



CALTEX AUSTRALIA LIMITED
ACN 004 201 307

LEVEL 24, 2 MARKET STREET
SYDNEY NSW 2000 AUSTRALIA

5 April 2012

Company Announcements Office
Australian Securities Exchange

CALTEX AUSTRALIA LIMITED
2012 ANNUAL GENERAL MEETING

The 2012 Annual General Meeting (AGM) for Caltex Australia Limited (Caltex) will be held at 10.00 am on Thursday, 10 May 2012 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia.

The following documents, which are being mailed to shareholders, are attached:

- a letter from the Caltex Chairman (Ms Elizabeth Bryan)
- the Notice of Annual General Meeting and explanatory statement, and
- the proxy form for the AGM.

The AGM documents will be made available from our website (www.caltex.com.au).

Shareholders who are unable to attend the AGM will be able to watch and listen to the business of the meeting via a webcast. Viewing the webcast does not count as attendance at the meeting. For further information about the webcast, please visit the Caltex website closer to the date of the meeting.



Peter Lim
Company Secretary

Contact number: (02) 9250 5562 / 0414 815 732

Attach.



Chairman's Letter to Shareholders

5 April 2012

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to attend the 2012 Annual General Meeting (AGM) of Caltex Australia Limited (Caltex). In this mail pack for the AGM, you will receive:

- the Notice of Annual General Meeting and explanatory statement
- the *2011 Annual Review* and the *2011 Annual Report* (incorporating the *2011 Financial Report*), if you have elected to receive a printed copy
- a proxy form, and
- a reply paid envelope for lodging your proxy form and/or sending any written questions to Caltex before the AGM.

Interactive, online versions of the *2011 Annual Review* and the *2011 Annual Report* (incorporating the *2011 Financial Report*) are now available from our website (www.caltex.com.au).

AGM

The AGM will be held at 10.00 am on Thursday, 10 May 2012 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia. You are invited to join the Board for morning tea after the meeting.

BUSINESS OF THE AGM

The business of the AGM is set out in the Notice of Annual General Meeting. The Notice of Annual General Meeting and explanatory statement contain important information in relation to the matters to go before shareholders at the meeting.

ATTENDANCE

If you are attending the AGM, please bring this letter with you on the day to assist us in registering your attendance for the meeting. The registration desk will be open from 9.00 am.

If you are not able to attend the AGM, you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice of Annual General Meeting and proxy form in relation to appointing a proxy. You can also appoint a proxy online at www.investorvote.com.au. You can also watch and listen to the business of the meeting via a webcast. Please note that viewing the webcast does not count as attendance at the AGM and you will not be able to submit a vote or ask questions via the webcast. For further information about the webcast, please visit the Caltex website (www.caltex.com.au).

SHAREHOLDER QUESTIONS

Shareholders attending the AGM will be able to ask questions at the meeting. If you have an issue or question that you would like discussed at the meeting, or you would like to submit a written question to KPMG (our external auditor) before the meeting, please send your issue or question to Caltex:

- in the reply paid envelope (which is included in the AGM material)
- by mail to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia
- by delivery to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
- by mail or delivery to:
The Company Secretary
Caltex Australia Limited
Level 24, 2 Market Street
Sydney NSW 2000 Australia
- by facsimile:
within Australia: 1800 783 447 or (02) 9250 5018
outside Australia: + 61 3 9473 2555 or + 61 2 9250 5018
- by email to:
secretariat@caltex.com.au

Written shareholder issues and questions submitted before the AGM must be received by 5.00 pm (Sydney time) on Thursday, 3 May 2012.

I look forward to your attendance at the AGM.

Yours sincerely

ELIZABETH BRYAN
Chairman



CALTEX
Caltex Australia

Notice of Annual General Meeting

Business of the AGM

The 2012 Annual General Meeting (AGM) for Caltex Australia Limited (Caltex) will be held at 10.00 am on Thursday, 10 May 2012 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia.

1. OPERATIONAL EXCELLENCE MOMENT

The Chairman will present an operational excellence moment to the meeting.

2. ADDRESSES

The Chairman and the Managing Director & CEO will make presentations to shareholders.

