

Notice of BP Annual General Meeting 2011



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Annual General Meeting
Thursday, 14 April 2011
11.30 a.m.
ExCeL London

This document is important and requires your immediate attention

If you are in any doubt about the action you should take, you should consult an appropriate independent financial adviser. If you have recently sold or transferred your shares in BP p.l.c. you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Getting to the AGM

There are several other large events taking place at ExCeL at the same time as the BP AGM, so public transport may be busy. Please allow plenty of time to arrive at the venue prior to the start of the meeting.

If you are travelling by DLR and Custom House DLR station is congested, while it is a longer walk, Prince Regent DLR station can be used as an alternative entrance to ExCeL.

AGM webcast

If you are unable to come to the AGM you can watch via our webcast.

The AGM will be filmed and broadcast on the day to shareholders via a webcast, which can be viewed at www.bp.com/agm/webcast. You can also watch an edited recording of the AGM afterwards at www.bp.com.

The webcast may include the question and answer sessions with shareholders, as well as background shots of those present in the auditorium. We have also arranged for photographs to be taken throughout the premises for the duration of the event for BP's photo library. These photographs may be used in future publications online or in print. If you attend the AGM in person, you may be included in photographs or in the webcast. Please note that the photographs and broadcast footage may be transferred outside the European Economic Area.

 **Webcast**
bp.com/agm/webcast

Large print

If you require a large-print version of this Notice, please call our Registrar, Equiniti, on freephone 0800 701 107 or +44 (0)121 415 7005 from outside the UK. Copies are also available at the AGM at Registration, together with a large-print version of the poll card.

Chairman's letter



Carl-Henric Svanberg
Chairman
25 February 2011

Your participation is always important, but the tough issues faced by BP in 2010 add further weight to your involvement and support this year. I would like to encourage every shareholder to take part in the voting at the AGM.

I invite you to join me at the 102nd BP Annual General Meeting. Our meeting will take place at ExCeL London on Thursday, 14 April 2011, starting at 11.30 a.m.

2010 was one of the most testing periods in the long history of our company. I fully understand that the board's decision to cancel the dividend was particularly hard for our shareholders, especially as many of you have relied on BP to provide a steady return for many years. This difficult matter was given very careful consideration. Ultimately, we decided that this measure was necessary to help the company navigate some difficult and unpredictable times.

I am pleased that we have been able to resume dividend payments. Our goal is to create long-term value for you, and this is the first step on the way to delivering that return. The Scrip Dividend Programme approved last year is in operation once again, and this presents an opportunity to take your dividend in shares rather than cash.

I thank those of you who wrote to me with your thoughts over the past 12 months – I value this. During the year we sought to provide shareholders with clear, accurate and helpful information at key points in time. Given the speed at which events in the Gulf of Mexico unfolded, and the intense media attention focused on our response, this was not always simple to achieve. The web proved helpful as a way to reach you, and it is now our primary channel of shareholder communication. Our website, www.bp.com, will continue to provide you with timely updates on the company and its activities, including our ongoing response in the Gulf of Mexico.

In the *BP Annual Report and Form 20-F 2010*, we describe the key events of the year, their effects on us, and our wide-ranging response. You can download these documents from www.bp.com/annualreport. This may help to answer some of your questions about the board, its activities and its meetings.

Over the following pages you will find the Notice of Meeting, together with notes explaining the business to be considered on the day. The first item is our discussion of BP's performance last year. We will also discuss the election of our three new directors, the re-election of existing directors, and the remuneration report. You will find biographies of our directors on pages 4 to 8.

This year we seek to renew the limited authority from shareholders to make political donations. We have set out the background to this resolution in the notes. BP does not make political donations. However, a wide range of activities could fall within the very broad definition of 'political donations' set out in the relevant UK legislation, therefore, companies regularly seek authority out of caution. This year we also seek the authority to continue to operate two share plans for the benefit of our employees. These plans were first sanctioned 10 years ago.

Last year a number of shareholders asked whether these annual meetings could be moved back to central London. We spent some time considering other venues. We needed to be satisfied that any alternative location could properly accommodate both the size of our meeting and the needs of those attending, while providing a safe and secure setting. Given that more shareholders than normal are expected to attend this year, we believe ExCeL London remains the best location for our AGM this year and, in all likelihood, for several years to come.

Your participation is always important, but the tough issues faced by BP in 2010 add further weight to your involvement and support this year. I would like to encourage every shareholder to take part in the voting at the AGM. Votes will be taken by way of a poll. This means that the votes of all shareholders count, whether they attend the meeting or not. Details of how you can vote appear in this Notice. I recommend that you support all of the resolutions put before you.

On behalf of the board, I look forward to welcoming you to BP's Annual General Meeting 2011.

Notice of meeting and resolutions to be proposed

Notice is hereby given that the one hundred and second Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday, 14 April 2011, commencing at 11.30 a.m., for the transaction of the following business.

The board recommends you vote for resolutions 1 to 23 inclusive.

Resolution 1 – Report and accounts

To receive the report of the directors and the accounts for the year ended 31 December 2010.

See notes on page 4.

Resolution 2 – Directors' remuneration report

To approve the directors' remuneration report for the year ended 31 December 2010.

See notes on page 4.

Resolution 3

To re-elect Mr P M Anderson as a director.

See biography on page 4.

Resolution 4

To re-elect Mr A Burgmans as a director.

See biography on page 5.

Resolution 5

To re-elect Mrs C B Carroll as a director.

See biography on page 5.

Resolution 6

To re-elect Sir William Castell as a director.

See biography on page 5.

Resolution 7

To re-elect Mr I C Conn as a director.

See biography on page 6.

Resolution 8

To re-elect Mr G David as a director.

See biography on page 6.

Resolution 9

To re-elect Mr I E L Davis as a director.

See biography on page 6.

Resolution 10

To re-elect Mr R W Dudley as a director.

See biography on page 7.

Resolution 11

To re-elect Dr B E Grote as a director.

See biography on page 7.

Resolution 12

To elect Mr F L Bowman as a director.

See biography on page 7.

Resolution 13

To elect Mr B R Nelson as a director.

See biography on page 8.

Resolution 14

To elect Mr F P Nhleko as a director.

See biography on page 8.

