

## Report of the Supervisory Board

**Dear Shareholder,**

The year 2002 was characterized for our company by further significant steps to increase growth and profitability as well as to realign the company's portfolio. The measures introduced in 2001 to increase efficiency have already borne the first fruit. Against the backdrop of the uncertain economic development in the markets in which our company is active, and the continued economic weakness in those national economies which are key to us, these positive internal developments are especially important to our company. On behalf of the Supervisory Board, I would like to acknowledge the Celanese Board of Management members and employees for the success which we achieved.

### **Advising the Board of Management on its Growth Strategy ▶▶**

In a time of far-reaching challenges to a market focus, technology development and to the strategic decisions for positioning the company in the future, it is essential that the Supervisory Board and the Board of Management work together in an open atmosphere of trust. The Supervisory Board closely advised the Board of Management on matters concerning the company's growth and success as the Board performed the duties incumbent upon it, particularly in strategic decision-making. The Supervisory Board relied on continuous and comprehensive information supplied to it and its committees in a timely manner, concerning all important business transactions and decisions to be made. The Supervisory Board and its committees held regular formal meetings. Regular contact was also maintained and regularly scheduled individual discussions were held between the chairmen of the Supervisory Board and of the individual Supervisory Board committees and, in particular, the Chairman of the Board of Management and the Chief Financial Officer.

The work of the Supervisory Board focused in detail on monitoring the company's initiatives to increase growth and productivity. In particular, this included closely following the programs to increase efficiency implemented in 2001. The Six-Sigma-based approaches and projects to increase productivity were implemented as part of "Operational Excellence" across-the-board and at an increasing number of levels in the company, during the year under review. The Supervisory Board was kept informed of the results of these projects at all times.

The Board of Management and Supervisory Board also focused on the innovation offensive and management development. The Supervisory Board and its Strategy Committee focused on these topics at their meetings in December 2002, in which the members intensively discussed with the Board of Management the significance of these factors for sustainable success of all the companies' individual businesses. The systematic evaluation of technologies which are critical to Celanese, as well as identifying new growth opportunities that are technology and market driven are a

joint responsibility of the Board of Management and the business heads of the individual companies in our Group. Anchoring a constant willingness to change within the corporate culture and successfully designing change are key responsibilities of the management. The Supervisory Board noted the Board of Management's initiatives in this area supportively: be it in the implementation of growth-oriented initiatives or in sustainably developing the next generation of company executives. The Talent Review Process was implemented throughout most of the entire company and is complemented by programs for those employees who are just embarking upon their careers as well as through the Champ program for highly qualified college graduates.

The strategy for continued development and a focus on the portfolio of the company's business activities was rigorously implemented in 2002. Major changes were achieved through acquisitions, alliances and divestitures, most notably:

- ▶ the acquisition of the European emulsions and global emulsion powders business from Clariant AG, Switzerland
- ▶ the divestiture of Trespaphan (OPP films business) to Dor-Moplefan / Bain Capital, Inc.
- ▶ the planned joint venture for Oxo products in Europe with Degussa AG
- ▶ the formation of a joint venture called Estech GmbH with the U.S. company Hatco in neopolyol esters for synthetic lubricants
- ▶ the divestiture of the U.S. amines business to U.S. Amines Ltd.

A good record in environmental, health and safety affairs also plays a role in the success and growth of a company. The Supervisory Board kept itself abreast of the status of developments in this area. The company's first sustainability report provides an overview of the obligations the company has to sustainably manage natural resources. This publication lists concrete examples of contributions our company has made to the social, economic and ecological aspects of sustainable, future development of Celanese. Also of particular importance for the company is the continuing positive progress made on the company's safety record. The company has made great progress towards its goal of having zero accidents.

Moreover, the Supervisory Board was informed comprehensively and in a timely manner on those issues it is required to decide upon in accordance with legal requirements and the company's articles of association. The matters requiring Supervisory Board approval by resolution were discussed in detail by the Supervisory Board with the members of the Board of Management.

## Good Corporate Governance as a Guarantee of Business Success ▶▶

The year 2002 was characterized by special initiatives in the area of Corporate Governance.

A visible expression of the high standards Celanese adheres to in Corporate Governance is the comply-or-explain statement submitted by the Board of Management and Supervisory Board concerning the German Corporate Governance Code, stating the company's full compliance with the code's recommendations without exception.

We have revised some of the internal processes of the Supervisory Board based on new U.S. regulations that impact our company because of its listing on the NYSE. Of particular note are the Finance and Audit Committee's intensive work and the committee's first self-assessment of its work.

One clear indication of the Supervisory Board members' serious commitment to their responsibilities is the high level of participation in the meetings. In 2002, the Supervisory Board met on March 5, May 15, September 24 and December 11. The Finance and Audit Committee met twice – on March 4 and on December 10. The members of the Strategy Committee met for their meeting on December 10. The Personnel and Compensation Committee met a total of four times during the year under review.

