BY ELECTRONIC LODGEMENT **ASX ANNOUNCEMENT**

CALTEX

CALTEX AUSTRALIA LIMITED

ACN 004 201 307

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SYDNEY NSW 2000 AUSTRALIA

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27 April 2006

Company Announcements Office
Australian Stock Exchange Limited

CALTEX AUSTRALIA LIMITED
2006 ANNUAL GENERAL MEETING & RETIREMENT OF DIRECTOR

The 2006 Annual General Meeting for Caltex Australia Limited is being held at ***10.00 am*** today (27 April 2006).

The following material for the Annual General Meeting is attached for release to the market:

- the Chairman's formal address to shareholders by Mr Dick Warburton (Chairman) (incorporating the Incident Free Operations Topic, the Chairman's Address, and Key Shareholder Issues);
- presentation slides for the addresses by Mr Dick Warburton (Chairman) and Mr Dave Reeves (Managing Director & Chief Executive Officer); and
- a summary of questions raised by shareholders prior to the Annual General Meeting and responses to these questions.

Mr Ken Watson, Director, is not standing for re-election and will be retiring at the conclusion of the Annual General Meeting.

Helen Conway
Company Secretary

Attach.

WELCOME & OPENING

Ladies and Gentlemen, welcome to the 2006 Annual General Meeting of Caltex Australia Limited.

[SLIDE 1 – REFINERY 50TH ANNIVERSARY]

We have a quorum of shareholders in attendance and, accordingly, I declare the meeting open.

[SLIDE 2 – DICK WARBURTON]

For those of you who are attending your first Caltex AGM, my name is Dick Warburton and, as Chairman of your Board, I will be chairing this meeting of shareholders.

FORMAL MATTERS

There are some formal matters that I would like to bring to your attention at the outset of the meeting:

- If you have a mobile phone, would you please take a minute to check that your phone has been turned off.
- An audio recording is being made of today's proceedings, so please note that, if you speak at the meeting, your comments or questions will be recorded.
- The minutes of last year's AGM, which was held on 27 April 2005, were approved by the Board and signed by me, as Chairman of the meeting. Copies of the minutes have been made available from the Shareholder Information table.

INTERACTION WITH SHAREHOLDERS

The AGM is an important forum for shareholders to ask questions about, or make comments on, Caltex's performance and management. To encourage shareholder participation at the AGM, shareholders were invited to submit issues or questions to Caltex prior to the meeting.

As part of my address today, I will discuss three key issues raised by shareholders and then invite questions regarding these key issues. During the meeting, shareholders will also have, of course, an opportunity to ask questions about the items of business that are to be put to shareholders for approval.

At the conclusion of the formal business of the AGM, I will also open the meeting to questions and comments about any other Caltex matter not raised earlier.

Trent van Veen, the lead partner from KPMG on the Caltex audit, is in attendance at today's meeting and will respond to any questions that shareholders have in relation to the conduct of KPMG's external audit, the preparation and content of its audit report, the accounting practices adopted by Caltex, and the independence of KPMG.

If you would like to ask a question or make a comment, I ask that, as a courtesy to the meeting, you hold your question or comment until the meeting is opened up for shareholder discussion. At that time, if you raise your hand, a member of Caltex's staff will bring you a microphone. Would you please announce your name before asking your question or making your comments. To give all shareholders an opportunity to participate in the discussion, I also ask you to limit your questions on each item of business to two. If there are no further questions from the meeting, you should feel free to ask any additional questions.

VOTING MATTERS

A number of shareholders have appointed me or the other directors as proxy for today's meeting. Where these proxies are open, and do not have to be disregarded in accordance with ASX Listing Rules, votes will be cast in favour of the resolutions to be put before the meeting.

All matters requiring shareholder approval will firstly be put to the meeting on a show of hands and the voting directions of proxies for each resolution will be displayed on the screen behind me.

If a resolution is not passed on a show of hands, it is my intention to hold a poll on that item. In the event of a poll, Computershare will act as the returning officer and KPMG will act as scrutineer.

If a poll is to be held, instead of interrupting the business of the meeting, I propose to continue with the remaining items of business and, then, at the conclusion of the meeting, I will ask you to vote your shares on the poll.

INTRODUCTION TO PEOPLE ON STAGE & NEW MANAGING DIRECTOR

I would now like to introduce the people seated on stage.

Dave Reeves

[SLIDE 3 – DAVE REEVES]

On my left is Dave Reeves, Caltex Australia's Managing Director and Chief Executive Officer.

Dave was appointed as Managing Director and Chief Executive Officer with effect from 11 August 2003. Before joining Caltex Australia, Dave was the President of North America Products at Chevron with responsibility for refining and product marketing activities, pipeline transportation operations and energy management solutions within North America, and Chevron's global aviation fuels marketing.

As was announced last month, Dave has been appointed President, Global Supply and Trading with Chevron and is returning to the United States. The Board wishes to congratulate Dave on this senior appointment with Chevron and to thank him for the outstanding job he has done in strengthening the position of Caltex Australia in the time he has been Managing Director.

With effect from 1 May, Des King will be the Managing Director and Chief Executive Officer. The Board is delighted to obtain the services of Des. Since 2004, Des has been the General Manager of the Chevron Corporation 220 thousand barrels a day Pembroke refinery in Wales. Prior to that, Des held senior roles in Chevron, including General Manager Strategy & Planning responsible for developing the corporate strategy for both oil and gas exploration and production and refining and marketing.

Des is attending the meeting today and will be invited to say a few words at the end of the meeting.

Elizabeth Bryan

[SLIDE 4 – ELIZABETH BRYAN]

Elizabeth Bryan is seated next to Dave.

Elizabeth has served on the Board since 18 July 2002 and is the Chair of the Human Resources and Nomination Committee. Elizabeth has over 30 years' experience in the financial services industry, government policy and administration and on the boards of companies and statutory organisations. Prior to becoming a professional director, she served for six years as Managing Director of Deutsche Asset Management and its predecessor organisation, NSW State Superannuation Investment and Management Corporation.

Peter Wissel

[SLIDE 5 – PETER WISSEL]

Peter Wissel is seated next to Elizabeth.

Peter was appointed as a director on 23 August 2005 and is a member of the Audit Committee.

Peter is the Regional Finance Officer, Asia Pacific and Africa Pakistan for Chevron's downstream businesses. In this role, he is responsible for financial and management reporting, credit approval, local cash management, local tax matters and risk management in the 33 countries of Asia, Africa and the Middle East where Chevron conducts refining and marketing operations.

John Thorn

[SLIDE 6 – JOHN THORN]

John Thorn is seated at the end next to Peter.

John was appointed as a director on 2 June 2005 and is a member of the Audit Committee.

John is a professional director and has over 37 years of professional experience with PricewaterhouseCoopers, including 21 years of experience at partner level. John was national managing partner of PricewaterhouseCoopers Australia covering the years 2001 to 2003.

Helen Conway

[SLIDE 7 – HELEN CONWAY]

Helen Conway, Caltex Australia's Company Secretary and General Counsel, is seated on my right.

Helen has extensive experience as both a lawyer and company secretary.

Trevor Bourne

[SLIDE 8 – TREVOR BOURNE]

Trevor Bourne is seated next to Helen.

Trevor was appointed as a director on 2 March 2006.

Trevor is a professional director. In his most recent corporate role, he served as Chief Executive Officer of Tenix Industries from 1999 to 2003. Prior to Tenix, he spent 15 years at Brambles Industries Limited, six as Managing Director of Brambles Australasia.

The Board welcomes Trevor to his first AGM at Caltex.

William Hauschildt

[SLIDE 9 – WILLIAM (BILL) HAUSCHILDT]

Bill Hauschildt is seated at the end next to Trevor.

Bill was appointed as a director on 21 September 2004 and is a member of the Human Resources & Nomination Committee.

Bill is currently assigned to a special project consulting on technology selection for major capital projects within Chevron. Prior to that he was Vice President – Refining Operations with the Global Refining group at Chevron. In this role, Bill was responsible for overseeing both the operations and the financial performance of a number of Chevron's refineries around the globe.

Apologies

[SLIDE 10 – KEN WATSON]

Ken Watson is unfortunately not able to attend the meeting today. He has recently taken ill and is recovering in hospital after an operation. The Board wishes him a full and speedy recovery.

Ken has been a director of Caltex Australia Limited since 9 February 1996 and is the Chairman of the Audit Committee. After 10 years' service, Ken had decided not to stand for re-election and will retire as a director at the conclusion of today's meeting.

Ken has seen Caltex through very important phases in Caltex's history. He was associated with Caltex during the merger with Ampol in 1995, becoming a board member the following year. During his time as a Board member, Caltex has developed its highly successful convenience store network, entered into a venture with Woolworths and adapted to considerable change in the petroleum market – including new fuel standards – in Australia. The Board expresses its deep appreciation to Ken for his valuable contribution to the Board and to Caltex.

<u>Departing Directors and introducing the Caltex Leadership Team</u>

During 2005, Leo Lonergan and Mitch Rubinstein also served as directors.

Leo resigned prior to last year's AGM. Mitch resigned as a director on 23 August 2005 when he relocated from Singapore to Houston to take up a new position with Chevron. I would like to thank Mitch for the contribution he made to the Board.

I would now like to introduce the members of the Caltex Leadership Team to you, who are seated in the front row, and ask the members of the team to stand up as I introduce you to shareholders:

[SLIDE 11 – CALTEX EMPLOYEE]

- Simon Hepworth – Chief Financial Officer
- Mark Burrowes – General Manager – Marketing
- Alex Strang – General Manager – Supply & Corporate Services
- Eion Turnbull – General Manager – Refining
- Mike McMenamin - Group Manager- Strategy & Planning
- Richard Beattie – Group Manager – Corporate Affairs
- Peter Wilkinson –Group Manager – Operational Excellence & Risk, and
- Lisbeth Long – Group Manager – Human Resources

NOTICE OF AGM

[SLIDE 12 – LOGO]

I propose to move to the items of business for today's meeting and move that the Notice of AGM be taken as read. Is this agreed?

INCIDENT-FREE OPERATIONS TOPIC

One of Caltex's key strategic intents, listed in the charter that appears on the back cover of our Annual Report, is to achieve operational excellence and this includes safe operations.

We always open meetings at Caltex with five people or more with an incident free operations topic and I have chosen one with an historical theme today

As you have seen with the theme of our current annual report, Caltex this year is proudly celebrating its 50th year of refining fuel for Australia.

[SLIDE 13 – WORKERS AT REFINERY IN 1950]

There has been a lot of interest in the photographs from the good old days. We hope you enjoy those in the 2005 annual report and those displayed here today.

The pictures present a fascinating reminder of how much has changed in the last fifty years. This photograph of workers at the Kurnell refinery in 1956 is a striking example of how different things were when it came to workplace safety. Bare arms, straw hats – and who knows what the footwear was – that was how people dressed for work back then. And you could apparently choose your own style, especially if the weather was hot and you worked outdoors. That was the norm.

[SLIDE 14 – CURRENT WORKERS AT LYTTON]

In contrast, at our refineries today, everyone – even visitors – has to comply with a strict dress code. Employees pictured here at the Lytton refinery are dressed for work in protective clothing, hard hats, safety glasses and steel capped boots. Without these they would not be permitted on site. Many jobs also require employees to wear heavy gloves and hearing protection.

But a lot more than the dress code has changed. The whole concept of safety in the workplace has evolved dramatically. It's been driven by advances in knowledge, systems and technology but, above all, changes in attitude and awareness. Today, Caltex managers have it as their number one priority that every single employee and contractor goes home safe.

Our safety performance is the most important thing we measure in our workplace today. I am pleased to report that in 2005 we had our best year on record. The total treated injury frequency rate per million hours of work for Caltex employees was 8.2 per million, compared with 11.8 the previous year.

ADDRESSES

Chairman's Address

[SLIDE 15– CHAIRMAN'S ADDRESS-DICK]

2005 was a year of records for Caltex, including higher rewards for our shareholders.

I am pleased to report we had an 18% increase in profits, an 18% rise in dividends and a 78% increase in the share price. A very satisfactory result.

The full year profit after tax in 2005 was $414 million on a replacement cost of sales operating profit (RCOP) basis.

[SLIDE 16– PROFITS 2001 - 2005]

We have had a very strong growth in earnings over the past five years. Our higher earnings in 2005 were the result of strong operating performances by our refining and marketing businesses combined with global market factors.

Our refineries achieved improved throughput rates and near record production during the year. This helped us capture the benefits of refiner margins which were higher because of the very strong demand for fuels in the Asia Pacific region, particularly in China and India, and the shortfalls in global supply of petroleum products caused by the hurricanes in the US Gulf.

Our Marketing business also had an outstanding year. We achieved record transport fuel sales and higher margins and also consolidated our leadership in convenience retailing.

Managing Director and Chief Executive Dave Reeves will be telling you about the business performance in more detail.

[SLIDE 17– DIVIDENDS – INTERIM AND FINAL FOR 2005]

Our strong profits enabled us to again pay higher dividends. For 2005 we declared total dividends of 46 cents per share fully franked.