Resolution 15

To re-elect Mr C-H Svanberg as a director.

See biography on page 8.

Resolution 16 – Reappointment of auditors

To reappoint Ernst & Young LLP as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the directors to fix the auditors' remuneration.

See notes on page 9.

Resolution 17 – Share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

- a. the company does not purchase under this authority more than 1.9 billion ordinary shares;
- b. the company does not pay less than \$0.25 for each share; and
- c. the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority, the company may purchase shares using any currency, including pounds sterling, US dollars and euros.

This authority shall continue for the period ending on the date of the annual general meeting in 2012 or 14 July 2012, whichever is the earlier, provided that, if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the company may complete such purchases.

See notes on page 9.

Resolution 18 – Directors’ authority to allot shares (Section 551)

To renew, for the period ending on the date of the annual general meeting in 2012 or 14 July 2012, whichever is the earlier, the authority and power conferred on the directors by the company’s Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 551 amount of \$3,133 million.

See notes on page 9.

Resolution 19 – Directors’ authority to allot shares (Section 561)

To renew, for the period ending on the date of the annual general meeting in 2012 or 14 July 2012, whichever is the earlier, the authority and power conferred on the directors by the company’s Articles of Association to allot equity securities wholly for cash:

- a. in connection with a rights issue;
- b. otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 561 amount of \$235 million.

See notes on page 9.

Resolution 20 – Notice of general meetings

To authorize the calling of general meetings of the company (not being an annual general meeting) by notice of at least 14 clear days.

See notes on page 9.

Resolution 21 – Political donations and political expenditure

To authorize the company and BP International Limited (‘BPI’) for the purposes of the Companies Act 2006, Part 14, to make donations or incur expenditure as provided below.

Donations or expenditure by the company or by BPI may be under one or more of all of the following heads: (i) donations to political parties or independent election candidates; (ii) donations to political organisations other than political parties; and (iii) political expenditure.

This authority may only be used by the company or by BPI to make a donation or incur expenditure within any one or more of the above heads if the aggregate total of that donation or expenditure, together with any other such donations or expenditure incurred in the same year (beginning on the date of this authority, or its anniversary), does not exceed £100,000.

In the period for which this authority has effect, it shall permit donations and expenditure by each of the company and BPI to a maximum amount of £400,000 under each of the heads listed earlier, but use of the authority shall always be limited as above.

This authority shall continue for the period ending on 13 April 2015 or the date of the company’s annual general meeting in 2015, whichever is the earlier.

See notes on page 10.

Resolution 22 – Renewal of the BP ShareMatch Plan

To approve the renewal of the rules of the BP ShareMatch Plan (‘ShareMatch’) (as amended), the principal features of which are summarised in the notes on page 10, a copy of which is produced in draft at this meeting and for the purposes of identification initialled by the chairman, subject to such modification as the directors may consider necessary or desirable to maintain or obtain the approval of HMRC or any other taxation authority or to take account of the requirements of the Financial Services Authority or the London Stock Exchange (or their successor(s)) or otherwise; and further to authorise the directors to:

- a. do all things as they may consider necessary and expedient to continue to operate ShareMatch; and
- b. establish or maintain such further plans for the benefit of employees based on ShareMatch subject to such modifications as may be

necessary or desirable to take account of security laws, exchange control and tax legislation in any country, provided that any shares made available under ShareMatch are treated as counting against any limits on individual participation in such further plans and any new shares made available under such further plans are treated as counting against any limits on overall participation in ShareMatch.

See notes on page 10.

Resolution 23 – Renewal of the BP Sharesave UK Plan 2001

To approve the renewal of the BP Sharesave UK Plan 2001 (‘Sharesave UK’) (as amended), the principal features of which are summarised in the notes on page 10, a copy of which is produced in draft at this meeting and for the purposes of identification initialled by the chairman, subject to such modification as the directors may consider necessary or desirable to maintain or obtain the approval of HMRC or any other taxation authority or to take account of the requirements of the Financial Services Authority or the London Stock Exchange (or their successor(s)) or otherwise; and further to authorise the directors to:

- a. do all things as they consider necessary and expedient to continue to operate Sharesave UK; and
- b. establish or maintain such further plans for the benefit of employees based on Sharesave UK subject to such modifications as may be necessary or desirable to take account of security laws, exchange control and tax legislation in any country, provided that any shares made available under Sharesave UK are treated as counting against any limits on individual participation in such further plans and any new shares made available under such further plans are treated as counting against any limits on overall participation in Sharesave UK.

See notes on page 10.

Note: Resolutions 1 to 16 inclusive and Resolutions 18 and 21 to 23 will be proposed as ordinary resolutions. Resolutions 17, 19, and 20 will be proposed as special resolutions. Resolutions 17 to 23 inclusive are items of special business.

By order of the board

David J Jackson
Company Secretary
25 February 2011

Notes on resolutions

Notes to resolution 1

Report and accounts

The board of directors will present its report and the accounts for the year ended 31 December 2010, which are contained in *BP Annual Report and Form 20-F 2010*.

Notes to resolution 2

Directors' remuneration report

The directors' remuneration report is contained in *BP Annual Report and Form 20-F 2010* on pages 111-121 (www.bp.com/annualreport). It complies with requirements of the Companies Act 2006 for a report on the remuneration of all directors, both executive and non-executive.

The part of the report dealing with executive directors' remuneration was prepared by the remuneration committee and the part of the report dealing with non-executive directors' remuneration by the company secretary on behalf of the board. Relevant sections of information are subject to audit.

The report has been approved by the board and signed on its behalf by the company secretary.

A summary of the directors' remuneration report can be found in *BP Summary Review 2010* on pages 30-31 (www.bp.com/summaryreview).



Notes to resolutions 3-15

Re-election of directors

As required by the company's Articles of Association, Mr P M Anderson, Mr A Burgmans, Mrs C B Carroll, Sir William Castell, Mr I C Conn, Mr G David, Mr I E L Davis, Mr R W Dudley, Dr B E Grote and Mr C-H Svanberg, retire and offer themselves for re-election as directors. Mr F L Bowman, Mr B R Nelson and Mr F P Nhleko offer themselves for election as directors.

