

Celanese Corp  
Form 10-Q  
July 18, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Commission File Number) 001-32410

CELANESE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

98-0420726

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

222 W. Las Colinas Blvd., Suite 900N

75039-5421

Irving, TX

(Zip Code)

(Address of Principal Executive Offices)

(972) 443-4000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of outstanding shares of the registrant's Series A common stock, \$0.0001 par value, as of July 14, 2014 was 155,248,348.



CELANESE CORPORATION AND SUBSIDIARIES

Form 10-Q

For the Quarterly Period Ended June 30, 2014

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## Item 1. Financial Statements

## CELANESE CORPORATION AND SUBSIDIARIES

## UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

|  | Three Months Ended                                |             | Six Months Ended |             |
|--|---|-------------|------------------|-------------|
|  | June 30,  |             | June 30,         |             |
|  | 2014  | 2013        | 2014             | 2013        |
|  | (In \$ millions, except share and per share data) |             |                  |             |
| Net sales  | 1,769   | 1,653       | 3,474            | 3,258       |
| Cost of sales  | (1,361)   | (1,334)     | (2,688)          | (2,606)     |
| Gross profit   | 408   | 319         | 786              | 652         |
| Selling, general and administrative expenses                 | (119)   | (113)       | (223)            | (219)       |
| Amortization of intangible assets                            | (5)   | (9)         | (11)             | (20)        |
| Research and development expenses                            | (24)  | (23)        | (46)             | (49)        |
| Other (charges) gains, net                                   | 2   | (3)         | 1                | (7)         |
| Foreign exchange gain (loss), net                            | (1)   | (2)         | (2)              | (3)         |
| Gain (loss) on disposition of businesses and assets, net     | (2)   | —           | (3)              | (1)         |
| Operating profit (loss)                                      | 259   | 169         | 502              | 353         |
| Equity in net earnings (loss) of affiliates                  | 101   | 55          | 141              | 109         |
| Interest expense   | (40)  | (44)        | (79)             | (87)        |
| Refinancing expense  | —   | —           | —                | —           |
| Interest income  | 2   | 1           | 2                | 1           |
| Dividend income - cost investments                           | 29  | 23          | 58               | 47          |
| Other income (expense), net                                  | 1   | 4           | 1                | 3           |
| Earnings (loss) from continuing operations before tax        | 352   | 208         | 625              | 426         |
| Income tax (provision) benefit                               | (94)  | (75)        | (172)            | (152)       |
| Earnings (loss) from continuing operations                   | 258   | 133         | 453              | 274         |
| Earnings (loss) from operation of discontinued operations    | (1)   | —           | (1)              | 2           |
| Gain (loss) on disposition of discontinued operations        | —   | —           | —                | —           |
| Income tax (provision) benefit from discontinued operations  | 1   | —           | 1                | (1)         |
| Earnings (loss) from discontinued operations                 | —   | —           | —                | 1           |
| Net earnings (loss)  | 258   | 133         | 453              | 275         |
| Net (earnings) loss attributable to noncontrolling interests | 1   | —           | 2                | —           |
| Net earnings (loss) attributable to Celanese Corporation     | 259   | 133         | 455              | 275         |
| Amounts attributable to Celanese Corporation                 |   |             |                  |             |
| Earnings (loss) from continuing operations                   | 259   | 133         | 455              | 274         |
| Earnings (loss) from discontinued operations                 | —   | —           | —                | 1           |
| Net earnings (loss)  | 259   | 133         | 455              | 275         |
| Earnings (loss) per common share - basic                     |   |             |                  |             |
| Continuing operations  | 1.66  | 0.83        | 2.91             | 1.71        |
| Discontinued operations                                      | —   | —           | —                | 0.01        |
| Net earnings (loss) - basic                                  | 1.66  | 0.83        | 2.91             | 1.72        |
| Earnings (loss) per common share - diluted                   |   |             |                  |             |
| Continuing operations  | 1.66  | 0.83        | 2.91             | 1.71        |
| Discontinued operations                                      | —   | —           | —                | 0.01        |
| Net earnings (loss) - diluted                                | 1.66  | 0.83        | 2.91             | 1.72        |
| Weighted average shares - basic                              | 155,751,779                                       | 159,676,462 | 156,124,714      | 159,679,408 |
| Weighted average shares - diluted                            | 156,054,232                                       | 160,142,156 | 156,424,665      | 160,138,959 |

See the accompanying notes to the unaudited interim consolidated financial statements.

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CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF  
 COMPREHENSIVE INCOME (LOSS)

|  | Three Months Ended |      | Six Months Ended |      |
|--|--------------------|------|------------------|------|
|  | June 30,           |      | June 30,         |      |
|  | 2014               | 2013 | 2014             | 2013 |
|  | (In \$ millions)   |      |                  |      |
| Net earnings (loss)  | 258                | 133  | 453              | 275  |
| Other comprehensive income (loss), net of tax                        |                    |      |                  |      |
| Unrealized gain (loss) on marketable securities                      | —                  | —    | —                | —    |
| Foreign currency translation   | (22                | ) 26 | (17              | ) (5 |
| Gain (loss) from cash flow hedges                                    | (3                 | ) 2  | (6               | ) 3  |
| Pension and postretirement benefits                                  | (14                | ) —  | (26              | ) —  |
| Total other comprehensive income (loss), net of tax                  | (39                | ) 28 | (49              | ) (2 |
| Total comprehensive income (loss), net of tax                        | 219                | 161  | 404              | 273  |
| Comprehensive (income) loss attributable to noncontrolling interests | 1                  | —    | 2                | —    |
| Comprehensive income (loss) attributable to Celanese Corporation     | 220                | 161  | 406              | 273  |

See the accompanying notes to the unaudited interim consolidated financial statements.

CELANESE CORPORATION AND SUBSIDIARIES  
UNAUDITED CONSOLIDATED BALANCE SHEETS

|   | As of<br>June 30,<br>2014              | As of<br>December 31,<br>2013 |
|---|--|-------------------------------|
|   | (In \$ millions, except share<br>data) |                               |
| <b>ASSETS</b>   |  |                               |
| Current Assets  |  |                               |
| Cash and cash equivalents (variable interest entity restricted - 2014: \$44)  | 1,064                                  | 984                           |
| Trade receivables - third party and affiliates (net of allowance for doubtful accounts - 2014: \$9; 2013: \$9)  | 1,045                                  | 867                           |
| Non-trade receivables, net  | 231                                    | 343                           |
| Inventories   | 816                                    | 804                           |
| Deferred income taxes   | 115                                    | 115                           |
| Marketable securities, at fair value  | 39                                     | 41                            |
| Other assets  | 29                                     | 28                            |
| Total current assets  | 3,339                                  | 3,182                         |
| Investments in affiliates   | 880                                    | 841                           |
| Property, plant and equipment (net of accumulated depreciation - 2014: \$1,770; 2013: \$1,672; variable interest entity restricted - 2014: \$252)                                     | 3,577                                  | 3,425                         |
| Deferred income taxes   | 271                                    | 289                           |
| Other assets (variable interest entity restricted - 2014: \$24)   | 332                                    | 341                           |
| Goodwill  | 794                                    | 798                           |
| Intangible assets, net  | 140                                    | 142                           |
| Total assets  | 9,333                                  | 9,018                         |
| <b>LIABILITIES AND EQUITY</b>   |  |                               |
| Current Liabilities   |  |                               |
| Short-term borrowings and current installments of long-term debt - third party and affiliates   | 158                                    | 177                           |
| Trade payables - third party and affiliates   | 839                                    | 799                           |
| Other liabilities   | 472                                    | 541                           |
| Deferred income taxes   | 10                                     | 10                            |
| Income taxes payable  | 64                                     | 18                            |
| Total current liabilities   | 1,543                                  | 1,545                         |
| Long-term debt  | 2,880                                  | 2,887                         |
| Deferred income taxes   | 228                                    | 225                           |
| Uncertain tax positions   | 158                                    | 200                           |
| Benefit obligations   | 1,125                                  | 1,175                         |
| Other liabilities   | 298                                    | 287                           |
| Commitments and Contingencies   |  |                               |
| Stockholders' Equity  |  |                               |
| Preferred stock, \$0.01 par value, 100,000,000 shares authorized (2014 and 2013: 0 issued and outstanding)  | —                                      | —                             |
| Series A common stock, \$0.0001 par value, 400,000,000 shares authorized (2014: 166,038,983 issued and 155,240,549 outstanding; 2013: 165,867,965 issued and 156,939,828 outstanding) | —                                      | —                             |
| Series B common stock, \$0.0001 par value, 100,000,000 shares authorized (2014 and 2013: 0 issued and outstanding)  | —                                      | —                             |

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|   |       |        |   |
|---|-------|--------|---|
| Treasury stock, at cost (2014: 10,798,434 shares; 2013: 8,928,137 shares) | (464  | ) (361 | ) |
| Additional paid-in capital  | 73    | 53     |   |
| Retained earnings   | 3,399 | 3,011  |   |
| Accumulated other comprehensive income (loss), net                        | (53   | ) (4   | ) |
| Total Celanese Corporation stockholders' equity                           | 2,955 | 2,699  |   |
| Noncontrolling interests  | 146   | —      |   |
| Total equity  | 3,101 | 2,699  |   |
| Total liabilities and equity  | 9,333 | 9,018  |   |

See the accompanying notes to the unaudited interim consolidated financial statements.

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CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATED STATEMENT OF EQUITY

|  | Six Months Ended<br>June 30, 2014   |        |   |
|--|-------------------------------------|--------|---|
|  | Shares                              | Amount |   |
|  | (In \$ millions, except share data) |        |   |
| Series A Common Stock  |                                     |        |   |
| Balance as of the beginning of the period                    | 156,939,828                         | —      |   |
| Stock option exercises                                       | 150,368                             | —      |   |
| Purchases of treasury stock                                  | (1,870,297 )                        | —      |   |
| Stock awards   | 20,650                              | —      |   |
| Balance as of the end of the period                          | 155,240,549                         | —      |   |
| Treasury Stock   |                                     |        |   |
| Balance as of the beginning of the period                    | 8,928,137                           | (361   | ) |
| Purchases of treasury stock, including related fees          | 1,870,297                           | (103   | ) |
| Balance as of the end of the period                          | 10,798,434                          | (464   | ) |
| Additional Paid-In Capital                                   |                                     |        |   |
| Balance as of the beginning of the period                    |                                     | 53     |   |
| Stock-based compensation, net of tax                         |                                     | 17     |   |
| Stock option exercises, net of tax                           |                                     | 3      |   |
| Balance as of the end of the period                          |                                     | 73     |   |
| Retained Earnings  |                                     |        |   |
| Balance as of the beginning of the period                    |                                     | 3,011  |   |
| Net earnings (loss) attributable to Celanese Corporation     |                                     | 455    |   |
| Series A common stock dividends                              |                                     | (67    | ) |
| Balance as of the end of the period                          |                                     | 3,399  |   |
| Accumulated Other Comprehensive Income (Loss), Net           |                                     |        |   |
| Balance as of the beginning of the period                    |                                     | (4     | ) |
| Other comprehensive income (loss), net of tax                |                                     | (49    | ) |
| Balance as of the end of the period                          |                                     | (53    | ) |
| Total Celanese Corporation stockholders' equity              |                                     | 2,955  |   |
| Noncontrolling Interests                                     |                                     |        |   |
| Balance as of the beginning of the period                    |                                     | —      |   |
| Net earnings (loss) attributable to noncontrolling interests |                                     | (2     | ) |
| Contributions from noncontrolling interests                  |                                     | 148    |   |
| Balance as of the end of the period                          |                                     | 146    |   |
| Total equity   |                                     | 3,101  |   |

See the accompanying notes to the unaudited interim consolidated financial statements.

CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | Six Months Ended |        |   |
|---|------------------|--------|---|
|   | June 30,         |        |   |
|   | 2014             | 2013   |   |
|   | (In \$ millions) |        |   |
| <b>Operating Activities</b>   |                  |        |   |
| Net earnings (loss)   | 453              | 275    |   |
| Adjustments to reconcile net earnings (loss) to net cash provided by operating activities |                  |        |   |
| Other charges (gains), net of amounts used  | (22              | ) (9   | ) |
| Depreciation, amortization and accretion  | 151              | 158    |   |
| Pension and postretirement net periodic benefit cost                                      | (55              | ) (10  | ) |
| Pension and postretirement contributions  | (62              | ) (33  | ) |
| Deferred income taxes, net  | (9               | ) (6   | ) |
| (Gain) loss on disposition of businesses and assets, net                                  | 4                | 1      |   |
| Refinancing expense   | —                | —      |   |
| Other, net  | (5               | ) —    |   |
| Operating cash provided by (used in) discontinued operations                              | (1               | ) (5   | ) |
| Changes in operating assets and liabilities   |                  |        |   |
| Trade receivables - third party and affiliates, net                                       | (175             | ) (104 | ) |
| Inventories   | (15              | ) (29  | ) |
| Other assets  | 25               | (55    | ) |
| Trade payables - third party and affiliates   | 55               | 72     |   |
| Other liabilities   | 73               | 121    |   |
| Net cash provided by (used in) operating activities                                       | 417              | 376    |   |
| <b>Investing Activities</b>   |                  |        |   |
| Capital expenditures on property, plant and equipment                                     | (130             | ) (128 | ) |
| Acquisitions, net of cash acquired  | —                | —      |   |
| Proceeds from sale of businesses and assets, net  | —                | 12     |   |
| Capital expenditures related to Kelsterbach plant relocation                              | —                | (6     | ) |
| Capital expenditures related to Fairway Methanol LLC                                      | (143             | ) (21  | ) |
| Other, net  | (10              | ) (34  | ) |
| Net cash provided by (used in) investing activities                                       | (283             | ) (177 | ) |
| <b>Financing Activities</b>   |                  |        |   |
| Short-term borrowings (repayments), net   | 1                | (11    | ) |
| Proceeds from short-term debt   | 25               | 27     |   |
| Repayments of short-term debt   | (43              | ) (24  | ) |
| Proceeds from long-term debt  | —                | 50     |   |
| Repayments of long-term debt  | (13              | ) (62  | ) |
| Refinancing costs   | —                | —      |   |
| Purchases of treasury stock, including related fees                                       | (103             | ) (6   | ) |
| Stock option exercises  | 3                | 3      |   |
| Series A common stock dividends   | (67              | ) (26  | ) |
| Contributions from noncontrolling interests   | 148              | —      |   |
| Other, net  | (1               | ) —    |   |
| Net cash provided by (used in) financing activities                                       | (50              | ) (49  | ) |
| Exchange rate effects on cash and cash equivalents  | (4               | ) (2   | ) |
| Net increase (decrease) in cash and cash equivalents                                      | 80               | 148    |   |
| Cash and cash equivalents as of beginning of period                                       | 984              | 959    |   |

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|   |       |       |
|---|-------|-------|
| Cash and cash equivalents as of end of period | 1,064 | 1,107 |
|---|-------|-------|

See the accompanying notes to the unaudited interim consolidated financial statements.

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CELANESE CORPORATION AND SUBSIDIARIES

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. Description of the Company and Basis of Presentation

Description of the Company

Celanese Corporation and its subsidiaries (collectively, the "Company") is a global technology and specialty materials company. The Company's business involves processing chemical raw materials, such as methanol, carbon monoxide and ethylene, and natural products, including wood pulp, into value-added chemicals, thermoplastic polymers and other chemical-based products.

Definitions

In this Quarterly Report on Form 10-Q ("Quarterly Report"), the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.

Basis of Presentation

The unaudited interim consolidated financial statements for the three and six months ended June 30, 2014 and 2013 contained in this Quarterly Report were prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for all periods presented and include the accounts of the Company, its majority owned subsidiaries over which the Company exercises control and, when applicable, variable interest entities in which the Company is the primary beneficiary. The unaudited interim consolidated financial statements and other financial information included in this Quarterly Report, unless otherwise specified, have been presented to separately show the effects of discontinued operations.

In the opinion of management, the accompanying unaudited consolidated balance sheets and related unaudited interim consolidated statements of operations, comprehensive income (loss), cash flows and equity include all adjustments, consisting only of normal recurring items necessary for their fair presentation in conformity with US GAAP. Certain information and footnote disclosures normally included in financial statements prepared in accordance with US GAAP may have been condensed or omitted in accordance with rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements as of and for the year ended December 31, 2013, filed on February 7, 2014 with the SEC as part of the Company's Annual Report on Form 10-K.

Operating results for the three and six months ended June 30, 2014 are not necessarily indicative of the results to be expected for the entire year.

In the ordinary course of business, the Company enters into contracts and agreements relative to a number of topics, including acquisitions, dispositions, joint ventures, supply agreements, product sales and other arrangements. The Company endeavors to describe those contracts or agreements that are material to its business, results of operations or financial position. The Company may also describe some arrangements that are not material but in which the Company believes investors may have an interest or which may have been included in a Form 8-K filing. Investors should not assume the Company has described all contracts and agreements relative to the Company's business in this Quarterly Report.

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 noncontrolling interests.

The Company has reclassified certain prior period amounts to conform to the current period's presentation.

Estimates and Assumptions

The preparation of unaudited interim consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of revenues, expenses and allocated charges during the reporting period. Significant estimates pertain to impairments of goodwill, intangible assets and other long-lived assets, purchase price allocations, restructuring costs and other (charges) gains, net, income taxes, pension and other postretirement benefits, asset retirement obligations, environmental liabilities and loss contingencies, among others. Actual results could differ from those estimates.



## 2. Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements of FASB Accounting Standards Codification ("ASC") Topic 605, Revenue Recognition and most industry-specific guidance throughout the Accounting Standards Codification, resulting in the creation of FASB ASC Topic 606, Revenue from Contracts with Customers. ASU 2014-09 requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. This ASU provides alternative methods of retrospective adoption and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is not permitted. The Company is currently assessing the potential impact of adopting this ASU on its financial statements and related disclosures.

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, an amendment to FASB ASC Topic 205, Presentation of Financial Statements and FASB ASC Topic 360, Property, Plant and Equipment. The update revises the definition of discontinued operations by limiting discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results, removing the lack of continuing involvement criteria and requiring discontinued operations reporting for the disposal of an equity method investment that meets the definition of discontinued operations. The update also requires expanded disclosures for discontinued operations, including disclosure of pretax profit or loss of an individually significant component of an entity that does not qualify for discontinued operations reporting. This ASU is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2014. The Company will apply the guidance prospectively to disposal activity occurring after the effective date of this ASU.

## 3. Acquisitions, Dispositions and Plant Closures

### Plant Closures

#### • Roussillon, France

In November 2013, the Company announced its intent to initiate an information and consultation process on the contemplated closure of its acetic anhydride facility in Roussillon, France. In December 2013, the Company announced it had completed the consultation process pursuant to which the Company ceased all manufacturing operations in December 2013. The Roussillon, France acetic anhydride operations are included in the Company's Acetyl Intermediates segment.

#### • Tarragona, Spain

In November 2013, the Company announced its intent to initiate an information and consultation process on the contemplated closure of its vinyl acetate monomer ("VAM") facility in Tarragona, Spain. In December 2013, the Company announced it had completed the consultation process pursuant to which the Company ceased all manufacturing operations in December 2013. The Tarragona, Spain VAM operations are included in the Company's Acetyl Intermediates segment.

Exit costs related to the closure of the Company's Roussillon acetic anhydride operations and Tarragona VAM operations are recorded to Other (charges) gains, net in the unaudited interim consolidated statements of operations (Note 14).

## 4. Ventures and Variable Interest Entities

### Ventures

The Company's equity method investment, InfraServ GmbH & Co. Hoechst KG, is owned primarily by an entity included in Other Activities. The Company's Consumer Specialties and Acetyl Intermediates segments also each hold an ownership percentage. During the three months ended June 30, 2014, InfraServ GmbH & Co. Hoechst KG restructured the debt of a subsidiary resulting in additional equity in net earnings of affiliates of \$29 million attributable to Other Activities and \$6 million and \$13 million attributable to the Company's Consumer Specialties and Acetyl Intermediates segments, respectively (Note 19).



### Consolidated Variable Interest Entities

On February 4, 2014, the Company and Mitsui & Co., Ltd., of Tokyo, Japan (“Mitsui”) formed a 50%-owned joint venture, Fairway Methanol LLC (“Fairway”), for the production of methanol at the Company's integrated chemical plant in Clear Lake, Texas. The planned methanol unit will utilize natural gas in the US Gulf Coast region as a feedstock and will benefit from the existing infrastructure at the Company's Clear Lake facility. Both Mitsui and the Company will supply their own natural gas to Fairway in exchange for methanol tolling under a cost-plus off-take arrangement. The planned methanol facility will have an annual capacity of 1.3 million tons and is expected to be operational in the second half of 2015. In exchange for ownership in the venture, the Company contributed net cash of \$6 million and pre-formation costs, including costs for long lead time materials, of \$103 million of which \$70 million was subject to reimbursement from Mitsui should the venture not form and was included in Non-trade receivables at December 31, 2013. Upon consolidation of the venture, the non-trade receivable was settled. Mitsui contributed cash in exchange for ownership in the venture.

The Company determined that Fairway is a variable interest entity (“VIE”) in which the Company is the primary beneficiary. Under the terms of the joint venture agreements, the Company provides site services and day-to-day operations for the methanol facility. In addition, the joint venture agreements provide that the Company indemnifies Mitsui for environmental obligations that exceed a specified threshold, as well as an equity option between the partners. Accordingly, the Company consolidates the venture and records a noncontrolling interest for the share of the venture owned by Mitsui. Fairway is included in the Company's Acetyl Intermediates segment.

