CALTEX AUSTRALIA LIMITED
ACN 004 201 307

ANNUAL GENERAL MEETING – 4 MAY 2017

2017 AGM ADDRESSES

We would like to begin today by acknowledging the Gadigal people of the Eora Nation, the traditional custodians of this land, and we pay our respects to their Elders both past and present.

Good morning everyone, and welcome to the 2017 Annual General Meeting of Caltex Australia Limited.

We have a quorum of shareholders in attendance, so I declare this meeting open.

My name is Greig Gailey and I have the honour of being your Chairman.

There will be several opportunities today for you to ask questions. I will open the meeting to general questions after Julian and I have both reported to you. You will also have an opportunity to ask questions about each item of business.

Before the formal business of the meeting begins, I would like to cover some introductory matters:

- If we need to evacuate, you can exit through the main door at the back through which you entered – or at the exit points on each side of the stage. Please follow the directions of the Wesley Centre staff.
- Today's meeting is being webcast and recorded.
- Please take a moment now to check that your mobile phone has been turned off, or is on silent.

Let me now introduce the people seated on the stage.

On my immediate left is **Julian Segal**, Managing Director & CEO.

Julian has served as your Managing Director & CEO since July 2009.

Bruce Morgan is seated next to Julian.

Bruce joined the Board in June 2013. He is the Chairman of the Board's Audit Committee and a member of the OHS & Environmental Risk Committee and the Nomination Committee. Bruce is being considered for re-election today.

Next to Bruce is **Penny Winn**.

Penny joined the Board in November 2015. She is a member of the Human Resources Committee and the Nomination Committee

Melinda Conrad is seated next to Penny.

Melinda joined the Board in March of this year. She is a member of the OHS & Environmental Risk Committee and the Nomination Committee. Melinda is being considered for election today.

On my immediate right is **Lyndall Stoyles**, Executive General Manager, Legal and Corporate Affairs and our Company Secretary. Lyndall was appointed to her role in October 2016.

Barbara Ward AM is seated next to Lyndall.

Barbara joined the Board in April 2015. She is the Chairman of the Board's Human Resources Committee and a member of the Audit Committee and the Nomination Committee.

Next to Barbara is **Trevor Bourne**.

Trevor joined the Board in March 2006. He is the Chairman of the Board's OHS & Environmental Risk Committee and a member of the Human Resources Committee and the Nomination Committee.

Steven Gregg is seated next to Trevor.

Steven joined the Board in October 2015. He is a member of the Audit Committee and Nomination Committee.

I would also like to introduce members of the Caltex executive management team who are here today. Please stand as I introduce you:

- **Simon Hepworth**: Chief Financial Officer
- **Frank Boys**: Acting Executive General Manager – Supply Chain Operations
- **Karen Bozic:** Acting Executive General Manager – Retail & Convenience
- **Andrew Brewer**: Executive General Manager – Projects
- **Viv Da Ros** – Chief Information Officer
- **Louise Warner**: Executive General Manager – Fuels
- **Joanne Taylor**: Executive General Manager – Human Resources.

In addition to the management team, we also have here today representatives of our external auditor, **KPMG**. Greg Boydell and Julian McPherson, the audit engagement partners for Caltex, are here to answer any questions you may have on audit related matters.

It is now time to move to the formal business of the meeting.

I will take the Notice of the Annual General Meeting as read.

I will now turn to my formal Chairman's message.

At Caltex, safety is our number one priority. Consistent with our values, Caltex prioritises the care of our employees, the community and the environment. All levels of the organisation – from entry level through to the Board – are evaluated on personal and process safety.

We are consistently one of the best performers amongst the ASX100. We are, however, always looking to improve our performance.

In 2016, we were particularly disappointed that our Lost Time Injury Frequency Rate increased from 0.62 to 1.11 injuries per million hours worked. Although there was no change to our Total Treatable Injury Frequency Rate and the severity of injuries continued to decline, for Caltex this is simply not good enough. We aim to do better. We will not compromise on our aggressive targets and we remain committed to achieving zero incidents.

Accordingly, challenging targets have again been set for both employees and contractors in 2017.

Financially, 2016 was a good year considering the challenges we faced.

At Caltex, we primarily assess our profit performance on the basis of replacement cost. We do this because it removes the impact of windfall gains and losses that are incurred as a result of movements in crude prices and exchange rates, two critical determents over which the company has no control.

In 2016, our after tax replacement cost operating profit (excluding significant items) was $524 million, compared with $628 million in 2015.

Lower refining margins were experienced in 2016. Refining margins were exceptionally good in 2015 and delivered profits of $406 million at our Lytton refinery. Despite the lower refining margins in 2016, Lytton still made a replacement cost operating profit of $205 million as a result of strong operational performance and good cost control. Marketing and Supply had another bumper year earning a replacement cost of profit of $709 million. This performance reflected strong sales of our premium range of Vortex fuels and the continuing maturity of our Singapore supply business.

For those of you that prefer to assess performance on an historic cost profit basis, Caltex recorded an after tax profit of $610 million for the 2016 full year. This compares with the 2015 full year profit of $522 million, which included significant items gain of $29 million after tax.

The 2016 result includes a product and crude oil inventory gain of $86 million after tax. This compares with the inventory loss of $135 million after tax in 2015.

Julian will provide more detail on financial and operational performance in his address.

Total Shareholder Returns are our priority.

Shareholders were rewarded with a fully franked total dividend of 102 cents per share for 2016, comprising a final dividend of 52 cents per share and an interim dividend of 50 cents per share. These dividends were consistent with Caltex's dividend payout policy of 40% to 60% of full year after tax replacement cost operating profit, excluding significant items.

Shareholders also had the opportunity to participate in the heavily oversubscribed $270 million off-market share buy-back undertaken in April 2016. We will continue to release surplus franking credits over time where it is efficient and sensible to do so.

We remain committed to returning surplus funds to shareholders after taking into account Caltex's earnings for the period, future capital requirements, the outlook for the business and maintenance of an investment grade BBB+ credit rating.

We regularly review the allocation of capital and sensibly balance growing our existing business, positioning the company to overcome challenges and returning capital to shareholders.

At Caltex we do not see reinvestment for growth and capital management as mutually exclusive.

Let me now talk about two significant events that occurred in 2016.

I am sure that you will have seen press commentary late last year on wage underpayment within the Australian franchise industry. While Julian will address this in more detail, I would like to provide the Board's perspective.

Let me be very clear up front. Caltex has not underpaid its employees. Nor does Caltex condone underpayment of employees by its franchisees.