The nomination committee of the board has, as one of its tasks, the identification, evaluation and recommendation of candidates for election or re-election as directors. The committee's recommendations for the re-election of directors are set out below, as are descriptions of the directors' skills and the committees upon which they serve. In making the recommendations, the committee noted the substantial contributions made by all board members during the year as the company responded to the events in the Gulf of Mexico and their consequences.

In respect of each of the non-executive directors, the board has fully considered whether a director is free from any relationship with the executive management of BP that could materially interfere with the exercise of his or her independent judgement.

Resolution 3

Mr P M Anderson

Paul Anderson was appointed a non-executive director of BP on 1 February 2010. He is a member of the chairman's, the Gulf of Mexico, and the safety, ethics and environment assurance committees.



Proposal for re-election

Mr Anderson has spent his career as an executive and chief executive in the energy industry, specifically in oil and gas. His skill, experience and deep knowledge is of significance to the board and to the safety, ethics and environment assurance committee. He has also served on the Gulf of Mexico committee, where his experience in the US has been very valuable. Having satisfied itself of Mr Anderson's independence, the board recommends his re-election as a non-executive director.

Mr Anderson is a non-executive director of BAE Systems PLC and of Spectra Energy Corp. He was formerly chief executive at Duke Energy, where he also served as chairman of the board. Having previously been chief executive officer and managing director of BHP Limited and then BHP Billiton Limited and BHP Billiton Plc, he rejoined these latter two boards in 2006 as a non-executive director, retiring on 31 January 2010. Previously he served as a non-executive director on numerous boards in the US and Australia.

He was born in 1945.

Resolution 4

Mr A Burgmans

Antony Burgmans was appointed a non-executive director of BP on 5 February 2004. He is a member of the chairman's, the remuneration and the safety, ethics and environment assurance committees.



Proposal for re-election

Mr Burgmans has served on the board for more than seven years. His international experience in marketing and process industries has made a significant contribution to the work of the board. He continues his work on the safety, ethics and environment assurance committee and has been a member of the remuneration committee for over a year. He will take over as chair of the remuneration committee after the AGM. He has made a particular contribution around the areas of reputation, brand and culture. Having satisfied itself of Mr Burgman's independence, the board recommends his re-election as a non-executive director.

Mr Burgmans joined Unilever in 1972, holding a succession of marketing and sales posts, including, from 1988 until 1991, the chairmanship of PT Unilever Indonesia.

In 1991, he was appointed to the board of Unilever, becoming business group president, ice cream and frozen foods, Europe in 1994, and chairman of Unilever's Europe committee, co-ordinating its European activities. In 1998, he became vice chairman of Unilever NV and in 1999, chairman of Unilever NV and vice chairman of Unilever PLC. In 2005, he became non-executive chairman of Unilever NV and Unilever PLC until his retirement in 2007.

Mr Burgmans is a member of the supervisory boards of Akzo Nobel N.V., AEGON N.V. and SHV Holdings N.V.

Mr Burgmans was born in 1947.

Resolution 5

Mrs C B Carroll

Cynthia Carroll was appointed a non-executive director of BP on 6 June 2007. She is a member of the chairman's and the safety, ethics and environment assurance committees.



Proposal for re-election

Mrs Carroll has served on the board for nearly four years. Her career in the global extractive industries and her understanding of geopolitical challenges is specifically relevant to her work on the board. She has made a substantial contribution to the work of the safety, ethics and environment assurance committee. Having satisfied itself of Mrs Carroll's independence, the board recommends her re-election as a non-executive director.

Mrs Carroll started her career with Amoco as a petroleum geologist in oil exploration. In 1989, she joined Alcan, and in 1991, became vice president/general manager of Alcan foil products. In 1996, she was appointed managing director of Aughinish Alumina Limited, a subsidiary of Alcan Aluminium Limited, in Ireland. In 1998, she became president of bauxite, alumina and specialty chemicals, and in 2002, was appointed president and chief executive officer of Alcan's primary metals group and an officer of Alcan, Inc. in Montreal, Canada.

Mrs Carroll was appointed as chief executive of Anglo American plc, the global mining group, in 2007. She is a director of Anglo Platinum Limited and De Beers s.a. and a member of the NSPCC Stop Organised Abuse board.

Mrs Carroll was born in 1956.

Resolution 6

Sir William Castell

Sir William Castell was appointed a non-executive director of BP on 20 July 2006. He is the senior independent director and is a member of the chairman's, the Gulf of Mexico and the nomination committees and chairman of the safety, ethics and environment assurance committee.



Proposal for re-election

Sir William has served on the board for nearly five years. His experience of global business in the field of science and technology has been particularly relevant as has his work in the US and developing countries. Sir William has been the senior independent director since April 2010. His chairmanship of the safety, ethics and environment assurance committee has a clear interface with his work on the Gulf of Mexico committee. He has made seven visits to the Gulf of Mexico. He sits on the nomination committee. Having satisfied itself of Sir William's independence, the board recommends his re-election as a non-executive director.

Sir William spent his early career with the Wellcome Foundation, holding various positions. In 1989, he joined Amersham plc as chief executive. Following Amersham's acquisition by General Electric in 2004, Sir William became president and chief executive officer of GE Healthcare, and a vice chairman and a director of the General Electric Company. He retired from GE Healthcare in 2006. Sir William remains a director of the General Electric Company. He was appointed as a member of the board of governors of the Wellcome Trust in 2006, subsequently becoming its chairman. He is a director of the Chichester Festival Theatre.

He was knighted in 2000. In 2004, he received the honour Lieutenant of the Royal Victorian Order.

Sir William was born in 1947.

Resolution 7 Mr I C Conn

Iain Conn was appointed an executive director of BP on 1 July 2004. He is chief executive, Refining and Marketing. He has regional responsibility for Europe, Southern Africa and Asia.



Proposal for re-election

Mr Conn has served on the board for more than six years. His performance has been evaluated by the group chief executive and considered by the chairman's committee, as a result of which the board recommends Mr Conn's re-election as an executive director.

Mr Conn joined BP Oil International in 1986, working in a variety of roles in oil trading, commercial refining and exploration before becoming, on the merger between BP and Amoco in 1999, vice president of BP Amoco exploration's mid-continent business unit.

