



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

BOARD APPROVED – 1 JULY 2009

COMMITTEE CHARTER

INTRODUCTION

1. The Nomination Committee (the Committee) is established as a committee of the Board of Caltex Australia Limited (CAL) on the terms set out in this *Charter* and in accordance with the Board's *Charter* and CAL's Constitution.

ROLE OF THE COMMITTEE

2. The Committee's role is to assist the Board in relation to:
 - 2.1 Board's composition;
 - 2.2 the appointment, election and re-election of non-executive directors;
 - 2.3 Board performance; and
 - 2.4 Board succession plans.

RESPONSIBILITIES OF THE COMMITTEE

Advisory Role

3. The Committee should undertake the following functions and, as appropriate, advise or make recommendations to the Board:

Board Composition

- 3.1 Review the composition of the Board, having regard to the optimum number of directors, the necessary and desirable competencies of non-executive directors (as adopted by the Board) and the terms served by existing non-executive directors

Appointment and Election & Re-election of Non-executive Directors

- 3.2 Review policies and processes for the selection of new non-executive directors, including the identification of the necessary and desirable competencies for new non-executive directors
- 3.3 Review the processes for the election and re-election of non-executive directors
- 3.4 Assist the Board in its recruitment of potential candidates as new non-executive directors
- 3.5 Make recommendations to the Board in relation to the non-executive directors submitting themselves for election or re-election at CAL's annual general meetings and review the proposed biographical and other information to be included in the notice of meeting

Board Performance

- 3.6 Review and oversee the process for the evaluation of the performance of the Board, its standing committees and individual directors



Board Succession

- 3.7 Review and oversee the process for succession of non-executive directors, including the chairman

Delegated Authority

4. The Committee has delegated authority to undertake the following functions:
 - 4.1 Approve, oversee and review the effectiveness of the induction process for non-executive directors
 - 4.2 Approve the standard letter of appointment for non-executive directors
 - 4.3 Engage external consultants (as required) to assist the Board in performance reviews of the Board, its standing committees and individual directors
 - 4.4 Engage external consultants (as required) to assist the Board in the recruitment of potential non-executive directors

MEMBERSHIP & ATTENDANCE

Committee Membership

5. The Committee comprises ***all non-executive directors*** from time to time.
6. The Board Chairman serves as Committee Chairman.
7. The Committee Chairman may invite external parties to attend all or part of a meeting.

MEETINGS

Quorum

8. The quorum for a Committee meeting is ***three*** Committee members.

Number of Meetings

9. The Committee will meet as required but should meet ***at least twice*** a year.

COMMITTEE SECRETARY

10. The Company Secretary of Caltex is the Committee Secretary. If this person is unable to attend a Committee meeting, the Assistant Company Secretary should attend the meeting in the capacity of Committee Secretary.
11. The Committee Secretary will be responsible for Committee agendas (in consultation with the Committee Chairman), the co-ordination of Committee papers, the despatch of Committee papers and the preparation of minutes of Committee meetings.

ACCESS TO INFORMATION & ADVISERS

12. The Committee is authorised to require management to provide any information the Committee requires to discharge its responsibilities.
13. The Committee and Committee members have direct access to Caltex's senior management and advisers (both external and internal).
14. The Committee is authorised to obtain external professional advice if it considers this is necessary.



REVIEW OF COMMITTEE PERFORMANCE

15. The Committee should periodically review its own performance, with particular attention being paid to the extent to which it has met its responsibilities in this *Charter*.

REVIEW OF CHARTER

16. The Committee should review its *Charter* every year and make recommendations for changes, if considered appropriate, to the Board.

PUBLICATION

17. The Committee *Charter* will be posted on Caltex's website (www.caltex.com.au).