This is up from 39 cents per share the previous year, and represented around 30% of our RCOP profit in line with our stated policy of declaring ordinary dividends of 20-30% of the RCOP profit after tax and excluding significant items. This is the level set while the company met the higher costs of the Clean Fuels Project.

[SLIDE 18– DIVIDENDS OVER PAST FIVE YEARS]

Our share price continues to be very good news. In 2005, it opened the year at $10.86 and ended at $19.38, giving a total shareholder return of 82%. This put Caltex in the top tier of share market performers for the third year in a row.

[SLIDE 19– SHARE PRICE FROM JANUARY 2005 TO WEEK OF AGM]

This slide shows how the share price moved last year and how it has performed to 24 April 2006. Yesterday it closed at $20.40.

[SLIDE 20– SHARE PRICE OVER PAST FIVE YEARS]

It is worth noting the steady rise in the share price in the past five years from when it was under $1 and how steep the climb has been in the past two years.

The celebration of our 50 years of refining fuel for Australia and recent global trends in our industry have been a reminder of the crucial role our products play in keeping the nation's industry, commerce and motorists on the move.

The market is changing rapidly. The surge in demand for fuel from China and other fast-growing economies means that regional refining capacity is not keeping up with demand. This trend is happening in the Australian domestic market, where we now need to import nearly 25% of our petroleum product supplies, and expect to import an even higher proportion in the coming years.

[SLIDE 21– AUSTRALIAN IMPORT REQUIREMENTS]

There are also statutory requirements for cleaner fuels, a higher demand for premium fuels and a move by car manufacturers to introduce diesel engine vehicles.

Caltex is Australia's largest refiner and marketer of transport fuels and we have an important commitment to meeting the changing needs of our customers. Our growth in sales volumes of transport fuels continues to be well ahead of Australian market growth.

[SLIDE 22– CALTEX SERVICE STATION]

This requires ongoing investment in projects to improve the productivity of our refineries as well as investment in our distribution and retail networks.

On the production side, three of our four new plants are onstream with the Kurnell diesel plant expected to be producing fuel to the new standard next month. The new plants produce petrol with less benzene and diesel with less sulfur. We are also increasing our production of high octane petrol, which is what our customers want. Our sales of unleaded premium fuels increased by almost 20% in 2005 and will continue to grow.

[SLIDE 23– VORTEX ADVERTISEMENT]

We are also investing to improve the reliability and flexibility of our supply chain, including equipping our terminals to handle a larger volume of imports. We launched a number of infrastructure projects in 2005.

[SLIDE 24 – GLADSTONE TERMINAL CONSTRUCTION]

On the screen now is a photo of the new 15 megalitre diesel tank at our Gladstone terminal in Queensland which was built last year.

To help achieve these goals, in 2005 we more than doubled capital expenditure to $530 million, which was higher than our replacement cost of sales profit and represented 86% of our operating cash flow

The largest expenditure in 2005 was the Clean Fuels Project, which over four years has cost around $500 million to complete.

[SLIDE 25– CLEAN FUELS PLANT]

The project involved building four new process plants - two at each refinery - to enable them to meet the new fuel standards required by the Australian Government that came into effect on 1 January. These cleaner fuels are reducing air pollution from vehicle emissions because there's less benzene in petrol and less sulfur in diesel. Australian motorists are now using some of the cleanest fuel in the world.

This has been a very big and complex exercise. We have had disappointing cost overruns and delays, mainly as a result of late delivery of materials and equipment and a shortage of skilled labour. However, there has been an outstanding commitment by our employees and contractors to overcoming the problems, and the company has made every effort to get the plants on stream as quickly as humanly possible.

We have a detailed review under way of why and how the problems occurred and the lessons we learn from this will be applied in our future projects.

These delays made it necessary for us to seek short-term variations of the fuel standards and the government has agreed to these variations.

[SLIDE 26–DIESEL HYDROTREATER AT KURNELL]

We have told the market that the delay has meant we will have lower refinery production and have needed to increase imports of 2006-standard products, which will have a one-off negative impact on our earnings in this half.

This will not affect the underlying strength and direction of the company, and as in 2005 we expect to see continued sound results from our strategies to increase refinery production, improve our supply chain and achieve ongoing growth in expanding markets.

We have a lot to be proud of and celebrate in our 50th anniversary of refining fuel for Australia as we honour the past, celebrate the present and look forward to a bright future. When we built the Kurnell refinery 50 years ago it was the biggest project in New South Wales at the time. Our role in fuelling this country's economy and Australians' way of life has expanded and evolved in the last five decades and will continue in the future.

[SLIDE 27 – HISTORIC PHOTOS]

We thank you as shareholders for being our partners on this journey as we continue to build Caltex as the Australian oil company most admired for its people, partnership and performance.

I will now hand over to Dave Reeves to present his Managing Director's address and talk about some of our key strategies that will underpin our performance going forward.

End of speech:

Managing Director's Address

MANAGING DIRECTOR'S ADDRESS

At the end of Dave's speech:

[SLIDE 45 – DICK & DAVE]

Thank you Dave.

KEY SHAREHOLDER ISSUES

[SLIDE 46 – KEY SHAREHOLDER ISSUES]

In seeking to address some key issues that have been raised by shareholders before the AGM, I will respond on the following subjects:

- Whether Caltex profits are linked to the rise in petrol prices
- How the Caltex brand is currently performing against competitors
- Caltex's attitude to alternative fuels

PRICES AND PROFITS

[SLIDE 47 – CRUDE OIL COST WAS MAJOR DRIVER OF HIGHER PRICES IN 2005]

Last year there was a great deal of media comment on the increase in fuel prices, and with even higher crude oil prices today the price of fuel continues to be in the spotlight around the world.

Were these increases due to increased petrol company profits?

The short answer is no, and the chart here tells the story.

This chart was published in our 2005 profit announcement in February and shows where the money goes for all petroleum products.

The average price of all petroleum products sold by Caltex increased by 14.6 cents a litre to just over $1 a litre.

The biggest part of this, around 14 cents a litre, came from higher costs, mainly the price of crude oil.

The increase in Caltex profit accounted for only 0.2 cents a litre.

Crude oil prices in 2005 averaged US$57 a barrel, which was $16 a barrel higher than in 2004 and almost double the average price in 2003.

The oil price situation is not getting any better. So far this year prices have averaged over US$68 a barrel, Caltex does not have any oil exploration or production interests. We are refiners and marketers and have to purchase crude oil on the international market.

So while costs have risen and continue to rise, Caltex profit accounts for only about, 2 cents per litre.

CALTEX'S PERFORMANCE AGAINST COMPETITORS

[SLIDE 48 – SERVICE STATION]

Caltex is doing very well against its competitors. This can be measured in a number of ways.

Our brand strength has continued to grow, with surveys showing that in 2005 we moved to number 2 position in consumer preference. The latest survey results show that we are continuing to close the gap on our main competitor, Coles Shell.

Our transport fuels sales tell another positive story. We are starting to show our heels to our competitors. In 2005 we again had record sales, increasing our volume by over 4% in a market that grew only around 1, increasing the gap between us and our competitors.

The other big success measure is our convenience store network which is now Australia's number one convenience retailer with around 30% of the market. We are ahead of Shell, which has 25% of the market and 7 Eleven with 20%, according to the AC Nielsen survey.

It's worth noting that our nearest competitor, Shell, has less market share than us but more stores – about 590 Coles Express stores compared with our 496 Star stores.

CALTEX'S ATTITUDE TO ALTERNATIVE FUELS

Caltex is committed to the increased use of biofuels, which are fuels made from organic material. We market this in the form of ethanol blended petrol and biodiesel blends.

We have a number of products already in the market.

[SLIDE 49 – ETHANOL PUMPS AT CAIRNS SERVICE STATION]

Caltex sells its own E10 Unleaded which is 10% blend of ethanol in petrol in selected sites in Queensland. We first launched this in 2003. In addition to this, our 100% owned NSW reseller Access Energy has one of the longest traditions in Australia of selling unleaded petrol containing 10% ethanol, which it has been selling at Bogas branded sites in central and northern NSW since 1996. These sites are now being rebranded as Caltex sites.

[SLIDE 50 - FLOWER POWER GARBAGE TRUCKS]

Our biodiesel business is growing, with our sales of B5, a 5% blend of biodiesel in diesel fuel, to two Adelaide bus companies and B20, a 20% blend supplied to customers such as the Newcastle City Council for its garbage truck fleet.

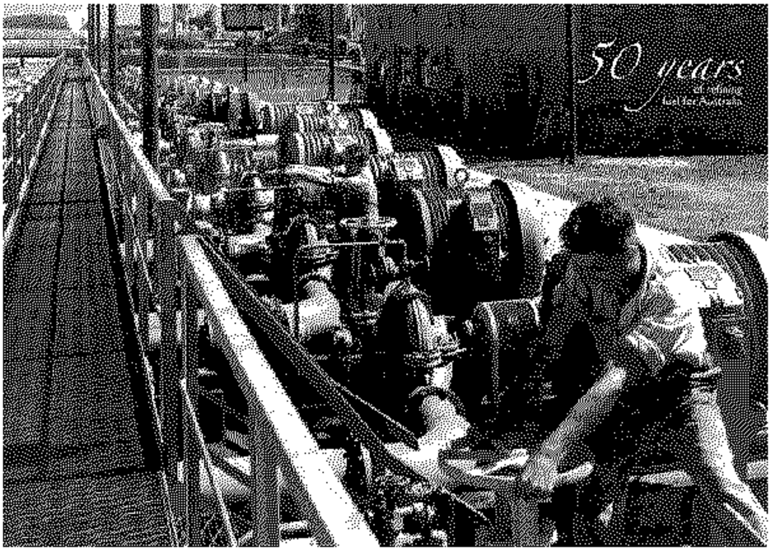
As Australia's leading fuels refiner and marketer, Caltex will play an important role in meeting the Australian Government's national target for 350 megalitres a year of biofuels production by 2010.

Caltex sales of biofuel blends are targeted to exceed 1 billion litres a year by 2010, containing about 100 million litres of ethanol and biodiesel.

A full list of the issues raised by shareholders prior to the meeting, and Caltex's response, is available from the Shareholder Information table.

I would now like to open the meeting to questions and discussion on the three key issues. If you would like to ask a question or make a comment on these key issues, please raise your hand and wait for a microphone. Please then announce your name before asking your question or making your comments. To give all shareholders an opportunity to participate in the discussion, I also ask you to initially limit your questions to two.

If you have a question or comment on other matters, would you please hold your question or comments until later in the meeting, when the AGM is opened for discussion on the items of business for consideration at today's AGM or until the shareholder forum for questions and comments at the end of the formal business of the meeting.



2006 Annual General Meeting

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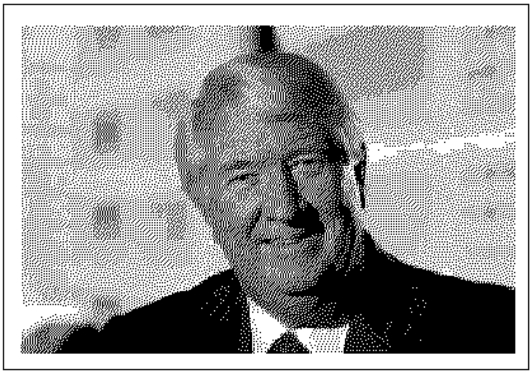
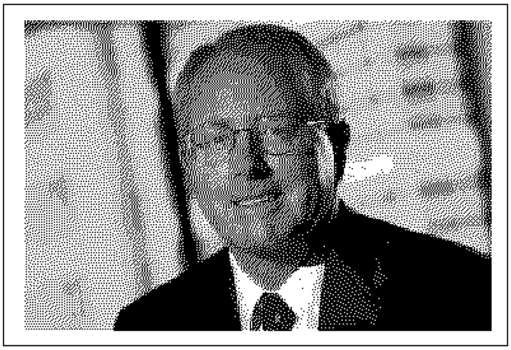
Your Board



- Mr Dick Warburton, Chairman

Your Board

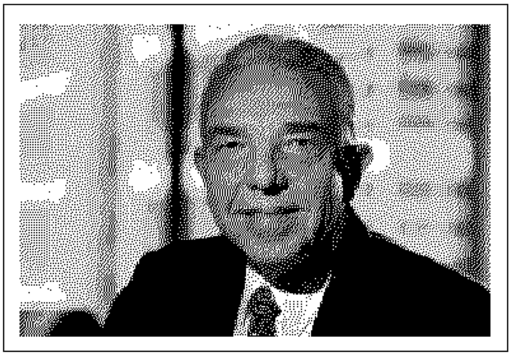


- Mr Dave Reeves, Managing Director and CEO

Your Board

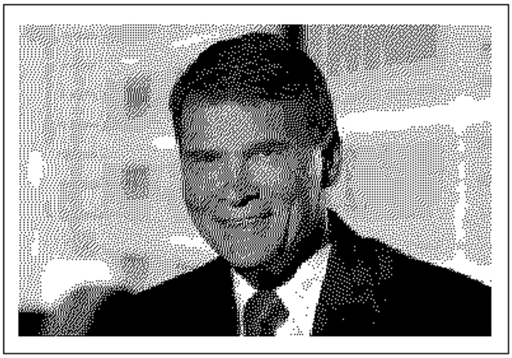
- Ms Elizabeth Bryan, Director (Non executive)