At the end of 2000, he returned to London as group vice president and a member of the Refining and Marketing segment's executive committee, taking over responsibility in 2001 for BP's marketing operations in Europe. In 2002 he was appointed chief executive of BP Petrochemicals. Following his appointment to the board in 2004, he served for three years as group executive officer, strategic resources, in which he had responsibility for a number of group functions and regions.

Mr Conn is a non-executive director and the senior independent director of Rolls-Royce Group plc and chairman of The Advisory Board of Imperial College Business School.

Mr Conn was born in 1962.

Resolution 8 Mr G David

George David was appointed a non-executive director of BP on 11 February 2008. He is a member of the chairman's, the audit, the Gulf of Mexico, and the remuneration committees.



Proposal for re-election

Mr David has served on the board for more than three years. He has substantial global business and financial experience through his long career with United Technologies Corporation (UTC). Mr David has continued his membership of the audit committee. He has joined the remuneration committee and has played a major role in the Gulf of Mexico committee. Separately, he chairs the company's technology advisory council. The board is satisfied with Mr David's independence and recommends his re-election as a non-executive director.

Mr David began his career in The Boston Consulting Group before joining the Otis Elevator Company in 1975. He held various roles in Otis and later in UTC, following Otis's merger with UTC in 1977. In 1992, he became UTC's chief operating officer. He served as UTC's chief executive officer from 1994 until 2008 and as chairman from 1997 until his retirement on 31 December 2009.

Mr David is a former director of Citigroup Inc and is vice-chairman of the Peterson Institute for International Economics.

He was awarded the Order of Friendship from the Russian Federation in 1999 and admitted to the French Légion d'Honneur in 2002.

Mr David was born in 1942.

Resolution 9 Mr I E L Davis

Ian Davis joined the board as a non-executive director of BP on 2 April 2010. He is a member of the chairman's, the audit, the nomination and the remuneration committees and chairman of the Gulf of Mexico committee.



Proposal for re-election

Mr Davis joined the board in April 2010. He has had significant experience working with and advising global organizations over the past 30 years. Mr Davis serves on four committees and has been heavily committed to the work of the company during the year. He chairs the Gulf of Mexico committee and serves on the audit, remuneration and nomination committees. He is considered independent by the board, which recommends his re-election as a non-executive director.

Mr Davis spent his early career at Bowater, moving to McKinsey & Company in 1979. He was managing partner of McKinsey's practice in the UK and Ireland from 1996 to 2003. In 2003, he was appointed as chairman and worldwide managing director of McKinsey, serving in this capacity until 2009. During his career with McKinsey, Mr Davis served as a consultant on a range of global organizations across the private, public and not-for-profit sectors. He retired as senior partner of McKinsey & Company on 30 July 2010.

Mr Davis is an independent non-executive director of Johnson & Johnson, Inc, and a senior adviser to Apax Partners LLP. He is also a non-executive member of the UK's Cabinet Office.

He was born in 1951.

Resolution 10

Mr R W Dudley

Bob Dudley was appointed an executive director of BP on 6 April 2009 and became group chief executive on 1 October 2010.



Proposal for re-election

Mr Dudley has served on the board for two years. During the year he was appointed as group chief executive. His performance has been evaluated and considered by the chairman's committee, as a result of which the board recommends Mr Dudley's re-election as an executive director.

Mr Dudley joined Amoco Corporation in 1979, working in a variety of engineering and commercial posts. Between 1994 and 1997, he worked on corporate development in Russia. In 1997, he became general manager for strategy for Amoco and in 1999, following the merger between BP and Amoco, was appointed to a similar role in BP.

Between 1999 and 2000, he was executive assistant to the group chief executive officer, subsequently becoming group vice president for BP's renewables and alternative energy activities. In 2002, he became group vice president responsible for BP's upstream businesses in Russia, the Caspian region, Angola, Algeria and Egypt. From 2003 to 2008, Mr Dudley was president and chief executive officer of TNK-BP. On his appointment to the BP board in 2009, he took responsibility for the group's activities in the Americas and Asia and between 23 June and 30 September 2010, he served as the president and chief executive officer of BP's Gulf Coast Restoration Organization in the US.

In December 2009 he was awarded an honorary CBE.

Mr Dudley was born in 1955.

Resolution 11

Dr B E Grote

Byron Grote was appointed an executive director of BP on 3 August 2000. He became chief financial officer in 2002. He has accountability for BP's integrated supply and trading activities.



Proposal for re-election

Dr Grote has served on the board for nearly 11 years. His performance has been evaluated by the group chief executive and considered by the chairman's committee, as a result of which the board recommends Dr Grote's re-election as an executive director.

Dr Grote joined The Standard Oil Company of Ohio in 1979. Following a variety of roles, he became group treasurer and chief executive officer of BP finance in 1992. In 1994, he took up the position of regional chief executive in Latin America, returning to London in 1995 to become deputy chief executive officer of BP Exploration.

He became group chief of staff in 1997 and, following the merger of BP and Amoco, in 1999 he was appointed executive vice president, Exploration and Production. Following his appointment to the board in 2000, he served for two years as chief executive of BP Chemicals.

He is a non-executive director of Unilever NV and Unilever PLC.

Dr Grote was born in 1948.

Resolution 12

Mr F L Bowman

Frank L 'Skip' Bowman, Admiral US Navy (retired), was appointed a non-executive director of BP on 8 November 2010. He is a member of the chairman's and the safety, ethics and environment assurance committees.



Proposal for election

Mr Bowman joined the board in November 2010. He has deep experience of safety arising from his long career with the US nuclear Navy and, later, the Nuclear Energy Institute. On his appointment, he joined the safety, ethics and environment assurance committee, where he makes a significant contribution. He was independent on his appointment and the board recommends his election as a director.

Mr Bowman joined the United States Navy in 1966. During his naval service, he commanded the *USS City of Corpus Christi* and the *USS Holland*. He served as a Flag Officer, as the Navy's chief of personnel and on the joint staff as director of political-military affairs. He was director of the naval nuclear propulsion programme in the Department of the Navy and the Department of Energy.

After his retirement as an Admiral in 2004, he was president and chief executive officer of the Nuclear Energy Institute until 2008. He served on the BP Independent Safety Review Panel and was a member of the BP America External Advisory Council. He is president of Strategic Decisions, LLC and a director of Morgan Stanley Mutual Funds.