The carrying amount of the assets and liabilities associated with Fairway that are included in the unaudited consolidated balance sheet are as follows:

|                                  | As of<br>June 30,<br>2014<br>(In \$<br>millions) |
|----------------------------------|--|
| Cash and cash equivalents        | 44   |
| Property, plant and equipment    | 252  |
| Other assets                     | 24   |
| Total assets <sup>(1)</sup>      | 320  |
| Current liabilities              | 28   |
| Total liabilities <sup>(2)</sup> | 28   |

<sup>(1)</sup> Assets can only be used to settle the obligations of Fairway.

<sup>(2)</sup> Represents amounts owed by Fairway for reimbursement of expenditures.

### Nonconsolidated Variable Interest Entities

The Company holds variable interests in entities that supply certain raw materials and services to the Company. The variable interests primarily relate to cost-plus contractual arrangements with the suppliers and recovery of capital expenditures for certain plant assets plus a rate of return on such assets. Liabilities for such supplier recoveries of capital expenditures have been recorded as capital lease obligations. The entities are not consolidated because the Company is not the primary beneficiary of the entities as it does not have the power to direct the activities of the entities that most significantly impact the entities' economic performance. The Company's maximum exposure to loss as a result of its involvement with these VIEs as of June 30, 2014 relates primarily to the recovery of capital expenditures for certain plant assets.

The carrying amount of the assets and liabilities associated with the obligations to nonconsolidated VIEs, as well as the maximum exposure to loss relating to these nonconsolidated VIEs are as follows:

|  | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|--|---|-------------------------------|
| Property, plant and equipment, net     | 102   | 111                           |
| Trade payables                         | 54  | 56                            |
| Current installments of long-term debt | 9   | 8                             |
| Long-term debt                         | 128   | 136                           |
| Total liabilities                      | 191   | 200                           |
| Maximum exposure to loss               | 309   | 318                           |

The difference between the total liabilities associated with obligations to VIEs and the maximum exposure to loss primarily represents take-or-pay obligations for services included in the Company's unconditional purchase obligations ([Note 18](#)).

#### 5. Marketable Securities, at Fair Value

The Company's nonqualified trusts hold available-for-sale securities for funding requirements of the Company's nonqualified pension plans ([Note 11](#)).

The amortized cost, gross unrealized gain, gross unrealized loss and fair values for available-for-sale securities by major security type are as follows:

|                       | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|-----------------------|---|-------------------------------|
| Mutual Funds          |   |                               |
| Amortized cost        | 39  | 41                            |
| Gross unrealized gain | —   | —                             |
| Gross unrealized loss | —   | —                             |
| Fair value            | 39  | 41                            |

See [Note 17 - Fair Value Measurements](#) for additional information regarding the fair value of the Company's marketable securities.

#### 6. Inventories

|                            | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|----------------------------|---|-------------------------------|
| Finished goods             | 600   | 571                           |
| Work-in-process            | 52  | 59                            |
| Raw materials and supplies | 164   | 174                           |
| Total                      | 816   | 804                           |

## 7. Goodwill and Intangible Assets, Net

## Goodwill

|                               | Advanced<br>Engineered<br>Materials | Consumer<br>Specialties | Industrial<br>Specialties | Acetyl<br>Intermediates | Total |   |
|-------------------------------|-------------------------------------|-------------------------|---------------------------|-------------------------|-------|---|
| (In \$ millions)              |                                     |                         |                           |                         |       |   |
| As of December 31, 2013       |                                     |                         |                           |                         |       |   |
| Goodwill                      | 303                                 | 254                     | 43                        | 198                     | 798   |   |
| Accumulated impairment losses | —                                   | —                       | —                         | —                       | —     |   |
| Net book value                | 303                                 | 254                     | 43                        | 198                     | 798   |   |
| Exchange rate changes         | (1                                  | ) (1                    | ) —                       | (2                      | ) (4  | ) |
| As of June 30, 2014           |                                     |                         |                           |                         |       |   |
| Goodwill                      | 302                                 | 253                     | 43                        | 196                     | 794   |   |
| Accumulated impairment losses | —                                   | —                       | —                         | —                       | —     |   |
| Net book value                | 302                                 | 253                     | 43                        | 196                     | 794   |   |

## Intangible Assets, Net

Finite-lived intangible assets are as follows:

|                          | Licenses | Customer-<br>Related<br>Intangible<br>Assets | Developed<br>Technology | Covenants<br>Not to<br>Compete<br>and Other | Total             |   |
|--------------------------|----------|--|-------------------------|---|-------------------|---|
| (In \$ millions)         |          |  |                         |   |                   |   |
| Gross Asset Value        |          |  |                         |   |                   |   |
| As of December 31, 2013  | 33       | 544  | 30                      | 39  | 646               |   |
| Acquisitions             | —        | —  | —                       | 10  | 10 <sup>(1)</sup> |   |
| Exchange rate changes    | (1       | ) (4   | ) —                     | —   | (5                | ) |
| As of June 30, 2014      | 32       | 540  | 30                      | 49  | 651               |   |
| Accumulated Amortization |          |  |                         |   |                   |   |
| As of December 31, 2013  | (20      | ) (521                                       | ) (21                   | ) (25                                       | ) (587            | ) |
| Amortization             | (2       | ) (7   | ) (1                    | ) (1  | ) (11             | ) |
| Exchange rate changes    | —        | 4  | —                       | —   | 4                 |   |
| As of June 30, 2014      | (22      | ) (524                                       | ) (22                   | ) (26                                       | ) (594            | ) |
| Net book value           | 10       | 16   | 8                       | 23  | 57                |   |

<sup>(1)</sup> Primarily represents intangible assets acquired related to Fairway with a weighted average amortization period of 27 years (Note 4).

Indefinite-lived intangible assets are as follows:

|                               | Trademarks<br>and Trade<br>Names<br>(In \$ millions) |
|-------------------------------|--|
| As of December 31, 2013       | 83   |
| Acquisitions                  | —  |
| Accumulated impairment losses | —  |
| Exchange rate changes         | —  |
| As of June 30, 2014           | 83   |



The Company's trademarks and trade names have an indefinite life. For the six months ended June 30, 2014, the Company did not renew or extend any intangible assets.

Estimated amortization expense for the succeeding five fiscal years is as follows:

|      | (In \$ millions) |
|------|------------------|
| 2015 | 11               |
| 2016 | 8                |
| 2017 | 7                |
| 2018 | 4                |
| 2019 | 3                |

#### 8. Current Other Liabilities

|   | As of<br>June 30,<br>2014 | As of<br>December 31,<br>2013 |
|---|---------------------------|-------------------------------|
|   | (In \$ millions)          |                               |
| Asset retirement obligations                      | 18                        | 29                            |
| Current portion of benefit obligations            | 47                        | 78                            |
| Customer rebates                                  | 38                        | 48                            |
| Derivatives ( <u>Note 16</u> )                    | 7                         | 12                            |
| Environmental ( <u>Note 12</u> )                  | 26                        | 30                            |
| Insurance   | 10                        | 14                            |
| Interest  | 24                        | 24                            |
| Restructuring ( <u>Note 14</u> )                  | 39                        | 60                            |
| Salaries and benefits                             | 94                        | 96                            |
| Sales and use tax/foreign withholding tax payable | 14                        | 12                            |
| Uncertain tax positions                           | 64                        | 64                            |
| Other   | 91                        | 74                            |
| Total   | 472                       | 541                           |

#### 9. Noncurrent Other Liabilities

|                                  | As of<br>June 30,<br>2014 | As of<br>December 31,<br>2013 |
|----------------------------------|---------------------------|-------------------------------|
|                                  | (In \$ millions)          |                               |
| Asset retirement obligations     | 19                        | 18                            |
| Deferred proceeds                | 52                        | 53                            |
| Deferred revenue                 | 26                        | 28                            |
| Derivatives ( <u>Note 16</u> )   | 6                         | 3                             |
| Environmental ( <u>Note 12</u> ) | 66                        | 67                            |
| Income taxes payable             | 21                        | 20                            |
| Insurance                        | 55                        | 50                            |
| Restructuring ( <u>Note 14</u> ) | 1                         | 2                             |
| Other                            | 52                        | 46                            |
| Total                            | 298                       | 287                           |

## 10. Debt

|   | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|---|---|-------------------------------|
| Short-Term Borrowings and Current Installments of Long-Term Debt - Third Party and Affiliates |   |                               |
| Current installments of long-term debt  | 23  | 24                            |
| Short-term borrowings, including amounts due to affiliates                                    | 100   | 103                           |
| Accounts receivable securitization facility   | 35  | 50                            |
| Total   | 158   | 177                           |

The Company's weighted average interest rate on short-term borrowings, including amounts due to affiliates and borrowing under the accounts receivable securitization facility, was 3.4% as of June 30, 2014 compared to 3.2% as of December 31, 2013. The weighted average interest rate on the accounts receivable securitization facility was 0.7% as of June 30, 2014 and December 31, 2013.

|  | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|--|---|-------------------------------|
| Long-Term Debt   |   |                               |
| Senior credit facilities - Term C-2 loan due 2016  | 971   | 978                           |
| Senior unsecured notes due 2018, interest rate of 6.625%   | 600   | 600                           |
| Senior unsecured notes due 2021, interest rate of 5.875%   | 400   | 400                           |
| Senior unsecured notes due 2022, interest rate of 4.625%   | 500   | 500                           |
| Pollution control and industrial revenue bonds due at various dates through 2030, interest rates ranging from 5.7% to 6.7% | 169   | 169                           |
| Obligations under capital leases due at various dates through 2054   | 263   | 264                           |
| Subtotal   | 2,903   | 2,911                         |
| Current installments of long-term debt   | (23   | ) (24                         |
| Total  | 2,880   | 2,887                         |

## Senior Notes

In November 2012, Celanese US completed an offering of \$500 million in aggregate principal amount of 4.625% senior unsecured notes due 2022 (the "4.625% Notes") in a public offering registered under the Securities Act of 1933, as amended (the "Securities Act").

In May 2011, Celanese US completed an offering of \$400 million in aggregate principal amount of 5.875% senior unsecured notes due 2021 (the "5.875% Notes") in a public offering registered under the Securities Act.

In September 2010, Celanese US completed the private placement of \$600 million in aggregate principal amount of 6.625% senior unsecured notes due 2018 (the "6.625% Notes" and, together with the 4.625% Notes and the 5.875% Notes, collectively the "Senior Notes"). In April 2011, Celanese US registered the 6.625% Notes under the Securities Act.

The Senior Notes are senior unsecured obligations of Celanese US and rank equally in right of payment with all other unsubordinated indebtedness of Celanese US. The Senior Notes are guaranteed on a senior unsecured basis by Celanese and each of the domestic subsidiaries of Celanese US that guarantee its obligations under its senior secured credit facilities (the "Subsidiary Guarantors"). The indentures under which the Senior Notes were issued contain covenants, including, but not limited to, restrictions on the Company's ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; engage in transactions with affiliates; or engage in other businesses.



### Senior Credit Facilities

In September 2013, Celanese US, Celanese, and certain of the domestic subsidiaries of Celanese US entered into an amendment agreement with the lenders under Celanese US's existing senior secured credit facilities in order to amend and restate the Company's 2010 amended credit agreement (as amended and restated by the 2013 amendment agreement, the "Amended Credit Agreement"). The Amended Credit Agreement consists of a Term C-2 loan facility due 2016, a \$600 million revolving credit facility terminating in 2015 and an \$81 million credit-linked revolving facility, which was terminated on March 28, 2014.

As of June 30, 2014, the margin for borrowings under the Term C-2 loan facility was 2.0% above LIBOR (for US dollars) and 2.0% above the Euro Interbank Offered Rate ("EURIBOR") (for Euros), as applicable. As of June 30, 2014, the margin for borrowings under the revolving credit facility was 2.5% above LIBOR. The margin for borrowings under the revolving credit facility is subject to increase or decrease in certain circumstances based on changes in the Company's corporate credit ratings.

Term loan borrowings under the Amended Credit Agreement are subject to amortization at 1% of the initial principal amount per annum, payable quarterly. In addition, the Company pays quarterly commitment fees on the unused portions of the revolving credit facility of 0.25% per annum.

The Amended Credit Agreement is guaranteed by Celanese and certain domestic subsidiaries of Celanese US and is secured by a lien on substantially all assets of Celanese US and such guarantors, subject to certain agreed exceptions (including for certain real property and certain shares of foreign subsidiaries), pursuant to the Guarantee and Collateral Agreement, dated April 2, 2007.

As a condition to borrowing funds or requesting letters of credit be issued under the revolving credit facility, the Company's first lien senior secured leverage ratio (as calculated as of the last day of the most recent fiscal quarter for which financial statements have been delivered under the revolving facility) cannot exceed the threshold as specified below. Further, the Company's first lien senior secured leverage ratio must be maintained at or below that threshold while any amounts are outstanding under the revolving credit facility.

The Company's amended first lien senior secured leverage ratios under the revolving credit facility are as follows:

As of June 30, 2014

| Maximum | Estimate | Estimate, If Fully Drawn |
|---------|----------|--------------------------|
| 3.90    | 0.75     | 1.18                     |

The Amended Credit Agreement contains covenants including, but not limited to, restrictions on the Company's ability to incur indebtedness; grant liens on assets; merge, consolidate, or sell assets; pay dividends or make other restricted payments; make investments; prepay or modify certain indebtedness; engage in transactions with affiliates; enter into sale-leaseback transactions or hedge transactions; or engage in other businesses.

The Amended Credit Agreement also maintains a number of events of default, including a cross default to other debt of Celanese, Celanese US, or their subsidiaries, including the Senior Notes, in an aggregate amount equal to more than \$40 million and the occurrence of a change of control. Failure to comply with these covenants, or the occurrence of any other event of default, could result in acceleration of the borrowings and other financial obligations under the Amended Credit Agreement.

The Company is in compliance with all of the covenants related to its debt agreements as of June 30, 2014.

### Accounts Receivable Securitization Facility

In August 2013, the Company entered into a \$135 million US accounts receivable securitization facility pursuant to (i) a Purchase and Sale Agreement (the "Sale Agreement") among certain US subsidiaries of the Company (each an "Originator"), Celanese International Corporation ("CIC") and CE Receivables LLC, a wholly-owned, "bankruptcy remote" special purpose subsidiary of an Originator (the "Transferor") and (ii) a Receivables Purchase Agreement (the "Purchase Agreement"), among CIC, as servicer, the Transferor, various third-party purchasers (collectively, the "Purchasers") and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as administrator (the "Administrator").

As of June 30, 2014, the borrowing base was \$135 million. The Purchase Agreement expires in 2016, but may be extended for successive one year terms by agreement of the parties. All of the Transferor's assets have been pledged to the Administrator in



support of its obligations under the Purchase Agreement. During the six months ended June 30, 2014, the Company repaid \$15 million of borrowings outstanding under the accounts receivable securitization facility using cash on hand. As of June 30, 2014, the outstanding amount of accounts receivable transferred by the Originators to the Transferor was \$229 million.

The Company's balances available for borrowing are as follows:

|   | As of<br>June 30,<br>2014<br>(In \$<br>millions) |
|---|--|
| Revolving Credit Facility                   |  |
| Borrowings outstanding                      | —  |
| Letters of credit issued                    | —  |
| Available for borrowing                     | 600  |
| Accounts Receivable Securitization Facility |  |
| Borrowings outstanding                      | 35   |
| Letters of credit issued                    | 79   |
| Available for borrowing                     | 21   |

#### 11. Benefit Obligations

In November 2013, the Company announced it would amend its US postretirement health care plan to (a) eliminate eligibility for all current and future US non-union employees; (b) terminate its US postretirement health care plan on December 31, 2014 for all US participants; and (c) offer certain eligible US participants a lump-sum buyout payment if they irrevocably waive all future benefits under the US postretirement health care plan and end their participation before December 31, 2014. These actions generated a prior service credit of \$92 million, which was recorded to Accumulated other comprehensive income (loss), net in the consolidated balance sheets.

Effective March 27, 2014, the Company eliminated eligibility for all current and future union employees at the Company's Narrows, Virginia facility in its US postretirement health care plan. These actions generated a prior service credit of \$5 million, which was recorded to Accumulated other comprehensive income (loss), net in the consolidated balance sheets.

The prior service credits attributable to the Company's US postretirement health care plan are being amortized ratably into the consolidated statements of operations through December 31, 2014. The Company recognized \$21 million and \$41 million of prior service credit amortization during the three and six months ended June 30, 2014, respectively, and made \$1 million and \$31 million in lump-sum buyout payments during the three and six months ended June 30, 2014, respectively.

The components of net periodic benefit cost are as follows:

|  | Three Months Ended June 30, |                          |                  |                          | Six Months Ended June 30, |                          |                  |                          |
|--|-----------------------------|--------------------------|------------------|--------------------------|---------------------------|--------------------------|------------------|--------------------------|
|  | 2014                        |                          | 2013             |                          | 2014                      |                          | 2013             |                          |
|  | Pension Benefits            | Post-retirement Benefits | Pension Benefits | Post-retirement Benefits | Pension Benefits          | Post-retirement Benefits | Pension Benefits | Post-retirement Benefits |
|  | (In \$ millions)            |                          |                  |                          | (In \$ millions)          |                          |                  |                          |
| Service cost                                     | 3                           | 1                        | 8                | 1                        | 6                         | 1                        | 17               | 2                        |
| Interest cost                                    | 43                          | —                        | 38               | 3                        | 85                        | 2                        | 77               | 5                        |
| Expected return on plan assets                   | (54                         | ) —                      | (56              | ) —                      | (108                      | ) —                      | (112             | ) —                      |
| Amortization of prior service cost (credit), net | —                           | (22                      | ) 1              | —                        | —                         | (41                      | ) 1              | —                        |
| Total  | (8                          | ) (21                    | ) (9             | ) 4                      | (17                       | ) (38                    | ) (17            | ) 7                      |



Benefit obligation funding is as follows:

|  | As of<br>June 30,<br>2014<br>(In \$ millions) | Total<br>Expected<br>2014 |
|--|---|---------------------------|
| Cash contributions to defined benefit pension plans    | 12  | 47                        |
| Benefit payments to nonqualified pension plans         | 11  | 22                        |
| Benefit payments to other postretirement benefit plans | 39  | 54                        |

The Company's estimates of its US defined benefit pension plan contributions reflect the provisions of the Pension Protection Act of 2006.

The Company participates in a multiemployer defined benefit plan in Germany covering certain employees. The Company's contributions to the multiemployer defined benefit plan are based on specified percentages of employee contributions and totaled \$4 million for the six months ended June 30, 2014.

## 12. Environmental

### General

The Company is subject to environmental laws and regulations worldwide that impose limitations on the discharge of pollutants into the air and water and establish standards for the treatment, storage and disposal of solid and hazardous wastes. The Company believes that it is in substantial compliance with all applicable environmental laws and regulations. The Company is also subject to retained environmental obligations specified in various contractual agreements arising from the divestiture of certain businesses by the Company or one of its predecessor companies.

The components of environmental remediation reserves are as follows:

|  | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|--|---|-------------------------------|
| Demerger obligations ( <u>Note 18</u> )    | 25  | 27                            |
| Divestiture obligations ( <u>Note 18</u> ) | 21  | 21                            |
| Active sites                               | 31  | 32                            |
| US Superfund sites                         | 12  | 13                            |
| Other environmental remediation reserves   | 3   | 4                             |
| Total                                      | 92  | 97                            |

### Remediation

Due to its industrial history and through retained contractual and legal obligations, the Company has the obligation to remediate specific areas on its own sites as well as on divested, demerger, orphan or US Superfund sites (as defined below). In addition, as part of the demerger agreement between the Company and Hoechst AG ("Hoechst"), a specified portion of the responsibility for environmental liabilities from a number of Hoechst divestitures was transferred to the Company (Note 18). The Company provides for such obligations when the event of loss is probable and reasonably estimable. The Company believes that environmental remediation costs will not have a material adverse effect on the financial position of the Company, but may have a material adverse effect on the results of operations or cash flows in any given period.

### US Superfund Sites

In the US, the Company may be subject to substantial claims brought by US federal or state regulatory agencies or private individuals pursuant to statutory authority or common law. In particular, the Company has a potential liability under the US Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, and related state laws (collectively referred to as "Superfund") for investigation and cleanup costs at certain sites. At most of these sites, numerous companies, including the Company, or one of its predecessor companies, have been notified that the US Environmental Protection Agency ("EPA"), state governing bodies or private individuals consider such companies to be potentially responsible



parties ("PRP") under Superfund or related laws. The proceedings relating to these sites are in various stages. The cleanup process has not been completed at most sites, and the status of the insurance coverage for some of these proceedings is uncertain. Consequently, the Company cannot accurately determine its ultimate liability for investigation or cleanup costs at these sites.

As events progress at each site for which it has been named a PRP, the Company accrues, as appropriate, a liability for site cleanup. Such liabilities include all costs that are probable and can be reasonably estimated. In establishing these liabilities, the Company considers its shipment of waste to a site, its percentage of total waste shipped to the site, the types of wastes involved, the conclusions of any studies, the magnitude of any remedial actions that may be necessary and the number and viability of other PRPs. Often the Company joins with other PRPs to sign joint defense agreements that settle, among PRPs, each party's percentage allocation of costs at the site. Although the ultimate liability may differ from the estimate, the Company routinely reviews the liabilities and revises the estimate, as appropriate, based on the most current information available.