Your Board



- Mr Peter Wissel, Director (Non executive)

Your Board



- Mr John Thorn, Director (Non executive)

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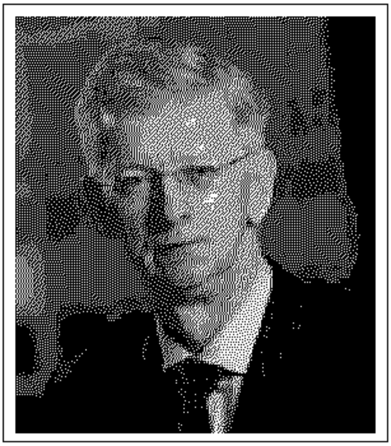
Company Secretary and General Counsel

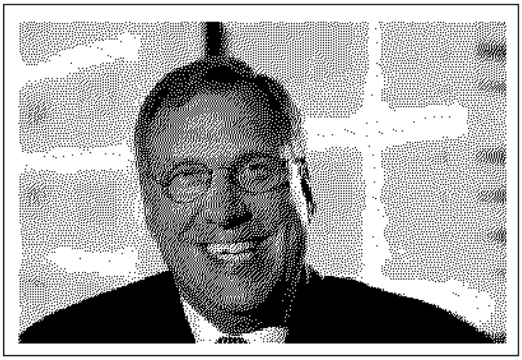
- Ms Helen Conway

Your Board



- Mr Trevor Bourne, Director (Non executive)

Your Board



- Mr William Hauschildt, Director
  (Non executive)

Your Board

- Mr Ken Watson, Director (Non executive)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Notice of Annual General Meeting

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1950s – employees at Kurnell refinery

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Today – employees at Lytton refinery

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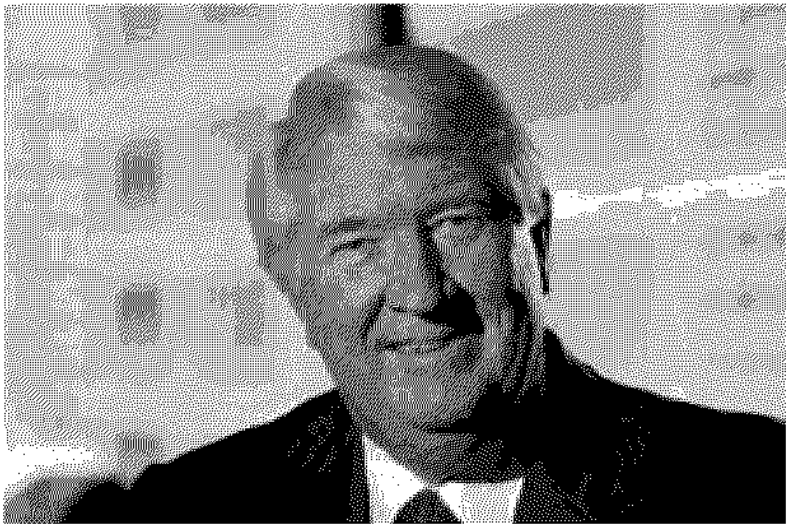
Chairman's address



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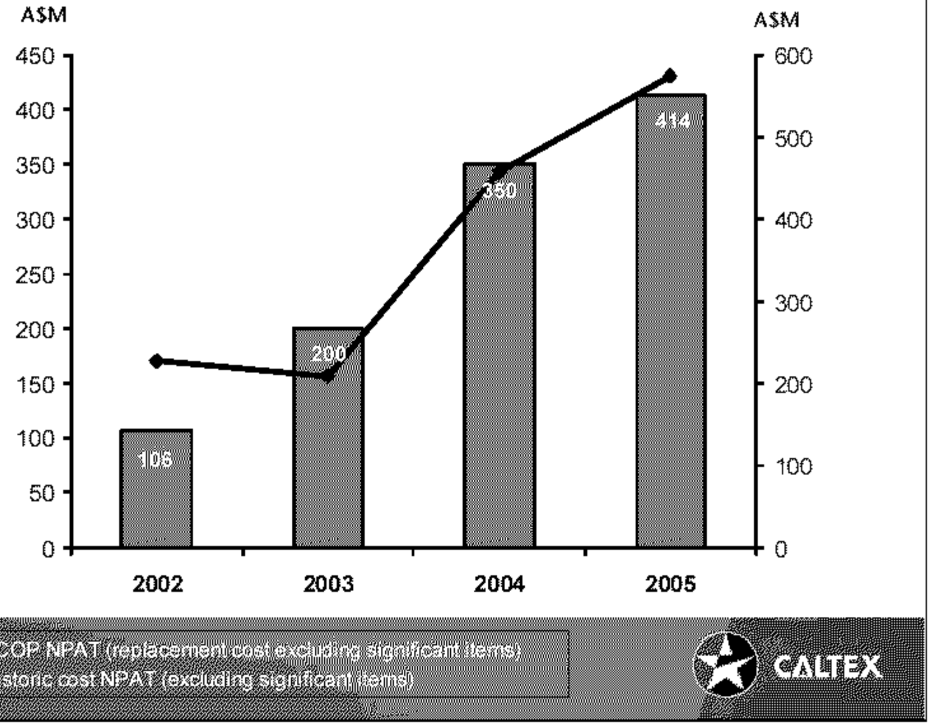
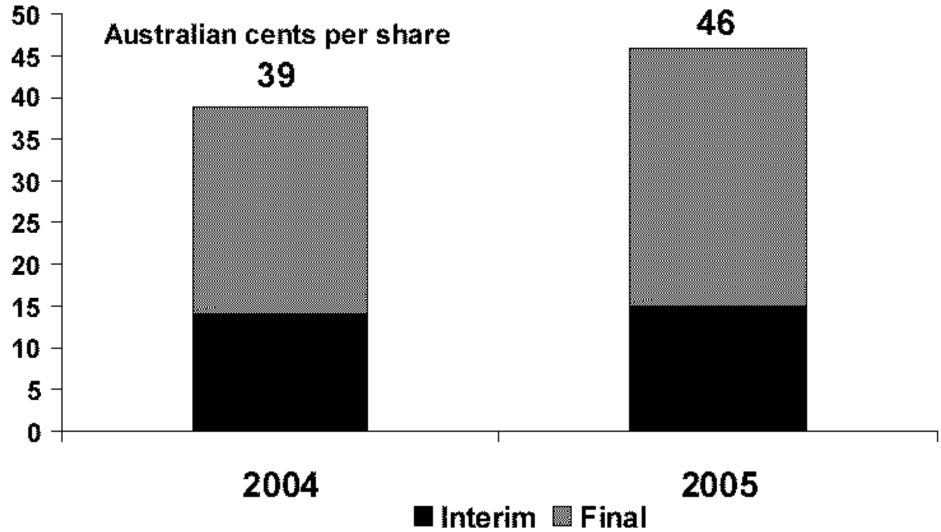
Strong profit performance continues



Dividend declared was up 18% on 2004



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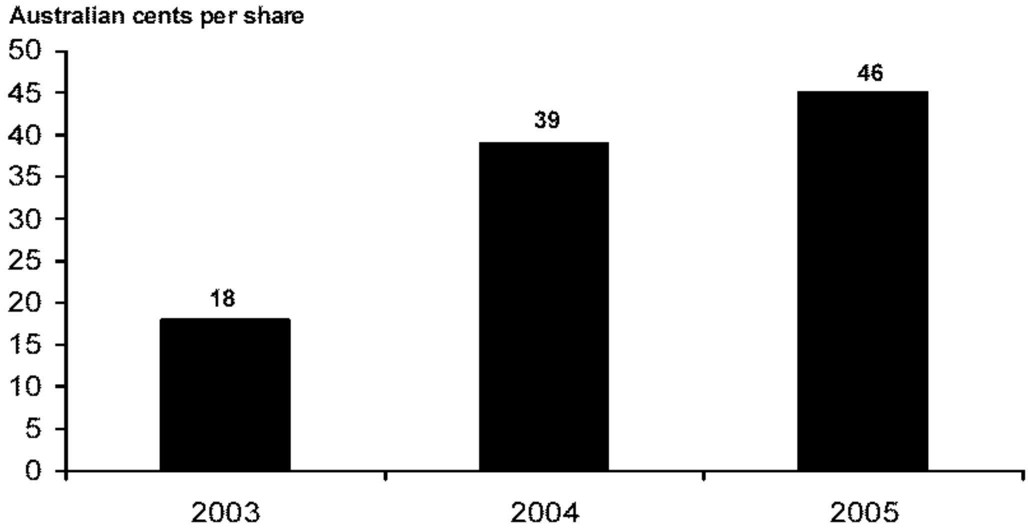
Steady rise in dividends



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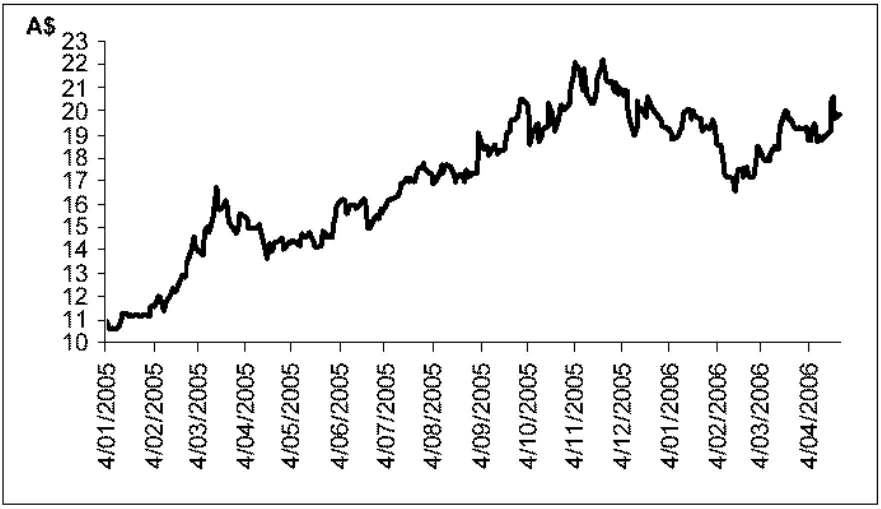
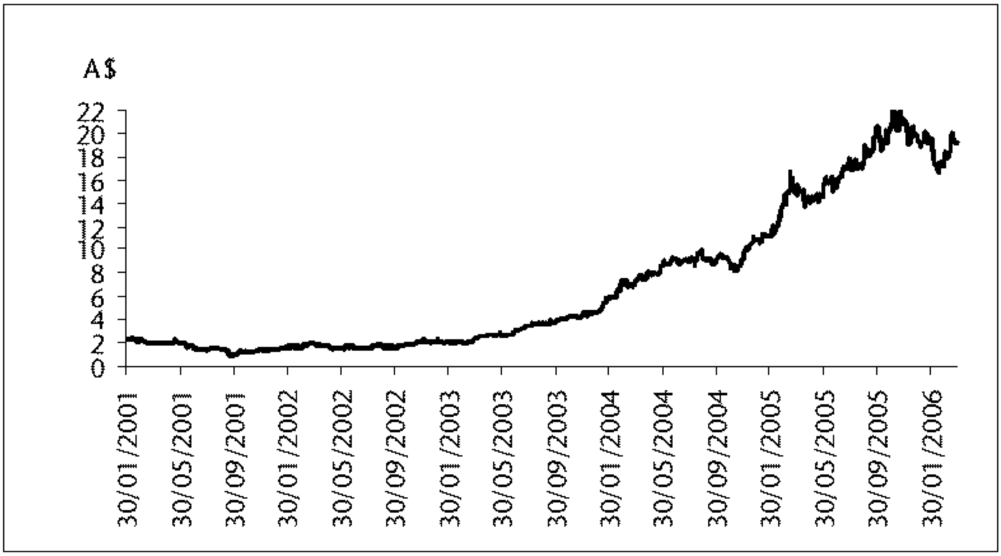
Caltex Share Price from 1 January 2005 – 24 April 2006



Caltex Share Price 2001-2006



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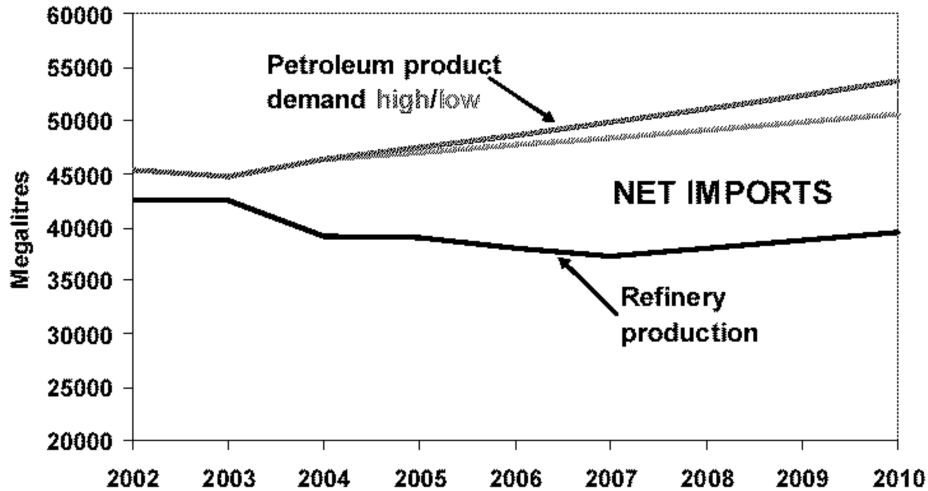
Australian petroleum product imports have increased to meet local needs