In 1997 he was awarded the French Officier de l'Ordre National du Mérite and in 2005 he was awarded an honorary KBE.

Mr Bowman was born in 1944.

Resolution 13 Mr B R Nelson

Brendan Nelson was appointed a non-executive director of BP on 8 November 2010. He is a member of the chairman's and the audit committees.



Proposal for election

Mr Nelson joined the board in November 2010. He was recruited to the board for his extensive experience in finance and for the breadth of his business experience both in a major accountancy firm and industry. He joined the audit committee on his appointment and will become the chair of that committee after the AGM. He will also become a member of the nomination committee. He was independent on his appointment and the board recommends his election as a director.

Mr Nelson is a chartered accountant, and was made a partner of KPMG in 1984. He served as a member of the UK Board of KPMG from 2000 to 2006 subsequently being appointed vice chairman until his retirement in 2010. In KPMG International he held a number of senior positions including global chairman, banking and global chairman, financial services.

In April 2010 Mr Nelson was appointed a non-executive director of The Royal Bank of Scotland Group plc where he is chairman of the group audit committee. He has been a director of the Financial Services Skills Council since 2008.

He was born in 1949.

Resolution 14 Mr F P Nhleko

Phuthuma Nhleko was appointed a non-executive director of BP on 1 February 2011. He is a member of the chairman's and the audit committees.



Proposal for election

Mr Nhleko joined the board in February 2011. He has substantial business experience in Africa and the Middle East and a deep understanding of emerging markets. He has joined the audit committee. He was independent on his appointment and the board recommends his election as a director.

Mr Nhleko began his career as a civil engineer in the US and as a project manager for infrastructure developments in Southern Africa. Following this he became a senior executive of the Standard Corporate and Merchant Bank in South Africa. He later held a succession of directorships before joining MTN Group, a pan-African and Middle Eastern telephony group represented in 21 countries, as group president and chief executive officer in 2002. In 2003, he led the management leveraged buy-in to MTN as a result of which MTN's management acquired about 18% of the group. The transaction was the largest of its kind in South Africa's history. He will step down as group chief executive of MTN Group at the end of March 2011 to become vice chairman of the MTN Group and chairman of MTN International. Mr Nhleko was formerly a director of Johnnic Holdings (formerly a subsidiary of the Anglo American group of companies), Nedbank Group, Bidvest Group and Alexander Forbes.

He was born in 1960.

Resolution 15 Mr C-H Svanberg

Carl-Henric Svanberg was appointed a non-executive director of BP on 1 September 2009 and became chairman on 1 January 2010.



Proposal for re-election

Mr Svanberg joined the board in September 2009. His career has spanned several important industries latterly as chief executive officer of Ericsson. He has significant global experience. In addition to chairing the board, Mr Svanberg chairs the chairman's committee and attends the nomination and the Gulf of Mexico committees. He was independent on his appointment and the board recommends his re-election as a director.

Mr Svanberg spent his early career at Asea Brown Boveri and the Securitas Group, before moving to the Assa Abloy Group as president and chief executive officer.

From 2003 until 31 December 2009, when he left to join BP, he was president and chief executive officer of Ericsson, also serving as the chairman of Sony Ericsson Mobile Communications AB. Mr Svanberg continues to be a non-executive director of Ericsson, and is also on the board of the Confederation of Swedish Enterprise.

He is a member of the Steering Committee of the Global Alliance for Information and Communication Technologies and Development and of the external advisory board of the Earth Institute at Columbia University.

Mr Svanberg is the recipient of the King of Sweden's medal for his contribution to Swedish industry.

Mr Svanberg was born in 1952.

Notes to resolution 16

Reappointment of auditors

The appointment of Ernst & Young LLP as auditors of the company terminates at the conclusion of the annual general meeting. They have indicated their willingness to stand for re-election as auditors of the company until the conclusion of the annual general meeting in 2012. The directors recommend their reappointment and seek authority to fix their remuneration.

Notes to resolution 17

Share buyback

Authority is sought to purchase up to 10% of the ordinary issued share capital of the company during the period stated below, continuing the authority granted by the shareholders at previous annual general meetings.

Resolution 17 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. The directors will exercise this authority only when to do so would be in the best interests of shareholders generally. The authority will expire at the conclusion of the annual general meeting in 2012 or on 14 July 2012, whichever is the earlier. Shares that are purchased by the company must either be cancelled or held in treasury. Treasury shares are shares in the company that are owned by the company itself. Once shares are held in treasury, the directors may dispose of them in accordance with the relevant legislation by:

- a. selling the shares (or any of them) for cash;
- b. transferring the shares (or any of them) for the purposes of or pursuant to an employees' share scheme; or
- c. cancelling the shares (or any of them).

It is the company's current intention that, of the shares repurchased under this authority, sufficient shares will be held in treasury to meet the requirements, as they arise, of the company's share incentive arrangements, with the remainder being cancelled.

No repurchases of shares were made from the date of the last annual general meeting to 31 December 2010.

For information, as at 18 February 2011, there were options outstanding over 261,526,262 ordinary shares, representing 1.39% of the company's ordinary issued share capital (excluding treasury shares). If the authority given by resolution 17 were to be fully used, these would then represent 1.55% of the company's ordinary issued share capital (excluding treasury shares). The company has no warrants in issue in relation to its shares.

Notes to resolutions 18 and 19

Directors' authority to allot shares

The purpose of resolution 18 is to give the directors authority to allot shares up to a specified amount, and resolution 19 enables directors to allot such shares in particular circumstances without having to offer such shares to existing shareholders.

Influenced by events in the financial markets over the past few years, the Association of British Insurers (ABI) recently changed its guidelines to increase the amount of the authorities that directors may routinely seek in relation to the allotment of shares and disapplication

of pre-emption rights. As it did last year, the company intends to take advantage of this flexibility, which has been adopted by other quoted companies.

In relation to resolution 18, the directors are seeking authority to allot shares, in accordance with revised institutional investor guidelines, of up to a maximum of \$3,133 million. This is the 'Section 551 Amount' and is equal to 66.6% (i.e. two-thirds) of the company's issued share capital (excluding treasury shares) as at 18 February 2011. The additional one-third of the Section 551 Amount will be applied to fully pre-emptive rights issues only.

