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ASX ANNOUNCEMENT



CALTEX AUSTRALIA LIMITED
ACN 004 201 307

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Company Announcements Office
Australian Securities Exchange

CALTEX AUSTRALIA LIMITED
SECURITIES TRADING POLICY – AMENDED

The Board of Caltex Australia Limited (Caltex) has approved amendments to Caltex's Securities Trading Policy.

The updated Caltex Securities Trading Policy is attached under ASX Listing Rule 12.10.

Peter Lim
Company Secretary

Phone: (02) 9250 5562 / 0414 815 732

Attach.



CALTEX AUSTRALIA LIMITED
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CALTEX SECURITIES TRADING POLICY

INTRODUCTION

- (1) Directors and staff of a listed entity may have inside information about the entity that is not generally available to the market. The *Corporations Act* requires (in general terms) that a person who has inside information must not trade in the securities of that entity, either personally or through another person (such as a family member, friend, associate, broker, investment adviser, private company or trust).
- (2) This policy sets out clear restrictions in relation to dealings in the securities of Caltex Australia Limited (Caltex) and securities of other companies with which the Caltex Group may be dealing (including its customers, suppliers, contractors or business partners) so that directors and staff members do not trade in Caltex securities or other securities in a way that breaches the insider trading laws or compromises confidence in Caltex's investor practices.
- (3) Every Caltex director and staff member has a personal responsibility to ensure they comply with the law and this policy. A breach of the law relating to insider trading can have serious consequences, including criminal and civil liability, for the company and for an individual. A breach of this policy may lead to disciplinary action, which may include termination of employment.
- (4) This policy should be read together with the *Caltex Continuous Disclosure Policy*, which provides examples of the types of information that might have a material effect on the price or value of Caltex securities.

APPLICATION OF THIS POLICY & DEFINITIONS

Application

- (5) This policy applies to all Caltex directors and all Caltex staff.

Definitions

- (6) For the purposes of this policy:
 - (a) "Caltex" means Caltex Australia Limited;
 - (b) "Caltex Group" includes Caltex and its related bodies corporate;
 - (c) "Caltex securities" includes ordinary shares of Caltex and any structured financial product, swap, futures contract, option, warrant, or other derivative over an ordinary share of Caltex, whether issued by Caltex or a third party, and any other interest in an ordinary share of Caltex;
 - (d) "Caltex staff" includes full-time, part-time or casual employees, consultants, contractors of, and secondees to, the Caltex Group;
 - (e) "inside information" means information that is not generally available and which a reasonable person would expect, if it was generally available, to have a material effect on the price or value of a company's securities; inside information may come from the entity itself or someone other than the entity; and
 - (f) "trade" includes subscribing for, buying, selling or otherwise transferring the beneficial or legal interest in a Caltex security.

INSIDER TRADING PROHIBITED AT ALL TIMES

- (7) A Caltex director or staff member who has inside information must not:
 - (a) trade in Caltex securities;

- (b) advise, procure or encourage another person to trade in Caltex securities; or
 - (c) pass on inside information to any other person if they know, or ought reasonably to know, that the person may use the inside information to trade in (or procure another person to trade in) Caltex securities.
- (8) All Caltex directors and staff should ensure that they do not breach the insider trading provisions of the *Corporations Act* in relation to any other entity. For example, a director or staff member is aware that the Caltex Group is negotiating or close to finalising a material contract with company X, that person must not trade securities in either Caltex or company X.

ADDITIONAL RESTRICTIONS ON TRADING BY DESIGNATED CALTEX OFFICERS

- (9) The following people are **Designated Caltex Officers** for the purposes of this policy:
- (a) non-executive directors of Caltex (including alternate directors);
 - (b) Managing Director & CEO;
 - (c) all members of the Caltex Leadership Team (including the Company Secretary), as other key management personnel;
 - (d) Assistant Company Secretary;
 - (e) Group Manager – Investor Relations; and
 - (f) participants in the Caltex Equity Incentive Plan (CEIP).

