



CALTEX AUSTRALIA LIMITED
ACN 004 201 307

NOMINATION COMMITTEE CHARTER

INTRODUCTION

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

ROLE OF THE COMMITTEE

2. The Committee assists the Board in relation to: the Board's composition; the appointment, election and re-election of the MD & CEO and non-executive directors; Board, director and MD & CEO performance; and Board and MD & CEO succession plan.
3. The Committee undertakes functions delegated by the Board, including approval of the induction process for non-executive directors, approval of the standard letter of appointment for non-executive directors, approval of certain corporate governance policies and engagement of external consultants to assist the Board in performance reviews and recruitment.
4. The Committee seeks to ensure that the Board has an appropriate mix of skills, experience, expertise and diversity and that appropriate arrangements are put in place in relation to Board and MD & CEO succession, appointments, performance and related matters.

RESPONSIBILITIES OF THE COMMITTEE

Advisory Role

5. The Committee undertakes the following functions and, as appropriate, advises or makes recommendations to the Board:

Board composition

- 5.1 Review the composition of the Board, having regard to the optimum number of directors, the appropriate mix of skills, experience, expertise and diversity on the Board (against the principles approved by the Board) and the terms served by existing non-executive directors

Appointment, election and re-election of non-executive directors

- 5.2 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
- 5.3 Review the processes for the election and re-election of non-executive directors
- 5.4 Assist the Board in its recruitment of potential candidates as new non-executive directors
- 5.5 Make recommendations to the Board in relation to the non-executive directors submitting themselves for election or re-election at annual general meetings

Board succession

- 5.6 Review and oversee the process for succession of non-executive directors, including the chairman, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board

Board performance

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

- 5.8 Review of Board performance against appropriate measures

Managing Director & CEO succession

- 5.9 Review succession planning for the Managing Director & CEO
- 5.10 Review the Managing Director & CEO's service agreement and total remuneration package, including retention and termination payments
- 5.11 Review the performance of the Managing Director & CEO against performance measures approved by the Board

Delegated Authority

6. The Board has delegated authority to the Committee to undertake the following functions:
- 6.1 Approve, oversee and review the effectiveness of the induction and continuing professional development processes for non-executive directors
- 6.2 Approve policies and processes for director tenure
- 6.3 Engage external consultants (as required) to assist the Board in performance reviews of the Board, its standing committees and individual directors
- 6.4 Engage external consultants (as required) to assist the Board in the recruitment of potential non-executive directors and the MD & CEO

MEMBERSHIP & ATTENDANCE

Committee membership

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

MEETINGS

Quorum

10. The quorum for a Committee meeting is three Committee members.

Number of meetings

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

COMMITTEE SECRETARY

12. The Company Secretary of Caltex is the Committee Secretary. 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

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

REVIEW OF COMMITTEE PERFORMANCE

16. The Committee should periodically review its own performance.

REVIEW OF CHARTER

17. The Committee will review its charter at least every two years and make recommendations for changes, if considered appropriate, to the Board. The Charter was last reviewed and approved by the Committee and the Board on 5 December 2017.

PUBLICATION

18. The charter will be made available from the Caltex website (www.caltex.com.au).