In relation to resolution 19, the directors are also seeking authority to allot shares for cash and to dispose of treasury shares, other than by way of a rights issue, up to a maximum of \$235 million, without having to offer such shares to existing shareholders. This is the 'Section 561 Amount' and is equal to 5% of the company's issued share capital (excluding treasury shares) as at 18 February 2011.

In accordance with the guidelines issued by the Pre-Emption Group of the ABI, the directors confirm their intention that the total number of shares issued for cash on a non-pre-emptive basis during any rolling three-year period will not exceed 7.5% of the issued share capital of the company. The directors have no present intention of exercising the authorities beyond their use in connection with the disposal of treasury shares in accordance with the relevant legislation.

As at 25 February 2011, the company held 1,848,595,774 treasury shares, which represents 9.81% of the company's issued ordinary share capital (excluding treasury shares).

The authorities will expire on the date of the annual general meeting in 2012 or 14 July 2012, whichever is the earlier.

Notes to resolution 20

Notice of general meetings

Due to changes in the law made by the implementation of the Companies (Shareholders' Rights) Regulations 2010, listed companies must call general meetings (other than an annual general meeting) on at least 21 clear days' notice unless the company:

- a. has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at its most recent annual general meeting; and
- b. offers the facility for shareholders to vote by electronic means accessible to all shareholders.

To enable the company to continue to utilize the shorter notice period of 14 days for calling such general meetings, shareholders are being asked to approve this resolution. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If granted, this authority will be effective until the company's next annual general meeting.

Notes to resolution 21

Political donations and political expenditure

Part 14 of the Companies Act 2006 (the 'Act') contains restrictions on companies making donations or incurring expenditure in relation to political organisations. The company does not make donations to political organisations or incur political expenditure in the ordinary sense and has no intention of using the authority for this purpose. However, Part 14 of the Act defines the term 'organisation' very widely. As a result, it is possible that 'political' organisations, as defined in the Act, may include bodies concerned with matters such as policy review and law reform, or the representation of the business community or sections of it, or the representation of other communities or special interest groups, and it may be in the shareholders' interest for the company to support such a group. Consequently, to enable the company to support organisations that are not believed to be political in the ordinary sense, but which might come within the extended and uncertain scope of Part 14, the company is seeking authority under this resolution to allow the company (or BP International Limited, one of its principal operating subsidiaries) to fund donations and/or incur expenditure up to a limit of £100,000 per annum. This authority is sought for the full period of four years as permitted under the Act.

Part 14 of the Act requires that the authority should specify the maximum amount that each of the company and BP International Limited can spend on each category of political donations or expenditure during the four-year period. To ensure sufficient flexibility, the resolution provides that this maximum amount is £400,000 for each company, in respect of each category, over the whole period of the authority until its expiration in 2015. As stated in the resolution, the amount of expenditure by both the company and BP International Limited under the authority shall not exceed £100,000 in total in any year.

Notes to resolutions 22 and 23

BP ShareMatch Plan and BP Sharesave UK Plan

Authority is sought to approve the renewal of the BP ShareMatch Plan ('ShareMatch') and the BP Sharesave UK Plan 2001 ('Sharesave UK') (together the 'Plans'). These Plans are all-employee plans that were first approved by shareholders on 19 April 2001.

Employee surveys have shown that companies perform better if employees are engaged and interested in the company for which they work. BP considers that employee share plans give employees an opportunity to own a share of the company and help align their own interests with those of the company and its shareholders.

As shareholders, employees have a strong interest in helping the company to achieve its goals, to enjoy long-term success and to create shareholder value and return. For these reasons, BP views share plans as a way of encouraging share ownership throughout the company.

Shareholder authority to operate the Plans will expire on 19 April 2011 and shareholders are now being asked to approve the renewal of the Plans so that BP can continue to operate the Plans and provide these benefits.

The rules of the Plans permit the board to make modifications to take account of any local tax, exchange control, or securities laws in particular countries. For example, in respect of ShareMatch in the UK, employees participate through the HM Revenue & Customs ('HMRC') approved Share Incentive Plan.

Over the past 10 years, the directors have only made minor amendments to assist or improve the administration of the Plans.

Common features

Set out below are the features that are common to the Plans.

Eligibility

Executive directors and all employees of the company and any subsidiaries designated by the directors as participating companies are eligible to participate in the Plans, provided they have worked for the company or a participating company for any qualifying period as determined by the directors (but not exceeding three years).

Benefits under the Plans are not pensionable.

Amendment

The directors may amend the Plans as they consider appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the treatment of awards on the variation in the company's share capital, and the amendment powers.

The directors can make certain minor amendments, without shareholder approval, that may be to the advantage of participants, such as amendments to benefit the administration of the Plans, to take account of a change in legislation, or to obtain or maintain favourable tax treatment for participants or the company or other participating companies.

To the extent the Plans are operated in any jurisdiction on a tax-favourable basis, amendments to the Plans are subject to the prior approval of the relevant tax authority, as may be required.

Dilution limits

In any 10-year period, not more than 10% of the issued ordinary share capital of the company may be issued or be issuable under the Plans and all other employees' share plans operated by the company.

Shares

Any shares issued or transferred under the Plans will rank equally with shares of the same class in issue on the date of allotment/transfer except in respect of rights arising by reference to a prior record date.

Variation in share capital

The rights under the Plans may be adjusted following any variation in the share capital of the company, including a capitalisation or rights issue, sub-division, consolidation or reduction of share capital.

ShareMatch

General

The ShareMatch Plan is operated in the UK and throughout most of the world save for a few countries, such as the United States, Australia and New Zealand, and certain European countries, such as Germany and Norway, where local legal issues make the plan difficult or impossible to operate.

Under ShareMatch, employees purchase shares ('Investment Shares') using their own funds or contribute existing shares previously acquired under ShareMatch and are awarded matching shares ('Matching Shares') by the company on a basis determined by the company. Free shares may also be awarded although there is no current intention to award free shares. ShareMatch operates in conjunction with a trust, which holds shares on behalf of employees. Shares must normally be held by the trustee for a minimum period of three years.

There are currently 19,430 participants globally in the BP ShareMatch Plan, with 52,727,514 shares held in the plan.