Franchisees are by definition independent business people and Caltex does not have a detailed knowledge of franchisee operations. In the majority of cases our franchisees are honest and successful business people who value their customers and employees.

Unfortunately, wage underpayment by franchisees has been uncovered within the Caltex franchisee network. We are currently auditing the network and where any wage underpayment is found, we exit those franchisees from our network.

The Board was very concerned and wanted reassurance that Caltex was not in any way contributing to this unacceptable behaviour. As a result, Caltex undertook an independent review of its franchise model. This review examined the profitability of the model for franchisees and included external legal advice supported by an assessment of franchisee profitability by a leading, independent advisory firm. The review confirmed that the model allows franchisees to make a profit, draw a wage, and pay employees in accordance with lawful wage rates.

There is no correlation between site profitability and wage underpayment.

Nevertheless, we are very concerned about the conduct of some of our franchisees. They are largely the public face of our company in the important retail market.

Accordingly, while we ourselves have neither conducted the practice nor contributed to it, we have announced this week the establishment of a fund to assist those franchisee employees where we have identified and confirmed wage underpayment. We do this in the interest of fairness and in recognition of our public standing as a reputable and responsible organisation.

Let me now move onto the second event. In December 2016, we were disappointed to learn that our successful partnership of 13 years with Woolworths would likely come to an end with Woolworths' announcement that it had decided to sell its fuels business to BP.

Our historical relationship with Woolworths has primarily been as a wholesale supplier of fuel. In addition, we extended the Woolworths shopper docket discount to approximately 100 Caltex-controlled service stations in areas where Woolworths was not well represented.

The opportunity to acquire the Woolworths fuel business was a complex one. It was not a straightforward acquisition of assets. It would likely have had significant implications for both our aspirations in the convenience sector and our future ability to price our retail volumes.

While we do not like losing volumes, including Woolworths' volumes, we struggled to justify this transaction financially based on the proposed operational terms and conditions. Overpaying for acquisitions, whether it be in the form of cash or constraints on the business, is not in the interests of our shareholders.

The BP acquisition is subject to competition clearance and it has been indicated that this is not likely before early 2018. Caltex will continue to supply Woolworths in the interim and we are actively progressing opportunities to replace the profit which will be lost after this transaction completes.

Towards the end of 2016, we announced two acquisitions, including our first overseas acquisition.

Gull New Zealand sells around 300ML of transport fuel (petrol and diesel) representing around 5% of the New Zealand market. The Mount Maunganui terminal is the largest facility of its type in New Zealand with total storage of approximately 90ML. Gull has 77 retail sites in total, including 55 controlled retail sites (around one-third of sites unmanned) and 22 supply sites.

Given geographic and market similarities, New Zealand is a logical step out for Caltex. Gull New Zealand provides an opportunity to build on our trading and shipping capabilities via Ampol Singapore to capitalise on Gull's differentiated price challenging and innovative offer that includes many unmanned sites.

We expect to have the transaction completed by June of this year.

We have also announced the acquisition of Milemaker Petroleum. The Milemaker acquisition will provide us with direct control of an additional 46 retail sites in what was previously an under-represented position in Melbourne and its outer suburbs. This improves our ability to service Australia's second largest city and extend our new and improved retail customer offering.

The Australian Competition and Consumer Commission has today announced a decision not to oppose Caltex's proposed acquisition of Milemaker Petroleum. We are pleased with the outcome and anticipate that the transaction will be completed next week.

Both acquisitions are expected to be earning-per-share accretive by the end of the first full year of operation under Caltex ownership.

Let me now conclude with some broader strategic comments.

In 2016, we reviewed and refreshed our vision and strategy.

Last year, the Caltex Board went to Silicon Valley so they could be well versed on what to expect in the future. There can be no doubt that the prospect of a long-term decline in demand for Caltex's main product, petrol, will occur, due to increasing fuel efficiency and, eventually, the advent of mass-market electric and self-driving cars.

This decline is, however, not imminent. There is every reason to believe that Caltex's fuel business will continue to have many good years and will continue to make good money. The current penetration of electric vehicles in Australia is 0.1% and the average Australian vehicle has a ten-year life.

But good companies think ahead. They anticipate change. They manage and build their traditional business whilst exploring new opportunities that will better position them for the future.

Amongst its many assets, Caltex has extensive well-placed real estate portfolio with lots of parking. Caltex is already a major player in the convenience retail space but the Board and management are convinced that there is a significantly untapped opportunity to better meet evolving consumer demand with a wider service offer and a strong focus on fresh produce.

Our refreshed Freedom of Convenience strategic vision, is based on two fundamental principles:

- To Protect and Grow our integrated transport fuels business; and
- To Extend the business, by leveraging our existing customer and mobility assets.

At the heart of Freedom of Convenience is the customer. Customer's expectations of us are changing as the economy and their way of living evolve. Our Freedom of Convenience Strategy will see us move with these changes.

Convenience is not the only asset in the Caltex armory with opportunities to confront the challenges of the future. Caltex is a major international trader, stores and safely and responsibly moves significant quantities of potentially dangerous products across the wide expanse of Australia. How these skills might be deployed more extensively provides further opportunities.

We will continue to emphasise growth and innovation, focussing on our core capabilities of retailing convenience, customer relationships, infrastructure, international trading and the processing, storage and distribution of potentially dangerous goods.

The Board is confident that management's track record and the extensive commercial capabilities across the company will ensure continued profitable growth consistent with our ambitious measure of success, top quartile total shareholder returns.

The key to our current success and our future success is our people. Our dynamic business model requires agility and a team that constantly rises to the challenges we face. We are blessed to have such a team.

On behalf of Caltex's Board and management, I would like to thank all of Caltex's employees, franchisees, contractors, distributors and suppliers for their continued support and hard work during 2016. Together, we have an exciting and promising future before us.

Thank you.

I willl now hand over to Julian.

Thank you Greig.

Good morning everyone. On behalf of the Caltex team, it is a privilege to address you today.

Today, I will:

- highlight our 2016 achievements, including the financial results
- discuss some of the challenges we faced
- outline our plan to ensure Caltex is well-structured and well-positioned for the future; and
- provide an update on our first quarter of 2017.

In 2016, Caltex delivered a replacement cost operating profit after tax of $524 million, excluding significant items. This is our preferred underlying profit metric, as Greig mentioned.

Our historic cost after tax basis, result was $610 million, which includes an inventory gain of $86 million.

The result is slightly above the range of our full year profit guidance of between $500 million to $520 million that we provided in December, and follows a better-than-expected December refining margin.