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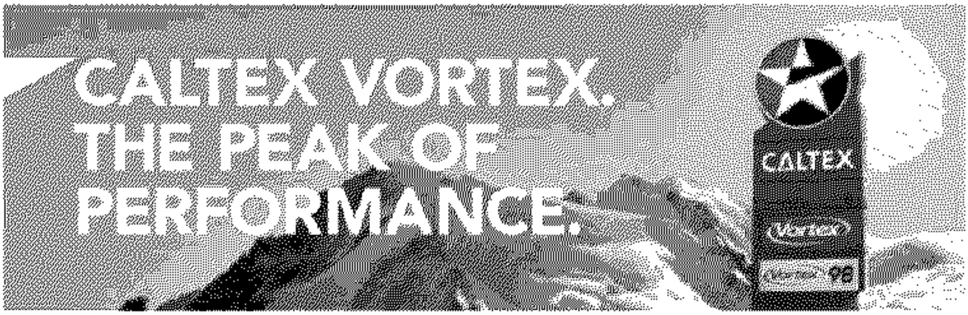
Caltex service station

Vortex advertisement



Gladstone Terminal Upgrade

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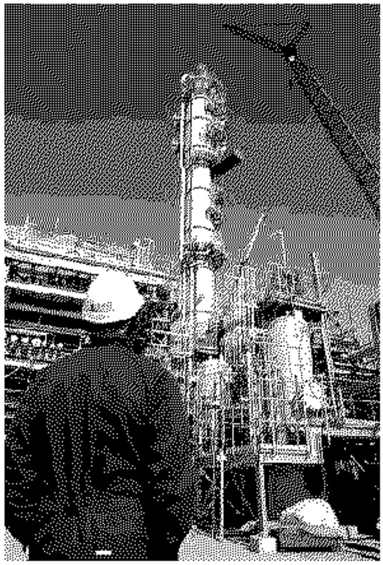
Clean Fuels Project Lytton



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Start up of diesel hydrotreater unit at Kurnell

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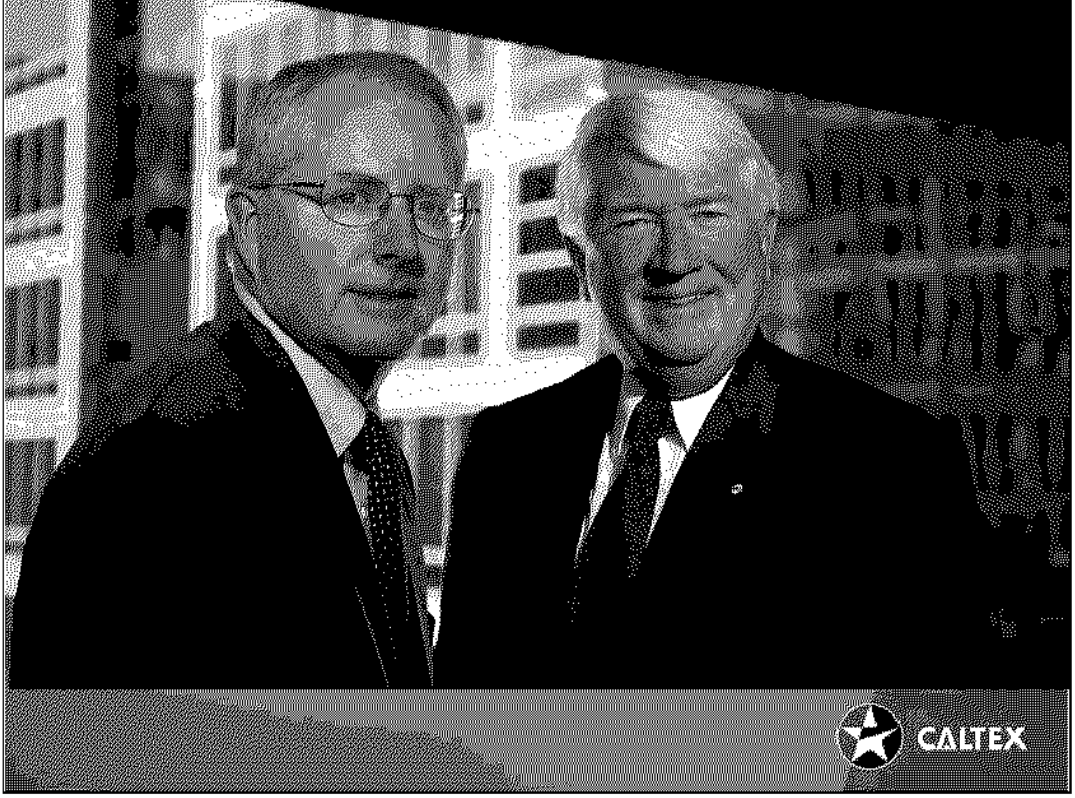
Banksmeadow Terminal in the 1950s

CALTEX

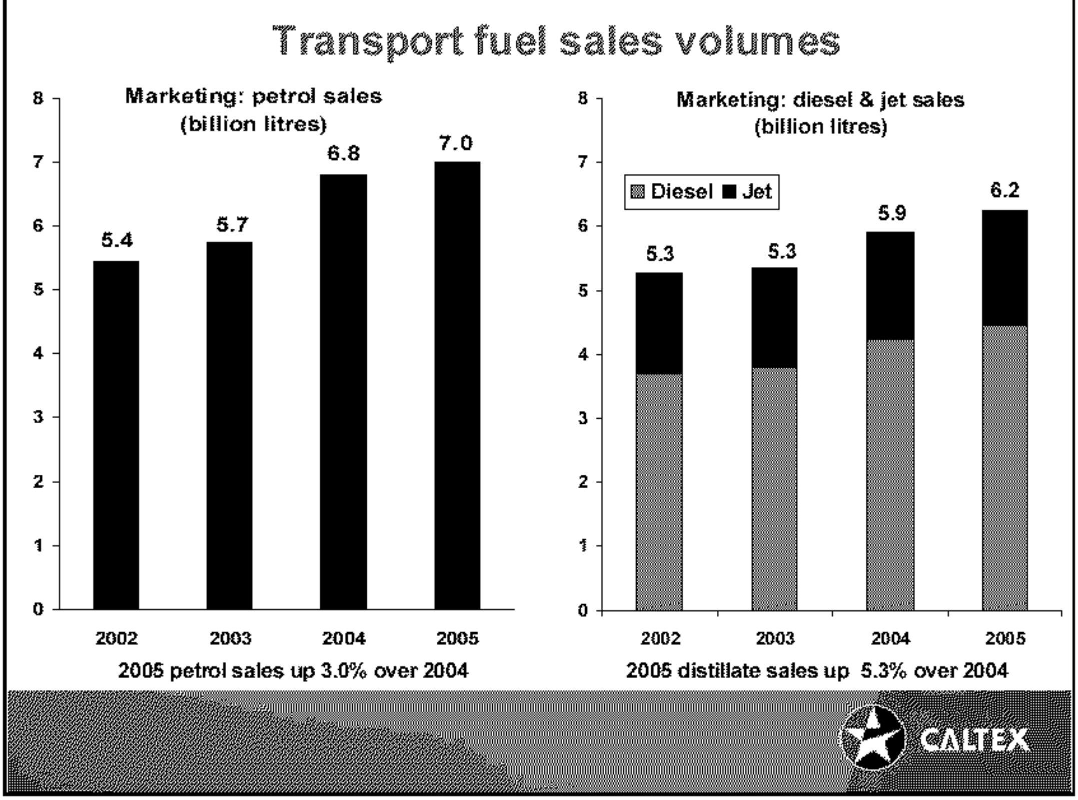


Managing Director's Address.

Thank you Dick. Dick has explained some of the financial and operating highlights from 2005, which was another strong year for Caltex. I will now take you though some of the operational highlights from 2005, and our plans and strategies for the coming few years.

As Dick has mentioned, Caltex is celebrating 50 years of refinery operations in 2006. We also celebrated the 40th anniversary of our Lytton refinery last year, while the company has a 106 year history of marketing petroleum products in Australia. We can reflect on a number of great achievements over this time – the commissioning of our Kurnell refinery, two major refinery expansions in the 60s and 70s, our expansion into lubricants, following the construction of our Lube oil refinery, our 1995 merger with Ampol, adding the Lytton refinery to our portfolio, and our growth to our current position as the leading marketer in Australia.

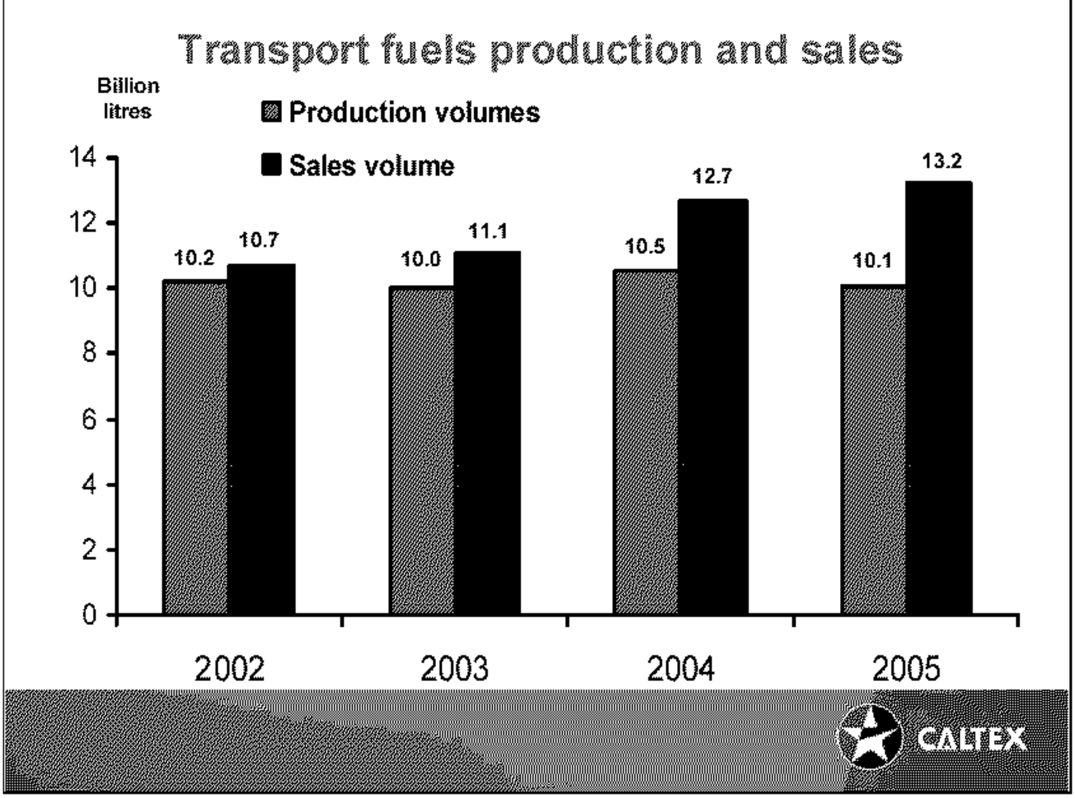
2005 was another great year in our history, with record profits, record sales volumes and record dividend payments to our shareholders. This has been achieved through a strong operating performance which captured much of the benefit that flowed from the robust operating environment.



Petrol sales saw an increase of 3.0% vs. 2004, from 6.8 to 7.0 billion litres, partly due to the continuing rollout of our venture with Woolworths.