Where local legal issues make it impossible or difficult to provide benefits in the form of shares, then the Plans may provide that the value of any benefits that would have been received in shares may be paid in cash.

In the UK the plan is approved by HMRC for tax purposes and, as a result, UK participants receive tax favourable treatment.

Dividends

During the holding period, dividends paid on shares are either re-invested in the purchase of additional shares or paid in cash.

Individual limits

The maximum employee contribution is linked to the maximum contribution allowed under an HMRC-approved Share Incentive Plan (currently £1,500 per year or 10% of salary if lower). The maximum number of Matching Shares, free shares and dividend re-invested shares that may be awarded to any individual under ShareMatch in any year is also linked to the HMRC-approved Share Incentive Plan (which is currently two Matching Shares for each Investment Share, up to £3,000 of free shares and re-investment of up to £1,500 of dividends). In total, therefore, under ShareMatch, no more than £9,000 worth of shares can be appropriated to an employee in any one year.

Voting rights

Participants may direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

Leavers

If a participant ceases to be an employee of the BP group or there is a takeover, the shares under ShareMatch will normally be transferred to them.

Sharesave UK

General

Sharesave UK is a plan that is approved by HMRC in the UK for tax purposes and under which UK participants receive tax-favourable treatment.

There are currently 8,353 participants in Sharesave UK. In 2009 and 2010, options over 5,684,777 shares and 1,267,111 shares respectively were exercised.

Savings contract

An employee is granted an option to acquire company shares at a fixed option price (see below). The employee must enter into a savings contract and save at least £5 but not more than £250 per month (or such other sum as may be allowed by legislation) usually for a three- or five-year period. Shares can only be bought with the amount saved, plus any bonus paid under the savings contract.

Option price

The option price must not be less than 80% of the market value of a share either on the date that invitations are sent to eligible employees or on the date specified on the invitation.

Exercise of options

Options are normally exercisable within six months after the end of the savings contract. Options may, however, be exercised early in certain circumstances. These include, for example, an employee leaving because of ill health, retirement, death or redundancy. On cessation of employment for other reasons, options will normally lapse.

Change of control, merger or other reorganisation

Options may generally be exercised early on a takeover, scheme of arrangement, merger or other reorganisation. Alternatively, option holders may be allowed or required to exchange their options for options over shares in the acquiring company.

Overseas employees

Sharesave UK may be extended to overseas employees on terms appropriate to the jurisdiction in which they work, as long as such terms are not more favourable overall than those applicable to UK employees. These options will not be HMRC approved.

Terminating the plan

No new rights may be granted under Sharesave UK after the 10th anniversary of the re-approval of the plan by the company.

Shareholder notes

The following pages provide more detailed information about your voting rights and how you may exercise them.

Ordinary and preference shareholders

Ordinary shareholders' and preference shareholders' right to attend and vote at the AGM

If you are an ordinary shareholder or a preference shareholder, you may attend, speak and vote your shares at the AGM if your name is on the Register of Members at 5.30 p.m. on Tuesday, 12 April 2011. Your voting entitlement will depend on the number of shares that you hold at that time. If you are attending the meeting in person, please bring your admission card to avoid delay at Registration.

Shareholders' right to appoint a proxy

As an ordinary or preference shareholder, you may appoint a proxy or proxies to attend, speak and vote at the AGM on your behalf. You may appoint the chairman of the meeting or a proxy of your own choice, who need not be a member of the company. If you cannot attend the meeting, you can appoint your proxy to vote your shares either using the hard copy proxy form or online at www.bp.com/evoting. The BP Registrar, Equiniti, must receive your proxy appointments and voting instructions by 5.30 p.m. on Tuesday, 12 April 2011. If you are appointing someone other than the chairman of the meeting as your proxy, please ask them to bring your completed admission card or printed confirmation of an appointment made online with them to the meeting to avoid delay at Registration where their right to admission is checked and verified. A proxy may not bring a guest to the meeting.

If you wish to appoint more than one person as a proxy, please contact the BP Registrar, Equiniti, to request additional proxy forms.

Completing hard copy proxy cards and poll cards

Proxy forms and poll cards must be signed and any alterations to them must be initialled.

Appointments of and instructions to proxies

The directors have laid down procedures to decide any unclear proxy appointments. Their decision will be final.

If more than one proxy is to be appointed to attend the meeting to represent individual interests and vote accordingly, please call the Shareholder Helpline on 0800 701 107 or on +44 (0)121 415 7005 from outside the UK.

Where no instruction to a proxy is given, either generally or in relation to any resolution, or if any other matter comes before the AGM, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit. The chairman of the meeting will decide any unclear voting instructions he receives. His decision will be final.

Changes to proxy voting instructions

Changes to written proxy voting instructions must be made in writing and signed by the shareholder. To change your online voting instruction, go to www.bp.com/evoting and submit your new instructions. The voting instruction received last will be the one that is followed. However, if a postal instruction and an online instruction are received on the same day, the online instruction will be followed. To be certain that changes are accepted, they must be received by our Registrar by 5.30 p.m. on Tuesday, 12 April 2011. The directors have laid down procedures to resolve any uncertainty about changes to proxy voting instructions. Their decision will be final. Alternatively, shareholders wishing to change their proxy voting instructions may do so by attending the meeting in person and voting.

Joint shareholders

Joint shareholders may attend the meeting. Any one shareholder may sign a proxy form or poll card on behalf of all joint shareholders. If more than one joint shareholder fills in a proxy form or poll card, the instruction given by the first of them listed on our Register of Members will prevail.

Nominee shareholders

If you hold shares on behalf of others, and some of that holding is to be voted separately, you may do so either by using the hard copy proxy form or online at www.bp.com/evoting.



Vote online
bp.com/evoting

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST Manual (www.euroclear.com/CREST). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Equiniti (ID RA19) by 5.30 p.m. on Tuesday, 12 April 2011. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

Powers of attorney

If you have given a power of attorney over your shares, you must ensure that the power of attorney has been deposited with our Registrar by 5.30 p.m. on Tuesday, 12 April 2011. Persons voting under a power of attorney must do so by using the paper proxy form.

Corporate representatives

Corporate shareholders may appoint more than one corporate representative and all of those representatives can attend and speak at the meeting and use their powers to vote in different ways. As always, corporate shareholders may also appoint proxies and vote by using the enclosed proxy form or online at www.bp.com/evoting or through CREST.

