

PROXY FORM

2008 AGM

Appointment of a Proxy

I/We, being a shareholder of Caltex Australia Limited and entitled to attend and vote at the Annual General Meeting (AGM) to be held at 10.00 am on Thursday 24 April 2008 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia, appoint:

the Chairman of the Meeting
(please mark this box)

OR

If you are appointing an individual other than the Chairman of the Meeting as your proxy, please write this person's name or position/office. If you are appointing a body corporate as your proxy, please write the body corporate's name.

to attend and vote in accordance with the following directions or, if the proxy is left open, to vote as the proxy chooses, and to act generally at the AGM and, if the AGM is adjourned, when the AGM has been reconvened for business. If I/we have nominated an individual other than the Chairman of the Meeting as proxy and this person is not in attendance at the AGM, then I/we appoint the Chairman of the Meeting to act as proxy in accordance with the directions or, if the proxy is left open, to vote as the Chairman of the Meeting chooses. If I/we have nominated a body corporate as proxy and the representative of this body corporate is not in attendance at the AGM, then I/we appoint the Chairman of the Meeting to act as proxy in accordance with the directions or, if the proxy is left open, to vote as the Chairman of the Meeting chooses.

IMPORTANT VOTING INFORMATION: ITEM 6 – BOARD REMUNERATION POOL FOR NON-EXECUTIVE DIRECTORS

Please note that the Chairman and other non-executive directors have an interest in relation to Item 6 – Board Remuneration Pool for Non-executive Directors. The Chairman of the Meeting intends to vote all open proxies in favour of this resolution.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote on Item 6, please place a mark in this box.

By placing a marking in this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if the Chairman of the Meeting has an interest in the outcome of Item 6 and votes cast by the Chairman of the Meeting other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 6 and your votes will not be counted in calculating the required majority if a poll is called on Item 6.

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	Board Remuneration Pool for Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Election of Greig Gailey	<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 in each relevant box the percentage of your total shares, or the number of your total shares, that are to be cast for, against, or abstain for each item of business;
- if you wish to appoint two proxies, you should indicate in the boxes on this form only 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;
- subject to the voting exclusion applying to Item 6, 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;
- 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 OR SHAREHOLDER 1

SOLE DIRECTOR & SOLE COMPANY SECRETARY

SHAREHOLDER 2

DIRECTOR

SHAREHOLDER 3

DIRECTOR/COMPANY SECRETARY

In addition to signing the proxy form in the above box(es), please provide the information below in case we need to contact you.

CONTACT NAME

CONTACT DAYTIME PHONE NUMBER

DATE

CTX

2PX



HOW TO COMPLETE YOUR PROXY FORM

Appointment of a Proxy

A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote for the shareholder at the meeting.

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
- shareholders with two or more shares 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.

If the person you have nominated (other than the Chairman of the Meeting) as your proxy is not in attendance at the AGM, the Chairman of the Meeting will act as your proxy. If you have nominated a body corporate as your proxy and the representative of that body corporate is not in attendance at the AGM, the Chairman of the Meeting will act as your proxy.

If you have not nominated a proxy, the Chairman of the Meeting may either act as proxy or complete the proxy appointment by inserting the name of a director (including the Chairman of the Meeting) or company secretary to act as your proxy.

Appointment of a Body Corporate as Proxy

If you have appointed a body corporate as a proxy, you or that body corporate will need to provide satisfactory evidence of the appointment of a representative of that body corporate. The original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment will constitute satisfactory evidence.

The document evidencing the appointment of a body corporate representative can be lodged in the same way as your proxy form. Details for lodging your proxy form are given below.

A document evidencing the appointment of a body corporate representative may also be presented at the registration desk at the AGM.

Voting Directions to Proxy

To direct your proxy how to vote, place a mark in one (only) of the boxes for each item of business. All of your shares will be voted in accordance with this direction, unless you allocate a percentage or number of your votes across one or more boxes by writing this on the form.

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).

Subject to the voting exclusion applying to Item 6, 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. The Chairman intends to vote any open proxies in favour of Items 5, 6 and 7.

If you attend the AGM, your proxy's authority to vote for you is suspended whilst you are present at the meeting.

Appointment of a Second Proxy

If you wish to appoint a second proxy, you will need to complete a second proxy form. You should request a second copy of the proxy form from Computershare or make a photocopy of this form.

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).

Signing of Proxy Form

Please note that an appointment of a proxy is only valid if the proxy form has been signed by the shareholder(s) making the appointment(s).

The following rules in relation to signing of proxy forms for joint holdings, proxy forms signed under power of attorney, and proxy forms signed by corporate shareholders should be noted.

Joint Holding

If you hold your shares jointly, all shareholders must sign the proxy form.

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 must be signed in accordance with your company's Constitution or the *Corporations Act 2001 (Cth)*.

Lodgement of Your Proxy Form

Please note that a proxy appointment 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 22 April 2008**. Your proxy form can be returned in the reply paid envelope (which is included in the AGM material) or sent:

by mail or delivery to:

Caltex Australia Limited
C/- Computershare Investor Services
Pty Limited, Level 2, 60 Carrington Street,
Sydney NSW 2000, Australia

or

The Company Secretary,
Caltex Australia Limited,
Level 24, 2 Market Street,
Sydney NSW 2000, Australia

by facsimile to:

(03) 9473 2118 or
(02) 9250 5018 (within Australia)

or

61 3 9473 2118 or
61 2 9250 5018 (outside Australia)

Assistance

If you require assistance in completing your proxy form, please call:

1300 855 080 within Australia; or
61 3 9415 4000 outside Australia.

Name and Address

If your name and address details are not shown correctly on your proxy form, please contact Computershare to update your details. Thank you.