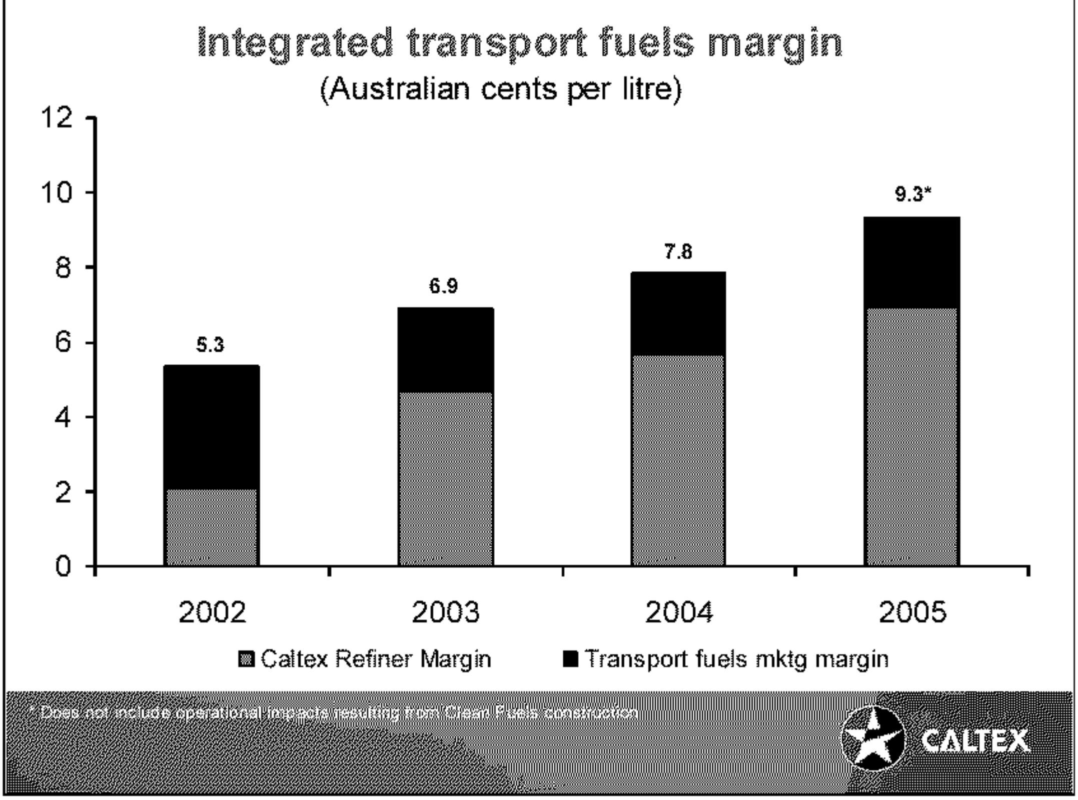
Jet and diesel sales reflect a continued strong economy with volumes up 5.3% over 2004. This increase was driven largely by increased demand from the mining sector.

Caltex's total transport fuels sales for 2005 were at record levels.



2005 was an extraordinary year in Refining. We successfully executed a 7 week full refinery turn around at Lytton between April and June. Enormous attention was focussed on the construction of our clean fuels projects. In August, our diesel hydrotreater at Kurnell was taken offline for construction. It is mechanically complete as of last weekend, and is now being commissioned as I speak. The Lytton DHTU came off line on November 5, and is now back in operation producing cleaner diesel. On top of that, the Energy Australia transmission tower failure on the Kurnell peninsula caused us to lose roughly 6 days of production in July.

Even with these challenges, our people in Refining were able to produce transportation fuels volumes roughly in line with 2004. This is a remarkable accomplishment, and gives us confidence that we have made a big step forward in capability that will be reflected as we operate post Clean Fuels.



This slide shows the Caltex integrated transport fuels margin in Australian cents per litre. The 2005 integrated margin was 9.3 cpl, up from 7.8 cpl in 2004, largely driven by increases in the Caltex Refiner Margin. Increasing demand for petroleum products throughout the Asian region was a key factor in the improved refiner margin.

I need to point out here that the integrated margin was only fully captured on those products manufactured by Caltex. Since our sales volume exceeds our production volume, the integrated margin is only realised on about 76% of our sales, with only the marketing margin secured on the remaining volume.

Additionally, the plant shutdowns to enable the construction of the new clean fuels plants meant that this margin was not recovered on all production through 2005, and will continue to impact on the results for the first half of 2006.

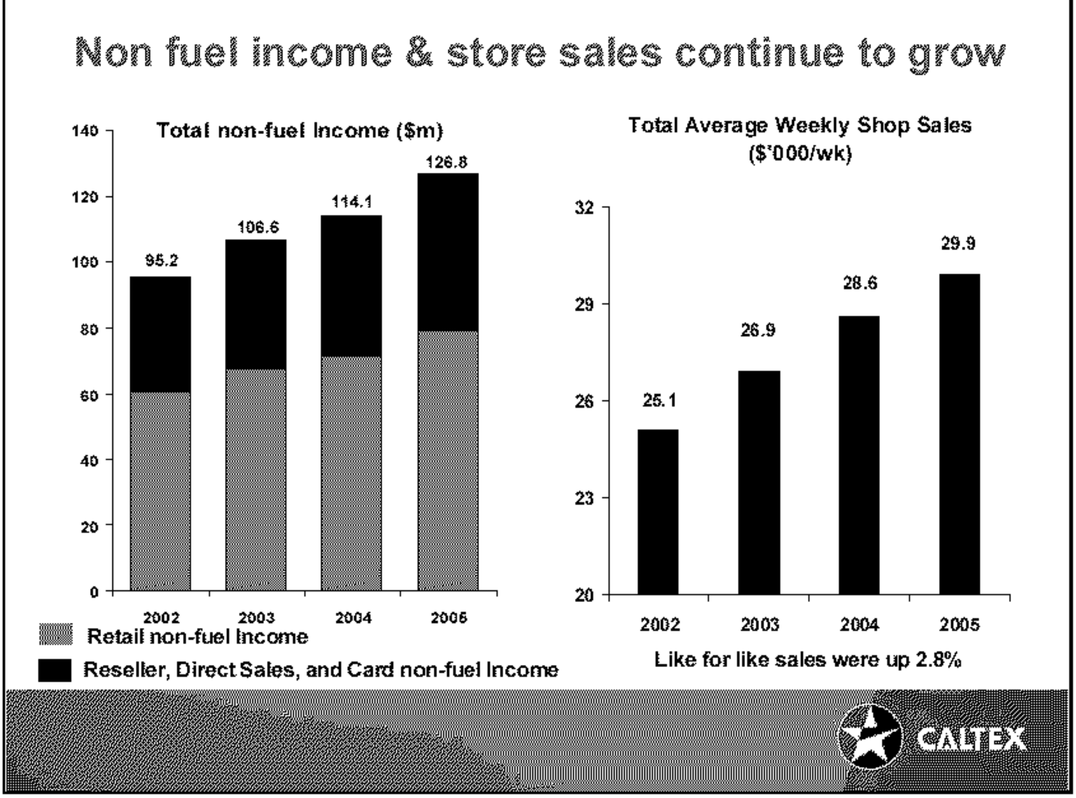
Woolworths venture rollout complete

Fuel volume at converted Caltex venture sites has seen an average increase of 80% since commencement.

CALTEX

The rollout of our venture with Woolworths is largely complete. By the end of 2005, we had reached our target of around 470 sites in the venture, with Caltex contributing 125 sites. We would expect our rate of growth on petrol sales to slow but remain positive, now that we are through the implementation phase of the venture.

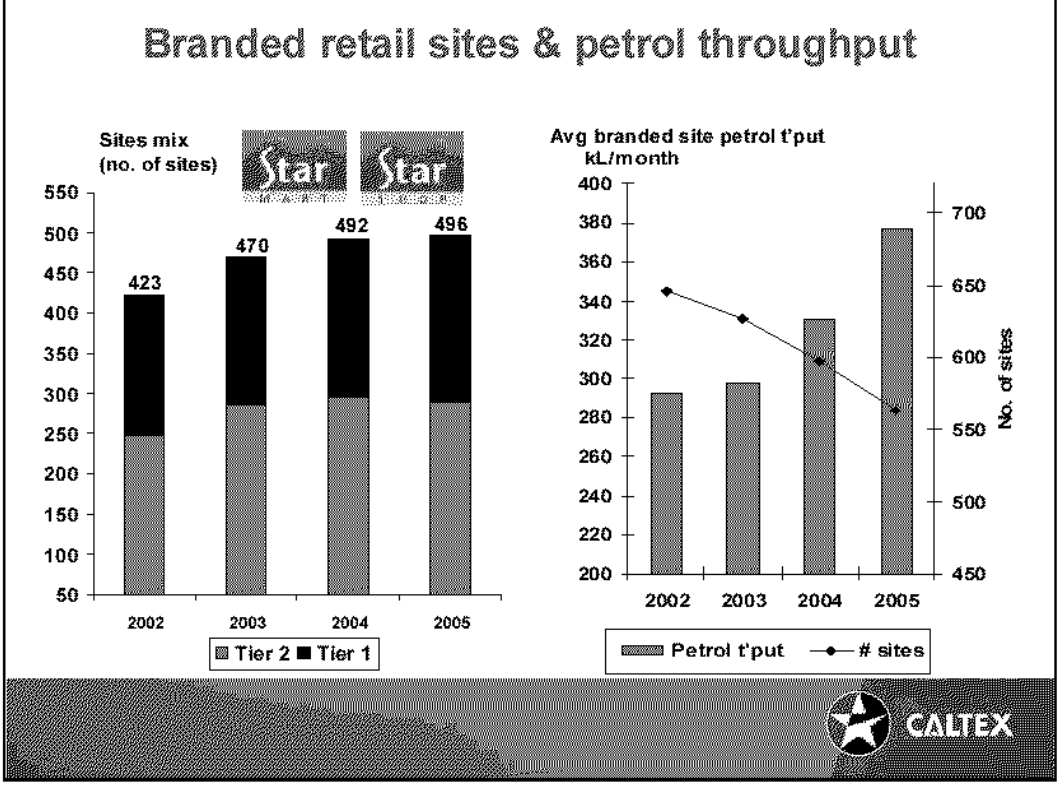
The service station market has largely adjusted to the rapid expansion of shopper docket schemes. The use of docket redemption has continued to increase as customers take advantage of the opportunity to lower their fuel costs, especially at a time of rapid price changes. Of course, Caltex must provide ongoing price support for our franchisees to allow them to compete in this highly competitive segment of the industry.



Total non-fuel income represented here by the chart on the left was up by over 10% year-on-year. This includes royalties on shop sales, rental returns from retail sites and depots, franchising income and fees from our Starcard products. All of our Marketing channels contributed to this growth. This was a great performance, reflecting our expertise in marketing and merchandising.

Our weekly shop sales increased by 4.5% on 2005, with like for like sales up by 2.8%.

We are working to integrate our recently completed dry goods arrangements with Woolworths, which we expect to improve both sales and margins as it is progressively rolled out in 2006 and 2007.

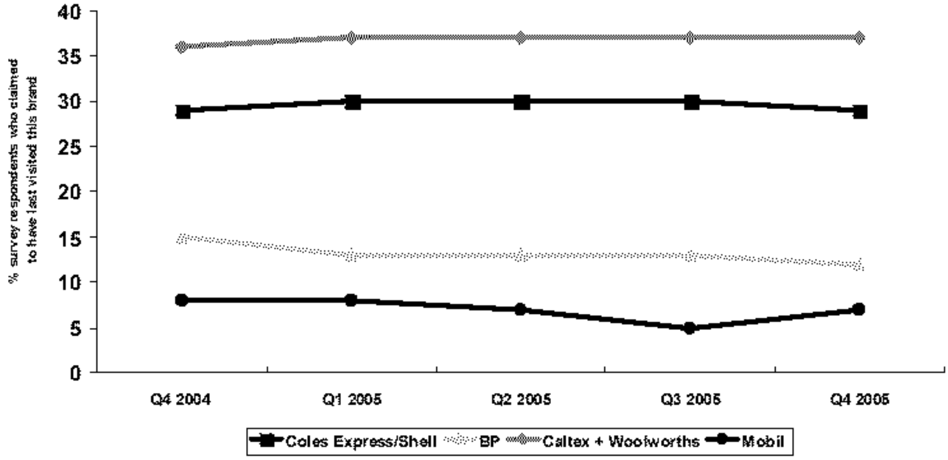


Our Star Shop growth is levelling off, as investment in new sites is offset by store closures. We will focus our efforts on prime retail locations and support our franchisee network through programs and promotions. Continued sales growth for franchisees benefits Caltex through royalty receipts, and we remain committed to this business model.

Our average site petrol throughput has grown to 377 kL/month, driven by the venture sites, targeted capital spend and our continued divestment of uneconomic sites. Since 2002, our average site petrol throughput at branded sites has increased by 105 kL/month, or just under 40% This supports store traffic as well as lowering our unit costs.