Almost all members of the Supervisory Board participated in the meetings of the Supervisory Board and its committees. Only one member was excused absent from the March Supervisory Board meeting, and two members had excused absences from the September meeting. This corresponds to an average attendance rate of over 93%. All Supervisory Board members participated in the resolutions by written ballot, which have become a necessary procedure between the meetings.

As in the past, the Supervisory Board kept itself informed of important issues by visiting key sites of the company. The Supervisory Board combined its September meeting with a visit to the integrated acetic acid complex in Singapore and the company's joint venture for acetate tow in Nantong and other activities in China. This gave the Supervisory Board the opportunity to get first hand information on the company's strategic positioning in this region.

### Approving the 2002 Annual Financial Statements ►►

The company's Annual General Meeting on May 15, 2002 elected KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft as its auditor. KPMG received the engagement letter for the audit from the Chairman of the Supervisory Board on May 16, 2002.

KPMG declared that no relations exist between it and Celanese AG that would be grounds for doubting the auditor's independence. In addition to that, the auditors submitted a written certification to the Chairman of the Supervisory Board on October 29, 2002 that the recommendations included in the Corporate Governance Code concerning the contractual relation between company and auditor were met.

Celanese AG's annual financial statements and management report were prepared in accordance with the German Commercial Code and the Stock Corporation Act. The consolidated financial statements were prepared in accordance with U.S. GAAP and were supplemented by a Group management report and further explanations pursuant to article 292a of the German Commercial Code. Pursuant to article 292a preparing consolidated financial statements in accordance with U.S. GAAP releases the company from the obligation to draw up consolidated financial statements according to German law. The annual financial statements and the consolidated financial statements of Celanese AG of December 31, 2002, and the management report of Celanese AG and the Group management report were audited by KPMG, which issued an unqualified opinion.

All the above-mentioned financial report documents and the corresponding auditor's reports were made available to the Finance and Audit Committee and the Supervisory Board and were checked by both of them. This year, in agreement with the Supervisory Board, the company moved up the date for releasing the year's net earnings, the annual meeting and the related processes, by several weeks, in order to be able to release the net earnings as early as possible. This involved setting earlier deadlines for the appropriate documentation. The auditors kept the Supervisory Board and the Finance and Audit Committee of the Supervisory Board constantly informed during the audit of the annual financial statements.

The auditors, who attended the meetings of the Finance and Audit Committee, reported on the progress and main results of their audit in the Finance and Audit Committee meeting on February 11, 2003. The auditors were available to answer questions from the members of the Supervisory Board.

The Supervisory Board noted and discussed the results of the audit performed by the auditors. As a result of its own examination, the Supervisory Board concluded that no objections should be raised. For the first time, the Supervisory Board approved not only Celanese AG's 2002 financial statements, but also the consolidated financial statements for 2002, in its meeting on February 12, 2003, as a result of newly enacted regulations. The annual financial statements of Celanese AG are thus approved.

**Changes in the Board of Management and the Supervisory Board ▶▶**

Prof. Dr. Ernst Schadow resigned as member of the Board of Management of Celanese AG to enter into retirement, as of October 21, 2002. In its meeting on September 24, 2002, the Supervisory Board thanked him for nearly thirty years of service accomplished in an atmosphere of successful cooperation and trust – to first Hoechst AG and then, for the last three years, to our company. The Supervisory Board wishes Dr. Schadow well in his future.

Dr. Andreas Pohlmann was appointed as a member of the Board of Management and as Director of Personnel, from October 22, 2002 until October 31, 2005. In addition to these duties, Mr. Pohlmann is also responsible for Performance Products – particularly Nutrinova – for Environmental, Health and Safety Affairs, as well as for innovation initiatives by the Board.

Mr. Sonder was reappointed to the Board of Management and as its Chairman until October 31, 2004, at the Personnel and Compensation Committee meeting in May 2002. Mr. Premdas was also reappointed to the Board of Management until October 31, 2004, while Mr. Weidman's mandate was extended until October 31, 2005.

At the Annual General Meeting on May 15, 2002, Mr. Saad Ali Al-Shuwaib was elected as shareholder representative to the Supervisory Board. He succeeds Mr. Khaled Saleh Buhamrah, who served the company in that capacity for many years. We would like to thank him for his constructive work and loyalty.

Mr. Werner Zwoboda retired from the Supervisory Board of Celanese AG effective December 31, 2002. In its meeting on December 11, 2002, the Supervisory Board thanked him for his constructive work provided in an atmosphere of trust. Mr. Herbert Schmalz has replaced Mr. Zwoboda as a member of the Supervisory Board representing the employees, effective January 1, 2003.

The Supervisory Board thanks the Board of Management, the employees and the employees' representatives and acknowledges their dedication and hard work in the difficult business year of 2002.

Kronberg im Taunus, February 12, 2003  
The Supervisory Board



Dr. Günter Metz