The full-year outcome is down slightly on the record 2015 result, due to a return to long term average margins. It is, however, a solid result that demonstrates continued supply and marketing growth, and a record operating performance from our Lytton refinery.

Supply and marketing delivered a headline EBIT of $709 million.

Excluding net unfavourable externalities of $29 million, the underlying Supply and Marketing EBIT of $738 million was up 9.3% compared with the 2015 result.

The underlying result also reflects a strong and resilient retail business. It demonstrates continued growth in our premium fuels, Ampol Singapore sourcing and supply benefits, and a more efficient supply chain.

The Lytton refinery delivered a solid 2016 EBIT contribution of $205 million. This compares with an EBIT contribution of $406 million for 2015, and a 2016 first half EBIT of $92 million.

The lower EBIT was driven by a return to long term average refinery margins, underpinned by a very strong operating performance.

The team at Lytton delivered outstanding production results. Sales from production increased 14% to a record 6.2 billion litres, including a record second half sales from production of 3.3 billion litres.

The realised Caltex refiner margin, or CRM, averaged US$10.29 per barrel for the 2016 full year. This compared to a 2015 full year average of US$16.46 per barrel.

The 2016 CRM is in line with the long term or 10-year average refiner margin realised. An improved yield loss and higher quality premium was more than offset by a lower Singapore weighted average margin of US$10.94 per barrel, down US$4.01 per barrel, higher crude premium and lower net freight differential compared to last year.

Corporate costs of $101 million are comparable to $102 million in 2015. Corporate costs include continued investment relating to ongoing IT expenditure, major project costs, including M&A, and capability build costs that will better position Caltex for the long term.

I am pleased to report in 2016, we achieved a number of significant milestones as we advanced our strategy.

- Our Lytton refinery delivered improved process unit reliability, leading to record production levels;
- Our Ampol Singapore operations moved to full standalone trading and shipping capability and now directly sources all of our crude, feedstocks and refined product requirements;
- The performance of Ampol Singapore has led to significant efficiency improvements across the transport fuels supply chain, giving us greater capacity to compete, to better serve our customers and expand our margins.

We have also continued to invest in our infrastructure:

- The Brisbane jet pipeline was commissioned successfully, providing the capability to better service Brisbane airport and our jet fuel customers;
- The Melbourne Newport terminal upgrade which began in 2016 is tracking on time and on budget and will be completed by year-end. This project increases storage capacity, improves efficiencies and creates a solid platform for the growth of the fuel business.
- We continued to invest and grow our retail service station network, with 21 new-to-industry and 9 new-to-Caltex outlets completed;
- We completed the rationalisation of our distributor and reseller network, securing key regional markets.

In addition to these investments:

- We launched an improved Star Card product, specifically designed with the needs of our hard-working small to medium sized business customers at the centre. This included our new partnership with Qantas via the Qantas Business Rewards program which will reward customer loyalty as part of our Star Card program.

Caltex's scale and diverse operations provide exciting opportunities. Each week, we serve more than 3 million customers, which has allowed us to rethink convenience and determine how we reinvent convenience.

In 2016, we embarked on a journey to reinvent the convenience retail offer in the Australian market and bring "Freedom of Convenience" to consumers to access everyday products and services.

Following a review of our capabilities in retail convenience, we began to scope our opportunity to redefine convenience, taking it to a new level.

We found a significant market opportunity for:

- An enhanced product offering of a higher quality, fresh, "on the go" food range and barista coffee offer
- Partnering with leading quick service food providers, with a common focus on freshness and convenience
- A range of services allowing customers to do more when they visit Caltex
- A more inviting store experience and a seamless digital platform
- Expanding the range of locations where Caltex provides convenience to customers

In February this year, we launched The Foodary. The Foodary offers fresh food on-the-go and established food brands options, all with a digitally-enabled convenience experience.

As part of this strategy we have:

- Partnered with established food brands, Guzman Y Gomez, Sumo Salads and Boost Juice;
- Tested the concept at 2 sites in Heathcote in southern Sydney;
- Opened The Foodary in 2 Sydney locations: First in Concord with Sumo Salad, and last week in Padstow with Boost Juice. Yesterday, we opened a third store in Cockburn, Western Australia;
- Acquired high-street Melbourne Grab & Go retailer Nashi, and its 9 stores;
- Entered service agreements with Parcel Point, Washem and Hello Fresh.

To date, at the first 3 established sites we have already seen sales growth increase between 20% and 35%.

At The Foodary in Concord, we are selling around 1,100 cups of coffee per week, which is an achievement of our 6 month forecast in just 10 weeks of operation.
Our objective this year is to roll-out and test a number of different, innovative formats, across different regions to refine our long term plans.

It is early in the convenience retail journey, but we are encouraged by the opportunity and the results to date. We believe it is important to take a sensible, measured approach to the retail convenience implementation and the associated capital commitment. Once we are comfortable with the progress made, then - and only then - will we make a stronger capital commitment to grow.

What has been really pleasing for us at Caltex is to see the hard work and tireless efforts of our team deliver such results across both fuels and convenience retail operations.

Today, I'm delighted to invite you to experience our new Foodary range at the conclusion of the meeting.

As Greig touched on, we have uncovered a number of instances in which franchisees have underpaid their employees.

Wage fraud, visa fraud or any other mistreatment of employees is simply unacceptable.

When it became apparent that there might be franchisees in our network not paying their employees according to the law, we acted swiftly and decisively.

We have 3 guiding priorities for the actions we have taken:

1. To stop unscrupulous behaviour;
2. To ensure our franchise model is sustainable for franchisees; and
3. To provide a safe environment for franchisee employees to safely report wage underpayment.

We began by proactively engaging with the Fair Work Ombudsman. We also initiated a comprehensive audit across all of Caltex's 641 franchise sites, and commissioned a review of the sustainability of the Caltex franchise model.

The majority of our franchisees do the right thing. They are successful business people who value their customers and employees.

To date, we have exited 19 franchisees found to have engaged in systematic wage fraud.

We will continue with our audit program and take action to exit franchisees who have engaged in wage underpayment.

Our review of the franchise model, informed by independent consultants and legal advice, shows that the model is sustainable. It allows a franchisee to draw a wage, make a profit and pay employees lawful wage rates.

Wage underpayment is an economy-wide problem and people have been hurt by it. This situation is unacceptable and regrettable.

