



**CALTEX AUSTRALIA LIMITED**  
**ACN 004 201 307**

**LEVEL 24, 2 MARKET STREET**  
**SYDNEY NSW 2000 AUSTRALIA**

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7 April 2014

Company Announcements Office  
Australian Securities Exchange

**CALTEX AUSTRALIA LIMITED**  
**2014 ANNUAL GENERAL MEETING**

The 2014 Annual General Meeting (AGM) for Caltex Australia Limited (Caltex) will be held at 10.00am on Thursday, 8 May 2014 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 available from our website on the following link:  
[www.caltex.com.au/InvestorCentre/Pages/ShareholderMeetings.aspx](http://www.caltex.com.au/InvestorCentre/Pages/ShareholderMeetings.aspx)

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.

A handwritten signature in black ink, appearing to be "Peter Lim", written in a cursive style.

**Peter Lim**  
**Company Secretary**

Phone: (02) 9250 5562 / 0414 815 732

Attach.

# Chairman's letter to shareholders

4 April 2014

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to attend the 2014 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 2013 Annual Review and the 2013 Annual Report (incorporating the 2013 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.

Online versions of the 2013 Annual Review and the 2013 Annual Report are now available from our website ([www.caltex.com.au](http://www.caltex.com.au)).

## **AGM**

The AGM will be held at 10.00am on Thursday, 8 May 2014 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 9.00am.

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. Alternatively, you can appoint a proxy online at [www.investorvote.com.au](http://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](http://www.caltex.com.au)).

## **Shareholder questions**

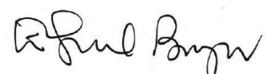
Shareholders attending the AGM will be able to ask questions at the meeting. If you have an issue or question that you would like discussed at the meeting, or you would like to submit a written question to KPMG (our external auditor) before the meeting, please send your issue or question to Caltex:

Written shareholder issues and questions submitted before the AGM must be received by 5.00pm (Sydney time) on Thursday, 1 May 2014.

- **in the reply paid envelope included with 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](mailto:secretariat@caltex.com.au)

I look forward to your attendance at the AGM.

Yours sincerely



Elizabeth Bryan AM  
Chairman



**CALTEX**  
Caltex Australia

# Notice of Annual General Meeting

CALTEX AUSTRALIA LIMITED ACN 004 201 307



The 2014 Annual General Meeting (AGM) for Caltex Australia Limited (Caltex) will be held at 10.00 am on Thursday, 8 May 2014 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia.

# Business of the AGM

## 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 2013 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 2013.

*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 Mr Greig Gailey as a director, and
- (b) elect Mr Bruce Morgan as a director

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

*Note: Each 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

4 April 2014



# Important Notes

## 2014 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).

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, 6 May 2014, as recorded in the company's share register.

### Key management personnel – Item 5 (Remuneration Report)

A vote must not be cast on Item 5:

- by or on behalf of a member of the key management personnel who is named in the 2013 Remuneration Report and their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast,

or

- as a proxy by a person who is a member of the key management personnel at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a shareholder who is eligible to vote on Item 5:

- in accordance with a direction on the proxy form,

or

- by the Chairman of the meeting under an express authorisation to exercise the proxy even though Item 5 is connected with the remuneration of the company's key management personnel.

### 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 the Chairman of the meeting is appointed as your proxy and you do not direct the Chairman how to vote on Item 5, then, by signing and returning the proxy form you will be expressly authorising the Chairman to vote in favour of Item 5 even though it is connected with the remuneration of Caltex's key management personnel.

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](http://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](http://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, 6 May 2014.

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, 6 May 2014, 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, 6 May 2014) or present the document at the registration desk at the meeting.

# Important Notes (continued)

## 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, 6 May 2014.

# Explanatory Statement

The 2014 Annual General Meeting (AGM) for Caltex Australia Limited (Caltex) will be held at 10.00 am on Thursday, 8 May 2014 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](http://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 that shareholders would like to raise at the meeting in relation 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 would like to submit a written question to Caltex or KPMG before the meeting, please send your 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](mailto:secretariat@caltex.com.au)

Written shareholder issues and questions submitted before the AGM must be received by 5.00 pm (Sydney time) on Thursday, 1 May 2014.

