '22		2021		Q4 '21		Q3 '21		Q2 '21		Q1 '21	
	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	440	4.03	502	4.61	1,912	17.06	528	4.83	519	4.67	542	4.81	323	2.83
Income tax provision (benefit)	112		112		330		27		102		116		85	
Earnings (loss) from continuing operations before tax	552		614		2,242		555		621		658		408	
Certain Items attributable to Celanese Corporation (Table 8)	47		65		139		77		(1)		13		50	
Refinancing and related expenses	26	(1)	14	(1)	9		—		9		—		—	
Adjusted earnings (loss) from continuing operations before tax	625		693		2,390		632		629		671		458	
Income tax (provision) benefit on adjusted earnings <sup>(2)</sup>	(81)		(90)		(359)		(95)		(94)		(105)		(64)	
Adjusted earnings (loss) from continuing operations <sup>(3)</sup>	544	4.99	603	5.54	2,031	18.12	537	4.91	535	4.82	566	5.02	394	3.46
Diluted shares (in millions) <sup>(4)</sup>														
Weighted average shares outstanding	108.4		108.2		111.2		108.6		110.5		112.3		113.5	
Incremental shares attributable to equity awards	0.7		0.7		0.9		0.8		0.5		0.5		0.5	
Total diluted shares	109.1		108.9		112.1		109.4		111.0		112.8		114.0	

<sup>(1)</sup> Includes interest expense for fees related to a bridge facility commitment letter for our acquisition of a majority of the Mobility & Materials business of DuPont de Nemours, Inc.

<sup>(2)</sup> Calculated using adjusted effective tax rates (Table 3a) as follows:

	Q2 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
Adjusted effective tax rate	13	13	15	15	15	16	14

<sup>(3)</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)		
2021	1.1	6.3

<sup>(4)</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 2022	Actual 2021
	(In percentages)	
US GAAP annual effective tax rate	19	15
Discrete quarterly recognition of GAAP items <sup>(1)</sup>	(1)	(2)
Tax impact of other charges and adjustments <sup>(2)</sup>	(4)	(1)
Utilization of foreign tax credits	—	(1)
Changes in valuation allowances, excluding impact of other charges and adjustments <sup>(3)</sup>	—	3
Other <sup>(4)</sup>	(1)	1
<b>Adjusted tax rate</b>	<b>13</b>	<b>15</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 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
	(In \$ millions)						
Engineered Materials	948	910	2,718	707	684	682	645
Acetate Tow	119	125	514	129	128	138	119
Acetyl Chain	1,456	1,538	5,430	1,476	1,489	1,409	1,056
Other Activities	—	—	—	—	—	—	—
Intersegment eliminations <sup>(1)</sup>	(37)	(35)	(125)	(37)	(35)	(31)	(22)
<b>Net sales</b>	<u>2,486</u>	<u>2,538</u>	<u>8,537</u>	<u>2,275</u>	<u>2,266</u>	<u>2,198</u>	<u>1,798</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, 2022 Compared to Three Months Ended March 31, 2022**

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

**Three Months Ended March 31, 2022 Compared to Three Months Ended December 31, 2021**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	23	7	(1)	—	29
Acetate Tow	(6)	3	—	—	(3)
Acetyl Chain	8	(3)	(1)	—	4
<b>Total Company</b>	<b>12</b>	<b>1</b>	<b>(1)</b>	<b>—</b>	<b>12</b>

**Three Months Ended December 31, 2021 Compared to Three Months Ended September 30, 2021**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(1)	5	(1)	—	3 <sup>(1)</sup>
Acetate Tow	—	1	—	—	1
Acetyl Chain	(10)	10	(1)	—	(1)
<b>Total Company</b>	<b>(7)</b>	<b>8</b>	<b>(1)</b>	<b>—</b>	<b>—</b>

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

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	(2)	3	(1)	—	—
Acetate Tow	(8)	—	—	—	(8)
Acetyl Chain	3	3	—	—	6
<b>Total Company</b>	<b>1</b>	<b>3</b>	<b>(1)</b>	<b>—</b>	<b>3</b>

<sup>(1)</sup> 2021 includes the effect of the acquisition of the Santoprene™ thermoplastic vulcanizates elastomers business.

**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 31, 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>

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

**Three Months Ended June 30, 2022 Compared to Three Months Ended June 30, 2021**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	24	24	(9)	—	39
Acetate Tow	(18)	4	—	—	(14)
Acetyl Chain	(4)	10	(3)	—	3
<b>Total Company</b>	<b>3</b>	<b>14</b>	<b>(4)</b>	<b>—</b>	<b>13</b>

**Three Months Ended March 31, 2022 Compared to Three Months Ended March 31, 2021**

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	20	25	(4)	—	41
Acetate Tow	1	4	—	—	5
Acetyl Chain	8	39	(1)	—	46
<b>Total Company</b>	<b>12</b>	<b>32</b>	<b>(2)</b>	<b>(1)</b>	<b>41</b>

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

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	5	20	(1)	—	24
Acetate Tow	(3)	(1)	—	—	(4)
Acetyl Chain	(6)	68	—	—	62
<b>Total Company</b>	<b>(2)</b>	<b>46</b>	<b>(1)</b>	<b>—</b>	<b>43</b>

