

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): **February 14, 2025 (February 13, 2025)**

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
1.250% 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 13, 2025, the Board of Directors (the “Board”) of Celanese Corporation (the “Company”) increased the size of the Board from 12 to 13 members and elected Scott Sutton as a director of the Company, in each case effective March 1, 2025.

Mr. Sutton has been elected to serve on the Board until the Company’s 2025 Annual Meeting of Shareholders, at which time he will be a nominee for election by the Company’s shareholders. Mr. Sutton will initially serve as a Co-Chair, along with Scott Richardson, the Company’s Chief Executive Officer and President, of the Company’s newly established Finance and Business Review Committee (the “Finance Committee”), which will assist with oversight of the Company’s financial position and long-term financial objectives and strategy.

The Board has determined that Mr. Sutton (a) is an independent director within the meaning of the Securities Exchange Act of 1934, as amended, rules and regulations promulgated by the U.S. Securities and Exchange Commission (the “SEC”) thereunder, and the listing standards of the New York Stock Exchange and (b) is not related to any officer or director of the Company nor is he a party to any transactions or relationships with the Company and its subsidiaries that require disclosure under Item 404(a) of Regulation S-K.

Mr. Sutton will be compensated in accordance with the Company’s compensation practices for non-management directors. Mr. Sutton will also be reimbursed for expenses incurred on behalf of the Company, in accordance with Company policy.

There are no arrangements or understandings between Mr. Sutton and any other person pursuant to which he was elected as director.

On February 14, 2025, the Company issued a press release announcing the election of Mr. Sutton and the formation of the Finance Committee, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being furnished herewith:

Exhibit Number	Description
99.1	Press Release dated February 14, 2025
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document contained in Exhibit 101)

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

Date: February 14, 2025

By: /s/ Ashley B. Duffie

Name: Ashley B. Duffie

Title: Senior Vice President, General Counsel and Corporate Secretary



Celanese Corporation
222 West Las Colinas Blvd
Irving, Texas 75039

Scott Sutton Elected to Celanese Board of Directors

Board Establishes Finance and Business Review Committee to Assist with Oversight of the Company's Financial Position and Business Improvement Initiatives

DALLAS – February 14, 2025 – Celanese Corporation (NYSE: CE), a global chemical and specialty materials company, today announced the election of Scott Sutton to the company's Board of Directors. Mr. Sutton, 60, will join the Celanese Board effective March 1, 2025, and stand for re-election at the 2025 Annual Meeting of Shareholders. In addition, the Board has established a Finance and Business Review Committee, to assist with oversight of the company's financial position and strategy, including its efforts to further reduce costs, prioritize cash flow, accelerate deleveraging, and evaluate its portfolio of assets and business configuration. Mr. Sutton and Scott Richardson, Chief Executive Officer and President, Celanese Corporation, will co-chair the Finance and Business Review Committee.

Mr. Sutton is a proven leader with nearly 35 years of experience in the chemicals industry, most recently as the former President, Chief Executive Officer and Chairman of Olin Corporation. While CEO of Olin, Mr. Sutton led a strategic transformation that created substantial value for Olin's shareholders despite macroeconomic headwinds. Prior to that, Mr. Sutton served as President and Chief Executive Officer of Prince International Corporation and as Chief Operating Officer of Celanese from 2017 until 2019. As COO, Mr. Sutton oversaw Celanese's leading global Engineered Materials (EM) and Acetyl Chain (AC) businesses as well as manufacturing, supply chain, procurement, M&A and R&D operations across all regions. Earlier in his career, Mr. Sutton held senior positions with Chemtura Corporation and Albemarle Corporation. Mr. Sutton holds a B.S. degree in Engineering from Louisiana State University.

"We are delighted to welcome Scott to the Celanese Board," said Edward Galante, Chair of the Board, Celanese Corporation. "Scott's operational expertise, experience driving strategic transformation and exceptional record of shareholder value creation make him an ideal addition to the Board as we oversee the execution of the Company's strategy to drive improved growth, profitability, and value for our shareholders."

"Scott is a highly respected leader in our industry and a valued former colleague who will be another strong asset to our Board and a trusted advisor to me," said Mr. Richardson. "I am grateful to have Scott join our Board as we take bold action to realize Celanese's potential and reestablish our industry leadership."

"It is an honor to join the Celanese Board, and I am excited to engage with Celanese leadership and fellow Board members to position the company for success," said Mr. Sutton. "I know Celanese to be a great company and I am confident Scott is the right leader to unlock its tremendous potential. I am glad to be a part of the Board at this important time to support Celanese and drive improved performance and shareholder value."

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About Celanese

Celanese is a global leader in chemistry, producing specialty material solutions used across most major industries and consumer applications. Our businesses use our chemistry, technology and commercial expertise to create value for our customers, employees and shareholders. We support sustainability by responsibly managing the materials we create and growing our portfolio of sustainable products to meet customer and societal demand. We strive to make a positive impact in our communities and to foster inclusivity across our teams. Celanese is a Fortune 500 company that employs more than 12,000 employees worldwide with 2023 net sales of \$10.9 billion.

Forward-Looking Statements

This release may contain “forward-looking statements,” which include information concerning the Company’s current beliefs, understanding and expectations regarding the Company’s plans, objectives, goals, strategies, financial performance 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 forward-looking statements contained herein. Numerous factors, many of which are beyond the company’s control, could cause actual results to differ materially from those expressed as forward-looking statements, including those factors addressed in the Company’s November 4, 2024 earnings press release furnished as Exhibit 99.1 to the Company’s Items 2.02 and 9.01 Form 8-K dated November 4, 2024 and those factors discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 and other filings with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date it is made, and the Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances after the date the statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

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