## 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 2013 before the meeting.

These reports are set out in the *2013 Annual Report*. Shareholders who have elected to receive a printed copy of annual reports have been sent the *2013 Annual Report* with this notice of meeting. The *2013 Annual Report* is available from the Caltex website ([www.caltex.com.au](http://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 2013 is incorporated in the *2013 Annual Report* (as part of the Directors' Report). As noted previously, the *2013 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](http://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 intends to vote all available proxies in favour of this resolution.

# Explanatory Statement (continued)

## 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:

- Mr Greig Gailey, who was last elected by shareholders at the AGM on 21 April 2011, and
- Mr Bruce Morgan, who was appointed as a director to fill a casual vacancy with effect from 29 June 2013.

Mr Gailey and Mr Morgan will each address the meeting before the votes on their election. Board profiles for each director are included in this notice of meeting.

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

## Board profiles

### Greig Gailey

*Director (Non-executive / Independent)*

Date of Appointment: 11 December 2007

Board Committees:

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

Greig brings to the Board extensive Australian and international oil industry experience, and a management background from industrial and capital intensive industries as well as involvement in public policy. From 1964 to 1998, he worked at British Petroleum Company (BP) where he held various positions throughout Australia and offshore, including management of refining, supply and distribution in Australia and Europe. Greig was subsequently appointed CEO of Fletcher Challenge Energy (New Zealand), a position he held from 1998 to 2001. In August 2001, he joined Pasminco Limited as CEO. Pasminco was transformed and relisted as Zinifex Limited on the ASX in April 2004, and Greig became Managing Director & CEO of Zinifex Limited from that date until standing down in June 2007.

Greig is the Chairman of ConnectEast and of the Board of Trustees of the Energy and Minerals Institute at the University of Western Australia, Deputy Chairman of the Victorian Opera Company, and a member of the advisory board of CSL Australia. He was previously a director of Australian Davos Connection Limited (from November 2007 to September 2012) and was the President of the Business Council of Australia (from 2007 to 2009).

Greig holds a Bachelor of Economics from the University of Queensland.

### Bruce Morgan

*Director (Non-executive / Independent)*

Date of Appointment: 29 June 2013

Board Committees:

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

Bruce brings to the Board expertise in accounting, business advisory services, risk and general management. He has served as a partner with professional services firm PwC for over 25 years. He was appointed Chairman of the PwC Board in 2005 and in 2009 was elected as a member of the PwC Global Board. Prior to that, he was managing partner of PwC's Sydney and Brisbane offices. Bruce's practice as an Audit partner focused on the energy and mining sectors. He retired as a partner of PwC in October 2012.

Bruce is the Chairman of Sydney Water (from 1 October 2013, appointed as a director from January 2012). He is also a director of Origin Energy Limited (appointed November 2012), the University of NSW Foundation, the European Australian Business Council and Redkite.

Bruce is a Fellow of the Institute of Chartered Accountants in Australia, and holds a Bachelor of Commerce (Accounting and Finance) from the University of NSW.

## Board recommendations

The Board (other than each of these directors in relation to their own election) supports the re-election of Mr Gailey and the election of Mr Morgan. The Chairman of the meeting intends to vote available proxies in favour of each resolution.



# Proxy Form

CALTEX AUSTRALIA LIMITED ACN 004 201 307  
 2014 ANNUAL GENERAL MEETING

## Appointment of proxy

I/We, being a shareholder(s) of Caltex Australia Limited and entitled to attend and vote at the 2014 Annual General Meeting (AGM) to be held at 10.00 am on Thursday, 8 May 2014 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia appoint:

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

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.

**Chairman authorised to exercise open proxies on Item 5 (Remuneration Report):** Where the Chairman of the meeting is my/our proxy but I/we have not marked any of the boxes opposite Item 5 (Remuneration Report) below, by signing and returning this form I/we expressly authorise the Chairman of the meeting to exercise my/our proxy in favour of the resolution on that Item even though Item 5 is connected with the remuneration 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)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6(a) Re-Election of Mr Greig Gailey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6(b) Election of Mr Bruce Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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
- if the Chairman of the meeting is your proxy and you do not mark any of the boxes opposite Item 5, then by signing and returning this proxy form you are expressly authorising 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 (other than the Chairman of the meeting) 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, then by signing and returning the proxy form you expressly authorise 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 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 2014 Annual General Meeting to be held at 10.00 am on Thursday, 8 May 2014 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, 6 May 2014. 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](http://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](http://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