One such site is the Lower Passaic River Study Area. The Company and 70 other companies are parties to a May 2007 Administrative Order on Consent with the EPA to perform a Remedial Investigation/Feasibility Study ("RI/FS") of the contaminants in the lower 17-mile stretch known as the Lower Passaic River Study Area. The RI/FS is ongoing and is scheduled to be completed next year. The Company is among a group of settling parties to a June 2012 Administrative Order on Consent with the EPA to perform a removal action on a small section of the river. The Company was named as a third-party defendant along with more than 200 other entities in an action initially brought by the New Jersey Department of Environmental Protection ("NJDEP") in the Supreme Court of New Jersey against Occidental Chemical Corporation and several other companies. This suit by the NJDEP sought recovery of costs arising from alleged discharges into the Lower Passaic River and was resolved as to the Company in December 2013.

The EPA issued a proposed plan for remedial alternatives to address cleanup of the lower 8-mile stretch of the Passaic River on April 11, 2014. The EPA estimates the cost for the alternatives will range from \$365 million to \$3.2 billion. The EPA's preferred alternative would involve dredging the Passaic River bank to bank and installing an engineered cap at an estimated cost of \$1.7 billion. The public comment period was extended and ends August 21, 2014, after which the EPA will evaluate all the input and make its final record of decision, which is expected in early 2015. Currently, the RI/FS is still ongoing and the EPA has not considered comments or determined the scope of the requested cleanup, nor have the final remedy and costs been determined. Additionally, the Company has found no evidence that it contributed any of the primary contaminants of concern to the Passaic River. Accordingly, the Company cannot reliably estimate its portion of the final costs for this matter at this time. The Company is vigorously defending these and all related matters and believes its ultimate allocable share of the cleanup costs will not be material.

#### Environmental Proceedings

In January 2013, following self-disclosures by the Company, the Company's Meredosia, Illinois site received a Notice of Violation/Finding of Violation from the EPA Region 5 alleging Clean Air Act violations. The Company is working with the EPA and with the state agency to reach a resolution of this matter. Based on currently available information and the Company's past experience, it does not believe that resolution of this matter will have a significant impact on the Company, even though the Company cannot conclude that a penalty will be less than \$100,000. The Meredosia, Illinois site is included in the Company's Industrial Specialties segment.

#### 13. Stockholders' Equity

##### Common Stock

The Company's Board of Directors follows a policy of declaring, subject to legally available funds, a quarterly cash dividend on each share of the Company's Series A Common Stock, par value \$0.0001 per share ("Common Stock"), unless the Company's Board of Directors, in its sole discretion, determines otherwise. The amount available to pay cash dividends is restricted by the Company's Amended Credit Agreement and the Senior Notes.

The Company's Board of Directors approved increases in the Company's Common Stock cash dividend rates as follows:

|            | Increase<br>(In percentages) | Quarterly Common<br>Stock Cash Dividend<br>(In \$ per share) | Annual Common<br>Stock Cash Dividend | Effective Date |
|------------|------------------------------|--|--------------------------------------|----------------|
| April 2013 | 20                           | 0.09   | 0.36                                 | May 2013       |
| July 2013  | 100                          | 0.18   | 0.72                                 | August 2013    |
| April 2014 | 39                           | 0.25   | 1.00                                 | May 2014       |

Treasury Stock

The Company's Board of Directors authorized the repurchase of Common Stock as follows:

|                     | Authorized<br>Amount<br>(In \$ millions) |
|---------------------|--|
| February 2008       | 400                                      |
| October 2008        | 100                                      |
| April 2011          | 129                                      |
| October 2012        | 264                                      |
| February 2014       | 172                                      |
| As of June 30, 2014 | 1,065                                    |

These authorizations give management discretion in determining the timing and conditions under which shares may be repurchased. This repurchase program does not have an expiration date.

The share repurchase activity pursuant to this authorization is as follows:

|  | Six Months Ended<br>June 30, |         | Total From<br>February 2008<br>Through<br>June 30, 2014 |
|--|------------------------------|---------|---|
|  | 2014                         | 2013    |   |
| Shares repurchased                               | 1,870,297                    | 137,692 | (1) 18,199,004 (2)                                      |
| Average purchase price per share                 | \$55.13                      | \$46.24 | \$42.21   |
| Amount spent on repurchased shares (in millions) | \$103                        | \$6     | \$768   |

Excludes 6,021 shares withheld from an executive officer to cover statutory minimum withholding requirements

(1) for personal income taxes related to the vesting of restricted stock. Restricted stock awards are considered outstanding at the time of issuance and therefore, the shares withheld are treated as treasury shares.

Excludes 11,844 shares withheld from an executive officer to cover statutory minimum withholding requirements

(2) for personal income taxes related to the vesting of restricted stock. Restricted stock awards are considered outstanding at the time of issuance and therefore, the shares withheld are treated as treasury shares.

The purchase of treasury stock reduces the number of shares outstanding, and the repurchased shares may be used by the Company for compensation programs utilizing the Company's stock and other corporate purposes. The Company accounts for treasury stock using the cost method and includes treasury stock as a component of stockholders' equity.

Other Comprehensive Income (Loss), Net

|   | Three Months Ended June 30, |                                |            |              |                                |            |
|---|-----------------------------|--------------------------------|------------|--------------|--------------------------------|------------|
|   | 2014                        |                                |            | 2013         |                                |            |
|   | Gross Amount                | Income Tax (Provision) Benefit | Net Amount | Gross Amount | Income Tax (Provision) Benefit | Net Amount |
|   | (In \$ millions)            |                                |            |              |                                |            |
| Unrealized gain (loss) on marketable securities | —                           | —                              | —          | —            | —                              | —          |
| Foreign currency translation                    | (12                         | ) (10                          | ) (22      | ) 28         | (2                             | ) 26       |
| Gain (loss) from cash flow hedges               | (3                          | ) —                            | (3         | ) 3          | (1)                            | ) 2        |
| Pension and postretirement benefits             | (22                         | ) 8                            | (14        | ) —          | (2)                            | ) —        |
| Total   | (37                         | ) (2                           | ) (39      | ) 31         | (3                             | ) 28       |

(1) Amount includes \$1 million of losses associated with the Company's equity method investments' derivative activity.

(2) Amount includes amortization of actuarial gains of \$1 million related to the Company's equity method investments' pension plans.

|   | Six Months Ended June 30, |                                |            |              |                                |            |
|---|---------------------------|--------------------------------|------------|--------------|--------------------------------|------------|
|   | 2014                      |                                |            | 2013         |                                |            |
|   | Gross Amount              | Income Tax (Provision) Benefit | Net Amount | Gross Amount | Income Tax (Provision) Benefit | Net Amount |
|   | (In \$ millions)          |                                |            |              |                                |            |
| Unrealized gain (loss) on marketable securities | —                         | —                              | —          | —            | —                              | —          |
| Foreign currency translation                    | (15                       | ) (2                           | ) (17      | ) (3         | ) (2                           | ) (5       |
| Gain (loss) from cash flow hedges               | (3                        | ) (3                           | ) (6       | ) 5          | (1)                            | ) 3        |
| Pension and postretirement benefits             | (41                       | ) 15                           | (26        | ) —          | (2)                            | ) —        |
| Total   | (59                       | ) 10                           | (49        | ) 2          | (4                             | ) (2       |

(1) Amount includes \$1 million of losses associated with the Company's equity method investments' derivative activity.

(2) Amount includes amortization of actuarial gains of \$1 million related to the Company's equity method investments' pension plans.

Adjustments to Accumulated other comprehensive income (loss), net, are as follows:

|   | Unrealized Gain (Loss) on Marketable Securities (Note 5) | Foreign Currency Translation | Gain (Loss) from Cash Flow Hedges (Note 16) | Pension and Postretirement Benefits (Note 11) | Accumulated Other Comprehensive Income (Loss), Net |
|---|--|------------------------------|---|---|--|
|   | (In \$ millions)   |                              |   |   |  |
| As of December 31, 2013   | —  | (3                           | ) (44                                       | ) 43  | (4   |
| Other comprehensive income before reclassifications                     | —  | (15                          | ) (5  | ) —   | (20  |
| Amounts reclassified from accumulated other comprehensive income (loss) | —  | —                            | 2   | (41   | ) (39  |

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|                                |   |     |       |      |     |   |
|--------------------------------|---|-----|-------|------|-----|---|
| Income tax (provision) benefit | — | (2  | ) (3  | ) 15 | 10  |   |
| As of June 30, 2014            | — | (20 | ) (50 | ) 17 | (53 | ) |

20

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## 14. Other (Charges) Gains, Net

|                               | Three Months Ended |      | Six Months Ended |      |
|-------------------------------|--------------------|------|------------------|------|
|                               | June 30,<br>2014   | 2013 | June 30,<br>2014 | 2013 |
|                               | (In \$ millions)   |      |                  |      |
| Employee termination benefits | (1                 | ) (1 | ) (3             | ) (3 |
| Kelsterbach plant relocation  | —                  | (2   | ) —              | (4   |
| Plant/office closures         | —                  | —    | 1                | —    |
| Other                         | 3                  | —    | 3                | —    |
| Total                         | 2                  | (3   | ) 1              | (7   |
| 2014                          |                    |      |                  |      |

During the three months ended June 30, 2014, the Company recorded a \$3 million adjustment to its initial estimate for asset retirement obligations related to the closure of its acetic anhydride operations in Roussillon, France and its VAM operations in Tarragona, Spain ([Note 3](#)).

During the six months ended June 30, 2014, the Company recorded \$2 million of employee termination benefits related to the closure of its acetic anhydride facility in Roussillon, France and its VAM facility in Tarragona, Spain ([Note 3](#)) and \$1 million for employee termination benefits related to a business optimization project included in the Company's Advanced Engineered Materials segment.

2013

During the six months ended June 30, 2013, the Company recorded \$3 million of employee termination benefits related to a business optimization project which is included in the Company's Industrial Specialties and Acetyl Intermediates segments.

During the six months ended June 30, 2013, the Company recorded \$4 million of costs related to the relocation of the Company's polyacetal ("POM") operations from Kelsterbach, Germany to Frankfurt Hoechst Industrial Park, Germany, which is included in the Company's Advanced Engineered Materials segment.

The changes in the restructuring reserves by business segment are as follows:

|                               | Advanced<br>Engineered<br>Materials | Consumer<br>Specialties | Industrial<br>Specialties | Acetyl<br>Intermediates | Other | Total |
|-------------------------------|-------------------------------------|-------------------------|---------------------------|-------------------------|-------|-------|
|                               | (In \$ millions)                    |                         |                           |                         |       |       |
| Employee Termination Benefits |                                     |                         |                           |                         |       |       |
| As of December 31, 2013       | 4                                   | 3                       | 2                         | 16                      | 4     | 29    |
| Additions                     | 1                                   | —                       | —                         | 2                       | —     | 3     |
| Cash payments                 | (1                                  | ) —                     | (1                        | ) (10                   | ) (1  | ) (13 |
| Other changes                 | —                                   | —                       | —                         | —                       | —     | —     |
| Exchange rate changes         | —                                   | —                       | —                         | —                       | —     | —     |
| As of June 30, 2014           | 4                                   | 3                       | 1                         | 8                       | 3     | 19    |
| Plant/Office Closures         |                                     |                         |                           |                         |       |       |
| As of December 31, 2013       | —                                   | —                       | —                         | 33                      | —     | 33    |
| Additions                     | —                                   | —                       | —                         | —                       | —     | —     |
| Cash payments                 | —                                   | —                       | —                         | (7                      | ) —   | (7    |
| Other changes                 | —                                   | —                       | —                         | (5                      | ) —   | (5    |
| Exchange rate changes         | —                                   | —                       | —                         | —                       | —     | —     |
| As of June 30, 2014           | —                                   | —                       | —                         | 21                      | —     | 21    |
| Total                         | 4                                   | 3                       | 1                         | 29                      | 3     | 40    |

## 15. Income Taxes

|                           | Three Months Ended |      | Six Months Ended |      |
|---------------------------|--------------------|------|------------------|------|
|                           | June 30,<br>2014   | 2013 | June 30,<br>2014 | 2013 |
|                           | (In percentages)   |      |                  |      |
| Effective income tax rate | 27                 | 36   | 28               | 36   |

The decrease in the effective income tax rate for the three and six months ended June 30, 2014 was primarily due to lower losses in jurisdictions without income tax benefit and fewer valuation allowances established in certain jurisdictions against net deferred tax assets compared to the three and six months ended June 30, 2013.

Liabilities for uncertain tax positions and related interest and penalties are recorded in Uncertain tax positions and current Other liabilities in the unaudited consolidated balance sheets. For the six months ended June 30, 2014, the Company's uncertain tax positions decreased \$42 million primarily as a result of the reclassification of uncertain tax positions for net operating loss carryforwards in certain jurisdictions to deferred income tax assets in accordance with ASU 2013-11, Presentation of Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, which was effective January 1, 2014.

The Company's US tax returns for the years 2009 through 2012 are currently under audit by the US Internal Revenue Service and certain of the Company's subsidiaries are under audit in jurisdictions outside of the US. In addition, certain statutes of limitations are scheduled to expire in the near future. It is reasonably possible that a further change in the unrecognized tax benefits may occur within the next twelve months related to the settlement of one or more of these audits or the lapse of applicable statutes of limitations. Such amounts have been reflected in the current portion of uncertain tax positions (Note 8).

## 16. Derivative Financial Instruments

## Interest Rate Risk Management

To reduce the interest rate risk inherent in the Company's variable rate debt, the Company utilizes interest rate swap agreements to convert a portion of its variable rate borrowings into a fixed rate obligation. These interest rate swap agreements are designated as cash flow hedges and fix the LIBOR portion of the Company's US-dollar denominated variable rate borrowings (Note 10). If an interest rate swap agreement is terminated prior to its maturity, the amount previously recorded in Accumulated other comprehensive income (loss), net is recognized into earnings over the period that the hedged transaction impacts earnings. If the hedging relationship is discontinued because it is probable that the forecasted transaction will not occur according to the original strategy, any related amounts previously recorded in Accumulated other comprehensive income (loss), net are recognized into earnings immediately.

US-dollar interest rate swap derivative arrangements are as follows:

As of June 30, 2014

| Notional Value<br>(In \$ millions) | Effective Date  | Expiration Date | Fixed Rate <sup>(1)</sup><br>(In percentages) |
|------------------------------------|-----------------|-----------------|---|
| 500                                | January 2, 2014 | January 2, 2016 | 1.02  |

<sup>(1)</sup> Fixes the LIBOR portion of the Company's US-dollar denominated variable rate borrowings (Note 10).

As of December 31, 2013

| Notional Value<br>(In \$ millions) | Effective Date  | Expiration Date | Fixed Rate <sup>(1)</sup><br>(In percentages) |
|------------------------------------|-----------------|-----------------|---|
| 1,100                              | January 2, 2012 | January 2, 2014 | 1.71  |
| 500                                | January 2, 2014 | January 2, 2016 | 1.02  |

<sup>(1)</sup> Fixes the LIBOR portion of the Company's US-dollar denominated variable rate borrowings (Note 10).

### Foreign Exchange Risk Management

Certain subsidiaries have assets and liabilities denominated in currencies other than their respective functional currencies, which creates foreign exchange risk. The Company also enters into foreign currency forwards and swaps to minimize its exposure to foreign currency fluctuations. Through these instruments, the Company mitigates its foreign currency exposure on transactions with third party entities as well as intercompany transactions. The foreign currency forwards and swaps are not designated as hedges under FASB ASC Topic 815, Derivatives and Hedging ("FASB ASC Topic 815"). Gains and losses on foreign currency forwards and swaps entered into to offset foreign exchange impacts on intercompany balances are classified as Other income (expense), net, in the unaudited interim consolidated statements of operations. Gains and losses on foreign currency forwards and swaps entered into to offset foreign exchange impacts on all other assets and liabilities are classified as Foreign exchange gain (loss), net, in the unaudited interim consolidated statements of operations.

Gross notional values of the foreign currency forwards and swaps are as follows:

|       | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|-------|---|-------------------------------|
| Total | 748   | 869                           |

In April 2014, the Company entered into a cross-currency swap contract to hedge its exposure to foreign currency exchange rate risk associated with certain intercompany loans. Under the terms of the contract, the Company makes interest payments in euros and receives interest in US dollars based on a notional amount at fixed rates over the life of the contract. In addition, the Company will pay euros to and receive US dollars from the counterparty at the maturity of the contract. The terms of the contract correspond to the related hedged intercompany loans. The cross-currency swap contract has been designated as a cash flow hedge, and accordingly, the effective portion of the unrealized gains and losses on the contract is reported in Accumulated other comprehensive income (loss) and reclassified to earnings over the period that the hedged loans affect earnings. The euro notional value is marked-to-market each reporting period based on the current spot rate and gains and losses are classified as Other income (expense), net in the unaudited interim consolidated statements of operations.

The cross-currency swap agreement is as follows:

As of June 30, 2014

| Notional Value<br>(In millions) | Effective Date | Expiration Date | Fixed Rate<br>(In percentages) |
|---------------------------------|----------------|-----------------|--------------------------------|
| \$225                           | April 17, 2014 | April 17, 2019  | 3.62                           |
| €162                            | April 17, 2014 | April 17, 2019  | 2.77                           |

### Commodity Risk Management

The Company has exposure to the prices of commodities in its procurement of certain raw materials. The Company manages its exposure to commodity risk primarily through the use of long-term supply agreements, multi-year purchasing and sales agreements and forward purchase contracts. The Company regularly assesses its practice of using forward purchase contracts and other raw material hedging instruments in accordance with changes in economic conditions. Forward purchases and swap contracts for raw materials are principally settled through physical delivery of the commodity. For qualifying contracts, the Company has elected to apply the normal purchases and normal sales exception of FASB ASC Topic 815 based on the probability at the inception and throughout the term of the contract that the Company would not settle net and the transaction would result in the physical delivery of the commodity. As such, realized gains and losses on these contracts are included in the cost of the commodity upon the settlement of the contract.

Information regarding changes in the fair value of the Company's derivative arrangements is as follows:

|                                     | Three Months Ended June 30,   |  |   |  |
|-------------------------------------|---|--|---|--|
|                                     | 2014  |  | 2013  |  |
|                                     | Gain (Loss)<br>Recognized in<br>Other<br>Comprehensive<br>Income (Loss)<br>(In \$ millions) | Gain (Loss)<br>Recognized in<br>Earnings<br>(Loss) | Gain (Loss)<br>Recognized in<br>Other<br>Comprehensive<br>Income (Loss) | Gain (Loss)<br>Recognized in<br>Earnings<br>(Loss) |
| Designated as Cash Flow Hedges      |   |  |   |  |
| Interest rate swaps                 | (1 ) <sup>(1)</sup>   | (2 ) <sup>(3)</sup>                                | 1 <sup>(6)</sup>  | (3 ) <sup>(3)</sup>                                |
| Cross-currency swap                 | (4 ) <sup>(2)</sup>   | 3 <sup>(4)</sup>                                   | —   | —  |
| Not Designated as Hedges            |   |  |   |  |
| Foreign currency forwards and swaps | —   | (3 ) <sup>(5)</sup>                                | —   | (7 ) <sup>(5)</sup>                                |
| Total                               | (5 )  | (2 )   | 1   | (10 )  |

(1) Excludes \$1 million of tax expense recognized in Other comprehensive income (loss).

(2) Excludes \$1 million of tax benefit recognized in Other comprehensive income (loss).

(3) Reclassified from Accumulated other comprehensive income (loss), net to Interest income (expense) in the unaudited interim consolidated statements of operations.

(4) Included in Other income (expense), net in the unaudited interim consolidated statements of operations.

(5) Included in Foreign exchange gain (loss), net for operating activity or Other income (expense), net for non-operating activity in the unaudited interim consolidated statements of operations.

(6) Excludes \$1 million of losses associated with the Company's equity method investments' derivative activity and \$1 million of tax expense recognized in Other comprehensive income (loss).

|                                     | Six Months Ended June 30,   |  |   |  |
|-------------------------------------|---|--|---|--|
|                                     | 2014  |  | 2013  |  |
|                                     | Gain (Loss)<br>Recognized in<br>Other<br>Comprehensive<br>Income (Loss)<br>(In \$ millions) | Gain (Loss)<br>Recognized in<br>Earnings<br>(Loss) | Gain (Loss)<br>Recognized in<br>Other<br>Comprehensive<br>Income (Loss) | Gain (Loss)<br>Recognized in<br>Earnings<br>(Loss) |
| Designated as Cash Flow Hedges      |   |  |   |  |
| Interest rate swaps                 | (1 ) <sup>(1)</sup>   | (2 ) <sup>(3)</sup>                                | 1 <sup>(6)</sup>  | (5 ) <sup>(3)</sup>                                |
| Cross-currency swap                 | (4 ) <sup>(2)</sup>   | 3 <sup>(4)</sup>                                   | —   | —  |
| Not Designated as Hedges            |   |  |   |  |
| Foreign currency forwards and swaps | —   | (5 ) <sup>(5)</sup>                                | —   | (4 ) <sup>(5)</sup>                                |
| Total                               | (5 )  | (4 )   | 1   | (9 )   |

(1) Excludes \$4 million of tax expense recognized in Other comprehensive income (loss).