3. SHAREHOLDER ISSUES

The Chairman will discuss key issues raised by shareholders prior to the meeting and will invite questions and comments from shareholders on these key issues and any other matters that shareholders would like to raise at the meeting.

4. FINANCIAL REPORT

The Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2011 will be laid before the meeting.

5. REMUNERATION REPORT

Shareholders will be asked to consider and, if thought fit, pass an ordinary resolution adopting the Remuneration Report (which forms part of the Directors' Report) for Caltex (and the Caltex Australia Group) for the year ended 31 December 2011.

Note: The vote on this resolution is advisory only and does not bind the directors or Caltex.

6. ELECTION OF DIRECTORS

Shareholders will be asked to consider and, if thought fit, pass ordinary resolutions to:

- (a) re-elect Ms Elizabeth Bryan as a director
- (b) re-elect Mr Trevor Bourne as a director, and
- (c) elect Mr Ryan Krogmeier as a director,

in accordance with, and on the terms set out in, Caltex's Constitution.

Note: Each re-election or election will be open for discussion as a separate item of business and voted on as a separate ordinary resolution.

By order of the Board of Caltex Australia Limited



PETER LIM
Company Secretary

5 April 2012

Important Notes

2012 ANNUAL GENERAL MEETING (AGM) FOR CALTEX AUSTRALIA LIMITED (CALTEX)

Voting

Individual shareholders may vote in person or by proxy. A corporate shareholder may vote by proxy or through a body corporate representative.

If your shares are held jointly, please note that if you and another joint holder both wish to vote, only the vote of the holder appearing first in the share register will be accepted, to the exclusion of the other holder(s).

Record date

The Board has determined that, for the purposes of the meeting, Caltex shares will be deemed to be held by those shareholders who held shares at 7.00 pm (Sydney time) on Tuesday, 8 May 2012, as recorded in the company's share register.

Key management personnel – Item 5 (Remuneration Report)

The key management personnel of the company (including each of the directors and executives named in the 2011 Remuneration Report) and their closely related parties (such as close family members and any controlled companies) are not permitted to vote:

- their own shares on Item 5; or
- as proxy on Item 5 for a shareholder unless the shareholder is eligible to vote and directs them how to vote.

Proxies

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf.

Shareholders should note that:

- all shareholders have the right to appoint a proxy
- a proxy does not have to be a Caltex shareholder
- a proxy may be an individual or a body corporate
- if you hold two or more shares, you may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise, and
- if you appoint the Chairman of the meeting as your proxy, or the Chairman is appointed as your proxy by default, then, unless you mark one of the voting instruction boxes for Item 5, you will be directing the Chairman to vote in favour of Item 5.

A proxy form, as approved by the Board, is included with this notice of meeting.

Alternatively, you can appoint a proxy online, and submit your voting instructions (if any), by visiting www.investorvote.com.au and following the instructions on the website. To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and the six digit PIN shown on your proxy form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the proxy form.

Custodians and nominees with access to Intermediary Online can appoint a proxy online, and submit their voting instructions (if any) at www.intermediaryonline.com.

If you are appointing a body corporate as a proxy, then, in addition to lodging your proxy form, you or that body corporate will need to provide satisfactory evidence of the appointment of a representative of the body corporate to exercise the proxy at the meeting. Please refer to the section titled "Body corporate representatives" for further information.

If you are appointing a second proxy, you will need to complete a second proxy form. Please contact the share registry (Computershare) if you require an additional proxy form. If the two appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of your votes (with fractions of votes to be disregarded).

If you wish to appoint a proxy, you should:

- complete a proxy form
- sign and date the proxy form, and
- return the proxy form to Caltex (including via Computershare) or
- appoint a proxy online.

Please note that a proxy form or online proxy for the AGM must be received by no later than 10.00 am (Sydney time) on Tuesday, 8 May 2012.

If your proxy form has been signed under power of attorney or other authority, the original or a certified copy of the power of attorney or authority must also be received by no later than 10.00 am (Sydney time) on Tuesday, 8 May 2012, unless you have previously lodged the original or a certified copy with Computershare.

If you have appointed a proxy for the AGM and you later decide to attend the meeting, please note that your attendance at the meeting will result in the proxy's authority to speak and vote for you being suspended while you are present at the meeting.

