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ASX ANNOUNCEMENT



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

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

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14 April 2015

Company Announcements Office  
Australian Securities Exchange

**CALTEX AUSTRALIA LIMITED**

**CHANGE OF DIRECTOR'S INTEREST NOTICE – J SEGAL**

Caltex Australia Limited (Caltex) gives notice of changes to Mr Segal's interests relating to the granting of performance rights to Mr Segal under the terms of the 2015 Caltex long term incentive plan offer, as contained in the attached Appendix 3Y – Change of Director's Interest Notice.

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

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Caltex Australia Limited
<b>ABN</b>	40 004 201 307

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Julian Segal
<b>Date of last notice</b>	10 April 2015

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct	Direct	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Not applicable	Not applicable	Held on trust for Mr Segal (as beneficiary) by AET Structured Finance Services Pty Ltd as trustee ("Trustee") of the Caltex Equity Incentive Plan trust
<b>Date of change</b>	No change	7 April 2015	No change
<b>No. of securities held prior to change</b>	404,080	322,875 (2013 & 2014 grants)	None
<b>Class</b>	Fully paid ordinary Caltex shares	Performance rights	Fully paid ordinary Caltex shares
<b>Number acquired</b>	No change	101,312 (2015 grant)	No change
<b>Number disposed</b>	No change	Not applicable	No change
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Not applicable	Nil (performance rights are issued for nil consideration under the terms of the Caltex Equity Incentive Plan)	Not applicable
<b>No. of securities held after change</b>	404,080	424,187 (2013, 2014 & 2015 grants)	None

## Appendix 3Y Change of Director's Interest Notice

<p><b>Nature of change</b></p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issue of performance rights to Mr Segal under the Caltex Equity Incentive Plan 2015 Long Term Incentive (LTI) offer.</p> <p>The principal terms of the 2015 LTI offer of performance rights are as follows.</p> <ul style="list-style-type: none"> <li>• An entitlement to one fully paid ordinary Caltex share (or the payment of the cash value of a Caltex share) for each performance right that vests.</li> <li>• The number of performance rights that will vest depends on the following performance conditions: <ul style="list-style-type: none"> <li>- total shareholder return performance for Caltex relative to the companies in the S&amp;P/ASX 100 (75% weighting); and</li> <li>- earnings growth from mergers and acquisitions (core and non-core) and step out ventures (25% weighting),</li> </ul> as well as satisfaction of a service condition (that Mr Segal is still employed by the Caltex Group on 1 April 2018).</li> <li>• Any performance rights that do not vest on 1 April 2018 will lapse.</li> <li>• All performance rights have a zero exercise price.</li> <li>• On vesting, Mr Segal will be restricted from trading 25% of the shares allocated from the vested rights for a further period of 4 years.</li> </ul> <p>The performance rights do not carry a right to vote, receive dividends or generally participate in other corporate actions. However, in certain circumstances, the Caltex Board may adjust the number of performance rights to which a person is entitled so that there is no dilution of the percentage of total equity in respect of which each holder's performance rights exist.</p> <p>Following vesting of any performance rights, one fully paid ordinary share is acquired on-market for each vested performance right.</p>
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### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Not applicable
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b>	
<small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b>	
<small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not applicable