(2) Excludes \$1 million of tax benefit recognized in Other comprehensive income (loss).

(3) Reclassified from Accumulated other comprehensive income (loss), net to Interest income (expense) in the unaudited interim consolidated statements of operations.

(4) Included in Other income (expense), net in the unaudited interim consolidated statements of operations.

(5) Included in Foreign exchange gain (loss), net for operating activity or Other income (expense), net for non-operating activity in the unaudited interim consolidated statements of operations.

(6) Excludes \$1 million of losses associated with the Company's equity method investments' derivative activity and \$2 million of tax expense recognized in Other comprehensive income (loss).



See Note 17 - Fair Value Measurements for additional information regarding the fair value of the Company's derivative arrangements.

Certain of the Company's foreign currency forwards and swaps, interest rate swaps and cross-currency swap arrangements permit the Company to net settle all contracts with the counterparty through a single payment in an agreed upon currency in the event of default or early termination of the contract, similar to a master netting arrangement. The Company's interest rate swap agreements are subject to cross collateralization under the Guarantee and Collateral Agreement entered into in conjunction with the Term loan borrowings (Note 10).

|  | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|--|---|-------------------------------|
| <b>Derivative Assets</b>                                   |   |                               |
| Gross amount recognized                                    | 6   | 1                             |
| Gross amount offset in the consolidated balance sheets     | —   | —                             |
| Net amount presented in the consolidated balance sheets    | 6   | 1                             |
| Gross amount not offset in the consolidated balance sheets | 2   | 1                             |
| Net amount   | 4   | —                             |
|  | As of<br>June 30,<br>2014<br>(In \$ millions) | As of<br>December 31,<br>2013 |
| <b>Derivative Liabilities</b>                              |   |                               |
| Gross amount recognized                                    | 13  | 16                            |
| Gross amount offset in the consolidated balance sheets     | —   | 1                             |
| Net amount presented in the consolidated balance sheets    | 13  | 15                            |
| Gross amount not offset in the consolidated balance sheets | 2   | 1                             |
| Net amount   | 11  | 14                            |

## 17. Fair Value Measurements

The Company follows the provisions of FASB ASC Topic 820, Fair Value Measurement ("FASB ASC Topic 820") for financial assets and liabilities. FASB ASC Topic 820 establishes a three-tiered fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. If a financial instrument uses inputs that fall in different levels of the hierarchy, the instrument will be categorized based upon the lowest level of input that is significant to the fair value calculation. Valuations for fund investments such as common/collective trusts and registered investment companies, which do not have readily determinable fair values, are typically estimated using a net asset value provided by a third party as a practical expedient.

The three levels of inputs are defined as follows:

Level 1 - unadjusted quoted prices for identical assets or liabilities in active markets accessible by the Company

Level 2 - inputs that are observable in the marketplace other than those inputs classified as Level 1

Level 3 - inputs that are unobservable in the marketplace and significant to the valuation

The Company's financial assets and liabilities are measured at fair value on a recurring basis and include securities available for sale and derivative financial instruments. Securities available for sale include mutual funds. Derivative financial instruments include interest rate swaps, cross-currency swaps and foreign currency forwards and swaps. Marketable Securities. Where possible, the Company utilizes quoted prices in active markets to measure debt and equity securities; such items are classified as Level 1 in the hierarchy and include equity securities. When quoted market prices for identical assets are unavailable, varying valuation techniques are used. Common inputs in valuing these assets include, among others, benchmark yields, issuer spreads and recently reported trades. Such assets are classified as Level 2 in the hierarchy and typically include corporate bonds. Mutual funds are valued at the net asset value per share or unit multiplied by the number of shares or units held as of the measurement date.

Derivatives. Derivative financial instruments are valued in the market using discounted cash flow techniques. These techniques incorporate Level 1 and Level 2 inputs such as interest rates and foreign currency exchange rates. These market inputs are utilized in the discounted cash flow calculation considering the instrument's term, notional amount, discount rate and credit risk. Significant inputs to the derivative valuation for interest rate swaps, cross-currency swaps and foreign currency forwards and swaps are observable in the active markets and are classified as Level 2 in the hierarchy.

Assets and liabilities measured at fair value on a recurring basis are as follows:

|  | Balance Sheet Classification         | Fair Value Measurement   |   | Total |
|--|--------------------------------------|--|---|-------|
|  |                                      | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) |       |
| (In \$ millions)                           |                                      |  |   |       |
| Mutual funds                               | Marketable securities, at fair value | 39   | —   | 39    |
| Derivatives Designated as Cash Flow Hedges |                                      |  |   |       |
| Cross-currency swap                        | Current Other assets                 | —  | 2   | 2     |
| Cross-currency swap                        | Noncurrent Other assets              | —  | 3   | 3     |
| Derivatives Not Designated as Hedges       |                                      |  |   |       |
| Foreign currency forwards and swaps        | Current Other assets                 | —  | 1   | 1     |
| Total assets as of June 30, 2014           |                                      | 39   | 6   | 45    |
| Derivatives Designated as Cash Flow Hedges |                                      |  |   |       |
| Interest rate swaps                        | Current Other liabilities            | —  | (4  | ) (4  |
| Interest rate swaps                        | Noncurrent Other liabilities         | —  | (2  | ) (2  |
| Cross-currency swap                        | Current Other liabilities            | —  | (1  | ) (1  |
| Cross-currency swap                        | Noncurrent Other liabilities         | —  | (4  | ) (4  |
| Derivatives Not Designated as Hedges       |                                      |  |   |       |
| Foreign currency forwards and swaps        | Current Other liabilities            | —  | (2  | ) (2  |
| Total liabilities as of June 30, 2014      |                                      | —  | (13   | ) (13 |
|  |                                      |  |   |       |
| Mutual funds                               | Marketable securities, at fair value | 41   | —   | 41    |
| Derivatives Not Designated as Hedges       |                                      |  |   |       |
| Foreign currency forwards and swaps        | Current Other assets                 | —  | 1   | 1     |
| Total assets as of December 31, 2013       |                                      | 41   | 1   | 42    |
| Derivatives Designated as Cash Flow Hedges |                                      |  |   |       |
| Interest rate swaps                        | Current Other liabilities            | —  | (5  | ) (5  |
| Interest rate swaps                        | Noncurrent Other liabilities         | —  | (3  | ) (3  |
| Derivatives Not Designated as Hedges       |                                      |  |   |       |
| Interest rate swaps                        | Current Other liabilities            | —  | (2  | ) (2  |
| Foreign currency forwards and swaps        | Current Other liabilities            | —  | (5  | ) (5  |
| Total liabilities as of December 31, 2013  |                                      | —  | (15   | ) (15 |

Carrying values and fair values of financial instruments that are not carried at fair value are as follows:

|  | Carrying<br>Amount | Fair Value Measurement   |                                     | Total |
|--|--------------------|--|-------------------------------------|-------|
|  |                    | Other<br>Observable<br>Inputs<br>(Level 2)<br>(In \$ millions) | Unobservable<br>Inputs<br>(Level 3) |       |
| As of June 30, 2014  |                    |  |                                     |       |
| Cost investments   | 145                | —  | —                                   | —     |
| Insurance contracts in nonqualified trusts                       | 57                 | 57   | —                                   | 57    |
| Long-term debt, including current installments of long-term debt | 2,903              | 2,718  | 263                                 | 2,981 |
| As of December 31, 2013  |                    |  |                                     |       |
| Cost investments   | 145                | —  | —                                   | —     |
| Insurance contracts in nonqualified trusts                       | 62                 | 62   | —                                   | 62    |
| Long-term debt, including current installments of long-term debt | 2,911              | 2,696  | 264                                 | 2,960 |

In general, the cost investments included in the table above are not publicly traded and their fair values are not readily determinable; however, the Company believes the carrying values approximate or are less than the fair values. Insurance contracts in nonqualified trusts consist of long-term fixed income securities, which are valued using independent vendor pricing models with observable inputs in the active market and therefore represent a Level 2 measurement. The fair value of long-term debt is based on valuations from third-party banks and market quotations and is classified as Level 2 in the hierarchy. The fair value of obligations under capital leases is based on lease payments and discount rates, which are not observable in the market and therefore represents a Level 3 measurement. As of June 30, 2014 and December 31, 2013, the fair values of cash and cash equivalents, receivables, trade payables, short-term borrowings and the current installments of long-term debt approximate carrying values due to the short-term nature of these instruments. These items have been excluded from the table with the exception of the current installments of long-term debt.

#### 18. Commitments and Contingencies

The Company is involved in legal and regulatory proceedings, lawsuits, claims and investigations incidental to the normal conduct of business, relating to such matters as product liability, land disputes, commercial contracts, employment, antitrust, intellectual property, workers' compensation, chemical exposure, asbestos exposure, trade compliance, prior acquisitions and divestitures, past waste disposal practices and release of chemicals into the environment. The Company is actively defending those matters where the Company is named as a defendant. Due to the inherent subjectivity of assessments and unpredictability of outcomes of legal proceedings, the Company's litigation accruals and estimates of possible loss or range of possible loss ("Possible Loss") may not represent the ultimate loss to the Company from legal proceedings. For reasonably possible loss contingencies that may be material, the Company estimates its Possible Loss when determinable, considering that the Company could incur no loss in certain matters. Thus, the Company's exposure and ultimate losses may be higher or lower, and possibly materially so, than the Company's litigation accruals and estimates of Possible Loss. For some matters, the Company is unable, at this time, to estimate its Possible Loss that is reasonably possible of occurring. Generally, the less progress that has been made in the proceedings or the broader the range of potential results, the more difficult for the Company to estimate the Possible Loss that it is reasonably possible the Company could incur. The Company may disclose certain information related to a plaintiff's claim against the Company alleged in the plaintiff's pleadings or otherwise publicly available. While information of this type may provide insight into the potential magnitude of a matter, it does not necessarily represent the Company's estimate of reasonably possible or probable loss. Some of the Company's exposure in legal matters may be offset by applicable insurance coverage. The Company does not consider the possible availability of insurance coverage in determining the amounts of any accruals or any estimates of Possible

Loss.

Commercial Actions

In June 2012, Linde Gas Singapore Pte. Ltd. ("Linde Gas"), a raw materials supplier based in Singapore, initiated arbitration proceedings in New York against the Company's subsidiary, Celanese Singapore Pte. Ltd. ("Singapore Ltd."), alleging that Singapore Ltd. had breached a certain requirements contract for carbon monoxide by temporarily idling Singapore Ltd.'s acetic

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acid facility in Jurong Island, Singapore. The Company filed its answer in August 2012. The arbitral panel bifurcated the case into a liability and damages phase. In December 2013, the arbitral panel ruled that Singapore Ltd. was not required to purchase minimum quantities under the express terms of the contract but, under the circumstances in 2012, had breached its implied duty of good faith. Both parties have filed opening briefs in the damages phase. Linde Gas was initially seeking \$38 million in damages. It is now seeking damages of \$68 million, of which the incremental amount relates to operations in 2012 and 2013 that the Company contends were not part of the liability phase of the arbitration, together with injunctive relief. A hearing on damages was held in May 2014 and a decision is expected in 2014. Based on the Company's evaluation of currently available information, the Company does not believe any Possible Loss, including any Possible Loss in excess of reserves, would have a significant adverse effect on the financial position of the Company, but could have a significant adverse effect on the results of operations or cash flows in any given period. The Company continues to vigorously defend the matter.

#### Award Proceedings in Relation to Domination Agreement and Squeeze-Out

The Company's subsidiary, BCP Holdings GmbH ("BCP Holdings"), a German limited liability company, is a defendant in two special award proceedings initiated by minority stockholders of Celanese GmbH seeking the court's review of the amounts (i) of the fair cash compensation and of the guaranteed dividend offered in the purchaser offer under the 2004 Domination Agreement (the "Domination Agreement") and (ii) the fair cash compensation paid for the 2006 squeeze-out ("Squeeze-Out") of all remaining stockholders of Celanese GmbH.

In September 2011, the share valuation expert appointed by the court in connection with the Domination Agreement rendered an opinion. The expert opined that the fair cash compensation for these stockholders (145,387 shares) should be increased from €41.92 to €51.86, thereby increasing the share value by a total of €2 million (including interest) and recommended that the amount of the guaranteed dividend be increased from €2.89 to €3.79, which added €1 million to the Domination Agreement claims. In March 2013, the expert issued a supplementary opinion affirming his previous views and calculations. On January 28, 2014, the court ruled and largely adopted the expert's valuation methodology; however, it raised the cash compensation from €41.92 to €49.43 and the guaranteed dividend from €2.89 to €3.61, which represent lesser amounts than those provided by the expert. BCP Holdings and certain plaintiffs have filed notices of appeal. For those claims brought under the Domination Agreement, based on the court's ruling, the Company does not believe that the Possible Loss, including any Possible Loss in excess of reserves, is material.

The court's ruling in the Domination Agreement case on the share price has no effect on cash compensation in the Squeeze-Out proceeding because the amount set by the court is lower than the price those stockholders already received in the Squeeze-Out. After a preliminary hearing in the Squeeze-Out proceeding, the Frankfurt District Court rendered a judgment on May 27, 2014 in favor of the Company finding that the former minority stockholders were not entitled to an increase of the Squeeze-Out cash compensation. The plaintiffs may appeal.

#### Guarantees

The Company has agreed to guarantee or indemnify third parties for environmental and other liabilities pursuant to a variety of agreements, including asset and business divestiture agreements, leases, settlement agreements and various agreements with affiliated companies. Although many of these obligations contain monetary and/or time limitations, others do not provide such limitations.

As indemnification obligations often depend on the occurrence of unpredictable future events, the future costs associated with them cannot be determined at this time.

The Company has accrued for all probable and reasonably estimable losses associated with all known matters or claims that have been brought to its attention. These known obligations include the following:

#### Demerger Obligations

In connection with the Hoechst demerger, the Company agreed to indemnify Hoechst, and its legal successors, for various liabilities under the demerger agreement, including for environmental liabilities associated with contamination arising either from environmental damage in general ("Category A") or under 19 divestiture agreements entered into by Hoechst prior to the demerger ("Category B") ([Note 12](#)).

The Company's obligation to indemnify Hoechst, and its legal successors, is capped under Category B at €250 million. If and to the extent the environmental damage should exceed €750 million in aggregate, the Company's obligation to indemnify Hoechst and its legal successors applies, but is then limited to 33.33% of the remediation cost without

further limitations. Cumulative

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payments under the divestiture agreements as of June 30, 2014 are \$66 million. Most of the divestiture agreements have become time barred and/or any notified environmental damage claims have been partially settled.

The Company has also undertaken in the demerger agreement to indemnify Hoechst and its legal successors for (i) 33.33% of any and all Category A liabilities that result from Hoechst being held as the responsible party pursuant to public law or current or future environmental law or by third parties pursuant to private or public law related to contamination and (ii) liabilities that Hoechst is required to discharge, including tax liabilities, which are associated with businesses that were included in the demerger but were not demerged due to legal restrictions on the transfers of such items. These indemnities do not provide for any monetary or time limitations. The Company has not been requested by Hoechst to make any payments in connection with this indemnification. Accordingly, the Company has not made any payments to Hoechst and its legal successors.

Based on the Company's evaluation of currently available information, including the lack of requests for indemnification, the Company cannot estimate the Possible Loss for the remaining demerger obligations, if any, in excess of amounts accrued.

#### Divestiture Obligations

The Company and its predecessor companies agreed to indemnify third-party purchasers of former businesses and assets for various pre-closing conditions, as well as for breaches of representations, warranties and covenants. Such liabilities also include environmental liability, product liability, antitrust and other liabilities. These indemnifications and guarantees represent standard contractual terms associated with typical divestiture agreements and, other than environmental liabilities, the Company does not believe that they expose the Company to any significant risk (Note 12).

The Company has divested numerous businesses, investments and facilities through agreements containing indemnifications or guarantees to the purchasers. Many of the obligations contain monetary and/or time limitations, which extend through 2037. The aggregate amount of outstanding indemnifications and guarantees provided for under these agreements is \$133 million as of June 30, 2014. Other agreements do not provide for any monetary or time limitations.

Based on the Company's evaluation of currently available information, including the number of requests for indemnification or other payment received by the Company, the Company cannot estimate the Possible Loss for the remaining divestiture obligations, if any, in excess of amounts accrued.

#### Purchase Obligations

In the normal course of business, the Company enters into various purchase commitments for goods and services. The Company maintains a number of "take-or-pay" contracts for purchases of raw materials, utilities and other services. Certain of the contracts contain a contract termination buy-out provision that allows for the Company to exit the contracts for amounts less than the remaining take-or-pay obligations. The Company does not expect to incur any material losses under take-or-pay contractual arrangements. Additionally, the Company has other outstanding commitments representing maintenance and service agreements, energy and utility agreements, consulting contracts and software agreements. As of June 30, 2014, the Company had unconditional purchase obligations of \$3.4 billion, which extend through 2036.

## 19. Segment Information

|   | Advanced<br>Engineered<br>Materials | Consumer<br>Specialties | Industrial<br>Specialties | Acetyl<br>Intermediates | Other<br>Activities | Eliminations | Consolidated       |
|---|-------------------------------------|-------------------------|---------------------------|-------------------------|---------------------|--------------|--------------------|
| (In \$ millions)                            |                                     |                         |                           |                         |                     |              |                    |
| Three Months Ended June 30, 2014            |                                     |                         |                           |                         |                     |              |                    |
| Net sales                                   | 389                                 | 289                     | <sup>(1)</sup> 333        | 901                     | <sup>(1)</sup> —    | (143 )       | 1,769              |
| Other (charges) gains, net                  | (1 )                                | —                       | —                         | 2                       | 1                   | —            | 2                  |
| Operating profit (loss)                     | 56                                  | 80                      | 24                        | 142                     | (43 )               | —            | 259                |
| Equity in net earnings (loss) of affiliates | 45                                  | 7                       | —                         | 14                      | 35                  | —            | 101                |
| Depreciation and amortization               | 27                                  | 10                      | 12                        | 19                      | 4                   | —            | 72                 |
| Capital expenditures                        | 11                                  | 22                      | 6                         | 90                      | 2                   | —            | 131 <sup>(2)</sup> |
| Three Months Ended June 30, 2013            |                                     |                         |                           |                         |                     |              |                    |
| Net sales                                   | 352                                 | 314                     | <sup>(1)</sup> 295        | 809                     | <sup>(1)</sup> —    | (117 )       | 1,653              |
| Other (charges) gains, net                  | (2 )                                | —                       | (1 )                      | —                       | —                   | —            | (3 )               |
| Operating profit (loss)                     | 39                                  | 83                      | 18                        | 55                      | (26 )               | —            | 169                |
| Equity in net earnings (loss) of affiliates | 45                                  | 1                       | —                         | 1                       | 8                   | —            | 55                 |
| Depreciation and amortization               | 27                                  | 10                      | 12                        | 22                      | 4                   | —            | 75                 |
| Capital expenditures                        | 13                                  | 29                      | 6                         | 42                      | 3                   | —            | 93 <sup>(3)</sup>  |

Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$143 million and \$0

<sup>(1)</sup> million, respectively, for the three months ended June 30, 2014 and \$116 million and \$1 million, respectively, for the three months ended June 30, 2013.

<sup>(2)</sup> Includes an increase in accrued capital expenditures of \$6 million for the three months ended June 30, 2014.

<sup>(3)</sup> Excludes expenditures related to the relocation of the Company's POM operations in Germany and includes an increase in accrued capital expenditures of \$18 million for the three months ended June 30, 2013.

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|   | Advanced<br>Engineered<br>Materials | Consumer<br>Specialties | Industrial<br>Specialties | Acetyl<br>Intermediates | Other<br>Activities | Eliminations | Consolidated |
|---|-------------------------------------|-------------------------|---------------------------|-------------------------|---------------------|--------------|--------------|
| (In \$ millions)                            |                                     |                         |                           |                         |                     |              |              |
| Six Months Ended June 30, 2014              |                                     |                         |                           |                         |                     |              |              |
| Net sales                                   | 762                                 | 591                     | (1) 645                   | 1,742                   | (1) —               | (266 )       | 3,474        |
| Other (charges) gains, net                  | (1 )                                | —                       | —                         | 2                       | —                   | —            | 1            |
| Operating profit (loss)                     | 113                                 | 179                     | 44                        | 239                     | (73 )               | —            | 502          |
| Equity in net earnings (loss) of affiliates | 78                                  | 8                       | —                         | 15                      | 40                  | —            | 141          |
| Depreciation and amortization               | 53                                  | 21                      | 26                        | 40                      | 7                   | —            | 147          |
| Capital expenditures                        | 20                                  | 50                      | 10                        | 166                     | 3                   | —            | 249 (2)      |
| As of June 30, 2014                         |                                     |                         |                           |                         |                     |              |              |
| Goodwill and intangibles, net               | 364                                 | 276                     | 58                        | 236                     | —                   | —            | 934          |
| Total assets                                | 2,675                               | 1,511                   | 974                       | 2,533                   | 1,640               | —            | 9,333        |
| Six Months Ended June 30, 2013              |                                     |                         |                           |                         |                     |              |              |
| Net sales                                   | 681                                 | 609                     | (1) 583                   | 1,617                   | (1) —               | (232 )       | 3,258        |
| Other (charges) gains, net                  | (4 )                                | —                       | (2 )                      | (1 )                    | —                   | —            | (7 )         |
| Operating profit (loss)                     | 75                                  | 161                     | 33                        | 130                     | (46 )               | —            | 353          |
| Equity in net earnings (loss) of affiliates | 85                                  | 3                       | —                         | 4                       | 17                  | —            | 109          |
| Depreciation and amortization               | 56                                  | 20                      | 24                        | 43                      | 8                   | —            | 151          |
| Capital expenditures                        | 21                                  | 43                      | 11                        | 71                      | 4                   | —            | 150 (3)      |
| As of December 31, 2013                     |                                     |                         |                           |                         |                     |              |              |
| Goodwill and intangibles, net               | 368                                 | 278                     | 60                        | 234                     | —                   | —            | 940          |
| Total assets                                | 2,643                               | 1,478                   | 1,002                     | 2,333                   | 1,562               | —            | 9,018        |

Net sales for Acetyl Intermediates and Consumer Specialties include inter-segment sales of \$266 million and \$0 million, respectively, for the six months ended June 30, 2014 and \$228 million and \$4 million, respectively, for the six months ended June 30, 2013.