Caltex with Woolworths has the highest service station visitation

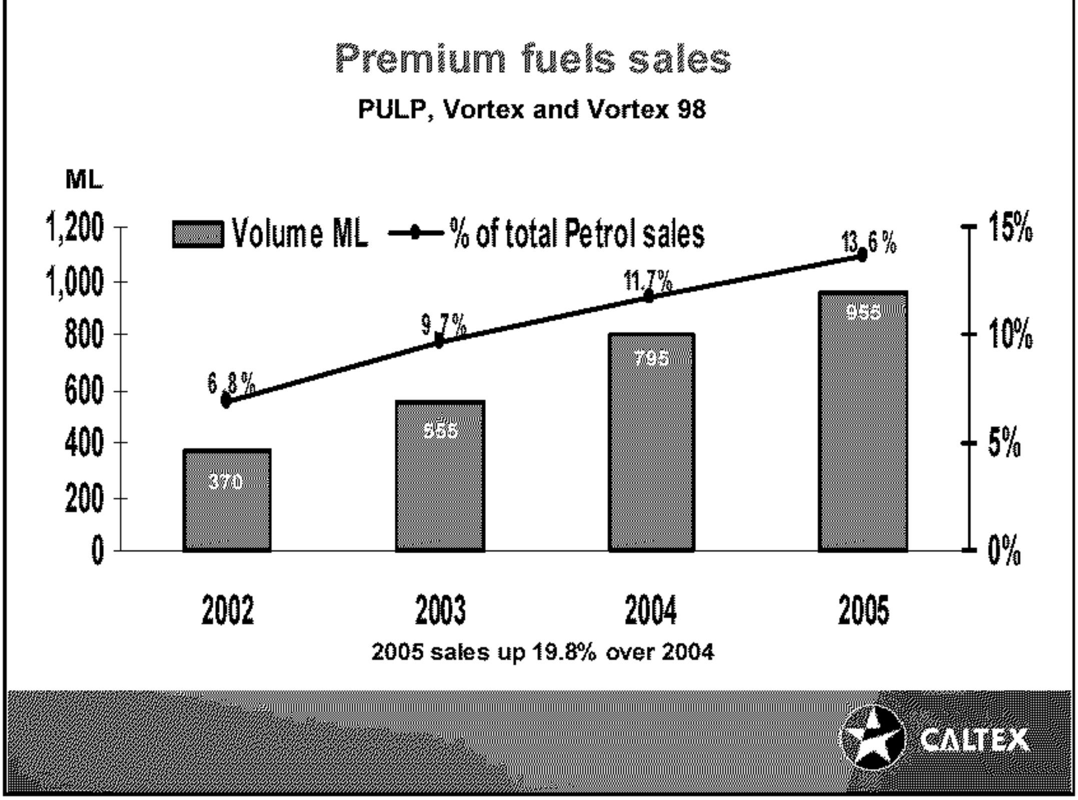
NATIONAL - Service Station Last Visited



Q: Which was the last service station you visited to purchase fuel?

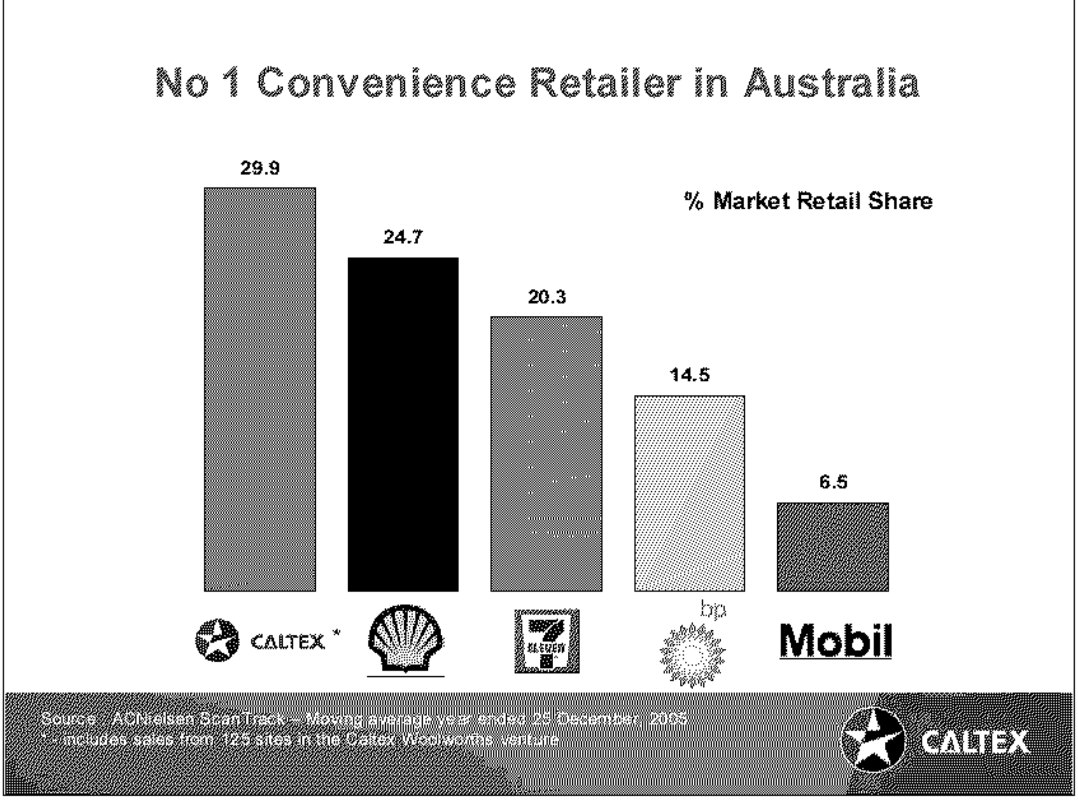
Source: Caltex Retail Market Tracking conducted by TNS

This chart represents market research on where the respondents last purchased their fuel. As you can see, Caltex continues to be the clear market leader, which naturally was one of our strategic goals of the venture with Woolworths – but also reflects the success of our franchisees and all retailers flying the Caltex logo. In 2002 we would have been in third place on this measure.



2005 saw our premium fuels sales continue to build on our 2004 performance.

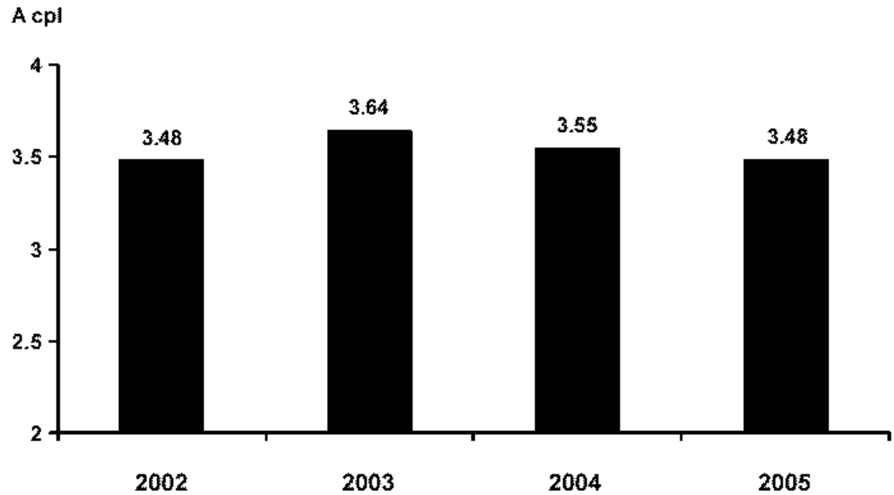
Demand for premium fuels will increase in Australia as the car fleet changes. We remain on track to meet our goal to increase our sales of Vortex and Vortex 98 to 20% of petrol sales by the end of 2007. This increased demand for octane will be supported by several of our refinery investments which I will address in a minute.



This chart is based on data received from AC Neilsen, and as you can see, Caltex has maintained clear leadership in the convenience retail market holding around 30% market share.

The recently completed dry goods arrangement with Woolworths will, when complete, increase efficiencies in the procurement and delivery of goods into our Star Shops, further cementing our position as the leading convenience store operator in Australia.

Unit operating expenses continued to decline



* Operating expenses (cents per litre)
Excluding inland distribution costs recovered in pricing
Based on total volumes, including volumes sold to competitors under buy/sell arrangements
2004 comparative has been adjusted for the translation to A-IFRS

CALTEX

As I have stressed previously, Caltex must continually drive for lower unit costs in order to remain competitive in a regional and global refining market. We continued to reduce unit costs in 2005.

In the clean fuels environment this will be more challenging, as depreciation and processing costs at our refineries will be higher. Much of our success in the past few years has been on the basis of increasing sales (with better integrated margins).

We remain confident that the premiums attracted by the new clean fuels will more than offset the higher costs associated with more intense processing in Refining.

I will address our Refining Performance Improvement Program later, but here I would like to point out that part of its benefit will be to allow lower unit production costs as the projects come to completion.

Clean Fuels Project almost complete

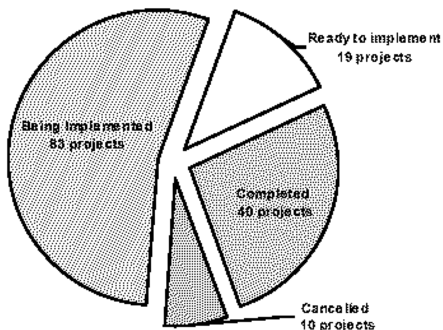
I turn now to our Clean Fuels Project. We have now completed the construction and commissioning of three of the four Clean Fuel plants, with the Kurnell DHTU reaching mechanical completion on April 23, and commissioning is now well underway. All petrol being produced from both our Kurnell and Lytton refineries, and the diesel sourced from Lytton is compliant with the new fuel specifications. Caltex fuel is now contributing to the improvement of the air quality across all of Australia.

It is a fact that the delays in clean fuels commissioning have had a negative impact on both the 2005 and 2006 results and we are disappointed. I want to point out that even with our difficulties our customers continued with reliable supply in perhaps the most volatile year in decades. We are applying the lessons learned in our future project development. I should also say that everyone at Caltex, including our suppliers, have worked hard to get the best possible outcomes and I appreciate all their efforts.

Refining Performance Improvement Program

- Total capital spend around $300 – 350M over 3 years
- Benefits estimated to deliver a simple 2 year cash payback
- Major and minor projects

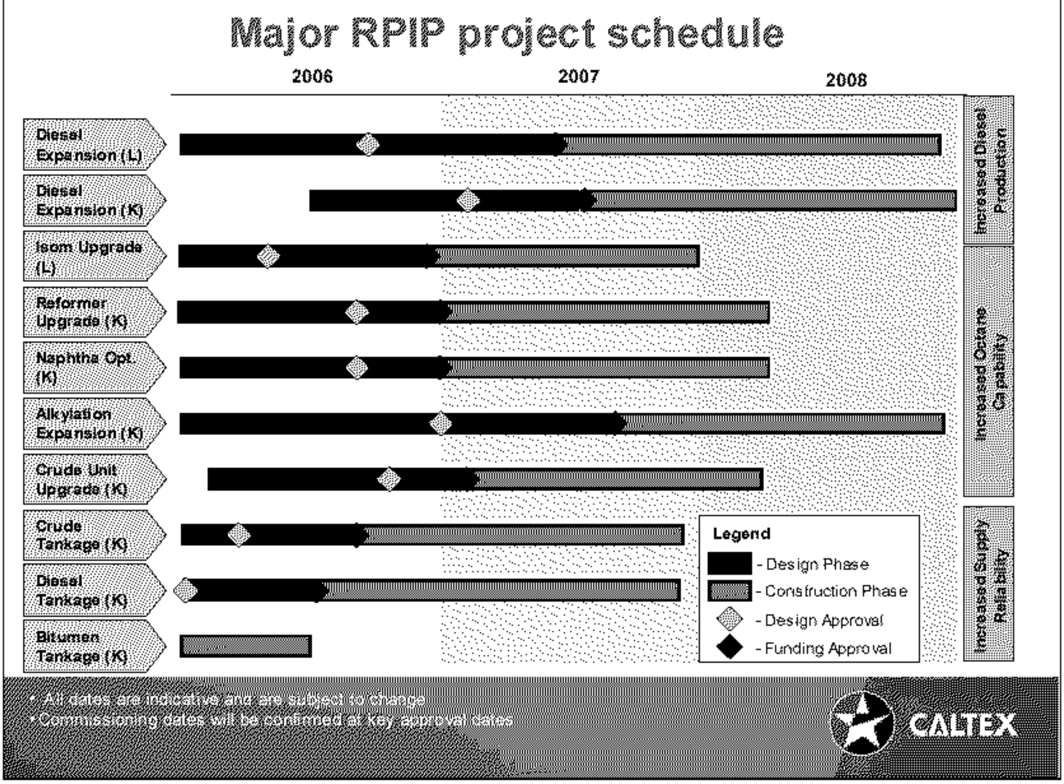
Breakdown of Minor RPIP Projects by Numbers



- Minor projects consist of low / no capital initiatives
  - Over 25% completed, with another 55% under way
  - 22 new projects identified in 2005
  - Key benefits through increased production rates and upgrading to higher value products

In 2004, we identified a significant opportunity to improve our refinery operation, to respond to the more favourable industry conditions. The Refining Performance Improvement Program (RPIP) commenced in late 2004, and encompasses a range of ideas from smaller capital and non-capital initiatives through to a major capital program. The total benefits are estimated to provide at least a two year cash payback, and require an investment of approximately $300 – 350M of capital over the next 3 years.

In 2005, great progress was made on what we call the “Minor” RPIP projects. Over a quarter have been implemented, while another 55% are under development, with a total capex spend of $9.6M in 2005. A key commitment within RPIP is to continuous improvement – this is exemplified by the investigation of an additional 22 projects in 2005 beyond those identified in the initial program.



The changes in the external environment have created an opportunity for Caltex to increase refinery production to capture the increased margins. The majority of these benefits will be derived from the RPIP major capital program. This program consists of a suite of 10 projects, aimed at increasing diesel production, enhancing our octane capability and improving our supply chain reliability – all of which will increase our refinery production. We expect an increase in production of around 20% over our 2004 production levels.