Body corporate representatives

A corporate shareholder entitled to attend and vote at the meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Caltex will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM (in which case, the document should be received by 10.00 am (Sydney time) on Tuesday, 8 May 2012) or present the document at the registration desk at the meeting.

Where to send proxy forms and appointment of body corporate representative documents (and related documents)

You can send your proxy form or appointment of body corporate representative document (and any related appointment documents or authorities) to Caltex:

- in the reply paid envelope (which is included in the AGM material)
- by mail to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia
- by delivery to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
- by mail or delivery to:
The Company Secretary
Caltex Australia Limited
Level 24, 2 Market Street
Sydney NSW 2000 Australia
- by facsimile:
within Australia: 1800 783 447 or (02) 9250 5018
outside Australia: + 61 3 9473 2555 or + 61 2 9250 5018

Please note that a proxy form for the AGM (and any related appointment documents or authorities for a proxy) must be received by no later than 10.00 am (Sydney time) on Tuesday, 8 May 2012.

Explanatory Statement

The 2012 Annual General Meeting (AGM) for Caltex Australia Limited (Caltex) will be held at 10.00 am on Thursday, 10 May 2012 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia.

Shareholders unable to attend the AGM will be able to watch and listen to the business of the meeting via a webcast. Viewing the webcast does not count as attendance at the AGM and you will not be able to submit a vote or ask questions via the webcast. For further information about the webcast, please visit the Caltex website (www.caltex.com.au).

1. OPERATIONAL EXCELLENCE MOMENT

Ms Elizabeth Bryan (Chairman) will present an operational excellence moment to the meeting.

2. ADDRESSES

Ms Bryan and Mr Julian Segal (Managing Director & CEO) will make presentations to shareholders.

3. SHAREHOLDER ISSUES

Ms Bryan will discuss key issues raised by shareholders prior to the meeting and will invite questions and comments from shareholders on these key issues and any other matters relating to the management of Caltex and the items of business.

Shareholders will also be able to ask questions of KPMG, Caltex's external auditor.

If you have an issue or question that you would like discussed at the meeting, or you would like to submit a written question to KPMG before the meeting, please send your issue or question to Caltex:

- in the reply paid envelope (which is included in the AGM material)
- by mail to:

Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia
- by delivery to:

Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
- by mail or delivery to:

The Company Secretary
Caltex Australia Limited
Level 24, 2 Market Street
Sydney NSW 2000 Australia
- by facsimile:

within Australia: 1800 783 447 or (02) 9250 5018
outside Australia: + 61 3 9473 2555 or + 61 2 9250 5018
- by email to:

secretariat@caltex.com.au

Written shareholder issues and questions submitted before the AGM must be received by 5.00 pm (Sydney time) on Thursday, 3 May 2012.

Issues and questions for Caltex

A document summarising issues and questions raised by shareholders before the AGM and Caltex's responses, including Ms Bryan's responses to key issues, will be available at the meeting. This document will be lodged with the Australian Securities Exchange (ASX) on the morning of the meeting and made available from the Caltex website (www.caltex.com.au).

Questions for KPMG

A list of written questions received for KPMG, as Caltex's external auditor, will be available at the meeting. KPMG may answer a question submitted in writing before the AGM by addressing the question at the meeting or by tabling a written response at the meeting. Any answers tabled at the meeting will be lodged with the ASX as soon as possible after the meeting and made available from the Caltex website (www.caltex.com.au).

4. FINANCIAL REPORT

Under the *Corporations Act*, the directors of Caltex must lay the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2011 before the meeting.

These reports are set out in the *2011 Annual Report*. Shareholders who have elected to receive a printed copy of annual reports have been sent the *2011 Annual Report* with this notice of meeting. The *2011 Annual Report* is available from the Caltex website (www.caltex.com.au).

Ms Bryan will open the meeting to questions and comments on the Financial Report, the Directors' Report and the Auditor's Report.

5. REMUNERATION REPORT

Under the *Corporations Act*, Caltex is required to include, in the Directors' Report, a detailed Remuneration Report including prescribed information in relation to the remuneration of directors and executives of Caltex (and the Caltex Australia Group) and Caltex's remuneration practices.