Caltex is committed to stopping such unscrupulous behaviour in the Caltex franchise network. We believe the corporate sector, along with governments, regulators, unions, and industry peak bodies have a responsibility to tackle this problem together and restore faith in Australia's workplace relations culture. Caltex is taking a leading role and working closely with other stakeholders to achieve this outcome. It is quite simply the right thing to do.

This week, we announced the establishment of a $20 million assistance fund for franchisee employees who have not been paid their full entitlements by Caltex franchisees since 2015.

While Caltex has no liability to pay franchisee employee entitlements, the fund has been established because Caltex wants to do the right thing by franchisee employees.

The responsible franchisees will remain liable for any underpayments to their employees and the Caltex fund will not prejudice the ability of franchisee employees to seek redress from their employers.

The $20 million fund has been established based on Caltex's rigorous assessment of workplace audit data and evidence to date. Caltex will seek to recover the costs of its fund from franchisees responsible for underpayment of their employees' entitlements.

When franchisees are exited from the Caltex network, Caltex will invite employees and former employees of those franchisees to come forward if they believe they may have been underpaid to apply to the fund.

To further assist franchisee employees, we will seek to offer them employment under Caltex terms and conditions, which observe all workplace laws including wage rates, when a franchisee exits and Caltex takes over operation of a site.

We are proud of the 2016 financial results, including continued growth within Supply & Marketing and a record performance at our Lytton refinery, but it has not all been plain sailing.

After a lengthy due diligence process, our largest customer - Woolworths - announced on 28 December last year, that it proposed selling its fuels business to BP.

We see the Woolworths decision as a short-term set-back for Caltex. I note there is still significant uncertainty in relation to the completion of the deal, including the regulatory approval process itself, the timing, and the terms and conditions for the transaction to complete.

Analysts have estimated the unmitigated potential losses from Woolworths fuel business to be between $100 million and $140 million. This estimate includes the terms of on the wholesale supply contract with Woolworths, the impact on Ampol Singapore's sourcing capabilities, and fixed costs. Based on the current uncertainties, we believe the range is not an unreasonable one.

We remain focused on delivering top quartile total shareholder returns by executing our well-proven strategy in a capital efficient manner. We are confident that we will be able to close any earnings gap on a run rate basis by the end of this year, and will do so in a disciplined and sensible manner.

Our plans to mitigate any losses from the Woolworths decision include the Milemaker and Gull New Zealand acquisitions, the expected uplift from our convenience retail offering, and the reassessment of our operating model to reflect our strategic objectives, targeting significant efficiencies.

Our Freedom of Convenience strategy highlights our intent is to continue our transformation from being the leading provider of transport fuels to a much more diverse organisation which operates across both complex supply chains and the evolving convenience marketplace.

Today, Caltex is in a strong financial position with a solid balance sheet underpinned by strong cash flows and well-managed debt levels. This is a positive reflection of the decisions we have made over the course of the past six years.

We remain committed to the realisation of top quartile shareholder returns, and to efficient capital management. We seek to serve our strong, diverse customer base with a compelling value proposition, no matter their industry. We have commenced a review of our operating model to reflect our strategic direction, and have begun the detailed work to identify further opportunities for efficiencies and opportunities to drive greater value for both our customers and shareholders.

The progress on this review, including timing, identified benefits such as cost-outs and growth opportunities and associated capital requirements will be provided with our interim 2017 result in August.

I would now like to take this opportunity to provide you with a trading update for the first quarter of this calendar and our financial year 2017.

Caltex's unaudited 2017 first quarter profit after tax was $154 million on a replacement cost of sales operating profit or RCOP basis. This demonstrates a modest improvement on the $151 million for what was an exceptionally strong, record first quarter in 2016. Excluding unfavourable externalities of $7 million, the underlying first quarter profit after tax is up approximately 5%.

On a statutory, or historical cost basis, the unaudited first quarter profit after tax was $161 million including an inventory gain of $7 million after tax. This compares favourably with $114 million profit in the first quarter of 2016, which included an inventory loss of $37 million.

Our Lytton refinery continues to operate well, with production broadly in line with last year's record performance. Mechanical availability for the first quarter is 95.8% and sales from production totalled 1.46 billion litres, consistent with the record prior year.

For the first quarter of 2017, the average Caltex Refiner Margin was US$12.23 per barrel. This compares favourably to the prior corresponding period average of US$10.65 per barrel. A stronger refiner margin and further efficiencies realised has led to first quarter Lytton EBIT of $66 million, up 12% from $59 million on the same period last year.

Supply and Marketing EBIT for the first quarter was $185 million. Earnings before interest and tax increased by 4% when compared with a record $178 million for the first quarter of last year.

Total sales volumes of transport fuels for the first quarter was 4.0 billion litres, in line with the comparative 2016 quarter.

2017 ANNUAL GENERAL MEETING

10am (AEST), Thursday 4 May 2017

Acknowledgment of Country

CALTEX | With you all the way

Welcome

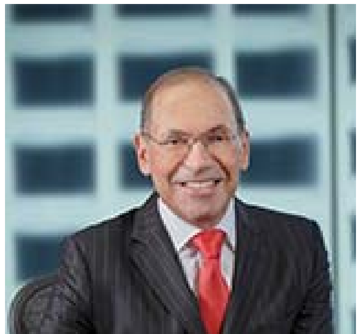

CALTEX


One name moves more Australians than any other
CALTEX
With you all the way
CALTEX


PREMIUM UNLEADED PETROL
98
OCTANE
Vortex
PREMIUM UNLEADED PETROL
95
OCTANE
Vortex
91
OCTANE
Bio
E10 Unleaded
DIESEL