Black-out periods / trading at other times (subject to insider trading laws)

- (10) In addition to the requirements of the insider trading laws, Designated Caltex Officers must not trade in Caltex securities in the following **black-out periods**:
- (a) for Caltex's **half year** results (which are released in August): from 1 July to (and including) the day of the announcement;
 - (b) for Caltex's **full year** results (which are released in February): from 1 January to (and including) the day of the announcement; and
 - (c) for any other period designated as a black-out period by the Caltex Board and advised to the Designated Caltex Officers.
- (11) At any time other than a black-out period, a Designated Caltex Officer may trade in Caltex securities **but only** if they do not have inside information and they comply with clauses 14 to 18, as appropriate.
- (12) All other Caltex staff may trade in Caltex securities at any time **but only** if they do not have inside information.
- (13) The rules of any incentive or share scheme that a Designated Caltex Officer or other Caltex staff member participates in may also impose holding or trading restrictions on Caltex securities.

NOTICE OF TRADING IN CALTEX SECURITIES

Directors

- (14) If a Caltex director intends to trade in Caltex securities, the director must give prior notice of any proposed trade to the Board Chairman and the Company Secretary. A Board Chairman who intends to trade in Caltex securities must give prior notice to the Audit Committee Chairman and the Company Secretary. A notice must include:
- (a) the nature of the trade;

- (b) the number of Caltex securities proposed to be traded;
 - (c) the number of Caltex securities in which the director will have an interest following the trade; and
 - (d) a statement that the director does not have inside information.
- (15) For each trade in Caltex securities, the director must subsequently advise the Board Chairman (or, in the case of the Board Chairman, the Audit Committee Chairman) of the number of Caltex securities bought, sold or transferred and the date of the trade within three days.
- (16) Directors must also give details of transactions in Caltex securities to the Company Secretary within three business days for the purpose of Caltex providing information about a change of a director's interest to the market.

Other Designated Caltex Officers

- (17) If any Designated Caltex Officer other than a director intends to trade in Caltex securities, the Designated Caltex Officer must give prior notice to the Managing Director & CEO and the Company Secretary. The notice must include a statement that the Designated Caltex Officer does not have inside information.
- (18) For each trade in Caltex securities, the Designated Caltex Officer must subsequently advise the Company Secretary of the number of Caltex securities bought, sold or transferred and the date of the trade within three days.

Notification process is not an approval to trade

- (19) The processes for notifying of an intended trade in Caltex securities, as set out in clauses 14 and 17, do not constitute an approval to trade by the Board Chairman, Audit Committee Chairman or Managing Director & CEO (as applicable). The person intending to trade in Caltex securities is personally responsible for any decision to trade and compliance with the law.

DISCLOSURE OF MARGIN LOAN ARRANGEMENTS

- (20) If a Designated Caltex Officer proposes to put in place margin loan arrangements in relation to Caltex securities, the Designated Caltex Officer must immediately advise the Company Secretary of the details of the proposed arrangements. If a demand for payment is made under the margin loan arrangements, the officer must immediately advise the Company Secretary. The Designated Caltex Officer may only trade their CAL securities in accordance with this policy, subject always to the insider trading laws.

HEDGING OF CALTEX SECURITIES

- (21) A Designated Caltex Officer who holds unvested or vested Caltex securities under an incentive scheme (including, but not limited to, securities held under the CEIP) must not enter into any transaction that is designed or intended to limit their exposure to those securities.

TRADING EXCLUDED FROM THE POLICY

Incentive schemes and share plans

- (22) It is recognised that Designated Caltex Officers (other than the directors) may be eligible to participate in short term and long term incentive schemes (such as the CEIP) or the Caltex employee share plan (CALESP), and that Caltex staff may be eligible to participate in the CALESP.

- (23) In these cases, Caltex securities are purchased on market by the trustee on behalf of Designated Caltex Officers in accordance with the terms of the CEIP or the CALESP, and on behalf of Caltex staff in accordance with the terms of the CALESP. The securities are purchased on dates determined in accordance with the terms of each offer.
- (24) The restrictions on trading in this policy do not apply to the acceptance of offers made by Caltex or the purchase of Caltex securities by the trustee under:
- (a) the CEIP or CALESP on behalf of Designated Caltex Officers; and
 - (b) the CALESP on behalf of Caltex staff,
- although, wherever possible, any offers in relation to, or purchases of, Caltex Securities should occur outside of a black-out period.
- (25) Caltex securities held by a Designated Caltex Officer upon vesting (of unvested securities) may only be traded in accordance with this policy and the terms of the applicable share plan, subject always to the insider trading laws.

