Final Terms

Prohibition of Sales to UK Retail Investors – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "UK"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (the "UK Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Prohibition of Sales to EEA Retail Investors – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended or superseded). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, the "EU PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

UK MiFIR Product Governance / Professional Investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA ("UK MiFIR"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "UK distributor") should take into consideration the manufacturers' target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (an "EU distributor") should take into consideration the manufacturer's target market assessment; however, an EU distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Notification under section 309b(1) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore – Solely for the purposes of discharging its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the

Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in section 309A of the SFA), that the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 24 May 2023

BP Capital Markets p.l.c.
Legal entity identifier (LEI): 549300CRVT18MXX0AG93

Issue of £400,000,000 5.773 per cent. Guaranteed Notes due 2038
Guaranteed by BP p.l.c.
under the US$40,000,000,000
Debt Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Prospectus dated 5 August 2022, and the Supplemental Prospectuses dated 15 February 2023 and 2 May 2023, which together constitute a base prospectus for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Prospectus as so supplemented in order to obtain all relevant information. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Supplemental Prospectuses are available for viewing at the website of the Issuer (*https://www.bp.com/debtissuance*).

1	(a) Issuer:	BP Capital Markets p.l.c.
	(b) Guarantor:	BP p.l.c.
2	(a) Series Number:	121
	(b) Tranche Number:	1
3	Specified Currency or Currencies:	Pounds Sterling ("£")
4	Aggregate Nominal Amount	
	(a) Series:	£400,000,000
	(b) Tranche:	£400,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	(a) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000
	(b) Calculation Amount:	£1,000
7	(a) Issue Date:	25 May 2023
	(b) Interest Commencement Date:	Issue Date
8	Maturity Date:	25 May 2038
9	Interest Basis:	5.773 per cent. Fixed Rate (further particulars specified below)

10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Make-Whole Redemption by the Issuer (further particulars specified below)
13	Date Board approval for issuance of Notes and Guarantee obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions:	Applicable
	(a) Rate(s) of Interest:	5.773 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	25 May in each year, commencing on 25 May 2024, up to and including the Maturity Date
	(c) Fixed Coupon Amount(s):	£23,092,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes represented by a Global Note) and £57.73 per Calculation Amount (applicable to the Notes in definitive form)
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Date(s):	25 May in each year
	(g) Business Centre:	Not Applicable
	(h) Business Day Convention:	Not Applicable
15	Floating Rate Note Provisions:	Not Applicable
16	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17	Issuer Call:	Not Applicable
18	Issuer Maturity Call:	Not Applicable
19	Make-Whole Redemption by the Issuer:	Applicable
	(a) Reference Bond:	UKT Gilt 4.75 per cent. due 7 December 2038
	(i) ISIN/other securities code:	GB00B00NY175
	(ii) Bloomberg Page:	CBBT (mid) on the ALLQ function for the Reference Bond
	(b) Redemption Margin:	+25 basis points
	(c) If redeemable in part	
	(i) Minimum Redemption Amount:	£100,000
	(ii) Maximum Redemption Amount:	£400,000,000
	(d) Make-Whole Redemption Calculation Date:	The third Business Day preceding the applicable Make-Whole Redemption Date
	(e) Notice period:	Not Applicable
20	Investor Put:	Not Applicable

21	Final Redemption Amount:	£1,000 per Calculation Amount
22	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	As per Condition 5(b)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	Form of Notes	
	(a) Form:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note
	(b) New Global Note:	Yes
	(c) New Safekeeping Structure:	No
24	Financial Centre(s):	London
25	US Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
26	Prohibition of Sales to EEA Retail Investors:	Applicable
27	Prohibition of Sales to UK Retail Investors:	Applicable
28	Prohibition of Sales to Belgian Consumers:	Applicable

Signed on behalf of the Issuer:

By: .....
Duly authorised

Signed on behalf of the Guarantor:

By: .....
Duly authorised

PART B – OTHER INFORMATION

1 **LISTING**

(i)	Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the main market of the London Stock Exchange with effect from 25 May 2023
(ii)	Estimate of total expenses related to admission to trading:	£5,500

2 **RATINGS**

The Notes to be issued are expected to be rated:

S&P: A-

(endorsed by S&P Global Ratings Europe Limited)

Moody's: A2

(endorsed by Moody's Deutschland GmbH)

Fitch: A

(endorsed by Fitch Ratings Ireland Limited)

Obligations rated 'A-' by S&P are judged to be somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The addition of minus (-) sign is to show relative standing within this rating category (source: https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352).

Obligations rated 'A' by Moody's are judged to be upper medium-grade and are subject to low credit risk. The modifier '2' indicates a mid-range ranking in that generic rating category (source: https://ratings.moodys.io/ratings#rating-scale).

Obligations rated 'A' by Fitch denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings (source: https://www.fitchratings.com/research/structured-finance/rating-definitions-21-03-2022).

3 **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in the Prospectus under the heading "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4 **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

(i)	Reasons for the offer:	See "Use of Proceeds" in the Prospectus
(ii)	Estimated net proceeds:	£398,850,000

5 **THIRD PARTY INFORMATION**

The descriptions of ratings in paragraph 2 of Part B of these Final Terms have been extracted from the websites of S&P, Moody's and Fitch, as applicable. The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as they are aware and are able to ascertain from information published by S&P, Moody's and Fitch, as applicable, no facts have been omitted which would render the reproduced information inaccurate or misleading.

6 **YIELD**

Indication of yield:	5.773 per cent. per annum The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7 **OPERATIONAL INFORMATION**

(i)	ISIN:	XS2629395612
(ii)	Common Code:	262939561
(iii)	CMU Instrument Number:	Not Applicable
(iv)	Any Clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A., CMU and the relevant identification number(s):	Not Applicable
(v)	Delivery:	Delivery against payment
(vi)	Names and addresses of initial Paying Agents(s):	Citibank, N.A., London Branch Citigroup Centre Canada Square London E14 5LB United Kingdom Citibank Europe PLC 1 North Wall Quay Dublin 1 Ireland
(vii)	Names and addresses of additional Paying Agents(s):	Not Applicable
(viii)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.