

PROXY FORM

CALTEX AUSTRALIA LIMITED ACN 004 201 307
2010 ANNUAL GENERAL MEETING

Appointment of proxy

I/We, being a shareholder(s) of Caltex Australia Limited and entitled to attend and vote at the 2010 Annual General Meeting (AGM) to be held at 10.00am on Thursday, 22 April 2010 at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia, appoint:

the Chairman of the meeting (please mark this box) or (please write the name or position/ office of the person or the name of the body corporate that you are appointing as proxy)

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 meeting is adjourned, when the meeting has been reconvened for business. If the appointed proxy is not in attendance at the AGM or I/we have not named a proxy, then I/we appoint the Chairman of the meeting to act as proxy in accordance with the following directions or, if the proxy is left open, to vote as the proxy chooses. I/We acknowledge that the Chairman of the meeting intends to vote open proxies in favour of all items of business.

Important voting information – Item 6 – Board remuneration pool

Please note that the Chairman and other non-executive directors have an interest in relation to Item 6 – Board remuneration pool. 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 mark this box.

By placing a mark 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7(a)	Re-election of Mr Brant Fish	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7(b)	Re-election of Mr John Thorn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7(c)	Election of Mr Robert Otteson	<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 for each relevant box the percentage of your total shares or the number of your total shares that are to be allocated to “for”, “against” or “abstain” for that item of business
- if you wish to appoint two proxies, you should indicate for each relevant box 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
- 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/Shareholder 1

Sole Director & Sole Company Secretary

Date of proxy form

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

HOW TO COMPLETE YOUR PROXY FORM

APPOINTMENT OF PROXY

General information

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

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 appointed proxy (other than the Chairman of the meeting) is not in attendance at the meeting, the Chairman of the meeting will act as your proxy.

If you have not nominated a proxy, the Chairman of the meeting will act as your proxy.

Appointment of a second proxy

If you wish to appoint a second proxy, you will need to complete a second proxy form. Please contact the share registry (Computershare) for an additional proxy form or make a photocopy of this form.

Appointment of a body corporate as proxy

If you have appointed a body corporate as a proxy, you or that body corporate will also 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 of the appointment.

The document evidencing the appointment of a body corporate representative can be lodged in the same way as your proxy form or presented at the registration desk at the meeting.

VOTING DIRECTIONS TO PROXY

To direct your proxy how to vote, place a mark in one box for each item of business. Alternatively, you can allocate a percentage or number of your votes across one or more boxes by writing this on the form. 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 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).

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).

The Chairman of the meeting intends to vote open proxies in favour of all items of business.

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

SIGNING OF PROXY FORM

A proxy appointment is only valid if the proxy form has been signed by the shareholder(s) making the appointment(s).

The following rules apply in relation to the signing of proxy forms for joint holdings, proxy forms signed under power of attorney, and proxy forms signed by corporate shareholders:

Joint holding

If you hold your shares jointly, all shareholders should sign the proxy form. A proxy form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.

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 should be signed in accordance with your company's Constitution or the *Corporations Act 2001*.

LODGEMENT OF YOUR PROXY FORM (AND RELATED DOCUMENTS)

A proxy appointment for the 2010 Annual General Meeting to be held at 10.00am on Thursday, 22 April 2010 is only effective if your proxy form has been received by Caltex Australia Limited by no later than 10.00am (Sydney time) on Tuesday, 20 April 2010. If the proxy form is signed under a power of attorney, evidence of the authority must also be received by this time.

You can send your proxy form (and any related documents) to Caltex Australia Limited:

- in the reply paid envelope (which is included in the AGM material)
- by mail to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia
- by delivery to:
Caltex Australia Limited
c/- Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia
- by mail or delivery to:
The Company Secretary
Caltex Australia Limited
Level 24, 2 Market Street
Sydney NSW 2000 Australia
- by facsimile:
within Australia:
1800 783 447 or (02) 9250 5018
outside Australia:
+ 61 3 9473 2555 or + 61 2 9250 5018

ASSISTANCE

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

- within Australia: 1300 850 505
- outside Australia: + 61 3 9415 4000