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

	Volume	Price	Currency	Other	Total
	(In percentages)				
Engineered Materials	11	17	2	—	30
Acetate Tow	—	(2)	—	1	(1)
Acetyl Chain	11	80	1	—	92
<b>Total Company</b>	<b>10</b>	<b>50</b>	<b>1</b>	<b>—</b>	<b>61</b>

**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>

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

**Year Ended December 31, 2021 Compared to Year Ended December 31, 2020**

	<b>Volume</b>	<b>Price</b>	<b>Currency</b>	<b>Other</b>	<b>Total</b>
	<b>(In percentages)</b>				
Engineered Materials	15	12	4	—	31
Acetate Tow	—	(1)	—	—	(1)
Acetyl Chain	9	62	2	—	73
<b>Total Company</b>	10	39	2	—	51

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

	Q2 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
(In \$ millions, except percentages)							
Net cash provided by (used in) investing activities	(136)	(149)	(1,119)	(1,286)	(108)	177	98
Net cash provided by (used in) financing activities	(159)	(95)	(1,042)	(99)	(228)	(344)	(371)
Net cash provided by (used in) operating activities	495	316	1,757	584	630	427	116
Capital expenditures on property, plant and equipment	(124)	(137)	(467)	(163)	(102)	(110)	(92)
Distributions to NCI	(3)	(4)	(27)	(6)	(8)	(8)	(5)
<b>Free cash flow<sup>(1)(2)</sup></b>	<b>368</b>	<b>175</b>	<b>1,263</b>	<b>415</b>	<b>520</b>	<b>309</b>	<b>19</b>
Net sales	2,486	2,538	8,537	2,275	2,266	2,198	1,798
<b>Free cash flow as % of Net sales</b>	<b>14.8 %</b>	<b>6.9 %</b>	<b>14.8 %</b>	<b>18.2 %</b>	<b>22.9 %</b>	<b>14.1 %</b>	<b>1.1 %</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.



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

	Q2 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
(In \$ millions)							
Dividends from equity method investments	82	26	112	51	8	18	35
Dividends from equity investments without readily determinable fair values	36	37	147	33	35	37	42
<b>Total</b>	<b>118</b>	<b>63</b>	<b>259</b>	<b>84</b>	<b>43</b>	<b>55</b>	<b>77</b>

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

	Q2 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21
(In \$ millions)							
Short-term borrowings and current installments of long-term debt - third party and affiliates	809	860	791	791	103	500	497
Long-term debt, net of unamortized deferred financing costs	3,022	3,132	3,176	3,176	3,724	3,156	3,135
Total debt	3,831	3,992	3,967	3,967	3,827	3,656	3,632
Cash and cash equivalents	(783)	(605)	(536)	(536)	(1,340)	(1,054)	(791)
<b>Net debt</b>	<b>3,048</b>	<b>3,387</b>	<b>3,431</b>	<b>3,431</b>	<b>2,487</b>	<b>2,602</b>	<b>2,841</b>

**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 '22	Q1 '22	2021	Q4 '21	Q3 '21	Q2 '21	Q1 '21	Income Statement Classification
	(In \$ millions)							
Exit and shutdown costs	29	7	18	8	7	5	(2)	Cost of sales / SG&A / Other (charges) gains, net / Gain (loss) on disposition of businesses and assets, net / Non-operating pension and other postretirement employee benefit (expense) income
Asset impairments	(1)	—	2	—	—	1	1	Cost of sales / Other (charges) gains, net
Impact from plant incidents and natural disasters <sup>(1)</sup>	—	—	41	—	—	—	41	Cost of sales
Mergers, acquisitions and dispositions	29	56	29	19	4	6	—	Cost of sales / SG&A
Actuarial (gain) loss on pension and postretirement plans	—	—	43	43	—	—	—	Cost of sales / SG&A / Non-operating pension and other postretirement employee benefit (expense) income
Legal settlements and commercial disputes	—	2	16	4	2	1	9	Cost of sales / SG&A / Other (charges) gains, net
Other	(10)	—	(10)	3	(14) <sup>(2)</sup>	—	1	Cost of sales / SG&A / Gain (loss) on disposition of businesses and assets, net
<b>Certain Items attributable to Celanese Corporation</b>	<b>47</b>	<b>65</b>	<b>139</b>	<b>77</b>	<b>(1)</b>	<b>13</b>	<b>50</b>	

<sup>(1)</sup> Primarily associated with Winter Storm Uri.

<sup>(2)</sup> Primarily associated with the sale of our Spondon site.

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

	<b>2021</b> (In \$ millions, except percentages)		
Net earnings (loss) attributable to Celanese Corporation	1,890		
Adjusted EBIT ( <a href="#">Table 1</a> )	2,473		
Adjusted effective tax rate ( <a href="#">Table 3a</a> )	15 %		
Adjusted EBIT tax effected	2,102		
	<b>2021</b>	<b>2020</b>	<b>Average</b>
	(In \$ millions, except percentages)		
Short-term borrowings and current installments of long-term debt - third parties and affiliates	791	496	644
Long-term debt, net of unamortized deferred financing costs	3,176	3,227	3,202
Celanese Corporation stockholders' equity	4,189	3,526	3,858
Invested capital			7,704
<b>Return on invested capital (adjusted)</b>			27.3 %
<b>Net earnings (loss) attributable to Celanese Corporation as a percentage of invested capital</b>			24.5 %