This slide shows the current schedule for these projects. The key dates here are the two approval gates – at these points the scope and cost of the projects will firm, and the final commissioning dates will be known with more certainty. Of course, projects may not progress if they don't meet the required returns. We will keep you informed as we progress.

The first half 2006 is impacted by Clean Fuels. The medium term outlook remains strong

CALTEX

As I mentioned earlier, the delay in Clean Fuels Project commissioning will have an adverse impact on our results in the first half of 2006. Additionally a planned shutdown of one of our two catalytic cracking units at Kurnell has just commenced, which will impact our earnings.

Looking further forward, we have updated our view for both the regional and domestic industry for the coming 3 – 5 years. The key points are:

- Australia imported nearly ¼ of its transport fuel volumes in 2005, and our reliance on imports will continue for the foreseeable future.
- The Asian region is still expected to experience strong growth in demand for petroleum products, with China and India providing much of the increase.
- While a number of refinery expansions have been announced, our view is that demand will continue to outstrip the regional supply capabilities for the next several years.

The outcome of this is that we expect margins to be underpinned by a tight supply/demand balance, but with a high degree of volatility. Our challenge is to convert the available margin into value for our shareholders, through strong performance and incident-free operation.

0 : 1 : 85 : 100

Our focus remains:

0 : Safety and incident free operations

1 : Number 1 in hearts and minds of customers

85 : Utilisation of refineries

100 : Full engagement of all our staff

Our customers deserve and expect a reliable supply of transportation fuels, and that is our top priority beyond the safety and security of people. While we take the cycles of the market as we find them, we need to concentrate on the fundamentals that are within our control. 2005 was an extraordinary year for Caltex where we have weathered volatility in pricing, high project workload, a power outage plus many internal changes not visible to the public. Our people delivered great results overall, which is, of course, where my confidence in the future comes from.

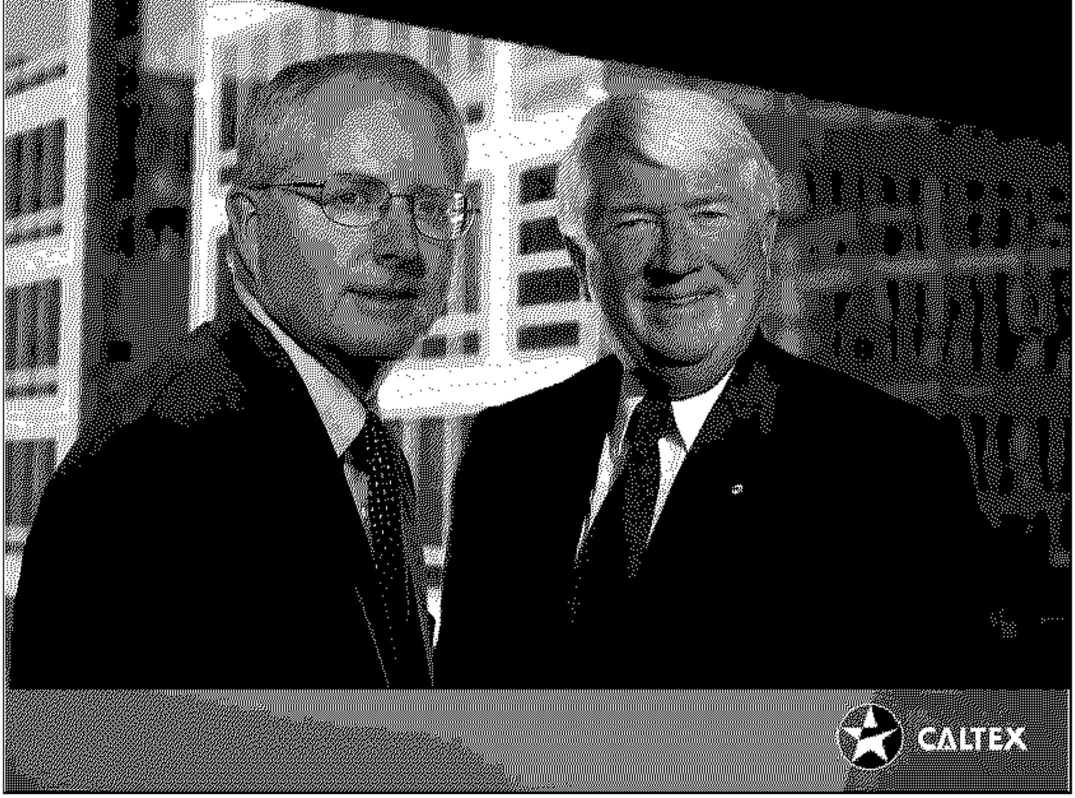
Our focus will remain consistent with the strategy we have described over the past 18 months:

0 : Safety and incident free operations

1 : Number 1 in hearts and minds of customers

85 : Utilisation of refineries

100 : Full engagement of all our staff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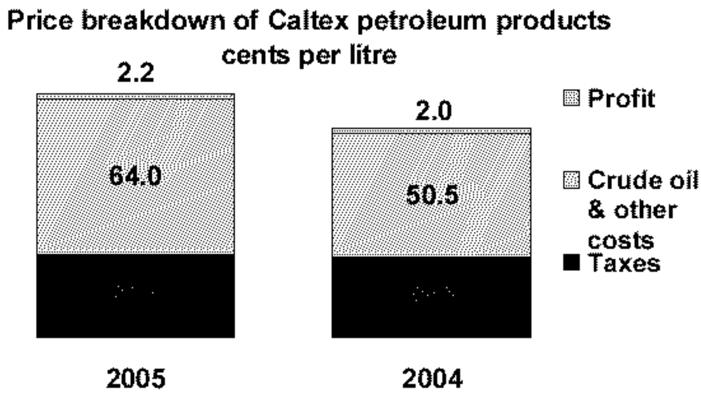
Key Shareholder Issues

- Whether Caltex profits are linked to the rise in petrol prices
- How the Caltex brand is currently performing against competitors
- Caltex's attitude to alternative fuels

Crude oil cost was major driver of higher prices in 2005



Average price of all Caltex petroleum products, financial data is RCOP basis

Caltex performance against competitors

CALTEX

Caltex E10 Unleaded has 10% ethanol

CALTEX

Running on biodiesel from Caltex

CALTEX

Item 4: Financial Reports

- The financial report, the directors' report and the auditor's report for Caltex Australia Limited (and the Caltex Australia Group) for the year ended 31 December 2005 are laid before the meeting

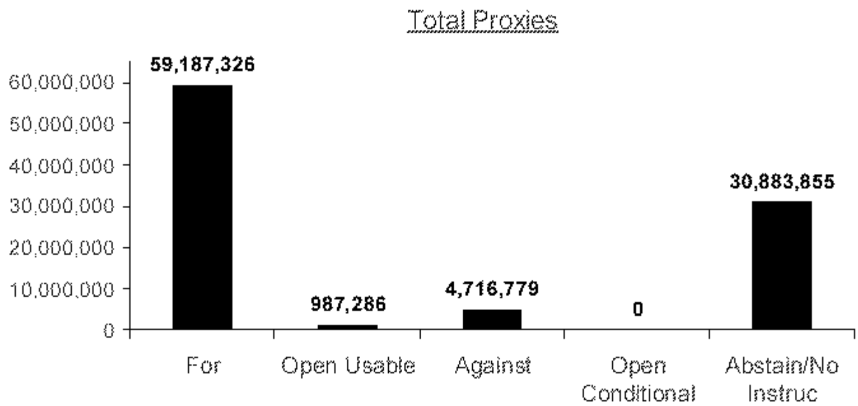
Item 5: Remuneration Report

- Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution adopting the remuneration report (which forms part of the directors' report) for the year ended 31 December 2005.

- The vote on this resolution is advisory only and does not bind the directors or Caltex Australia Limited.

CALTEX

Item 5: Remuneration Report



Figures do not include the 50% of votes held by Chevron

CALTEX

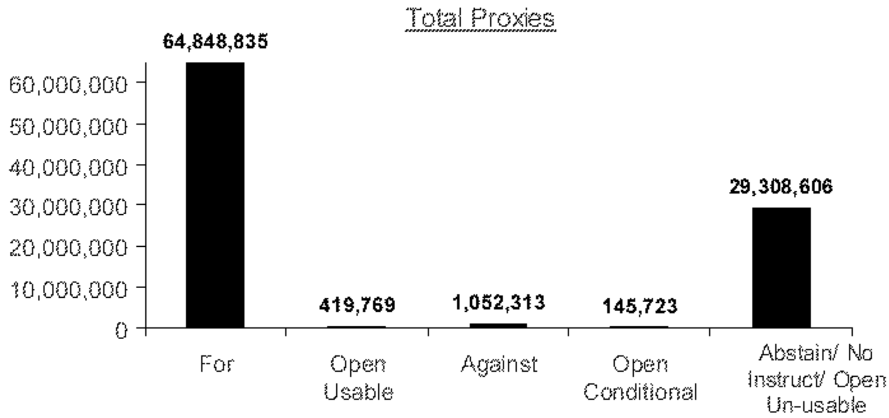
Item 6: Board Remuneration Pool for Non Executive Directors

- Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution to approve an increase of $250,000 in the total annual remuneration pool available for Board fees paid to non executive directors of Caltex Australia Limited from $1,150,000 (inclusive of statutory entitlements) to $1,400,000 (inclusive of statutory entitlements) with effect from 1 January 2007.

- The votes of the directors are to be disregarded on Item 6

CALTEX

Item 6: Board Remuneration Pool for Non Executive Directors

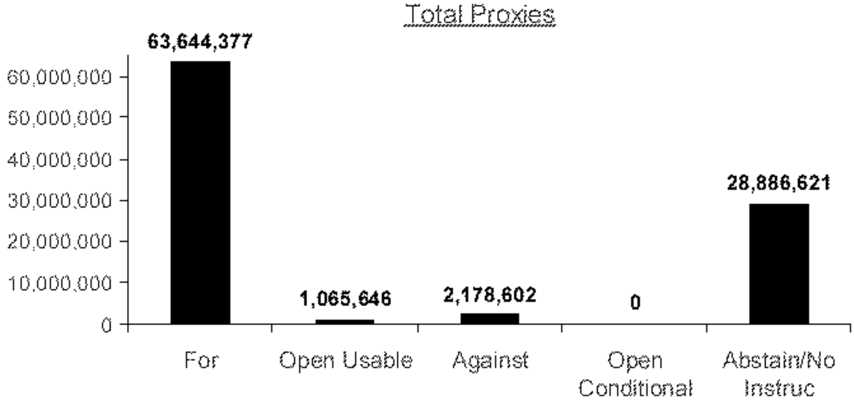


Figures do not include the 50% of votes held by Chevron

Item 7.1: Election of Peter Wissel

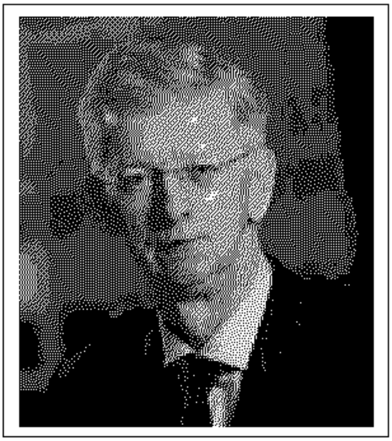
- Shareholders are asked to consider and, if thought fit, pass an ordinary resolution to elect Peter Wissel as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's Constitution.