The Remuneration Report for the year ended 31 December 2011 is incorporated in the *2011 Annual Report* (as part of the Directors' Report). As noted previously, the *2011 Annual Report* has been sent with this notice of meeting (to shareholders who have elected to receive a printed copy) and is available from the Caltex website (www.caltex.com.au).

Ms Bryan will open the meeting to questions and comments on the Remuneration Report.

The Remuneration Report is required to be submitted for adoption by a resolution of shareholders at the meeting. The vote on this resolution is advisory only and does not bind the directors or Caltex.

Board recommendation

The Board recommends the adoption of the Remuneration Report by shareholders. The Chairman of the meeting will vote all available proxies in favour of this resolution.

6. ELECTION OF DIRECTORS

Under the ASX Listing Rules and Caltex's Constitution, the company must hold an election of directors each year.

Directors are elected for a period of three years or three annual general meetings since last being elected (whichever is longer). Additionally, any non-executive director who has been appointed as a casual vacancy or as an addition to the Board during a year holds office until the end of the next annual general meeting.

The following directors will seek re-election or election at the AGM:

- Ms Elizabeth Bryan, who was last elected by shareholders at the AGM on 23 April 2009
- Mr Trevor Bourne, who was last elected by shareholders at the AGM on 23 April 2009, and
- Mr Ryan Krogmeier, who was appointed as a director to fill a casual vacancy with effect from 30 March 2012.

Ms Bryan, Mr Bourne and Mr Krogmeier will each address the meeting before the vote on their re-election or election. Board profiles for each director are included in this notice of meeting.

Ms Bryan will vacate the chair while the resolution on her re-election is discussed at the meeting and before the vote is taken. Mr John Thorn will chair the meeting for Ms Bryan's re-election.

Each re-election or election will be open for discussion as a separate item of business and voted on as a separate ordinary resolution.

Board profiles

Elizabeth Bryan

Chairman (Non-executive/Independent)

Date of Appointment – Director: 18 July 2002

Date of Appointment – Chairman: 1 October 2007

Board Committees

Nomination Committee (Chairman)

(attends meetings of the Audit Committee, Human Resources Committee and OHS & Environmental Risk Committee in an ex-officio capacity)

Elizabeth brings management, strategic and financial expertise to the Caltex Board. She has over 30 years of experience in the financial services industry, government policy and administration, and on the boards of companies and statutory organisations. Prior to becoming a professional director, she served for six years as Managing Director of Deutsche Asset Management and its predecessor organisation, NSW State Superannuation Investment and Management Corporation.

Elizabeth is a director of Westpac Banking Corporation (appointed November 2006). She was previously the Chairman of UniSuper Limited (where she served as a director from January 2002 to June 2011).

Elizabeth holds a Bachelor of Arts (Economics) from the Australian National University and a Master of Arts (Economics) from the University of Hawaii (US).

Trevor Bourne

Director (Non-executive/Independent)

Date of Appointment: 2 March 2006

Board Committees

OHS & Environmental Risk Committee (Chairman), Audit Committee and Nomination Committee

Trevor brings to the Board broad management experience in industrial and capital intensive industries, and engineering and supply chain skills and experience. From 1999 to 2003, he served as CEO of Tenix Investments. Prior to Tenix, Trevor spent 15 years at Brambles Industries, including six years as Managing Director of Brambles Australasia. He has also previously worked for Incitec Pivot and BHP.

Trevor is a director of Origin Energy Limited (appointed February 2000). He was previously the Chairman of Hastie Group Limited (where he served as a director from February 2005 to February 2012).

Trevor holds a Bachelor of Science (Mechanical Engineering) from the University of New South Wales and a Master of Business Administration from the University of Newcastle.

Ryan Krogmeier

Director (Non-executive)

Date of Appointment: 30 March 2012

Board Committees

Human Resources Committee and Nomination Committee

Ryan brings to the Board significant downstream oil industry experience, particularly in the areas of crude and products supply and trading, risk management and financial operations. He currently serves as the Global Vice President of Joint Ventures and Affiliates for Chevron International Products and was appointed to this role in April 2012. He was previously the Vice President – Americas East, Caribbean and Latin America for Chevron, in which he is responsible for strategy and profits for Chevron's downstream fuels business in the region. Ryan joined Chevron in 1990 and has experience in a range of roles including Risk Control Officer, General Manager, Crude Oil Supply & Trading for Chevron USA in Singapore and Vice President, Global Products Supply & Trading for Chevron Products Co. in the US. Ryan is based in Singapore.