(2) Includes a decrease in accrued capital expenditures of \$24 million for the six months ended June 30, 2014.

(3) Excludes expenditures related to the relocation of the Company's POM operations in Germany and includes an increase in accrued capital expenditures of \$1 million for the six months ended June 30, 2013.

## 20. Earnings (Loss) Per Share

|   | Three Months Ended |             | Six Months Ended |             |
|---|--------------------|-------------|------------------|-------------|
|   | June 30,<br>2014   | 2013        | June 30,<br>2014 | 2013        |
| (In \$ millions, except share data)   |                    |             |                  |             |
| Amounts Attributable to Celanese Corporation  |                    |             |                  |             |
| Earnings (loss) from continuing operations  | 259                | 133         | 455              | 274         |
| Earnings (loss) from discontinued operations  | —                  | —           | —                | 1           |
| Net earnings (loss)   | 259                | 133         | 455              | 275         |
| Weighted average shares - basic   | 155,751,779        | 159,676,462 | 156,124,714      | 159,679,408 |
| Dilutive stock options  | 156,658            | 213,834     | 161,114          | 216,890     |
| Dilutive restricted stock units   | 145,795            | 251,860     | 138,837          | 242,661     |
| Weighted average shares - diluted   | 156,054,232        | 160,142,156 | 156,424,665      | 160,138,959 |
| Securities not included in the computation of diluted net earnings per share as their effect would have been antidilutive are as follows: |                    |             |                  |             |
|   | Three Months Ended |             | Six Months Ended |             |
|   | June 30,<br>2014   | 2013        | June 30,<br>2014 | 2013        |
| Stock options   | —                  | 95,225      | —                | 94,329      |
| Restricted stock units  | —                  | —           | —                | —           |
| Total   | —                  | 95,225      | —                | 94,329      |

## 21. Consolidating Guarantor Financial Information

The Senior Notes were issued by Celanese US (the "Issuer") and are guaranteed by Celanese Corporation (the "Parent Guarantor") and the Subsidiary Guarantors ([Note 10](#)). The Issuer and Subsidiary Guarantors are 100% owned subsidiaries of the Parent Guarantor. The Parent Guarantor and Subsidiary Guarantors have guaranteed the Notes fully and unconditionally and jointly and severally.

For cash management purposes, the Company transfers cash between the Parent Guarantor, Issuer, Subsidiary Guarantors and non-guarantors through intercompany financing arrangements, contributions or declaration of dividends between the respective parent and its subsidiaries. The transfer of cash under these activities facilitates the ability of the recipient to make specified third-party payments for principal and interest on the Company's outstanding debt, Common Stock dividends and Common Stock repurchases. The consolidating statements of cash flow for the six months ended June 30, 2014 and 2013 present such intercompany financing activities, contributions and dividends consistent with how such activity would be presented in a stand-alone statement of cash flows.

The Company has not presented separate financial information and other disclosures for each of its Subsidiary Guarantors because it believes such financial information and other disclosures would not provide investors with any additional information that would be material in evaluating the sufficiency of the guarantees.

The unaudited interim consolidating financial statements for the Parent Guarantor, the Issuer, the Subsidiary Guarantors and the non-guarantors are as follows:

CELANESE CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

Three Months Ended June 30, 2014

|  | Parent<br>Guarantor | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |   |
|--|---------------------|--------|--------------------------|--------------------|--------------|--------------|---|
|  | (In \$ millions)    |        |                          |                    |              |              |   |
| Net sales  | —                   | —      | 679                      | 1,357              | (267         | ) 1,769      |   |
| Cost of sales  | —                   | —      | (501                     | ) (1,149           | ) 289        | (1,361       | ) |
| Gross profit   | —                   | —      | 178                      | 208                | 22           | 408          |   |
| Selling, general and administrative expenses                 | —                   | —      | (18                      | ) (101             | ) —          | (119         | ) |
| Amortization of intangible assets                            | —                   | —      | (2                       | ) (3               | ) —          | (5           | ) |
| Research and development expenses                            | —                   | —      | (13                      | ) (11              | ) —          | (24          | ) |
| Other (charges) gains, net                                   | —                   | —      | —                        | 2                  | —            | 2            |   |
| Foreign exchange gain (loss), net                            | —                   | —      | —                        | (1                 | ) —          | (1           | ) |
| Gain (loss) on disposition of businesses and assets, net     | —                   | —      | (2                       | ) —                | —            | (2           | ) |
| Operating profit (loss)                                      | —                   | —      | 143                      | 94                 | 22           | 259          |   |
| Equity in net earnings (loss) of affiliates                  | 259                 | 282    | 48                       | 89                 | (577         | ) 101        |   |
| Interest expense   | —                   | (49    | ) (6                     | ) (21              | ) 36         | (40          | ) |
| Refinancing expense  | —                   | —      | —                        | —                  | —            | —            |   |
| Interest income  | —                   | 17     | 18                       | 3                  | (36          | ) 2          |   |
| Dividend income - cost investments                           | —                   | —      | —                        | 29                 | —            | 29           |   |
| Other income (expense), net                                  | —                   | —      | 1                        | —                  | —            | 1            |   |
| Earnings (loss) from continuing operations before tax        | 259                 | 250    | 204                      | 194                | (555         | ) 352        |   |
| Income tax (provision) benefit                               | —                   | 9      | (52                      | ) (46              | ) (5         | ) (94        | ) |
| Earnings (loss) from continuing operations                   | 259                 | 259    | 152                      | 148                | (560         | ) 258        |   |
| Earnings (loss) from operation of discontinued operations    | —                   | —      | (1                       | ) —                | —            | (1           | ) |
| Gain (loss) on disposition of discontinued operations        | —                   | —      | —                        | —                  | —            | —            |   |
| Income tax (provision) benefit from discontinued operations  | —                   | —      | 1                        | —                  | —            | 1            |   |
| Earnings (loss) from discontinued operations                 | —                   | —      | —                        | —                  | —            | —            |   |
| Net earnings (loss)  | 259                 | 259    | 152                      | 148                | (560         | ) 258        |   |
| Net (earnings) loss attributable to noncontrolling interests | —                   | —      | —                        | 1                  | —            | 1            |   |
| Net earnings (loss) attributable to Celanese Corporation     | 259                 | 259    | 152                      | 149                | (560         | ) 259        |   |



CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

|  | Three Months Ended June 30, 2013 |        |                          |                    |              |              |   |
|--|----------------------------------|--------|--------------------------|--------------------|--------------|--------------|---|
|  | Parent<br>Guarantor              | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |   |
|  | (In \$ millions)                 |        |                          |                    |              |              |   |
| Net sales  | —                                | —      | 732                      | 1,242              | (321         | ) 1,653      |   |
| Cost of sales  | —                                | —      | (503                     | ) (1,139           | ) 308        | (1,334       | ) |
| Gross profit   | —                                | —      | 229                      | 103                | (13          | ) 319        |   |
| Selling, general and administrative expenses                 | —                                | —      | (26                      | ) (87              | ) —          | (113         | ) |
| Amortization of intangible assets                            | —                                | —      | (3                       | ) (6               | ) —          | (9           | ) |
| Research and development expenses                            | —                                | —      | (15                      | ) (8               | ) —          | (23          | ) |
| Other (charges) gains, net                                   | —                                | —      | —                        | (3                 | ) —          | (3           | ) |
| Foreign exchange gain (loss), net                            | —                                | —      | —                        | (2                 | ) —          | (2           | ) |
| Gain (loss) on disposition of businesses and assets, net     | —                                | —      | 1                        | (1                 | ) —          | —            |   |
| Operating profit (loss)                                      | —                                | —      | 186                      | (4                 | ) (13        | ) 169        |   |
| Equity in net earnings (loss) of affiliates                  | 130                              | 161    | 45                       | 45                 | (326         | ) 55         |   |
| Interest expense   | —                                | (49    | ) (9                     | ) (16              | ) 30         | (44          | ) |
| Refinancing expense  | —                                | —      | —                        | —                  | —            | —            |   |
| Interest income  | —                                | 13     | 16                       | 2                  | (30          | ) 1          |   |
| Dividend income - cost investments                           | —                                | —      | —                        | 23                 | —            | 23           |   |
| Other income (expense), net                                  | —                                | —      | —                        | 4                  | —            | 4            |   |
| Earnings (loss) from continuing operations before tax        | 130                              | 125    | 238                      | 54                 | (339         | ) 208        |   |
| Income tax (provision) benefit                               | 3                                | 5      | (69                      | ) (18              | ) 4          | (75          | ) |
| Earnings (loss) from continuing operations                   | 133                              | 130    | 169                      | 36                 | (335         | ) 133        |   |
| Earnings (loss) from operation of discontinued operations    | —                                | —      | —                        | —                  | —            | —            |   |
| Gain (loss) on disposition of discontinued operations        | —                                | —      | —                        | —                  | —            | —            |   |
| Income tax (provision) benefit from discontinued operations  | —                                | —      | —                        | —                  | —            | —            |   |
| Earnings (loss) from discontinued operations                 | —                                | —      | —                        | —                  | —            | —            |   |
| Net earnings (loss)  | 133                              | 130    | 169                      | 36                 | (335         | ) 133        |   |
| Net (earnings) loss attributable to noncontrolling interests | —                                | —      | —                        | —                  | —            | —            |   |
| Net earnings (loss) attributable to Celanese Corporation     | 133                              | 130    | 169                      | 36                 | (335         | ) 133        |   |

CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

|  | Six Months Ended June 30, 2014 |        |                          |                    |              |              |
|--|--------------------------------|--------|--------------------------|--------------------|--------------|--------------|
|  | Parent<br>Guarantor            | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |
|  | (In \$ millions)               |        |                          |                    |              |              |
| Net sales  | —                              | —      | 1,386                    | 2,657              | (569         | ) 3,474      |
| Cost of sales  | —                              | —      | (962                     | ) (2,300           | ) 574        | (2,688 )     |
| Gross profit   | —                              | —      | 424                      | 357                | 5            | 786          |
| Selling, general and administrative expenses                 | —                              | —      | (27                      | ) (196             | ) —          | (223 )       |
| Amortization of intangible assets                            | —                              | —      | (4                       | ) (7               | ) —          | (11 )        |
| Research and development expenses                            | —                              | —      | (26                      | ) (20              | ) —          | (46 )        |
| Other (charges) gains, net                                   | —                              | —      | —                        | 1                  | —            | 1            |
| Foreign exchange gain (loss), net                            | —                              | —      | —                        | (2                 | ) —          | (2 )         |
| Gain (loss) on disposition of businesses and assets, net     | —                              | —      | (5                       | ) 2                | —            | (3 )         |
| Operating profit (loss)                                      | —                              | —      | 362                      | 135                | 5            | 502          |
| Equity in net earnings (loss) of affiliates                  | 454                            | 510    | 78                       | 125                | (1,026       | ) 141        |
| Interest expense   | —                              | (95    | ) (12                    | ) (40              | ) 68         | (79 )        |
| Refinancing expense  | —                              | —      | —                        | —                  | —            | —            |
| Interest income  | —                              | 31     | 35                       | 4                  | (68          | ) 2          |
| Dividend income - cost investments                           | —                              | —      | —                        | 58                 | —            | 58           |
| Other income (expense), net                                  | —                              | —      | 4                        | (3                 | ) —          | 1            |
| Earnings (loss) from continuing operations before tax        | 454                            | 446    | 467                      | 279                | (1,021       | ) 625        |
| Income tax (provision) benefit                               | 1                              | 8      | (122                     | ) (57              | ) (2         | ) (172 )     |
| Earnings (loss) from continuing operations                   | 455                            | 454    | 345                      | 222                | (1,023       | ) 453        |
| Earnings (loss) from operation of discontinued operations    | —                              | —      | (1                       | ) —                | —            | (1 )         |
| Gain (loss) on disposition of discontinued operations        | —                              | —      | —                        | —                  | —            | —            |
| Income tax (provision) benefit from discontinued operations  | —                              | —      | 1                        | —                  | —            | 1            |
| Earnings (loss) from discontinued operations                 | —                              | —      | —                        | —                  | —            | —            |
| Net earnings (loss)  | 455                            | 454    | 345                      | 222                | (1,023       | ) 453        |
| Net (earnings) loss attributable to noncontrolling interests | —                              | —      | —                        | 2                  | —            | 2            |
| Net earnings (loss) attributable to Celanese Corporation     | 455                            | 454    | 345                      | 224                | (1,023       | ) 455        |

CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATING STATEMENT OF OPERATIONS

|  | Six Months Ended June 30, 2013 |        |                          |                    |              |              |   |
|--|--------------------------------|--------|--------------------------|--------------------|--------------|--------------|---|
|  | Parent<br>Guarantor            | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |   |
|  | (In \$ millions)               |        |                          |                    |              |              |   |
| Net sales  | —                              | —      | 1,412                    | 2,449              | (603         | ) 3,258      |   |
| Cost of sales  | —                              | —      | (978                     | ) (2,233           | ) 605        | (2,606       | ) |
| Gross profit   | —                              | —      | 434                      | 216                | 2            | 652          |   |
| Selling, general and administrative expenses                 | —                              | —      | (47                      | ) (172             | ) —          | (219         | ) |
| Amortization of intangible assets                            | —                              | —      | (7                       | ) (13              | ) —          | (20          | ) |
| Research and development expenses                            | —                              | —      | (31                      | ) (18              | ) —          | (49          | ) |
| Other (charges) gains, net                                   | —                              | —      | 4                        | (7                 | ) (4         | ) (7         | ) |
| Foreign exchange gain (loss), net                            | —                              | —      | —                        | (3                 | ) —          | (3           | ) |
| Gain (loss) on disposition of businesses and assets, net     | —                              | —      | —                        | (1                 | ) —          | (1           | ) |
| Operating profit (loss)                                      | —                              | —      | 353                      | 2                  | (2           | ) 353        |   |
| Equity in net earnings (loss) of affiliates                  | 271                            | 328    | 82                       | 94                 | (666         | ) 109        |   |
| Interest expense   | —                              | (96    | ) (19                    | ) (32              | ) 60         | (87          | ) |
| Refinancing expense  | —                              | —      | —                        | —                  | —            | —            |   |
| Interest income  | —                              | 27     | 31                       | 3                  | (60          | ) 1          |   |
| Dividend income - cost investments                           | —                              | —      | —                        | 47                 | —            | 47           |   |
| Other income (expense), net                                  | —                              | —      | —                        | 3                  | —            | 3            |   |
| Earnings (loss) from continuing operations before tax        | 271                            | 259    | 447                      | 117                | (668         | ) 426        |   |
| Income tax (provision) benefit                               | 4                              | 12     | (113                     | ) (55              | ) —          | (152         | ) |
| Earnings (loss) from continuing operations                   | 275                            | 271    | 334                      | 62                 | (668         | ) 274        |   |
| Earnings (loss) from operation of discontinued operations    | —                              | —      | 2                        | —                  | —            | 2            |   |
| Gain (loss) on disposition of discontinued operations        | —                              | —      | —                        | —                  | —            | —            |   |
| Income tax (provision) benefit from discontinued operations  | —                              | —      | (1                       | ) —                | —            | (1           | ) |
| Earnings (loss) from discontinued operations                 | —                              | —      | 1                        | —                  | —            | 1            |   |
| Net earnings (loss)  | 275                            | 271    | 335                      | 62                 | (668         | ) 275        |   |
| Net (earnings) loss attributable to noncontrolling interests | —                              | —      | —                        | —                  | —            | —            |   |
| Net earnings (loss) attributable to Celanese Corporation     | 275                            | 271    | 335                      | 62                 | (668         | ) 275        |   |

## CELANESE CORPORATION AND SUBSIDIARIES

## UNAUDITED INTERIM CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

|   | Three Months Ended June 30, 2014 |        |                          |                    |              |              |   |
|---|----------------------------------|--------|--------------------------|--------------------|--------------|--------------|---|
|   | Parent<br>Guarantor              | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |   |
|   | (In \$ millions)                 |        |                          |                    |              |              |   |
| Net earnings (loss)   | 259                              | 259    | 152                      | 148                | (560         | ) 258        |   |
| Other comprehensive income (loss),<br>net of tax                        |                                  |        |                          |                    |              |              |   |
| Unrealized gain (loss) on marketable<br>securities                      | —                                | —      | —                        | —                  | —            | —            |   |
| Foreign currency translation  | (22                              | ) (22  | ) (9                     | ) 2                | 29           | (22          | ) |
| Gain (loss) from cash flow hedges                                       | (3                               | ) (3   | ) —                      | (3                 | ) 6          | (3           | ) |
| Pension and postretirement benefits                                     | (14                              | ) (14  | ) (14                    | ) —                | 28           | (14          | ) |
| Total other comprehensive income<br>(loss), net of tax                  | (39                              | ) (39  | ) (23                    | ) (1               | ) 63         | (39          | ) |
| Total comprehensive income (loss),<br>net of tax                        | 220                              | 220    | 129                      | 147                | (497         | ) 219        |   |
| Comprehensive (income) loss<br>attributable to noncontrolling interests | —                                | —      | —                        | 1                  | —            | 1            |   |
| Comprehensive income (loss)<br>attributable to Celanese Corporation     | 220                              | 220    | 129                      | 148                | (497         | ) 220        |   |
|   | Three Months Ended June 30, 2013 |        |                          |                    |              |              |   |
|   | Parent<br>Guarantor              | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |   |
|   | (In \$ millions)                 |        |                          |                    |              |              |   |
| Net earnings (loss)   | 133                              | 130    | 169                      | 36                 | (335         | ) 133        |   |
| Other comprehensive income (loss),<br>net of tax                        |                                  |        |                          |                    |              |              |   |
| Unrealized gain (loss) on marketable<br>securities                      | —                                | —      | —                        | —                  | —            | —            |   |
| Foreign currency translation  | 26                               | 26     | (2                       | ) (3               | ) (21        | ) 26         |   |
| Gain (loss) from cash flow hedges                                       | 2                                | 2      | (1                       | ) —                | (1           | ) 2          |   |
| Pension and postretirement benefits                                     | —                                | —      | —                        | —                  | —            | —            |   |
| Total other comprehensive income<br>(loss), net of tax                  | 28                               | 28     | (3                       | ) (3               | ) (22        | ) 28         |   |
| Total comprehensive income (loss),<br>net of tax                        | 161                              | 158    | 166                      | 33                 | (357         | ) 161        |   |
| Comprehensive (income) loss<br>attributable to noncontrolling interests | —                                | —      | —                        | —                  | —            | —            |   |
| Comprehensive income (loss)<br>attributable to Celanese Corporation     | 161                              | 158    | 166                      | 33                 | (357         | ) 161        |   |

## CELANESE CORPORATION AND SUBSIDIARIES

## UNAUDITED INTERIM CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

|   | Six Months Ended June 30, 2014 |        |                          |                    |              |              |
|---|--------------------------------|--------|--------------------------|--------------------|--------------|--------------|
|   | Parent<br>Guarantor            | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |
|   | (In \$ millions)               |        |                          |                    |              |              |
| Net earnings (loss)   | 455                            | 454    | 345                      | 222                | (1,023 )     | 453          |
| Other comprehensive income (loss),<br>net of tax                        |                                |        |                          |                    |              |              |
| Unrealized gain (loss) on marketable<br>securities                      | —                              | —      | —                        | —                  | —            | —            |
| Foreign currency translation  | (17 )                          | (17 )  | 7                        | (14 )              | 24           | (17 )        |
| Gain (loss) from cash flow hedges                                       | (6 )                           | (6 )   | —                        | (3 )               | 9            | (6 )         |
| Pension and postretirement benefits                                     | (26 )                          | (26 )  | (26 )                    | —                  | 52           | (26 )        |
| Total other comprehensive income<br>(loss), net of tax                  | (49 )                          | (49 )  | (19 )                    | (17 )              | 85           | (49 )        |
| Total comprehensive income (loss),<br>net of tax                        | 406                            | 405    | 326                      | 205                | (938 )       | 404          |
| Comprehensive (income) loss<br>attributable to noncontrolling interests | —                              | —      | —                        | 2                  | —            | 2            |
| Comprehensive income (loss)<br>attributable to Celanese Corporation     | 406                            | 405    | 326                      | 207                | (938 )       | 406          |
|   | Six Months Ended June 30, 2013 |        |                          |                    |              |              |
|   | Parent<br>Guarantor            | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |
|   | (In \$ millions)               |        |                          |                    |              |              |
| Net earnings (loss)   | 275                            | 271    | 335                      | 62                 | (668 )       | 275          |
| Other comprehensive income (loss),<br>net of tax                        |                                |        |                          |                    |              |              |
| Unrealized gain (loss) on marketable<br>securities                      | —                              | —      | —                        | —                  | —            | —            |
| Foreign currency translation  | (5 )                           | (5 )   | 3                        | 2                  | —            | (5 )         |
| Gain (loss) from cash flow hedges                                       | 3                              | 3      | (1 )                     | —                  | (2 )         | 3            |
| Pension and postretirement benefits                                     | —                              | —      | —                        | —                  | —            | —            |
| Total other comprehensive income<br>(loss), net of tax                  | (2 )                           | (2 )   | 2                        | 2                  | (2 )         | (2 )         |
| Total comprehensive income (loss),<br>net of tax                        | 273                            | 269    | 337                      | 64                 | (670 )       | 273          |
| Comprehensive (income) loss<br>attributable to noncontrolling interests | —                              | —      | —                        | —                  | —            | —            |
| Comprehensive income (loss)<br>attributable to Celanese Corporation     | 273                            | 269    | 337                      | 64                 | (670 )       | 273          |

