



CALTEX

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

**BOARD APPROVED – 1 JULY 2011**

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**BOARD TENURE POLICY**

**Background**

- A new non-executive director of Caltex Australia Limited is appointed as a casual vacancy or as an addition to the Board. The director holds office until the next annual general meeting and is eligible for election by shareholders at that meeting.
- If elected by shareholders at the meeting, or re-elected at subsequent annual general meetings, a non-executive director holds office for three years or until the third annual general meeting following the director's last election (whichever is longer).
- Before each annual general meeting, the Board decides whether to support a director standing for election or re-election. This is not automatic. The Board's recommendation is included in the notice of meeting sent to shareholders, together with biographical information on the director standing for election or re-election.
- The position of Managing Director is not required to submit for election by shareholders.

**Guiding principles**

The Board of Caltex Australia Limited has adopted the following principles to guide it in relation to the tenure of non-executive directors:

- A director should serve a maximum of three terms of three years from the date of first election by shareholders, so that the director serves no more than 10 years from the date of first appointment by the Board.
- The Board may, at its discretion, request a director to stay on for an additional time beyond this 10 year period.
- If the Board has requested that a director serve an additional time and this will result in the director being subject to re-election (at an annual general meeting) beyond the 10 year period, the Board should note, in its recommendation to shareholders regarding the director's re-election, that it has requested the director to serve for an additional time.