Corporate and other actions

- (26) The following trading in Caltex securities is excluded from the operation of this policy (but continues to be subject to the requirements of the insider trading laws):
- (a) an undertaking to accept, or the acceptance of, a takeover offer;
 - (b) trading under an offer or invitation made to all or most of the security holders in Caltex, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal buy-back plan, where the timing and structure of the offer has been approved by the Caltex Board; and
 - (c) transfers of Caltex securities where there is no change in the person's underlying beneficial interest in the securities.

EXCEPTIONAL CIRCUMSTANCES

- (27) It is recognised that in exceptional circumstances a Designated Caltex Officer may need to trade in Caltex securities during a black-out period.
- (28) Caltex securities may be traded by a Designated Caltex Officer in exceptional circumstances during a black-out period including if:
- (a) the circumstances relate to severe financial hardship, other exceptional personal circumstances (as set out in clause 29) or to give effect to a court order, court enforceable undertaking or other legal or regulatory requirement;
 - (b) the person does not have inside information; and
 - (c) prior permission to the proposed trade during a black-out period is given in accordance with clauses 30 and 31 of this policy.
- (29) A Designated Caltex Officer will be taken for the purposes of this policy to:
- (a) be in **severe financial hardship** if, in the opinion of the person authorised to permit the proposed trade under clause 30, the officer has a pressing financial commitment and the proposed sale or disposal of their Caltex securities is the only reasonable course of action available to overcome these circumstances; and
 - (b) be subject to **other exceptional personal circumstances** if, in the opinion of the person authorised to permit the proposed trade under clause 30, the officer's circumstances are truly exceptional and the proposed sale or disposal of their Caltex securities is the only reasonable course of action to overcome these circumstances.

- (30) A Designated Caltex Officer who proposes to trade Caltex securities in exceptional circumstances must seek (and obtain) the prior permission of:
- (a) in the case of directors, the Board Chairman;
 - (b) in the case of the Board Chairman, the Audit Committee Chairman; or
 - (c) in the case of all other Designated Caltex Officers, the Managing Director & CEO.
- (31) Permission to trade during a black-out period must be sought no less than five business days before the proposed trade. The notice must set out the number of Caltex securities to be traded, the proposed date(s) for the trade(s), the exceptional circumstances involved and a statement confirming that the Designated Caltex Officer does not have inside information. The notice must be given in writing (which includes by email).
- (32) The Designated Caltex Officer must not trade the Caltex securities unless and until receiving permission for the proposed trade. A decision to permit (or not permit) the proposed trade is at the sole discretion of the Board Chairman, the Audit Committee Chairman or the Managing Director & CEO (as the case may be) taking into account the person's circumstances and the purpose of the ASX Listing Rules. Where permission is given, the permission must set out the period in which the Caltex securities can be traded and be advised in writing (which includes by email).
- (33) Where a person has traded Caltex securities in accordance with clauses 28 to 32, he or she must give details of the trade to the Company Secretary within three days of the trade.
- (34) Permission to trade Caltex securities in exceptional circumstances, as set out in clause 28 to 32, is an exemption from the operation of this policy during a black-out period but is not an approval for the trade and does not relieve a Designated Caltex Officer from meeting their legal obligations. The person intending to trade in Caltex securities continues to be personally responsible for any decision to trade and compliance with the law.

POLICY BREACHES

- (35) Any breach of this policy must be immediately advised to the Company Secretary, who, in turn, will report the breach to the Board.
- (36) A breach of this policy may lead to disciplinary action, which may include termination of employment in serious cases.
- (37) Additionally, a breach of the law relating to insider trading can have serious consequences, including criminal and civil liability, for the company and for an individual.

ANNUAL STATEMENT OF COMPLIANCE BY DESIGNATED CALTEX OFFICERS

- (38) A Designated Caltex Officer must provide a certificate to the Company Secretary following the end of each year, in which the officer confirms compliance with this policy (or advises of any breaches of the policy).

REVIEW OF POLICY

- (39) The Board should review this policy each year.

PUBLICATION

- (40) This policy will be made available from the Caltex website (www.caltex.com.au) and lodged with the Australian Securities Exchange in accordance with the ASX Listing Rules.