Supplementary Prospectus dated 20 February 2024

BP CAPITAL MARKETS p.l.c.

(Incorporated as a public limited company in England and Wales under the Companies Act 1948 with registered number 1290444)

BP CAPITAL MARKETS B.V.

(Incorporated as a limited liability company in the Netherlands with registered number 80003354)

US$40,000,000,000
Debt Issuance Programme
Unconditionally and irrevocably guaranteed by

BP p.l.c.

(Incorporated in England under the Companies (Consolidation) Act 1908 registered number 102498)

This Supplementary Prospectus (the "Supplementary Prospectus", which definition shall also include all information incorporated by reference herein) to the Prospectus dated 4 August 2023, which comprises a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") and the regulations made under the EUWA (as amended or superseded, the "UK Prospectus Regulation"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the U.S.$40,000,000,000 Debt Issuance Programme (the "Programme") established by BP Capital Markets p.l.c. ("BP Capital UK") and BP Capital Markets B.V. ("BP Capital Netherlands") (each, an "Issuer" and together, the "Issuers") and unconditionally and irrevocably guaranteed by BP p.l.c. ("BP" or the "Guarantor").

This Supplementary Prospectus has been approved by the United Kingdom Financial Conduct Authority (the "FCA"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuers or the Guarantor.

Unless the context requires otherwise, terms defined in the Prospectus have the same meanings when used in this Supplementary Prospectus. This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and all documents which are incorporated herein or therein by reference.

Each of BP, BP Capital UK, BP Capital Netherlands accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of BP, BP Capital UK and BP Capital Netherlands, the information contained in this Supplementary Prospectus is in accordance with the facts and the Supplementary Prospectus makes no omission likely to affect its import.

The purpose of this Supplementary Prospectus is:

(i) to incorporate by reference in the Prospectus the unaudited fourth quarter results announcement of the BP Group published on 6 February 2024 (the "Fourth Quarter 2023 Results");

(ii) to update the credit rating and outlook of the Guarantor by Fitch Ratings Ltd ("Fitch") from "A (positive outlook)" to "A+ (stable outlook)"; and

(iii) to update the list of Directors of the Guarantor; and

(iv) to update the litigation, the significant change and the material adverse change statements of the Issuers and the BP Group in the Prospectus,

each as further described below.

1. Incorporation by reference of the Fourth Quarter 2023 Results

The Fourth Quarter 2023 Results shall be deemed to be incorporated by reference in, and to form part of, the Prospectus, including the information set out at the following pages:

Financial summary, Highlights	1-2
Financial results	3-5
Outlook & Guidance	5
Group income statement	15
Condensed group statement of comprehensive income	16
Condensed group statement of changes in equity	17
Group balance sheet	18
Condensed group cash flow statement	19
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Legal proceedings	34

2. Updates to the credit rating and outlook of the Guarantor

The credit rating and outlook of the Guarantor assigned by Fitch has been updated from "A (positive outlook)" to "A+ (stable outlook)" following the announcement made by Fitch on 29 November 2023. The penultimate paragraph of page 2 of the Prospectus shall be updated accordingly.

3. Changes to the Directors of the Guarantor

On 12 September 2023, the Guarantor announced that Bernard Looney had resigned as Chief Executive Officer with immediate effect and Murray Auchincloss, the Chief Financial Officer, would act as Interim Chief Executive Officer. On 17 January 2024 the Guarantor announced that Murray Auchincloss had been appointed as Chief Executive Officer.

On 2 February 2024, the Guarantor announced that Kate Thomson had been appointed as Chief Financial Officer and had joined the board.

4. General Information

There has been no significant change in the financial position or financial performance of the BP Group since 31 December 2023.

There has been no material adverse change in the prospects of the Guarantor since 31 December 2022.

There has been no significant change in the financial position or financial performance of BP Capital UK since 31 December 2022.

There has been no material adverse change in the prospects of BP Capital UK since 31 December 2022.

There has been no significant change in the financial position or financial performance of BP Capital Netherlands since 31 December 2023.

There has been no material adverse change in the prospects of BP Capital Netherlands since 31 December 2022.

Save as disclosed in (i) note 33 entitled "Contingent liabilities and legal proceedings" to BP's audited consolidated financial statements for the financial year ended 31 December 2022 on pages 257 to 259 (inclusive) of the Annual Report 2022, (ii) the section entitled "Legal proceedings" on page 35 of the Half Year 2023 Report and (iii) the section entitled "Legal proceedings" on page 34 of the Fourth Quarter 2023 Results, there are no, and have not been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuers, the Guarantor or any of their respective subsidiaries, as the case may be, is aware), during the 12 months preceding the date of this Supplementary Prospectus, which may have, or have in the recent past had, significant effects on the financial position or profitability of the Issuers or the Guarantor, as the case may be, or (in the case of the Guarantor) the BP Group.

5. Other information

The Prospectus, this Supplementary Prospectus and the Fourth Quarter 2023 Results will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange plc at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html. The Fourth Quarter 2023 Results can also be found on the investor relations website of the Guarantor at www.bp.com/en/global/corporate/investors.html.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus except where such information or other documents are specifically incorporated by reference in, or attached to, this Supplementary Prospectus. Any non-incorporated parts of a document referred to herein are either not relevant for an investor or are otherwise covered elsewhere in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference in the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated by reference in the Prospectus, the statements in this Supplementary Prospectus will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.