CELANESE CORPORATION AND SUBSIDIARIES  
UNAUDITED CONSOLIDATING BALANCE SHEET

|   | As of June 30, 2014 |        |                          |                    |              |              |
|---|---------------------|--------|--------------------------|--------------------|--------------|--------------|
|   | Parent<br>Guarantor | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |
|   | (In \$ millions)    |        |                          |                    |              |              |
| <b>ASSETS</b>   |                     |        |                          |                    |              |              |
| Current Assets  |                     |        |                          |                    |              |              |
| Cash and cash equivalents   | 2                   | —      | 208                      | 854                | —            | 1,064        |
| Trade receivables - third party and affiliates  | —                   | —      | 139                      | 1,064              | (158)        | ) 1,045      |
| Non-trade receivables, net  | 34                  | 469    | 2,160                    | 507                | (2,939)      | ) 231        |
| Inventories, net  | —                   | —      | 243                      | 629                | (56)         | ) 816        |
| Deferred income taxes   | —                   | —      | 75                       | 57                 | (17)         | ) 115        |
| Marketable securities, at fair value  | —                   | —      | 39                       | —                  | —            | 39           |
| Other assets  | —                   | 2      | 17                       | 22                 | (12)         | ) 29         |
| Total current assets  | 36                  | 471    | 2,881                    | 3,133              | (3,182)      | ) 3,339      |
| Investments in affiliates   | 2,920               | 4,781  | 1,910                    | 609                | (9,340)      | ) 880        |
| Property, plant and equipment, net  | —                   | —      | 964                      | 2,613              | —            | 3,577        |
| Deferred income taxes   | —                   | —      | 248                      | 25                 | (2)          | ) 271        |
| Other assets  | —                   | 1,989  | 141                      | 303                | (2,101)      | ) 332        |
| Goodwill  | —                   | —      | 305                      | 489                | —            | 794          |
| Intangible assets, net  | —                   | —      | 69                       | 71                 | —            | 140          |
| Total assets  | 2,956               | 7,241  | 6,518                    | 7,243              | (14,625)     | ) 9,333      |
| <b>LIABILITIES AND EQUITY</b>   |                     |        |                          |                    |              |              |
| Current Liabilities   |                     |        |                          |                    |              |              |
| Short-term borrowings and current installments of long-term debt - third party and affiliates | —                   | 1,790  | 188                      | 343                | (2,163)      | ) 158        |
| Trade payables - third party and affiliates   | —                   | —      | 346                      | 651                | (158)        | ) 839        |
| Other liabilities   | 1                   | 30     | 315                      | 438                | (312)        | ) 472        |
| Deferred income taxes   | —                   | 17     | —                        | 10                 | (17)         | ) 10         |
| Income taxes payable  | —                   | —      | 492                      | 55                 | (483)        | ) 64         |
| Total current liabilities   | 1                   | 1,837  | 1,341                    | 1,497              | (3,133)      | ) 1,543      |
| Noncurrent Liabilities  |                     |        |                          |                    |              |              |
| Long-term debt  | —                   | 2,461  | 832                      | 1,657              | (2,070)      | ) 2,880      |
| Deferred income taxes   | —                   | 8      | —                        | 222                | (2)          | ) 228        |
| Uncertain tax positions   | —                   | 6      | 7                        | 145                | —            | 158          |
| Benefit obligations   | —                   | —      | 900                      | 225                | —            | 1,125        |
| Other liabilities   | —                   | 9      | 118                      | 210                | (39)         | ) 298        |
| Total noncurrent liabilities  | —                   | 2,484  | 1,857                    | 2,459              | (2,111)      | ) 4,689      |
| Total Celanese Corporation stockholders' equity   | 2,955               | 2,920  | 3,320                    | 3,141              | (9,381)      | ) 2,955      |
| Noncontrolling interests  | —                   | —      | —                        | 146                | —            | 146          |
| Total equity  | 2,955               | 2,920  | 3,320                    | 3,287              | (9,381)      | ) 3,101      |
| Total liabilities and equity  | 2,956               | 7,241  | 6,518                    | 7,243              | (14,625)     | ) 9,333      |



CELANESE CORPORATION AND SUBSIDIARIES  
UNAUDITED CONSOLIDATING BALANCE SHEET

|   | As of December 31, 2013 |        |                          |                    |              |              |
|---|-------------------------|--------|--------------------------|--------------------|--------------|--------------|
|   | Parent<br>Guarantor     | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |
|   | (In \$ millions)        |        |                          |                    |              |              |
| <b>ASSETS</b>   |                         |        |                          |                    |              |              |
| Current Assets  |                         |        |                          |                    |              |              |
| Cash and cash equivalents   | —                       | —      | 284                      | 700                | —            | 984          |
| Trade receivables - third party and affiliates  | —                       | —      | 131                      | 877                | (141)        | 867          |
| Non-trade receivables, net  | 33                      | 482    | 2,166                    | 586                | (2,924)      | 343          |
| Inventories, net  | —                       | —      | 243                      | 622                | (61)         | 804          |
| Deferred income taxes   | —                       | —      | 74                       | 58                 | (17)         | 115          |
| Marketable securities, at fair value  | —                       | —      | 41                       | —                  | —            | 41           |
| Other assets  | —                       | 5      | 15                       | 24                 | (16)         | 28           |
| Total current assets  | 33                      | 487    | 2,954                    | 2,867              | (3,159)      | 3,182        |
| Investments in affiliates   | 2,667                   | 4,458  | 1,677                    | 594                | (8,555)      | 841          |
| Property, plant and equipment, net  | —                       | —      | 969                      | 2,456              | —            | 3,425        |
| Deferred income taxes   | —                       | —      | 248                      | 49                 | (8)          | 289          |
| Other assets  | —                       | 1,965  | 144                      | 285                | (2,053)      | 341          |
| Goodwill  | —                       | —      | 305                      | 493                | —            | 798          |
| Intangible assets, net  | —                       | —      | 64                       | 78                 | —            | 142          |
| Total assets  | 2,700                   | 6,910  | 6,361                    | 6,822              | (13,775)     | 9,018        |
| <b>LIABILITIES AND EQUITY</b>   |                         |        |                          |                    |              |              |
| Current Liabilities   |                         |        |                          |                    |              |              |
| Short-term borrowings and current installments of long-term debt - third party and affiliates | —                       | 1,713  | 122                      | 373                | (2,031)      | 177          |
| Trade payables - third party and affiliates   | —                       | —      | 312                      | 628                | (141)        | 799          |
| Other liabilities   | 1                       | 28     | 441                      | 513                | (442)        | 541          |
| Deferred income taxes   | —                       | 17     | —                        | 10                 | (17)         | 10           |
| Income taxes payable  | —                       | —      | 460                      | 32                 | (474)        | 18           |
| Total current liabilities   | 1                       | 1,758  | 1,335                    | 1,556              | (3,105)      | 1,545        |
| Noncurrent Liabilities  |                         |        |                          |                    |              |              |
| Long-term debt  | —                       | 2,468  | 825                      | 1,646              | (2,052)      | 2,887        |
| Deferred income taxes   | —                       | 8      | —                        | 225                | (8)          | 225          |
| Uncertain tax positions   | —                       | 6      | 16                       | 178                | —            | 200          |
| Benefit obligations   | —                       | —      | 943                      | 232                | —            | 1,175        |
| Other liabilities   | —                       | 3      | 91                       | 202                | (9)          | 287          |
| Total noncurrent liabilities  | —                       | 2,485  | 1,875                    | 2,483              | (2,069)      | 4,774        |
| Total Celanese Corporation stockholders' equity   | 2,699                   | 2,667  | 3,151                    | 2,783              | (8,601)      | 2,699        |
| Noncontrolling interests  | —                       | —      | —                        | —                  | —            | —            |
| Total equity  | 2,699                   | 2,667  | 3,151                    | 2,783              | (8,601)      | 2,699        |
| Total liabilities and equity  | 2,700                   | 6,910  | 6,361                    | 6,822              | (13,775)     | 9,018        |



CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATING STATEMENT OF CASH FLOWS

|  | Six Months Ended June 30, 2014 |         |                          |                    |              |              |
|--|--------------------------------|---------|--------------------------|--------------------|--------------|--------------|
|  | Parent<br>Guarantor            | Issuer  | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |
|  | (In \$ millions)               |         |                          |                    |              |              |
| Net cash provided by (used in) operating activities          | 169                            | 109     | 333                      | 142                | (336)        | ) 417        |
| Investing Activities   |                                |         |                          |                    |              |              |
| Capital expenditures on property, plant and equipment        | —                              | —       | (100)                    | ) (30)             | ) —          | (130)        |
| Acquisitions, net of cash acquired                           | —                              | —       | —                        | —                  | —            | —            |
| Proceeds from sale of businesses and assets, net             | —                              | —       | —                        | —                  | —            | —            |
| Deferred proceeds from Kelsterbach plant relocation          | —                              | —       | —                        | —                  | —            | —            |
| Capital expenditures related to Kelsterbach plant relocation | —                              | —       | —                        | —                  | —            | —            |
| Capital expenditures related to Fairway Methanol LLC         | —                              | —       | (34)                     | ) (109)            | ) —          | (143)        |
| Return of capital from subsidiary                            | —                              | —       | 51                       | —                  | (51)         | ) —          |
| Contributions to subsidiary                                  | —                              | —       | (97)                     | ) —                | 97           | —            |
| Intercompany loan receipts (disbursements)                   | —                              | 3       | (61)                     | ) —                | 58           | —            |
| Other, net   | —                              | —       | (6)                      | ) (4)              | ) —          | (10)         |
| Net cash provided by (used in) investing activities          | —                              | 3       | (247)                    | ) (143)            | ) 104        | (283)        |
| Financing Activities   |                                |         |                          |                    |              |              |
| Short-term borrowings (repayments), net                      | —                              | 61      | 10                       | (9)                | ) (61)       | ) 1          |
| Proceeds from short-term borrowings                          | —                              | —       | —                        | 25                 | —            | 25           |
| Repayments of short-term borrowings                          | —                              | —       | —                        | (43)               | ) —          | (43)         |
| Proceeds from long-term debt                                 | —                              | —       | —                        | —                  | —            | —            |
| Repayments of long-term debt                                 | —                              | (5)     | ) (3)                    | ) (8)              | ) 3          | (13)         |
| Refinancing costs  | —                              | —       | —                        | —                  | —            | —            |
| Purchases of treasury stock, including related fees          | (103)                          | ) —     | —                        | —                  | —            | (103)        |
| Dividends to parent  | —                              | (168)   | ) (168)                  | ) —                | 336          | —            |
| Contributions from parent                                    | —                              | —       | —                        | 97                 | (97)         | ) —          |
| Stock option exercises                                       | 3                              | —       | —                        | —                  | —            | 3            |
| Series A common stock dividends                              | (67)                           | ) —     | —                        | —                  | —            | (67)         |
| Return of capital to parent                                  | —                              | —       | —                        | (51)               | ) 51         | —            |
| Contribution from noncontrolling interest                    | —                              | —       | —                        | 148                | —            | 148          |
| Other, net   | —                              | —       | (1)                      | ) —                | —            | (1)          |
| Net cash provided by (used in) financing activities          | (167)                          | ) (112) | ) (162)                  | ) 159              | 232          | (50)         |
| Exchange rate effects on cash and cash equivalents           | —                              | —       | —                        | (4)                | ) —          | (4)          |

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|  |   |   |     |       |   |       |
|--|---|---|-----|-------|---|-------|
| Net increase (decrease) in cash and cash equivalents | 2 | — | (76 | ) 154 | — | 80    |
| Cash and cash equivalents as of beginning of period  | — | — | 284 | 700   | — | 984   |
| Cash and cash equivalents as of end of period        | 2 | — | 208 | 854   | — | 1,064 |

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CELANESE CORPORATION AND SUBSIDIARIES  
 UNAUDITED INTERIM CONSOLIDATING STATEMENT OF CASH FLOWS

|  | Six Months Ended June 30, 2013 |        |                          |                    |              |              |   |
|--|--------------------------------|--------|--------------------------|--------------------|--------------|--------------|---|
|  | Parent<br>Guarantor            | Issuer | Subsidiary<br>Guarantors | Non-<br>Guarantors | Eliminations | Consolidated |   |
|  | (In \$ millions)               |        |                          |                    |              |              |   |
| Net cash provided by (used in) operating activities          | 19                             | (42    | ) 292                    | 147                | (40          | ) 376        |   |
| Investing Activities   |                                |        |                          |                    |              |              |   |
| Capital expenditures on property, plant and equipment        | —                              | —      | (66                      | ) (62              | ) —          | (128         | ) |
| Acquisitions, net of cash acquired                           | —                              | —      | —                        | —                  | —            | —            |   |
| Proceeds from sale of businesses and assets, net             | —                              | —      | —                        | 12                 | —            | 12           |   |
| Deferred proceeds from Kelsterbach plant relocation          | —                              | —      | —                        | —                  | —            | —            |   |
| Capital expenditures related to Kelsterbach plant relocation | —                              | —      | —                        | (6                 | ) —          | (6           | ) |
| Capital expenditures related to Fairway Methanol LLC         | —                              | —      | (21                      | ) —                | —            | (21          | ) |
| Return of capital from subsidiary                            | —                              | —      | —                        | —                  | —            | —            |   |
| Contributions to subsidiary                                  | —                              | —      | —                        | —                  | —            | —            |   |
| Intercompany loan receipts (disbursements)                   | —                              | 3      | (64                      | ) —                | 61           | —            |   |
| Other, net   | —                              | —      | (25                      | ) (9               | ) —          | (34          | ) |
| Net cash provided by (used in) investing activities          | —                              | 3      | (176                     | ) (65              | ) 61         | (177         | ) |
| Financing Activities   |                                |        |                          |                    |              |              |   |
| Short-term borrowings (repayments), net                      | —                              | 64     | (2                       | ) (9               | ) (64        | ) (11        | ) |
| Proceeds from short-term borrowings                          | —                              | —      | —                        | 27                 | —            | 27           |   |
| Repayments of short-term borrowings                          | —                              | —      | —                        | (24                | ) —          | (24          | ) |
| Proceeds from long-term debt                                 | —                              | —      | 50                       | —                  | —            | 50           |   |
| Repayments of long-term debt                                 | —                              | (5     | ) (18                    | ) (42              | ) 3          | (62          | ) |
| Refinancing costs  | —                              | —      | —                        | —                  | —            | —            |   |
| Purchases of treasury stock, including related fees          | (6                             | ) —    | —                        | —                  | —            | (6           | ) |
| Dividends to parent  | —                              | (20    | ) (20                    | ) —                | 40           | —            |   |
| Contributions from parent                                    | —                              | —      | —                        | —                  | —            | —            |   |
| Stock option exercises                                       | 3                              | —      | —                        | —                  | —            | 3            |   |
| Series A common stock dividends                              | (26                            | ) —    | —                        | —                  | —            | (26          | ) |
| Return of capital to parent                                  | —                              | —      | —                        | —                  | —            | —            |   |
| Contribution from noncontrolling interest                    | —                              | —      | —                        | —                  | —            | —            |   |
| Other, net   | —                              | —      | —                        | —                  | —            | —            |   |
| Net cash provided by (used in) financing activities          | (29                            | ) 39   | 10                       | (48                | ) (21        | ) (49        | ) |
| Exchange rate effects on cash and cash equivalents           | —                              | —      | —                        | (2                 | ) —          | (2           | ) |

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|  |     |   |   |     |     |   |       |
|--|-----|---|---|-----|-----|---|-------|
| Net increase (decrease) in cash and cash equivalents | (10 | ) | — | 126 | 32  | — | 148   |
| Cash and cash equivalents as of beginning of period  | 10  |   | — | 275 | 674 | — | 959   |
| Cash and cash equivalents as of end of period        | —   |   | — | 401 | 706 | — | 1,107 |

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

In this Quarterly Report on Form 10-Q ("Quarterly Report"), the term "Celanese" refers to Celanese Corporation, a Delaware corporation, and not its subsidiaries. The terms the "Company," "we," "our" and "us," refer to Celanese and its subsidiaries on a consolidated basis. The term "Celanese US" refers to the Company's subsidiary, Celanese US Holdings LLC, a Delaware limited liability company, and not its subsidiaries.

The following discussion should be read in conjunction with the Celanese Corporation and Subsidiaries consolidated financial statements as of and for the year ended December 31, 2013, filed on February 7, 2014 with the Securities and Exchange Commission ("SEC") as part of the Company's Annual Reporting on Form 10-K (the "2013 Form 10-K") and the unaudited interim consolidated financial statements and notes thereto included elsewhere in this Quarterly Report.

Investors are cautioned that the forward-looking statements contained within this Quarterly Report involve both risk and uncertainty. Several important factors could cause actual results to differ materially from those anticipated by these statements. Many of these statements are macroeconomic in nature and are, therefore, beyond the control of management. See "Special Note Regarding Forward-Looking Statements" below and at the beginning of our 2013 Form 10-K.

### Special Note Regarding Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and other parts of this Quarterly Report contain certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by, and information currently available to, us. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "may," "can," "could," "might," "will" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect our current views and beliefs with respect to future events at the time that the statements are made, are not historical facts or guarantees of future performance and are subject to significant risks, uncertainties and other factors that are difficult to predict and many of which are outside of our control. Further, certain forward-looking statements are based upon assumptions as to future events that may not prove to be accurate and, accordingly, should not have undue reliance placed upon them. All forward-looking statements made in this Quarterly Report are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this Quarterly Report will increase with the passage of time. We undertake no obligation, and disclaim any duty, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in our expectations or otherwise.

See Part I - Item 1A. Risk Factors of our 2013 Form 10-K and subsequent periodic filings we make with the SEC for a description of risk factors that could significantly affect our financial results. In addition, the following factors could cause our actual results to differ materially from those results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include, among other things:

- changes in general economic, business, political and regulatory conditions in the countries or regions in which we operate;
- the length and depth of product and industry business cycles particularly in the automotive, electrical, textiles, electronics and construction industries;
- changes in the price and availability of raw materials, particularly changes in the demand for, supply of, and market prices of ethylene, methanol, natural gas, wood pulp and fuel oil and the prices for electricity and other energy sources;
- the ability to pass increases in raw material prices on to customers or otherwise improve margins through price increases;
- the ability to maintain plant utilization rates and to implement planned capacity additions and expansions;
- the ability to reduce or maintain their current levels of production costs and to improve productivity by implementing technological improvements to existing plants;
- increased price competition and the introduction of competing products by other companies;

- market acceptance of our technology;
- the ability to obtain governmental approvals and to construct facilities on terms and schedules acceptable to the Company;

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changes in the degree of intellectual property and other legal protection afforded to our products or technologies, or the theft of such intellectual property;

compliance and other costs and potential disruption or interruption of production or operations due to accidents, interruptions in sources of raw materials, cyber security incidents, terrorism or political unrest, or other unforeseen events or delays in construction or operation of facilities, including as a result of geopolitical conditions, the occurrence of acts of war or terrorist incidents or as a result of weather or natural disasters;

potential liability for remedial actions and increased costs under existing or future environmental regulations, including those relating to climate change;

potential liability resulting from pending or future litigation, or from changes in the laws, regulations or policies of governments or other governmental activities in the countries in which we operate;

changes in currency exchange rates and interest rates;

our level of indebtedness, which could diminish our ability to raise additional capital to fund operations or limit our ability to react to changes in the economy or the chemicals industry; and

various other factors, both referenced and not referenced in this Quarterly Report.

Many of these factors are macroeconomic in nature and are, therefore, beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual results, performance or achievements may vary materially from those described in this Quarterly Report as anticipated, believed, estimated, expected, intended, planned or projected.

#### Overview

We are a global technology and specialty materials company. We are one of the world's largest producers of acetyl products, which are intermediate chemicals, for nearly all major industries, as well as a leading global producer of high performance engineered polymers that are used in a variety of high-value applications. As a recognized innovator in the chemicals industry, we engineer and manufacture a wide variety of products essential to everyday living. Our broad product portfolio serves a diverse set of end-use applications including paints and coatings, textiles, automotive applications, consumer and medical applications, performance industrial applications, filter media, paper and packaging, chemical additives, construction, consumer and industrial adhesives, and food and beverage applications. Our products enjoy leading global positions due to our large global production capacity, operating efficiencies, proprietary production technology and competitive cost structures.