Ryan holds a Bachelor of Business Administration (Accounting) from the University of Iowa (US) and a Master of Business Administration from the University of California (US).

Board recommendations

The Board supports the re-election of Ms Bryan and Mr Bourne and the election of Mr Krogmeier (other than each of these directors in relation to their own re-election or election). The Chairman of the meeting intends to vote open proxies in favour of each resolution.



Proxy Form

APPOINTMENT OF PROXY

I/We, being a shareholder(s) of Caltex Australia Limited and entitled to attend and vote at the 2012 Annual General Meeting (AGM) to be held at 10.00 am on Thursday, 10 May 2012 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia appoint:

☐

the Chairman of the meeting
(please mark this box)

or

(please write the name or position/office
of the person or the name of the body
corporate that you are appointing as proxy)

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions or, if the proxy is left open and to the extent permitted by law, to vote as the proxy chooses at the AGM and, if the meeting is adjourned, when the meeting has been reconvened for business.

Chairman to vote open proxies in favour: I/We acknowledge that the Chairman of the meeting intends to vote all available open proxies in favour of all items of business.

Direction to Chairman for Item 5 (Remuneration Report): Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default) in relation to Item 5 (Remuneration Report) but I/we have not marked any of the boxes opposite that item below, I/we hereby direct the Chairman of the meeting to vote in favour of the resolution on that Item even though Item 5 is connected directly or indirectly with the remuneration of members of the key management personnel of Caltex Australia Limited.

If you wish to direct your proxy how to vote, please mark your directions in the next section of this form.

VOTING DIRECTIONS TO PROXY

Item of business:

		For	Against	Abstain
Item 5	Remuneration Report (advisory non-binding vote)	☐	☐	☐
Item 6(a)	Re-election of Ms Elizabeth Bryan	☐	☐	☐
Item 6(b)	Re-election of Mr Trevor Bourne	☐	☐	☐
Item 6(c)	Election of Mr Ryan Krogmeier	☐	☐	☐

When completing this proxy form, please note that:

- you should indicate a mark in only one box for each item of business, unless you wish to indicate for each relevant box the percentage of your total shares or the number of your total shares that are to be allocated to "for", "against" or "abstain" for that item of business
- if you wish to appoint two proxies, you should indicate for each relevant box the percentage of your total shares or the number of your total shares that the proxy appointed in this form is to vote for each resolution
- note that if the Chairman of the meeting is your proxy and you do not mark any of the boxes opposite Item 5, you are directing the Chairman to vote in favour of the resolution on Item 5 (Remuneration Report). Otherwise, if your proxy is left open for an item of business, your proxy is able to vote as they choose or to abstain from voting on that item, subject to any voting restrictions that may apply to your proxy (further details are provided on the next page). As noted above, the Chairman intends to vote all available proxies in favour of each resolution.
- if you mark the "abstain" box for an item of business, you are directing your proxy not to vote on that item, and
- abstentions will not be counted in calculating the required majority on a poll.

SIGNING OF PROXY FORM

Please refer to the instructions set out in "How to Complete Your Proxy Form"

Individual/Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date of proxy form



HOW TO COMPLETE YOUR PROXY FORM

APPOINTMENT OF PROXY

General information

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf.

Shareholders should note that:

- all shareholders have the right to appoint a proxy
- a proxy does not have to be a shareholder of Caltex Australia Limited
- a proxy may be an individual or a body corporate, and
- if you hold two or more shares, you may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise.

If you wish to appoint the Chairman of the meeting as your proxy, please mark the box to show this appointment. If you wish to appoint another individual as your proxy, please write the name of that person or the person's position or office.

If you wish to appoint a body corporate as your proxy, please write the body corporate's name.

Please note that if you appoint a member of the key management personnel of Caltex Australia Limited or one of their closely related parties as your proxy, they are not permitted to vote on Item 5 (Remuneration Report) unless you direct them how to vote.