The Board


Greig Gailey
Chairman


Julian Segal
Managing Director and CEO


Bruce Morgan
Non-executive Director


Penny Winn
Non-executive Director


Barbara Ward AM
Non-executive Director


Trevor Bourne
Non-executive Director


Steven Gregg
Non-executive Director


Melinda Conrad
Non-executive Director

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Executive management team


Simon Hepworth
Chief Financial Officer


Lyndall Stoyles
EGM – Legal and Corporate Affairs


Karen Bozic
Acting EGM Retail & Convenience


Andrew Brewer
EGM Projects

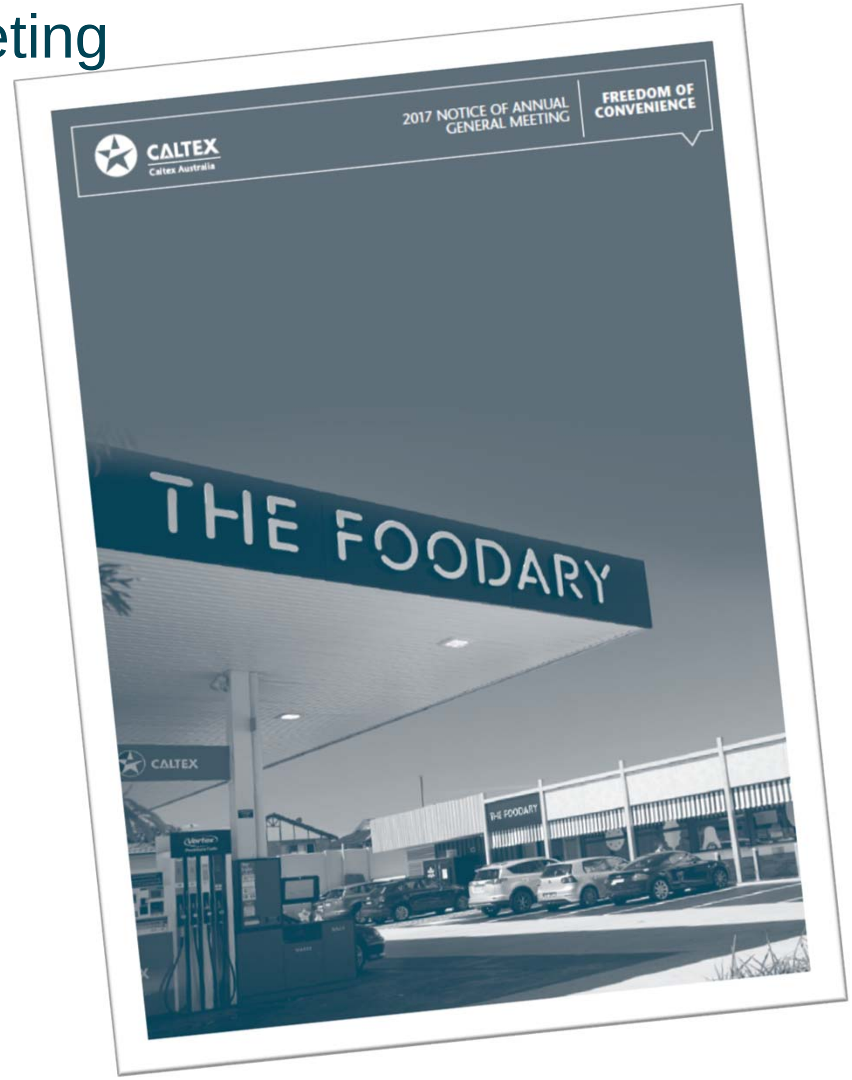

Frank Boys
Acting EGM Supply Chain Operations


Viv Da Ros
Chief Information Officer


Louise Warner
EGM Fuels


Joanne Taylor
EGM Human Resources

Notice of Annual General Meeting



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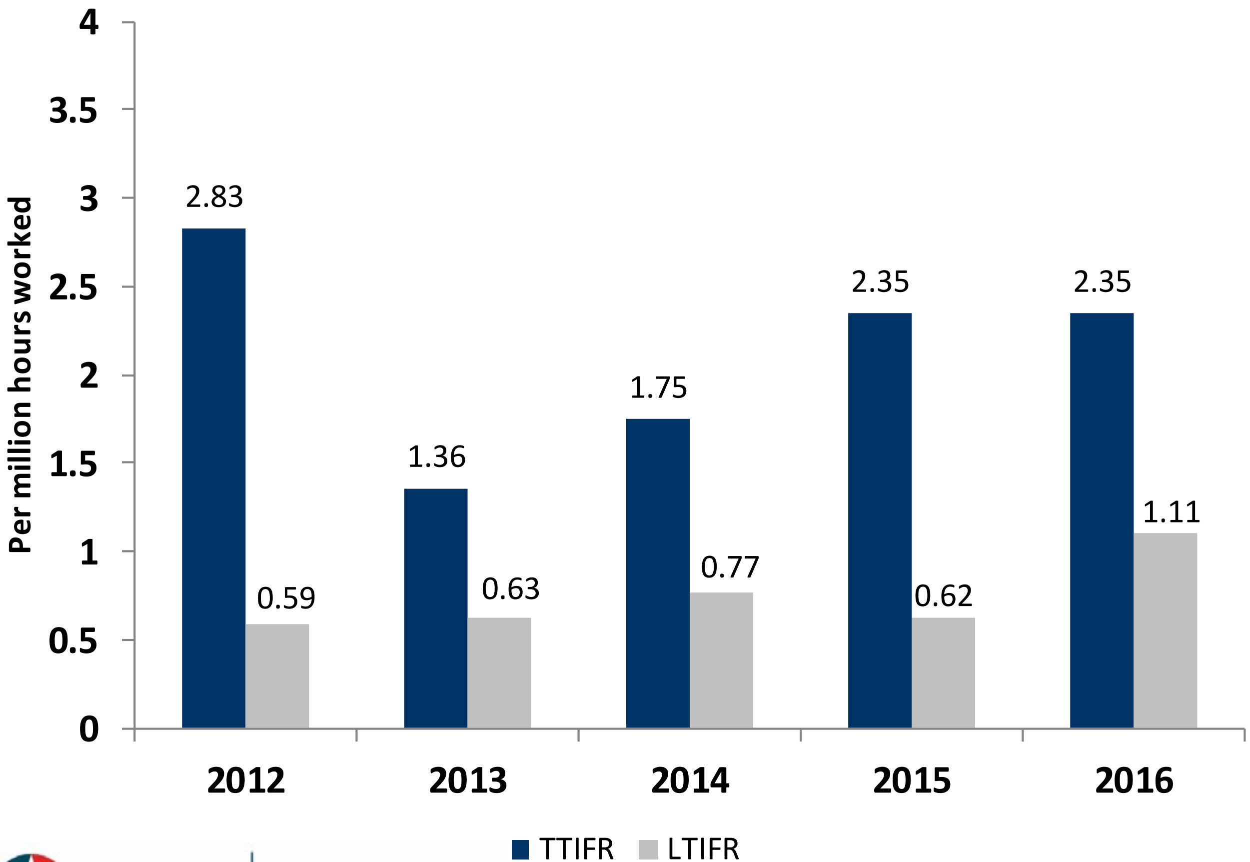
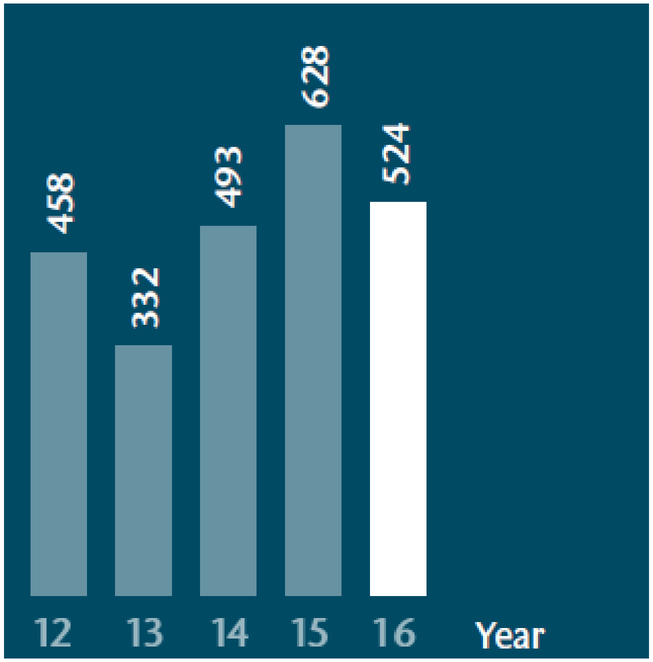
Safety performance