Our large and diverse global customer base primarily consists of major companies in a broad array of industries. We hold geographically balanced global positions and participate in diversified end-use applications. We combine a demonstrated track record of execution, strong performance built on shared principles and objectives, and a clear focus on growth and value creation. Known for operational excellence and execution of our business strategies, we deliver value to customers around the globe with best-in-class technologies and solutions.

2014 Highlights:

We announced the opening of our Commercial Technology Center in Seoul, Republic of Korea. The research and development center will support customer growth in South Korea and advance the technical capabilities of our product portfolio.

We announced the expansion of our compounding capabilities at our integrated chemical complex in Nanjing, China, to include polyphenylene sulfide ("PPS"). PPS is used to replace metals and thermosets in applications spanning the automotive, electronics and aerospace industries. The expansion is expected to be operational by the end of 2014.

We announced the expansion of our Florence, Kentucky facility to add compounding process lines to support demand for our engineered materials business. The unit is expected to be operational in the first quarter of 2015.

We announced the expansion of our Suzano, Brazil facility to include long-fiber reinforced thermoplastics production by mid-2015 to serve customers in Brazil and Latin America.

We announced our intent to construct a vinyl acetate ethylene ("VAE") emulsions unit in Southeast Asia. The unit will allow us to better serve customers with high-end applications in the architectural coatings, building and construction, carpet and paper industries. The unit is expected to begin production by mid-2016.

We increased our quarterly common stock cash dividend by 39 percent, from \$0.72 to \$1.00 per share of common stock on an annual basis. This increased our dividend payout ratio to approximately 20 percent.

We received the final greenhouse gas permit from the US Environmental Protection Agency for the methanol unit at our Clear Lake, Texas facility and began construction.

We announced our intent to explore plans to construct a methanol unit at our Bishop, Texas facility. We are preparing to apply for the necessary environmental permits and are seeking local economic incentives for this unit with an expected annual capacity of 1.3 million tons.

We received the Best Supplier Award from Whirlpool based on outstanding performance on quality, delivery and customer service.

Our engineered materials business introduced several differentiated polymer technologies that broaden our access to the utility industry, the oil and gas industry, original equipment manufacturers and companies that enhance supply chain efficiency. These include:

Composite technologies for the utility industry that deliver greater reliability, capacity and performance for utility transmission lines, as well as spoolable pipe systems that meet the harsh demands of deepwater operations in the oil and gas industry.

Anti-counterfeiting technologies that help original equipment manufacturers and suppliers ensure products contain components and parts that meet their specifications.

Polymers that feature excellent chemical and thermal resistance, high hardness, rigidity and dimensional stability to withstand extreme industrial environments required by the RFID (radio-frequency identification) industry.

Results of Operations  
Financial Highlights

|   | Three Months Ended              |        |        | Six Months Ended |        |        |
|---|---------------------------------|--------|--------|------------------|--------|--------|
|   | June 30,<br>2014<br>(unaudited) | 2013   | Change | June 30,<br>2014 | 2013   | Change |
| (In \$ millions, except percentages)                  |                                 |        |        |                  |        |        |
| Statement of Operations Data                          |                                 |        |        |                  |        |        |
| Net sales   | 1,769                           | 1,653  | 116    | 3,474            | 3,258  | 216    |
| Gross profit  | 408                             | 319    | 89     | 786              | 652    | 134    |
| Selling, general and administrative expenses          | (119 )                          | (113 ) | (6 )   | (223 )           | (219 ) | (4 )   |
| Other (charges) gains, net                            | 2                               | (3 )   | 5      | 1                | (7 )   | 8      |
| Operating profit (loss)                               | 259                             | 169    | 90     | 502              | 353    | 149    |
| Equity in net earnings of affiliates                  | 101                             | 55     | 46     | 141              | 109    | 32     |
| Interest expense                                      | (40 )                           | (44 )  | 4      | (79 )            | (87 )  | 8      |
| Dividend income - cost investments                    | 29                              | 23     | 6      | 58               | 47     | 11     |
| Earnings (loss) from continuing operations before tax | 352                             | 208    | 144    | 625              | 426    | 199    |
| Amounts attributable to Celanese Corporation          |                                 |        |        |                  |        |        |
| Earnings (loss) from continuing operations            | 259                             | 133    | 126    | 455              | 274    | 181    |
| Earnings (loss) from discontinued operations          | —                               | —      | —      | —                | 1      | (1 )   |
| Net earnings (loss)                                   | 259                             | 133    | 126    | 455              | 275    | 180    |
| Other Data  |                                 |        |        |                  |        |        |
| Depreciation and amortization                         | 72                              | 75     | (3 )   | 147              | 151    | (4 )   |
| Operating margin <sup>(1)</sup>                       | 14.6                            | % 10.2 | %      | 14.5             | % 10.8 | %      |
| Other (charges) gains, net                            |                                 |        |        |                  |        |        |
| Employee termination benefits                         | (1 )                            | (1 )   | —      | (3 )             | (3 )   | —      |
| Kelsterbach plant relocation                          | —                               | (2 )   | 2      | —                | (4 )   | 4      |
| Plant/office closures                                 | —                               | —      | —      | 1                | —      | 1      |
| Other   | 3                               | —      | 3      | 3                | —      | 3      |
| Total other (charges) gains, net                      | 2                               | (3 )   | 5      | 1                | (7 )   | 8      |

<sup>(1)</sup> Defined as operating profit (loss) divided by net sales.

|   | As of<br>June 30,<br>2014<br>(unaudited)<br>(In \$ millions) | As of<br>December 31,<br>2013 |
|---|--|-------------------------------|
| Balance Sheet Data  |  |                               |
| Cash and cash equivalents   | 1,064  | 984                           |
| Short-term borrowings and current installments of long-term debt - third party and affiliates | 158  | 177                           |

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|                |       |       |
|----------------|-------|-------|
| Long-term debt | 2,880 | 2,887 |
| Total debt     | 3,038 | 3,064 |

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Selected Data by Business Segment

|  | Three Months Ended              |               |            | Six Months Ended |               |            |
|--|---------------------------------|---------------|------------|------------------|---------------|------------|
|  | June 30,<br>2014<br>(unaudited) | 2013          | Change     | June 30,<br>2014 | 2013          | Change     |
| (In \$ millions, except percentages)                         |                                 |               |            |                  |               |            |
| <b>Net Sales</b>   |                                 |               |            |                  |               |            |
| Advanced Engineered Materials                                | 389                             | 352           | 37         | 762              | 681           | 81         |
| Consumer Specialties   | 289                             | 314           | (25)       | 591              | 609           | (18)       |
| Industrial Specialties                                       | 333                             | 295           | 38         | 645              | 583           | 62         |
| Acetyl Intermediates   | 901                             | 809           | 92         | 1,742            | 1,617         | 125        |
| Other Activities   | —                               | —             | —          | —                | —             | —          |
| Inter-segment eliminations                                   | (143)                           | (117)         | (26)       | (266)            | (232)         | (34)       |
| <b>Total</b>   | <b>1,769</b>                    | <b>1,653</b>  | <b>116</b> | <b>3,474</b>     | <b>3,258</b>  | <b>216</b> |
| <b>Other (Charges) Gains, Net</b>                            |                                 |               |            |                  |               |            |
| Advanced Engineered Materials                                | (1)                             | (2)           | 1          | (1)              | (4)           | 3          |
| Consumer Specialties   | —                               | —             | —          | —                | —             | —          |
| Industrial Specialties                                       | —                               | (1)           | 1          | —                | (2)           | 2          |
| Acetyl Intermediates   | 2                               | —             | 2          | 2                | (1)           | 3          |
| Other Activities   | 1                               | —             | 1          | —                | —             | —          |
| <b>Total</b>   | <b>2</b>                        | <b>(3)</b>    | <b>5</b>   | <b>1</b>         | <b>(7)</b>    | <b>8</b>   |
| <b>Operating Profit (Loss)</b>                               |                                 |               |            |                  |               |            |
| Advanced Engineered Materials                                | 56                              | 39            | 17         | 113              | 75            | 38         |
| Consumer Specialties   | 80                              | 83            | (3)        | 179              | 161           | 18         |
| Industrial Specialties                                       | 24                              | 18            | 6          | 44               | 33            | 11         |
| Acetyl Intermediates   | 142                             | 55            | 87         | 239              | 130           | 109        |
| Other Activities   | (43)                            | (26)          | (17)       | (73)             | (46)          | (27)       |
| <b>Total</b>   | <b>259</b>                      | <b>169</b>    | <b>90</b>  | <b>502</b>       | <b>353</b>    | <b>149</b> |
| <b>Earnings (Loss) From Continuing Operations Before Tax</b> |                                 |               |            |                  |               |            |
| Advanced Engineered Materials                                | 101                             | 84            | 17         | 191              | 160           | 31         |
| Consumer Specialties   | 115                             | 107           | 8          | 244              | 211           | 33         |
| Industrial Specialties                                       | 24                              | 18            | 6          | 44               | 33            | 11         |
| Acetyl Intermediates   | 157                             | 58            | 99         | 255              | 136           | 119        |
| Other Activities   | (45)                            | (59)          | 14         | (109)            | (114)         | 5          |
| <b>Total</b>   | <b>352</b>                      | <b>208</b>    | <b>144</b> | <b>625</b>       | <b>426</b>    | <b>199</b> |
| <b>Depreciation and Amortization</b>                         |                                 |               |            |                  |               |            |
| Advanced Engineered Materials                                | 27                              | 27            | —          | 53               | 56            | (3)        |
| Consumer Specialties   | 10                              | 10            | —          | 21               | 20            | 1          |
| Industrial Specialties                                       | 12                              | 12            | —          | 26               | 24            | 2          |
| Acetyl Intermediates   | 19                              | 22            | (3)        | 40               | 43            | (3)        |
| Other Activities   | 4                               | 4             | —          | 7                | 8             | (1)        |
| <b>Total</b>   | <b>72</b>                       | <b>75</b>     | <b>(3)</b> | <b>147</b>       | <b>151</b>    | <b>(4)</b> |
| <b>Operating Margin</b>                                      |                                 |               |            |                  |               |            |
| Advanced Engineered Materials                                | 14.4                            | % 11.1        | %          | 14.8             | % 11.0        | %          |
| Consumer Specialties   | 27.7                            | % 26.4        | %          | 30.3             | % 26.4        | %          |
| Industrial Specialties                                       | 7.2                             | % 6.1         | %          | 6.8              | % 5.7         | %          |
| Acetyl Intermediates   | 15.8                            | % 6.8         | %          | 13.7             | % 8.0         | %          |
| <b>Total</b>   | <b>14.6</b>                     | <b>% 10.2</b> | <b>%</b>   | <b>14.5</b>      | <b>% 10.8</b> | <b>%</b>   |



## Factors Affecting Business Segment Net Sales

The percentage increase (decrease) in net sales attributable to each of the factors indicated for each of our business segments is as follows:

## Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013

|                               | Volume<br>(unaudited)<br>(In percentages) | Price | Currency | Other | Total |
|-------------------------------|---|-------|----------|-------|-------|
| Advanced Engineered Materials | 10  | (1    | ) 2      | —     | 11    |
| Consumer Specialties          | (9  | ) 1   | —        | —     | (8    |
| Industrial Specialties        | 8   | 3     | 2        | —     | 13    |
| Acetyl Intermediates          | (2  | ) 12  | 1        | —     | 11    |
| Total Company                 | 1   | 6     | 2        | (2    | ) 7   |

## Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

|                               | Volume<br>(unaudited)<br>(In percentages) | Price | Currency | Other | Total |
|-------------------------------|---|-------|----------|-------|-------|
| Advanced Engineered Materials | 12  | (2    | ) 2      | —     | 12    |
| Consumer Specialties          | (5  | ) 2   | —        | —     | (3    |
| Industrial Specialties        | 7   | 1     | 2        | —     | 10    |
| Acetyl Intermediates          | (2  | ) 9   | 1        | —     | 8     |
| Total Company                 | 2   | 4     | 2        | (1    | ) 7   |

## Consolidated Results

## Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales increased \$116 million, or 7%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher vinyl acetate monomer ("VAM") and acetic acid pricing in our Acetyl Intermediates segment resulting from permanent VAM capacity reductions in Europe and planned and unplanned industry outages in the US and Asia. Net sales also benefited from higher volumes globally in our Advanced Engineered Materials segment fueled by growth in automotive, industrial and medical applications and higher volumes in our Industrial Specialties segment in both Europe and Asia. These benefits were slightly offset by lower acetate tow volumes across all regions in our Consumer Specialties segment.

Operating profit increased \$90 million, or 53%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing in our Acetyl Intermediates segment and a benefit of \$21 million from prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan, which was allocated across all business segments and Other Activities during the three months ended June 30, 2014. See [Note 11 - Benefit Obligations](#) in the accompanying unaudited interim consolidated financial statements for further information regarding this activity.

As a percentage of net sales, selling, general and administrative expenses remained unchanged at 7% for the three months ended June 30, 2014.

Equity in net earnings (loss) of affiliates increased \$46 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$48 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014. Our equity investment in InfraServ GmbH & Co. Hoechst KG is owned primarily by an entity included in Other Activities. Our Consumer Specialties and Acetyl Intermediates segments also each hold an ownership percentage.

Our effective income tax rate for the three months ended June 30, 2014 was 27% compared to 36% for the three months ended June 30, 2013. The lower effective income tax rate for the three months ended June 30, 2014 was primarily due to losses in



jurisdictions without income tax benefit and valuation allowances against net deferred tax assets established in certain jurisdictions, which unfavorably impacted the effective tax rate for the three months ended June 30, 2013.

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Net sales increased \$216 million, or 7%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing in our Acetyl Intermediates segment and higher volumes globally in our Advanced Engineered Materials segment fueled by growth in automotive, medical and industrial applications.

Operating profit increased \$149 million, or 42%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily driven by higher VAM and acetic acid pricing in our Acetyl Intermediates segment and a benefit of \$41 million from prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan, which was allocated across all business segments and Other Activities during the six months ended June 30, 2014.

As a percentage of net sales, selling, general and administrative expenses decreased from 7% to 6% for the six months ended June 30, 2014 compared to the same period in 2013.

Equity in net earnings (loss) of affiliates increased \$32 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$48 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014 offset by a \$9 million decrease in earnings from InfraServ GmbH & Co. Hoechst KG. Our strategic affiliates, Korea Engineering Plastics Co., Ltd. ("KEPCO") and National Methanol Company ("Ibn Sina"), also had a decrease in earnings of \$5 million and \$4 million, respectively, compared to the same period in 2013.

Our effective income tax rate for the six months ended June 30, 2014 was 28% compared to 36% for the six months ended June 30, 2013. The lower effective tax rate for the six months ended June 30, 2014 was primarily due to losses in jurisdictions without income tax benefit and valuation allowances against net deferred tax assets established in certain jurisdictions, which unfavorably impacted the effective tax rate for the six months ended June 30, 2013.

## Business Segments

## Advanced Engineered Materials

|   | Three Months Ended                   |      |        | Six Months Ended |      |        |
|---|--------------------------------------|------|--------|------------------|------|--------|
|   | June 30,<br>2014<br>(unaudited)      | 2013 | Change | June 30,<br>2014 | 2013 | Change |
|   | (In \$ millions, except percentages) |      |        |                  |      |        |
| Net sales   | 389                                  | 352  | 37     | 762              | 681  | 81     |
| Net Sales Variance                                    |                                      |      |        |                  |      |        |
| Volume  | 10                                   | %    |        | 12               | %    |        |
| Price   | (1                                   | )%   |        | (2               | )%   |        |
| Currency  | 2                                    | %    |        | 2                | %    |        |
| Other   | —                                    | %    |        | —                | %    |        |
| Other (charges) gains, net                            | (1                                   | )    | (2     | )                | 1    |        |
| Operating profit (loss)                               | 56                                   | 39   | 17     | 113              | 75   | 38     |
| Operating margin                                      | 14.4                                 | %    | 11.1   | %                | 14.8 | %      |
| Equity in net earnings (loss) of affiliates           | 45                                   | 45   | —      | 78               | 85   | (7     |
| Earnings (loss) from continuing operations before tax | 101                                  | 84   | 17     | 191              | 160  | 31     |
| Depreciation and amortization                         | 27                                   | 27   | —      | 53               | 56   | (3     |

Our Advanced Engineered Materials segment includes our engineered materials business which develops, produces and supplies a broad offering of high performance specialty polymers for application in automotive, medical and electronics products, as well as other consumer and industrial applications. Together with our strategic affiliates, our engineered materials business is a leading participant in the global specialty polymers industry.

## Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales increased \$37 million, or 11%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes globally. Volumes in the Americas increased across nearly all product lines primarily driven by continued growth in automotive and industrial applications. In Europe, volumes increased across nearly all product lines with the largest volume growth in polyacetal ("POM") industrial, automotive and medical applications. In Asia, volumes for POM, GUR<sup>®</sup> and long-fiber reinforced thermoplastics ("LFT") increased driven by growth in automotive and industrial applications. Unfavorable pricing impacts from POM and LFT due to shifts in product and geographic sales mix were offset by favorable currency impacts.

Operating profit increased \$17 million, or 44%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes. Operating profit also benefited from \$7 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates remained unchanged for the three months ended June 30, 2014 compared to the same period in 2013.

## Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Net sales increased \$81 million, or 12%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes globally. Volumes in the Americas increased primarily driven by growth in POM and LFT in automotive applications and GUR<sup>®</sup> in medical and industrial applications. In Europe, volumes increased due to strong growth in automotive and industrial applications. In Asia, volumes increased across nearly all product lines resulting from a targeted customer focus and the implementation of growth strategies. Unfavorable pricing impacts from POM, GUR<sup>®</sup> and LFT due to shifts in product and geographic sales mix were offset by increased liquid crystal polymers ("LCP") pricing and favorable currency impacts.



Operating profit increased \$38 million, or 51%, for the six months ended June 30, 2014 compared to the same period in 2013 driven primarily by higher volumes. Operating profit also benefited from \$14 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan, which offset lower pricing and higher energy costs of \$5 million due to higher production volumes.

Equity in net earnings (loss) of affiliates decreased \$7 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to decreases in earnings from our KEPCO and Ibn Sina strategic affiliates of \$5 million and \$4 million, respectively. The decrease in KEPCO earnings was primarily due to increased costs associated with the expansion of its production capacity and higher methanol and steam costs. The decrease in Ibn Sina earnings was primarily the result of lower methyl tertiary-butyl ether ("MTBE") pricing partially offset by higher methanol pricing.

Consumer Specialties

|   | Three Months Ended                   |        |        | Six Months Ended |        |        |
|---|--------------------------------------|--------|--------|------------------|--------|--------|
|   | June 30,<br>2014<br>(unaudited)      | 2013   | Change | June 30,<br>2014 | 2013   | Change |
|   | (In \$ millions, except percentages) |        |        |                  |        |        |
| Net sales   | 289                                  | 314    | (25    | ) 591            | 609    | (18 )  |
| Net Sales Variance                                    |                                      |        |        |                  |        |        |
| Volume  | (9                                   | )%     |        | (5               | )%     |        |
| Price   | 1                                    | %      |        | 2                | %      |        |
| Currency  | —                                    | %      |        | —                | %      |        |
| Other   | —                                    | %      |        | —                | %      |        |
| Other (charges) gains, net                            | —                                    | —      | —      | —                | —      | —      |
| Operating profit (loss)                               | 80                                   | 83     | (3     | ) 179            | 161    | 18     |
| Operating margin                                      | 27.7                                 | % 26.4 | %      | 30.3             | % 26.4 | %      |
| Equity in net earnings (loss) of affiliates           | 7                                    | 1      | 6      | 8                | 3      | 5      |
| Dividend income - cost investments                    | 28                                   | 23     | 5      | 57               | 47     | 10     |
| Earnings (loss) from continuing operations before tax | 115                                  | 107    | 8      | 244              | 211    | 33     |
| Depreciation and amortization                         | 10                                   | 10     | —      | 21               | 20     | 1      |

Our Consumer Specialties segment includes our cellulose derivatives and food ingredients businesses, which serve consumer-driven applications. Our cellulose derivatives business is a leading global producer and supplier of acetate flake, acetate film and acetate tow, primarily used in filter products applications. Our food ingredients business is a leading international supplier of premium quality ingredients for the food, beverage and pharmaceuticals industries. Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales decreased \$25 million, or 8%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to lower acetate tow volumes across all regions and lower acetate flake pricing under a legacy contract. These were slightly offset by a 5% increase in acetate tow pricing reflecting continued strong demand and higher acetate flake volumes.

Operating profit decreased \$3 million, or 4%, for the three months ended June 30, 2014 primarily due to lower acetate tow volumes, lower acetate flake pricing and a power outage at our cellulose derivatives facility in Narrows, Virginia. Operating profit was favorably impacted by higher acetate tow pricing, higher acetate flake volumes and lower raw material and energy costs of \$19 million as a result of productivity initiatives in our cellulose derivatives business. Operating profit also benefited from \$4 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$6 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$6 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Dividend income from cost investments increased \$5 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher earnings from our cellulose derivatives ventures resulting from higher volumes and higher acetate tow pricing as well as lower energy costs.

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Net sales decreased \$18 million, or 3%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to lower acetate tow volumes in Europe and lower acetate flake pricing under a legacy contract. These were slightly offset by a 6% increase in acetate tow pricing reflecting continued strong demand and higher acetate flake volumes.