If the appointed proxy (other than the Chairman of the meeting) is not in attendance at the meeting, the Chairman of the meeting will act as your proxy.

If you have not nominated a proxy, the Chairman of the meeting will act as your proxy.

Appointment of a second proxy

If you wish to appoint a second proxy, you will need to complete a second proxy form. Please contact the share registry (Computershare) for an additional proxy form or make a photocopy of this form.

Appointment of a body corporate as proxy

If you have appointed a body corporate as a proxy, you or that body corporate will also need to provide satisfactory evidence of the appointment of a representative of that body corporate to exercise the proxy at the meeting. The original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment will constitute satisfactory evidence of the appointment.

The document evidencing the appointment of a body corporate representative can be lodged in the same way as your proxy form or presented at the registration desk at the meeting.

Voting directions to proxy

To direct your proxy how to vote, place a mark in one box for each item of business. Alternatively, you can allocate a percentage or number of your votes across one or more boxes by writing this on the form. If your proxy is left open for an item of business, your proxy is able to vote as they choose or to abstain from voting on that item, subject to any voting restrictions that apply to the proxy.

Please note that if the Chairman of the meeting is your proxy and you do not mark any of the boxes opposite Item 5, you are directing the Chairman to vote in favour of the resolution on Item 5 (Remuneration Report).

If your proxy form specifies a percentage that is more than 100% or a number of shares that is more than your total holding, the voting rights attaching to your proxy will be reduced to 100% or your total holding (whichever is applicable).

If you have appointed two proxies and you do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of your votes (with fractions to be disregarded).

If you have appointed two proxies and your proxy forms specify a percentage that is more than 100% or a number of shares that is more than your total holding, the voting rights attaching to the first proxy will be reduced to bring your total percentage to 100% or your number of shares to equal your total shareholding (whichever is applicable).

The Chairman of the meeting intends to vote available open proxies in favour of all items of business.

If you attend the meeting, your proxy's authority to vote for you is suspended while you are present at the meeting.

Signing of proxy form

A proxy appointment is only valid if the proxy form has been signed by the shareholder(s) making the appointment(s).

The following rules apply in relation to the signing of proxy forms for joint holdings, proxy forms signed under power of attorney, and proxy forms signed by corporate shareholders:

Joint holding

If you hold your shares jointly, all shareholders should sign the proxy form. A proxy form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.

Power of attorney

If a proxy form is signed under a power of attorney, you must lodge the original or a certified copy of the power of attorney with your proxy form, unless you have previously lodged one of these documents with the share registry (Computershare).

Corporate shareholders

Proxy forms for corporate shareholders should be signed in accordance with your company's Constitution or the *Corporations Act*.

Lodgement of your proxy form (and related documents)

A proxy appointment for the 2012 Annual General Meeting to be held at 10.00 am on Thursday, 10 May 2012 is only effective if your proxy form has been received by Caltex Australia Limited by no later than 10.00 am (Sydney time) on **Tuesday, 8 May 2012**. If the proxy form is signed under a power of attorney, evidence of the authority must also be received by this time.

You can send your proxy form (and any related documents) to Caltex Australia Limited:

- in the reply paid envelope (which is included in the AGM material)
- by mail to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia
- by delivery to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street, Sydney NSW 2000 Australia
- by mail or delivery to:
The Company Secretary
Caltex Australia Limited
Level 24, 2 Market Street, Sydney NSW 2000 Australia
- by facsimile:
within Australia: 1800 783 447
or (02) 9250 5018
outside Australia: + 61 3 9473 2555
or + 61 2 9250 5018

ONLINE PROXY APPOINTMENTS

You can appoint a proxy online, and submit your voting instructions (if any), by visiting www.investorvote.com.au and following the instructions on the website.

To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and the six digit PIN shown on the front of this proxy form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the proxy form.

Custodians and nominees with access to Intermediary Online can appoint a proxy online, and submit their voting instructions (if any), at www.intermediaryonline.com.

ASSISTANCE

If you require assistance in completing your proxy form, please call:

- within Australia: 1300 850 505
- outside Australia: + 61 3 9415 4000