CALTEX | *With you all the way*

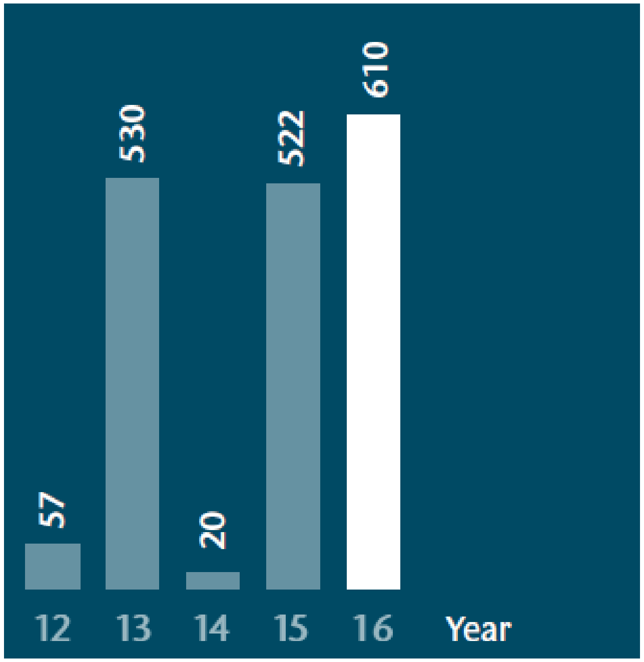
2016 in review – financial results

Replacement Cost of Sales Operating Profit (RCOP) ($ million)#



Excluding significant items

Historic Cost of Sales Operating Profit (HCOP) ($ million)*



* Including significant items

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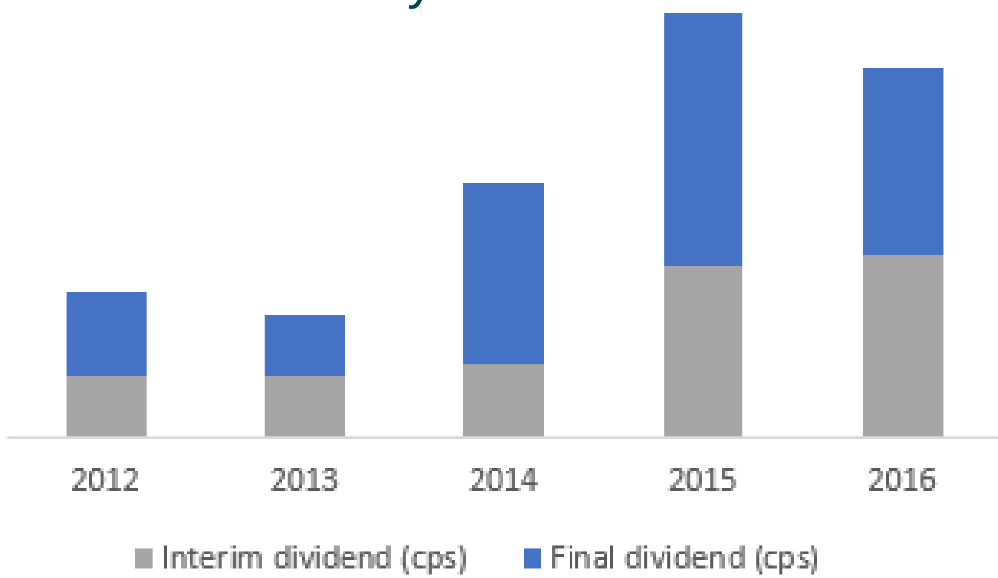
Total shareholder returns

Dividend History



- Full franked total dividend of 102 cents per share for 2016
- Consistent with dividend payout policy of (40%-60% of RCOP profits)
- $270m off-market buyback in April 2016
- Regular review between growing business, dividend income and returning capital to shareholders

CALTEX | With you all the way

Challenges

Wage underpayment in franchise network

- Caltex initiated decisive action
- Assistance fund established for employees

Proposed Woolworths/ BP transaction

- In December 2016: Woolworths announced intention to sell its fuels business to BP
- Overpaying for acquisitions not in shareholders' best interest
- Woolworths represents 20%-25% of Caltex volumes

Freedom of Convenience

To be the market leader in complex supply chains and the evolving convenience marketplace, by delivering the fuel and other everyday needs of our diverse customers through our networks.

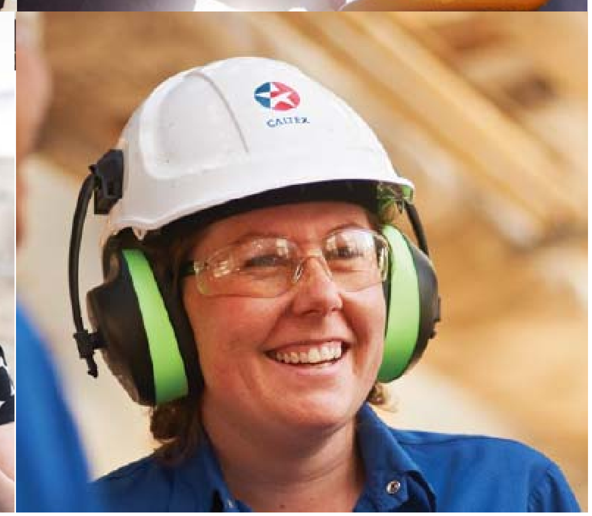
CALTEX | *With you all the way*

Freedom of Convenience

To be the market leader in complex supply chains and the evolving convenience marketplace, by delivering the fuel and other everyday needs of our diverse customers through our networks.