Operating profit increased \$18 million, or 11%, for the six months ended June 30, 2014 compared to the same period in 2013 despite lower net sales which were offset by lower raw material and energy costs of \$20 million as a result of productivity initiatives in our cellulose derivatives business and \$8 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$5 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$6 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Dividend income from cost investments increased \$10 million for the six months ended June 30, 2014 compared to the same period in 2013, primarily due to higher earnings from our cellulose derivatives ventures resulting from higher volumes and acetate tow pricing as well as lower energy costs.

#### Industrial Specialties

|   | Three Months Ended                   |       |        | Six Months Ended |       |        |
|---|--------------------------------------|-------|--------|------------------|-------|--------|
|   | June 30,<br>2014<br>(unaudited)      | 2013  | Change | June 30,<br>2014 | 2013  | Change |
|   | (In \$ millions, except percentages) |       |        |                  |       |        |
| Net sales   | 333                                  | 295   | 38     | 645              | 583   | 62     |
| Net Sales Variance                                    |                                      |       |        |                  |       |        |
| Volume  | 8                                    | %     |        | 7                | %     |        |
| Price   | 3                                    | %     |        | 1                | %     |        |
| Currency  | 2                                    | %     |        | 2                | %     |        |
| Other   | —                                    | %     |        | —                | %     |        |
| Other (charges) gains, net                            | —                                    | (1    | ) 1    | —                | (2    | ) 2    |
| Operating profit (loss)                               | 24                                   | 18    | 6      | 44               | 33    | 11     |
| Operating margin                                      | 7.2                                  | % 6.1 | %      | 6.8              | % 5.7 | %      |
| Earnings (loss) from continuing operations before tax | 24                                   | 18    | 6      | 44               | 33    | 11     |
| Depreciation and amortization                         | 12                                   | 12    | —      | 26               | 24    | 2      |

Our Industrial Specialties segment includes our emulsion polymers and EVA polymers businesses. Our emulsion polymers business is a leading global producer of vinyl acetate-based emulsions and develops products and application technologies to improve performance, create value and drive innovation in applications such as paints and coatings, adhesives, construction, glass fiber, textiles and paper. Our EVA polymers business is a leading North American manufacturer of a full range of specialty ethylene vinyl acetate ("EVA") resins and compounds as well as select grades of low-density polyethylene. EVA polymers products are used in many applications, including flexible packaging films, lamination film products, hot melt adhesives, medical products, automotive, carpeting and photovoltaic cells.

Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales increased \$38 million, or 13%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes in both our emulsion polymers and EVA polymers businesses and higher pricing and favorable currency impacts (due to a stronger Euro to the US dollar) in our emulsion polymers business. In our emulsion polymers business, volume increases were driven by organic growth in our paints and coatings

products in Europe and Asia and higher

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adhesive and construction product volumes in Asia. Higher pricing was primarily due to higher raw material costs for VAM in Europe, Asia and North America. In our EVA polymers business, volume increases were primarily driven by higher automotive and hot melt adhesives product volumes in North America as a result of our initiative to shift volumes from Asia to North America. Volume declines in Asia partially offset the volume increases in North America.

Operating profit increased \$6 million, or 33%, for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes in North America for our EVA polymers business. In our emulsion polymers business, operating profit benefited from increased volumes, pricing and \$2 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These benefits were partially offset by a \$14 million increase in raw material prices, primarily VAM, across all regions of our emulsion polymers business.

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Net sales increased \$62 million, or 11%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher volumes, pricing and favorable currency impacts, resulting from a stronger Euro to the US dollar. In our emulsion polymers business, volume increases were driven by higher demand for proprietary paints and coatings products in Europe primarily due to unseasonably warm weather conditions during the three months ended March 31, 2014. In Asia, volumes increased primarily in adhesive and construction products and paints and coatings products. Higher pricing in our emulsion polymers business was primarily driven by higher raw material costs for VAM in Europe, Asia and North America. In our EVA polymers business, volume increases were primarily driven by higher automotive and hot melt adhesives product volumes in North America as a result of our initiative to shift volumes from Asia to North America. Volume declines in Asia partially offset the volume increases in North America.

Operating profit increased \$11 million, or 33%, for the six months ended June 30, 2014 compared to the same period in 2013 primarily attributable to higher sales volumes and pricing. In our emulsion polymers business, operating profit benefited from increased volumes, pricing and \$4 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These increases in operating profit for our emulsion polymers business were partially offset by higher raw material prices, primarily VAM, of \$14 million across all regions. In our EVA polymers business, higher sales volumes and pricing were partially offset by higher raw material costs of \$2 million, primarily ethylene and VAM, in all regions.

Acetyl Intermediates

|   | Three Months Ended                   |       |        | Six Months Ended |       |        |   |
|---|--------------------------------------|-------|--------|------------------|-------|--------|---|
|   | June 30,<br>2014<br>(unaudited)      | 2013  | Change | June 30,<br>2014 | 2013  | Change |   |
|   | (In \$ millions, except percentages) |       |        |                  |       |        |   |
| Net sales   | 901                                  | 809   | 92     | 1,742            | 1,617 | 125    |   |
| Net Sales Variance                                    |                                      |       |        |                  |       |        |   |
| Volume  | (2                                   | )%    |        | (2               | )%    |        |   |
| Price   | 12                                   | %     |        | 9                | %     |        |   |
| Currency  | 1                                    | %     |        | 1                | %     |        |   |
| Other   | —                                    | %     |        | —                | %     |        |   |
| Other (charges) gains, net                            | 2                                    | —     | 2      | 2                | (1    | ) 3    |   |
| Operating profit (loss)                               | 142                                  | 55    | 87     | 239              | 130   | 109    |   |
| Operating margin                                      | 15.8                                 | % 6.8 | %      | 13.7             | % 8.0 | %      |   |
| Equity in net earnings (loss) of affiliates           | 14                                   | 1     | 13     | 15               | 4     | 11     |   |
| Earnings (loss) from continuing operations before tax | 157                                  | 58    | 99     | 255              | 136   | 119    |   |
| Depreciation and amortization                         | 19                                   | 22    | (3     | ) 40             | 43    | (3     | ) |



Our Acetyl Intermediates segment includes our intermediate chemistry business which produces and supplies acetyl products, including acetic acid, VAM, acetic anhydride and acetate esters. These products are generally used as starting materials for colorants, paints, adhesives, coatings and medicines. This business segment also produces organic solvents and intermediates for pharmaceutical, agricultural and chemical products.

Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Net sales increased \$92 million, or 11%, during the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM pricing resulting from permanent capacity reductions in Europe and planned and unplanned industry outages in the US and Asia, offset by slightly lower volumes. Net sales for the three months ended June 30, 2014 also benefited from higher acetic acid pricing resulting from planned and unplanned industry outages in China and favorable currency impacts resulting from a stronger Euro to the US dollar.

Operating profit increased \$87 million, or 158%, during the three months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing. Operating profit also benefited from favorable currency impacts resulting from a stronger Euro to the US dollar and \$4 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These benefits were partially offset by lower sales volumes and higher raw material costs of \$15 million, mainly methanol and ethylene.

Equity in net earnings (loss) of affiliates increased \$13 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$13 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Net sales increased \$125 million, or 8%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM pricing slightly offset by lower volumes resulting from permanent capacity reductions in Europe and planned and unplanned industry outages in the US and Asia. Net sales for the six months ended June 30, 2014 also benefited from higher acetic acid pricing resulting from planned and unplanned industry outages in China and favorable currency impacts resulting from a stronger Euro to the US dollar. These increases to net sales were partially offset by lower acetic acid volumes due to a turnaround at our unit in Clear Lake, Texas during the three months ended June 30, 2014.

Operating profit increased \$109 million, or 84%, during the six months ended June 30, 2014 compared to the same period in 2013 primarily due to higher VAM and acetic acid pricing and lower plant costs reflective of Celanese specific actions to improve plant operations. Operating profit also benefited from favorable currency impacts resulting from a stronger Euro to the US dollar and \$8 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan. These benefits were partially offset by lower sales volumes, higher raw material costs of \$29 million, mainly methanol, and higher energy costs of \$7 million.

Equity in net earnings (loss) of affiliates increased \$11 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$13 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Other Activities

Other Activities primarily consists of corporate center costs, including financing and administrative activities such as legal, accounting and treasury functions, interest income and expense associated with our financing and our captive insurance companies. Other Activities also includes certain components of our net periodic benefit cost (interest cost, expected return on plan assets and net actuarial gains and losses) for our defined benefit pension plans and other postretirement plans not allocated to our business segments.

Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

The operating loss for Other Activities increased \$17 million, or 65%, for the three months ended June 30, 2014 compared to the same period in 2013 driven by an increase in selling, general and administrative expenses of \$14 million. The increase in selling, general and administrative expenses was primarily due to higher performance-based incentive compensation costs of \$6 million and higher functional spend of \$8 million. Pension and other postretirement benefit costs increased \$4 million due to higher interest cost and a lower expected return on plan assets offset by a benefit of \$4 million of prior service credit



amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$27 million for the three months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$29 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

The operating loss for Other Activities increased \$27 million, or 59%, for the six months ended June 30, 2014 compared to the same period in 2013 driven by an increase in selling, general and administrative expenses of \$20 million. The increase in selling, general and administrative expenses was primarily due to higher performance-based incentive compensation costs of \$12 million and higher costs associated with business optimization initiatives of \$6 million. Pension and other postretirement benefit costs increased \$9 million resulting from a higher interest cost and a lower expected return on plan assets offset by a benefit of \$7 million of prior service credit amortization related to the elimination of eligibility for current and future employees and the elimination of benefits for certain participants under a US postretirement health care plan.

Equity in net earnings (loss) of affiliates increased \$23 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due to a \$29 million gain resulting from restructuring the debt of a subsidiary of InfraServ GmbH & Co. Hoechst KG during the three months ended June 30, 2014.

Liquidity and Capital Resources

Our primary source of liquidity is cash generated from operations, available cash and cash equivalents and dividends from our portfolio of strategic investments. In addition, as of June 30, 2014, we have \$600 million available for borrowing under our revolving credit facility and \$21 million available under our accounts receivable securitization facility to assist, if required, in meeting our working capital needs and other contractual obligations.

While our contractual obligations, commitments and debt service requirements over the next several years are significant, we continue to believe we will have available resources to meet our liquidity requirements, including debt service, for the next twelve months. If our cash flow from operations is insufficient to fund our debt service and other obligations, we may be required to use other means available to us such as increasing our borrowings, reducing or delaying capital expenditures, seeking additional capital or seeking to restructure or refinance our indebtedness. There can be no assurance, however, that we will continue to generate cash flows at or above current levels.

In February 2014, together with Mitsui & Co., Ltd., of Tokyo, Japan ("Mitsui"), we formed a 50%-owned joint venture, Fairway Methanol LLC ("Fairway"), for the production of methanol at our integrated chemical plant in Clear Lake, Texas. The planned methanol unit will utilize natural gas in the US Gulf Coast region as a feedstock and will benefit from the existing infrastructure at our Clear Lake facility. As a result, the total shared capital and expense investment in the facility is estimated to be \$800 million. Our portion of the investment is estimated to be \$300 million, in addition to previously invested assets at our Clear Lake facility. The planned methanol unit will have an annual capacity of 1.3 million tons and is expected to be operational in the second half of 2015.

As a result of the National Emission Standard for Hazardous Air Pollutants for Industrial, Commercial, and Institutional Boilers and Process Heaters ("Boiler MACT") regulations discussed in Item 1A. Risk Factors in our 2013 Form 10-K, we are required to make significant capital expenditures to comply with stricter emissions requirements for industrial boilers and process heaters at our Narrows, Virginia cellulose derivatives facility. In October 2012, we received approval to proceed with replacing the coal-fired boilers at our Narrows, Virginia facility with new, natural gas-fired boilers. We began construction during the first half of 2013 and anticipate the project will be completed in mid-2015. Our total investment is estimated at over \$150 million.

Total cash outflows for capital expenditures, including the specific projects above, are expected to be in the range of \$450 million to \$500 million in 2014 primarily due to the construction of the Clear Lake methanol unit and replacement of our coal-fired boilers with natural gas-fired boilers at our cellulose derivatives plant in Narrows, Virginia.

On a stand-alone basis, Celanese and its immediate 100% owned subsidiary, Celanese US Holdings LLC ("Celanese US"), have no material assets other than the stock of their subsidiaries and no independent external operations of their own. Accordingly, they generally depend on the cash flow of their subsidiaries and their ability to pay dividends and

make other distributions to Celanese and Celanese US in order to meet their obligations, including their obligations under senior credit facilities and senior notes and to pay dividends on Celanese Series A common stock.

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## Cash Flows

Cash and cash equivalents increased \$80 million to \$1,064 million as of June 30, 2014 compared to December 31, 2013. As of June 30, 2014, \$810 million of the \$1,064 million of cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the US, we may be required to accrue and pay US taxes to repatriate these funds. Our intent is to permanently reinvest these funds outside of the US, with the possible exception of funds that have been previously subject to US federal and state taxation. Our current plans do not demonstrate a need to repatriate cash held by our foreign subsidiaries in a taxable transaction to fund our US operations.

## Net Cash Provided by Operating Activities

Net cash provided by operating activities increased \$41 million to \$417 million for the six months ended June 30, 2014 compared to \$376 million for the same period in 2013. Net cash provided by operations for the six months ended June 30, 2014 increased primarily as a result of stronger earnings performance, a \$21 million increase in dividends received from our equity method investments and a \$10 million increase in dividends received from our cellulose derivatives ventures. These favorable impacts were offset by a \$74 million increase in cash used in trade working capital and a \$29 million increase in pension and postretirement benefit plan contributions made during the six months ended June 30, 2014 compared to the same period in 2013 due to lump-sum buyout payments related to the elimination of benefits for certain participants under a US postretirement health care plan. The increase in cash used in trade working capital is primarily due to the increase in trade receivables due to higher net sales for the three months ended June 30, 2014.

Trade working capital is calculated as follows:

|   | As of<br>June 30,<br>2014<br>(unaudited)<br>(In \$ millions) | As of<br>December 31,<br>2013 | As of<br>June 30,<br>2013 | As of<br>December 31,<br>2012 |
|---|--|-------------------------------|---------------------------|-------------------------------|
| Trade receivables, net                      | 1,045  | 867                           | 929                       | 827                           |
| Inventories                                 | 816  | 804                           | 738                       | 711                           |
| Trade payables - third party and affiliates | (839)  | (799)                         | (716)                     | (649)                         |
| Trade working capital                       | 1,022  | 872                           | 951                       | 889                           |

## Net Cash Provided by (Used in) Investing Activities

Net cash used in investing activities increased \$106 million to \$283 million for the six months ended June 30, 2014 compared to \$177 million for the same period in 2013. During the six months ended June 30, 2014, capital expenditures relating to Fairway amounted to \$143 million, \$122 million higher than in the same period in 2013. Cash outflows for capital expenditures, excluding capital expenditures relating to Fairway, were \$130 million for the six months ended June 30, 2014, \$2 million higher than during the same period in 2013 and are primarily related to capacity expansions, major investments to reduce future operating costs, improve plant reliability and environmental and health and safety initiatives.

## Net Cash Provided by (Used in) Financing Activities

Net cash used in financing activities increased \$1 million from a net cash outflow of \$49 million for the six months ended June 30, 2013 to a net cash outflow of \$50 million for the six months ended June 30, 2014. The change in cash used in financing activities is primarily due to a \$148 million contribution received from Mitsui during the six months ended June 30, 2014 in exchange for ownership in Fairway. This cash inflow was offset by an increase in stock repurchase transactions of \$97 million, higher Series A Common Stock dividends of \$41 million and a net increase in net repayments on short-term borrowings and short-term debt of \$9 million. We increased our Series A Common Stock quarterly cash dividend rate from \$0.09 per share as of June 30, 2013 to \$0.25 per share as of June 30, 2014.

## Debt and Other Obligations

There have been no material changes to our debt or other obligations described in our 2013 Form 10-K other than those disclosed in Note 10 - Debt in the accompanying unaudited interim consolidated financial statements.



#### Share Capital

There have been no material changes to our share capital described in our 2013 Form 10-K other than those disclosed in Note 13 - Stockholders' Equity in the accompanying unaudited interim consolidated financial statements.

#### Contractual Obligations

Except as otherwise described in this report, there have been no material revisions outside the ordinary course of business to our contractual obligations as described in our 2013 Form 10-K.

#### Off-Balance Sheet Arrangements

We have not entered into any material off-balance sheet arrangements.

#### Critical Accounting Policies and Estimates

Our unaudited interim consolidated financial statements are based on the selection and application of significant accounting policies. The preparation of unaudited interim consolidated financial statements in conformity with US Generally Accepted Accounting Principles ("US GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of revenues, expenses and allocated charges during the reporting period. Actual results could differ from those estimates. However, we are not currently aware of any reasonably likely events or circumstances that would result in materially different results.

We describe our significant accounting policies in Note 2 - Summary of Accounting Policies, of the Notes to the Consolidated Financial Statements included in our 2013 Form 10-K. We discuss our critical accounting policies and estimates in the MD&A of our 2013 Form 10-K.

#### Recent Accounting Pronouncements

See Note 2 - Recent Accounting Pronouncements in the accompanying unaudited interim consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk for our Company has not changed materially from the foreign exchange, interest rate and commodity risks disclosed in Item 7A. Quantitative and Qualitative Disclosures about Market Risk in our 2013 Form 10-K. See also Note 16 - Derivative Financial Instruments, in the accompanying unaudited interim consolidated financial statements for further discussion of our market risk management and the related impact on our financial position and results of operations.

#### Item 4. Controls and Procedures

##### Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, as of June 30, 2014, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

##### Changes in Internal Control Over Financial Reporting

During the period covered by this report, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in a number of legal and regulatory proceedings, lawsuits and claims incidental to the normal conduct of our business, relating to such matters as product liability, land disputes, contracts, antitrust, intellectual property, workers' compensation, chemical exposure, asbestos exposure, trade compliance, prior acquisitions and divestitures, past waste disposal practices and release of chemicals into the environment. The Company is actively defending those matters where it is named as a defendant. Due to the inherent subjectivity of assessments and unpredictability of outcomes of legal proceedings, the Company's litigation accruals and estimates of possible loss or range of possible loss may not represent the ultimate loss to the Company from legal proceedings. See Note 12 - Environmental and Note 18 - Commitments and Contingencies in the accompanying unaudited interim consolidated financial statements for a discussion of material environmental matters and material commitments and contingencies related to legal and regulatory proceedings. There have been no significant developments in the "Legal Proceedings" described in our 2013 Form 10-K other than those disclosed in Note 12 - Environmental and Note 18 - Commitments and Contingencies in the accompanying unaudited interim consolidated financial statements.

Item 1A. Risk Factors

There have been no material changes to the risk factors under Part I, Item 1A of our 2013 Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The table below sets forth information regarding repurchases of our Common Stock during the three months ended June 30, 2014:

|                  | Total<br>Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>per Share | Total Number of<br>Shares Purchased<br>as<br>Part of Publicly<br>Announced<br>Program | Approximate Dollar<br>Value of Shares<br>Remaining that may be<br>Purchased Under the<br>Program <sup>(2)</sup> |
|------------------|---|------------------------------------|---|---|
|                  | (unaudited)                               |                                    |   |   |
| April 1-30, 2014 | 1,554                                     | <sup>(1)</sup> \$59.48             | —   | \$347,000,000   |
| May 1-31, 2014   | 834,923                                   | \$59.87                            | 834,923   | \$297,000,000   |
| June 1-30, 2014  | —   | \$—                                | —   | \$297,000,000   |
| Total            | 836,477                                   |                                    | 834,923   |   |

<sup>(1)</sup> Represents shares withheld from employees to cover their statutory minimum withholding requirements for personal income taxes related to the vesting of restricted stock units.

<sup>(2)</sup> Our Board of Directors authorized the repurchase of our Common Stock as follows:

|                     | Authorized<br>Amount<br>(In \$ millions) |
|---------------------|--|
| February 2008       | 400                                      |
| October 2008        | 100                                      |
| April 2011          | 129                                      |
| October 2012        | 264                                      |
| February 2014       | 172                                      |
| As of June 30, 2014 | 1,065                                    |

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

None.

## Item 5. Other Information

None.

Item 6. Exhibits

Exhibit

| Number   | Description   |
|----------|---|
| 3.1      | Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed with the SEC on February 11, 2011).            |
| 3.2      | Third Amended and Restated By-laws, effective as of October 23, 2008 (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-K filed with the SEC on July 19, 2013). |
| 10.1*†   | Form of 2014 Time-Based Restricted Stock Unit Award Agreement (for non-employee directors).   |
| 10.2*†   | Agreement and General Release, dated May 6, 2014, between Celanese Corporation and Steven M. Sterin.  |
| 31.1*    | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2*    | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1*    | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 32.2*    | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 101.INS* | XBRL Instance Document.   |
| 101.SCH* | XBRL Taxonomy Extension Schema Document.  |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document.   |

\*Filed herewith

†Indicates a management contract or compensatory plan or arrangement

**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 thereunto duly authorized.

**CELANESE CORPORATION**

By: /s/ MARK C. ROHR

Mark C. Rohr

Chairman of the Board of Directors and  
Chief Executive Officer

Date: July 18, 2014

By: /s/ CHRISTOPHER W. JENSEN

Christopher W. Jensen

Senior Vice President, Finance and  
Interim Chief Financial Officer

Date: July 18, 2014