Item 7.1: Election of Peter Wissel



Figures do not include the 50% of votes held by Chevron

Item 7.2: Election of Trevor Bourne



- Shareholders are asked to consider and, if thought fit, pass an ordinary resolution to elect Trevor Bourne as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's Constitution

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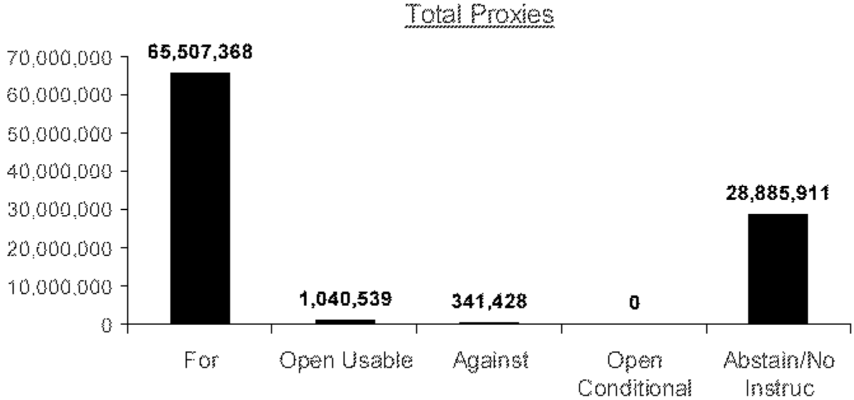
Item 7.2: Election of Trevor Bourne



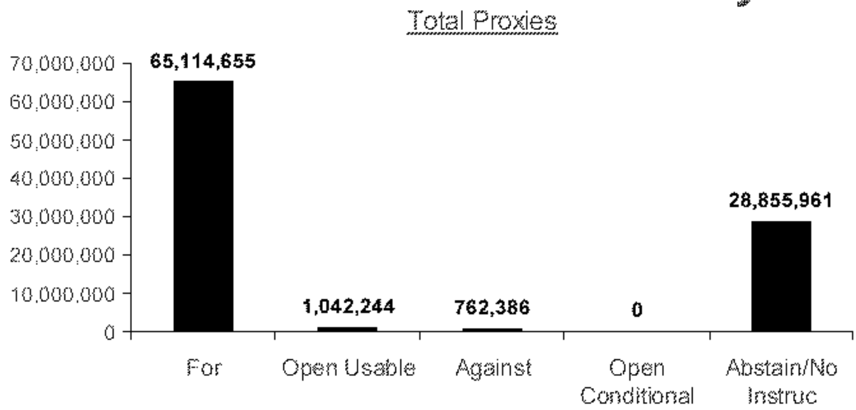
Figures do not include the 50% of votes held by Chevron

Item 7.3: Re-election of Elizabeth Bryan

- Shareholders are asked to consider and, if thought fit, pass an ordinary resolution to re-elect Elizabeth Bryan as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's constitution

CALTEX

Item 7.3: Election of Elizabeth Byran



Figures do not include the 50% of votes held by Chevron

Item 7

Forum for shareholder questions and comments

CALTEX
Caltex Australia

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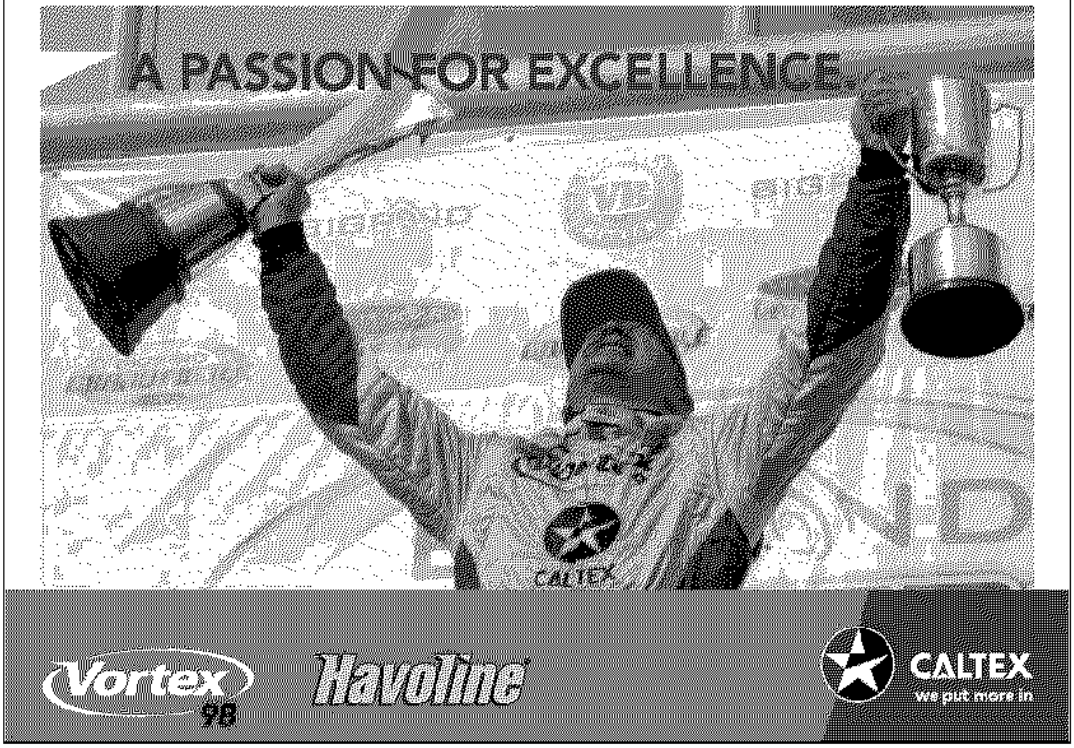

A PASSION FOR EXCELLENCE.
Vortex 98
Havoline
CALTEX
we put more in

Important Notice

This presentation for Caltex Australia Limited is designed to provide:

- an overview of the financial and operational highlights for the Caltex Australia Group for the year ended 31 December 2005; and
- a high level overview of aspects of the operations of the Caltex Australia Group, including comments about Caltex's expectations of the outlook for 2006 and future years, as at 27 April 2006.

References in the presentation to assumptions, estimates and outcomes and forward-looking statements about assumptions, estimates and outcomes, which are based on internal business data and external sources, are uncertain given the nature of the industry, business risks, and other factors. Also, they may be affected by internal and external factors that may have a material effect on future business performance and results. No assurance or guarantee is, or should be taken to be, given in relation to the future business performance or results of the Caltex Australia Group or the likelihood that the assumptions, estimates or outcomes will be achieved.

While management has taken every effort to ensure the accuracy of the material in the presentation, the presentation is provided for information only. Caltex Australia Limited, its officers and management exclude and disclaim any liability in respect of anything done in reliance on the presentation.

You should make your own enquires and take your own advice in Australia (including financial and legal advice) before making an investment in the company's shares or in making a decision to hold or sell your shares.

CALTEX

CALTEX AUSTRALIA LIMITED
ACN 004 201 307

ANNUAL GENERAL MEETING – 27 APRIL 2006

SHAREHOLDER QUESTIONS & RESPONSES

KEY SHAREHOLDER ISSUES

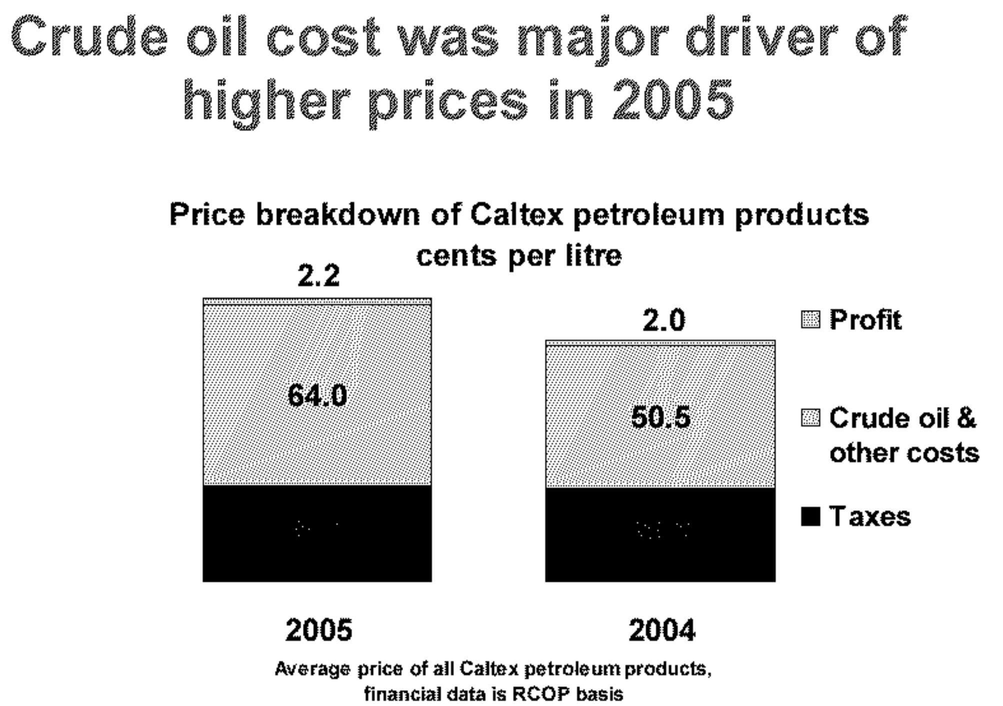
Question: ***Are Caltex profits linked to the rise in petrol prices?***

Response: **Included in the Chairman's speech to shareholders at the AGM**

Last year there was a great deal of media comment on the increase in fuel prices, and with even higher crude oil prices today the price of fuel continues to be in the spotlight around the world.

Were these increases due to increased petrol company profits?

The short answer is no, and the chart here tells the story.



This chart was published in our 2005 profit announcement in February and shows where the money goes for all petroleum products.

The average price of all petroleum products sold by Caltex increased by 14.6 cents a litre to just over $1 a litre.

The biggest part of this, around 14 cents a litre, came from higher costs, mainly the price of crude oil.

The increase in Caltex profit accounted for only 0.2 cents a litre.

Crude oil prices in 2005 averaged US$57 a barrel, which was $16 a barrel higher than in 2004 and almost double the average price in 2003.

The oil price situation is not getting any better. So far this year prices have averaged over US$68 a barrel, Caltex does not have any oil exploration or production interests. We are refiners and marketers and have to purchase crude oil on the international market.

So while costs have risen and continue to rise, Caltex profit accounts for only about, 2 cents per litre.

Question: ***How is the Caltex brand currently performing against competitors?***

Response: **Included in the Chairman's speech to shareholders at the AGM**

Caltex is doing very well against its competitors. This can be measured in a number of ways.

Our brand strength has continued to grow, with surveys showing that in 2005 Caltex moved to number 2 position in consumer preference. The latest survey results show that Caltex is continuing to close the gap on our main competitor, Coles Shell.

Our transport fuels sales tell another positive story. We are starting to show our heels to our competitors. In 2005 we again had record sales, increasing our volume by over 4% in a market that grew only around 1%, increasing the gap between us and our competitors.

The other big success measure is our convenience store network which is now Australia's number one convenience retailer with around 30% of the market. We are ahead of Shell, which has 25% of the market and 7 Eleven with 20%, according to the AC Nielsen survey. It's worth noting that our nearest competitor, Shell, has less market share than us but more stores – about 590 Coles Express stores compared with our 496 Star stores.

Question: ***Caltex's Attitude to Alternative Fuels***

Response: **Included in the Chairman's speech to shareholders at the AGM**

Caltex is committed to the increased use of biofuels, which are fuels made from organic material. We market this in the form of ethanol blended petrol and biodiesel blends.

We have a number of products already in the market.

Caltex sells its own E10 Unleaded which is 10% blend of ethanol in petrol in selected sites in Queensland. We first launched this in 2003. In addition to this, our 100% owned NSW reseller Access Energy has one of the longest traditions in Australia of selling unleaded petrol containing 10% ethanol, which it has been selling at Bogas branded sites in central and northern NSW since 1996. These sites are now being rebranded as Caltex sites.

Our biodiesel business is growing, with our sales of B5, a 5% blend of biodiesel in diesel fuel, to two Adelaide bus companies and B20, a 20% blend supplied to customers such as the Newcastle City Council for its garbage truck fleet.

As Australia's leading fuels refiner and marketer, Caltex will play an important role in meeting the Australian Government's national target for 350 megalitres a year of biofuels production by 2010.

Caltex sales of biofuel blends are targeted to exceed 1 billion litres a year by 2010, containing about 100 million litres of ethanol and biodiesel.

OTHER SHAREHOLDER ISSUES

Question: ***Fuel Supplied to Woolworths***

Response: Caltex supplies all fuel products to the Woolworths-owned joint-branded sites in Australia. Before any Woolworths site is given its "Caltex Woolworths" dual branding, it must be supplying Caltex fuel products.

Caltex began fuel supply to Woolworths-owned sites in early 2004 and these sites were rebranded from "Woolworths Petrol" to "Caltex Woolworths" shortly after. As Woolworths builds any new sites, they are immediately joint-branded with supply coming from Caltex. Currently there are 351 Woolworths-owned sites which are joint-branded.

We can confirm that the fuel is identical to that supplied by Caltex to its service stations and resellers.

Question: ***Reducing Motor Vehicle and Tanker Truck Accidents at Caltex***

Response: Caltex had a significant reduction in the number of vehicle accidents in 2005, with a 10% decrease in motor vehicle accidents and a 20% decrease in the number of tanker truck accidents. However, we consider even one tanker truck or motor vehicle accident to be unacceptable. Our goal is zero accidents, and we are working hard to achieve this through our Drive to Survive safe driving program for employees and focus on operational excellence.

Behind these statistics lies the fact that the introduction of our Loss Prevention System two years ago led to a very marked increase in the number of incidents reported. Our policy is that we now report all incidents, even minor incidents which did not involve any damage to the vehicle.
We have also had a decline in the number of incidents that occurred at speed and the severity of accidents has lessened.

In the case of tanker truck accidents, in 2005 there were 17 incidents reported. All but one of these were minor accidents such as scratches to the vehicle's bumper or damage to a mirror. However, there were no injuries to drivers, no damage to tanker barrels resulting in loss of product and, in more than half the incidents reported, our drivers were not at fault but had been struck by a third party.

Question: ***Security at Caltex Refineries to protect against Terrorist Attacks***

Response: Caltex has conducted a detailed assessment of the security at its refineries at Kurnell and Lytton and liaised with government and police on the security arrangements at our sites. Caltex is also represented on various industry and government forums examining Australia's security arrangements.

We are satisfied that the security arrangements at Caltex are appropriate. It is not possible to otherwise comment on security arrangements at Caltex sites.