CALTEX

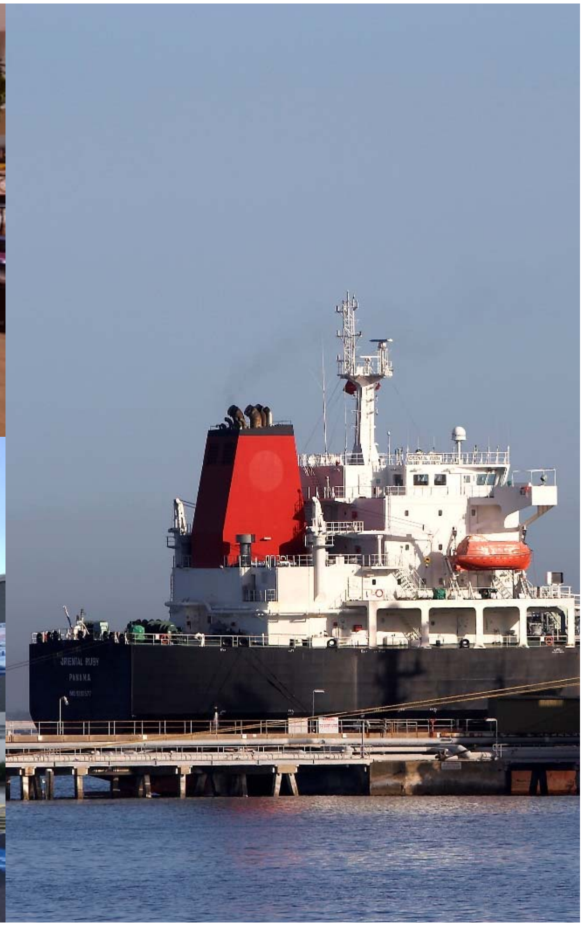
Caltex people



Key Highlights of Full Year 2016 Results

Consolidated Group Result RCOP NPAT $524 million	• RCOP NPAT $524 million, down 17% due to lower refiner margins • Supply & Marketing growth continues • Lytton delivers record operating performance • Final dividend 52.0 cps declared fully franked • $270 million off-market buy-back successfully completed (April 2016)
Supply & Marketing RCOP EBIT $709 million	• Transformation of business model to an integrated transport fuel supply chain • Continued growth in Vortex premium fuels: retail premium petrol +2%, total premium diesel +17% • Sales volume growth continues for premium Vortex 98 petrol (+7%) and Vortex retail diesel (+12%). Jet volumes up 5% • Non-Fuel income growth (+$6m) reflects same store sales growth and improved card income, while enabling transport fuel sales
Lytton refinery RCOP EBIT $205 million	• Lytton refinery EBIT of $205 million • Strong operational performance: production volumes up 15%, sales from production up 14% to 6.2 billion litres • Record 2H production performance • New process unit production records set, good cost control

2016 Achievements



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2016 Achievements – The Foodary

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Proposed Woolworths/BP Transaction

- Proposed transaction subject to regulatory approval
- A short-term set-back
- Analysts forecast unmitigated potential losses from Woolworths fuel business estimated between $100 million and $140 million
- Committed to closing any earnings gap on a run-rate basis by year-end

Strategic direction

- Freedom of Convenience strategy
- Strong financial position
- Innovation, growth and investment in core capabilities
- Fit-for-future

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Q1 2017 unaudited profit results

Consolidated Group Result

- HCOP $161 million, up 41%
- RCOP $154 million, up 2%
- RCOP Operating Performance (Supply & Marketing; and Lytton Refinery) up 6.4%

Supply & Marketing

RCOP EBIT $185 million, up 4%

(Includes $9 million unfavourable externalities)

- Earnings growth continues: lower growth rate vs a record growth of 28% for the first quarter of last year
- Volumes flat year-on-year (Commercial up 1.5%; Retail down 2%, incl. petrols -3%, diesel +7%)
- Underlying transport fuel margins up (Ongoing Ampol Singapore benefits; product margin improvement; less commercial margin pressure)

Lytton Refinery

RCOP EBIT $66 million, up 14%

- Sales from production up 2% to 1.46BL
- Average refiner margin US$12.23/bbl, up US$1.58/bbl, (+15%)
- Strong plant reliability performance
  - Mechanical availability 96%
  - Utilisation 86%

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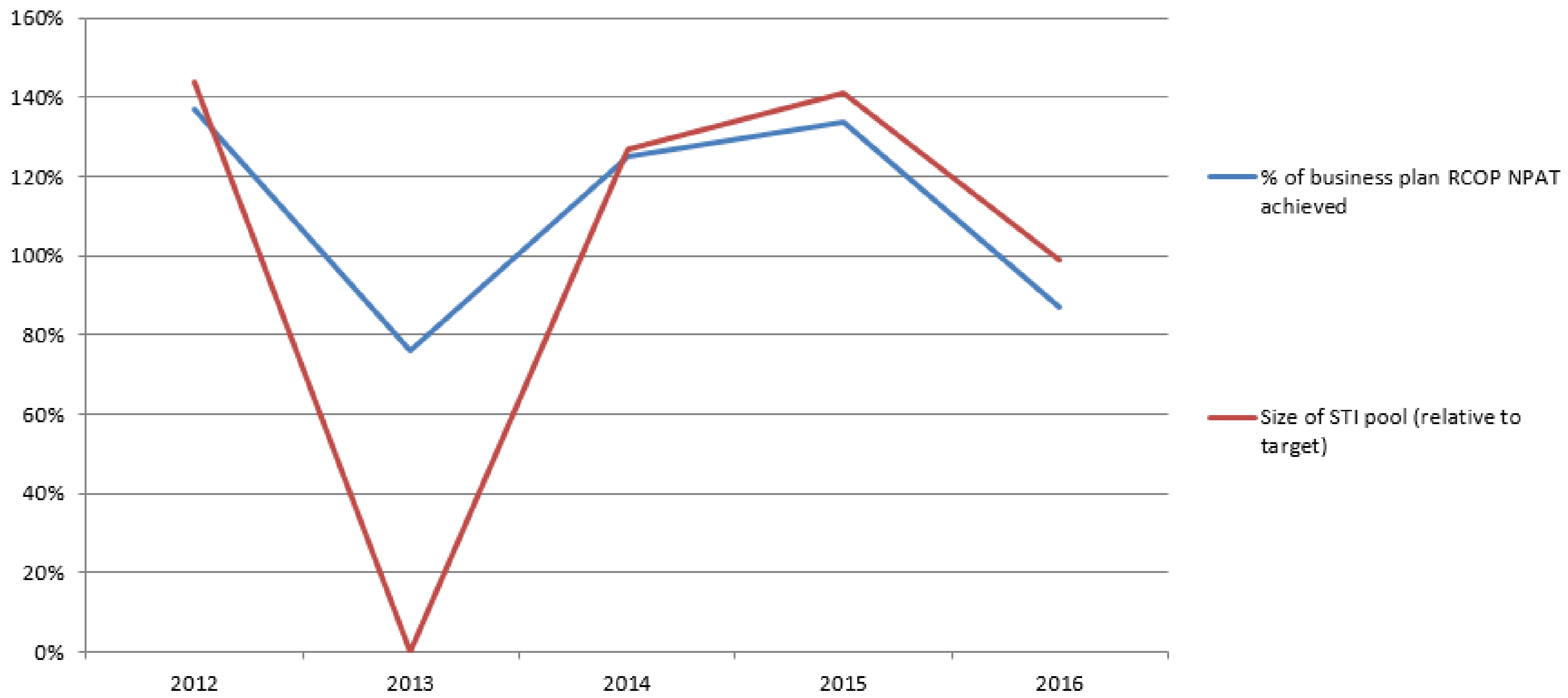
Shareholder questions

Alignment between STI outcomes and RCOP NPAT



Source: 2016 Caltex Annual Report

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Shareholder questions

Shareholder Questions

If you would like to ask a question, please press the microphone button.

Then press the green square button to confirm.

When the Chairman calls your name, please stand and speak into the handset to ask your question.

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Items of Business

Consideration of Reports
Election of Directors
Remuneration Report
Granting of Performance Rights to the Managing Director & CEO

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How to cast your vote

When the poll opens, the handset will display the voting options:

1 to vote **For**
2 to vote **Against**
3 to **Abstain**

The word “received” will appear briefly on your screen.

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How to cancel or change your vote

To change your vote, simply enter your new choice (1 or 2 or 3) while the poll is open.

If you wish to cancel your vote, press the 'X' button.

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Re-election of Greig Gailey

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That Greg Gailey be re-elected as a Director of Caltex Australia Limited

Re-election of Greig Gailey

The following total valid proxies have been received:

• 184,047,844	for the resolution	99.32%
• 784,623	against the resolution	0.42%
• 493,258	to be voted at the proxy's discretion	0.26%
• 133,981	have abstained	

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Re-election of Greig Gailey

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That Greg Gailey be re-elected as a Director of Caltex Australia Limited

The poll on the resolution is open.
Please cast your vote

1 to vote **FOR** the resolution
2 to vote **AGAINST** the resolution
3 to **ABSTAIN** from voting on the resolution

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Re-election of Bruce Morgan

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That Bruce Morgan be re-elected as a Director of Caltex Australia Limited

Re-election of Bruce Morgan

The following total valid proxies have been received:

• 183,102,684	for the resolution	98.80%
• 1,729,334	against the resolution	0.93%
• 503,354	to be voted at the proxy's discretion	0.27%
• 124,134	have abstained	

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Re-election of Bruce Morgan

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That Bruce Morgan be re-elected as a Director of Caltex Australia Limited

The poll on the resolution is open. Please cast your vote

1 to vote **FOR** the resolution
2 to vote **AGAINST** the resolution
3 to **ABSTAIN** from voting on the resolution

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Election of Melinda Conrad

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That Melinda Conrad be elected as a Director of Caltex Australia Limited

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Election of Melinda Conrad

The following total valid proxies have been received:

• 183,864,077	for the resolution	99.23%
• 959,524	against the resolution	0.51%
• 496,258	to be voted at the proxy's discretion	0.26%
• 139,847	have abstained	

CALTEX | With you all the way

Election of Melinda Conrad

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That Melinda Conrad be elected as a Director of Caltex Australia Limited

The poll on the resolution is open.
Please cast your vote

1 to vote **FOR** the resolution
2 to vote **AGAINST** the resolution
3 to **ABSTAIN** from voting on the resolution

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Adopt the Remuneration Report

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following resolution as a non-binding ordinary resolution of the Company in accordance with section 250R(2) of the *Corporations Act 2001*:

That the Remuneration Report for the year ended 31 December 2016 be adopted

Adopt the Remuneration Report

The following total valid proxies have been received:

• 180,012,035	for the resolution	97.30%
• 4,498,354	against the resolution	2.43%
• 485,240	to be voted at the proxy's discretion	0.27%
• 464,077	have abstained	

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Adopt the Remuneration Report

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Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following resolution as a non-binding ordinary resolution of the Company in accordance with section 250R(2) of the *Corporations Act 2001*:

That the Remuneration Report for the year ended 31 December 2016 be adopted

The poll on the resolution is open. Please cast your vote

1 to vote **FOR** the resolution
2 to vote **AGAINST** the resolution
3 to **ABSTAIN** from voting on the resolution

Grant performance rights to the Managing Director and CEO

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That approval is given for all purposes, including ASX Listing Rule 10.14, for the grant of 121,200 performance rights to Julian Segal, Managing Director and Chief Executive Officer as his 2017 long term incentive award under the Caltex Equity Incentive Plan on the terms summarised in the Explanatory Statement.

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Grant performance rights to the Managing Director and CEO

The following total valid proxies have been received:

• 183,828,385	for the resolution	99.19%
• 1,030,039	against the resolution	0.55%
• 480,400	to be voted at the proxy's discretion	0.26%
• 120,882	have abstained	

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Grant performance rights to the Managing Director and CEO

Item of Business

Shareholders are asked to consider and, if thought appropriate, pass the following ordinary resolution:

That approval is given for all purposes, including ASX Listing Rule 10.14, for the grant of 121,200 performance rights to Julian Segal, Managing Director and Chief Executive Officer as his 2017 long term incentive award under the Caltex Equity Incentive Plan on the terms summarised in the Explanatory Statement.

The poll on the resolution is open. Please cast your vote

1 to vote **FOR** the resolution
2 to vote **AGAINST** the resolution
3 to **ABSTAIN** from voting on the resolution

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2017 ANNUAL GENERAL MEETING

Thursday 4 May 2017

CALTEX
Caltex Australia