ADR holders

ADR registered holders

If you hold BP ADRs directly, your name will appear on the register of JPMorgan Chase Bank (the 'Depositary') and you are referred to as a 'registered holder'. Registered holders at the close of business on 31 March 2011 ET will be entitled to attend, speak and vote at the AGM. If you do not plan to attend the meeting, you are entitled to appoint a proxy to attend, speak and vote on your behalf.

If you want the Depositary to vote your shares at the meeting, you may provide your voting instructions to the Depositary via the internet, by telephone or by sending in a completed ADR voting instruction card, as described on that card. Voting instructions must be received by the Depositary by 11.59 p.m. ET on 11 April 2011 for electronic instructions and by noon ET on 12 April 2011 for paper voting forms.

If you wish to appoint someone as your proxy to attend and vote at the meeting, rather than giving voting instructions to the Depositary, please contact the Depositary immediately on +1 877 638 5672 to obtain the appropriate form. You will need to complete the form with the name of your proxy, sign and return it to the Depositary to be received before noon ET on 12 April 2011. Further instructions will be included with the form. You will also need to give the ADR voting instruction card to your appointee to bring to the AGM, along with proof of his/her identity. Proxies not notified to the Depositary may be denied access to the meeting.

If you wish to attend the AGM and vote in person, the Depositary will be present at ExCeL London to verify your right to attend. Please bring proof of your identity.

ADR street name holders

If you do not hold your ADRs directly but hold them through a bank, broker or nominee, you should contact them for information on how to vote your ADRs.

If you wish to attend the AGM, you will need to bring with you evidence of your share ownership in the form of a currently dated letter from your bank or broker and proof of your identity. On verification of such evidence, you may attend the AGM but may not vote your shares at the AGM.

Employee share plan participants

Ordinary share plans

If you hold shares under a BP employee share plan with the BP Share Plan Trustees Ltd, or in a Vested Share Account ('VSA') with Computershare Nominees, you are entitled to instruct the Trustee(s)/Nominee(s) to vote on your behalf at the AGM.

If you have previously registered to receive notification of the AGM electronically, an email will be sent to you containing information about how to submit your instruction using Computershare's e-voting website. If you have not yet registered for e-delivery or have elected to receive hard copies of AGM information, Computershare will contact you by post and will include a paper Form of Direction with which to submit instructions. Alternatively, using the Voting Number advised to you, you will be able to use the e-voting website.

All share plan participants and VSA holders are entitled to attend the AGM. If you attend, you can still vote in advance by submitting your instruction as above. Alternatively, you can vote in person at the AGM but to do this you will need to make prior arrangements by contacting Computershare Investor Services PLC no later than Wednesday, 6 April 2011 on +44 (0)870 703 6207. To gain entrance to the AGM, you will need to register at the ADR holders desk and provide proof of your identity.

If you require assistance in respect of shares held under a UK employee share plan or in a VSA, you should contact Computershare on +44 (0)870 703 6207. If you require assistance regarding shares held under a non-UK plan, please contact your local employee share plan administrator.

ADR plan participants

If you are allocated ADRs under selected BP or subsidiary employee savings plans (a 'Plan'), you are referred to as a 'Plan Participant'. Plan Participants are not registered holders of ADRs.

Plan Participants at the close of business ET on Thursday, 31 March 2011 are entitled to attend and speak at the AGM but may not vote at the AGM except as validly appointed proxies for registered holders. If you wish to vote, whether you plan to attend the AGM or not, you must direct the trustee of your Plan how your ADRs should be voted.

You may direct the trustee to vote your shares online, by telephone or by sending in a completed ADR voting instruction card. The trustee will then instruct the Depositary to vote your plan shares in accordance with your instructions. Voting instructions must be received by the Depositary by 11.59 p.m. ET on 10 April 2011 for electronic instructions and by noon ET on 11 April 2011 for paper voting forms. If your directions are not received by the appointed times for transmission to the Plan trustee, the trustee is authorized to vote the ADRs allocable to you under the Plan at its sole direction.

Indirect investors

Following the implementation of the Companies Act 2006, there are a number of rights that may now be available to indirect investors of BP, including the right to be nominated by the registered holder to receive general shareholder communications direct from the company.

The rights of indirect investors who have been nominated to receive communications from the company in accordance with Section 146 of the Act ('nominated persons') do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered shareholder, who holds the shares on their behalf, to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general shareholder communications direct from BP, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. BP cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where BP is exercising one of its powers under the Act and writes to you directly for a response.

The meeting at ExCeL London

Security

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting.

You will be asked to pass through our security systems before entering the meeting. Please be advised that we will check everyone's bag or briefcase.

We do not permit cameras or recording equipment at the meeting and we would be grateful if you could ensure that you have switched off any mobile phones or any other electronic communication devices before the meeting begins. Please note that no food or drink will be allowed into the meeting.

We thank you in advance for your co-operation with our security staff.

Registration

Please remember to bring your admission card with you or for email recipients, a print out of the notification email. If you are an ADR holder coming to the meeting and hold ADRs in a bank or broker account, you should bring a letter of identification from your bank or broker confirming your holding (*see page 13 for more information*). If you have been appointed as a proxy by a shareholder, please bring along their completed admission card or printed confirmation of an appointment made online. Please note, our Registrar must receive any proxy appointments by 5.30 p.m. on Tuesday, 12 April 2011. If you are attending as a corporate representative, you will need to bring your admission card with you and the letter of representation appointing you as corporate representative.

Asking a question at the meeting

During the meeting there will be an opportunity for shareholders, proxies or corporate representatives to ask questions. If you wish to ask a question during the meeting, please tell an usher on entry to the auditorium, so that you can be seated near a microphone.

Special needs

We have sign language interpreters at the meeting and a dedicated hearing loop area will be available. If you are in a wheelchair or in need of help from a companion, please let us know at Registration so that we can assist you.

Children

As the AGM is a business meeting, we suggest that it is not appropriate to bring young children. There will be no crèche facilities at the meeting.

Guests

The AGM is a meeting of shareholders and their representatives and it requires an admission card to gain entry. However, at the discretion of the company and subject to sufficient seating capacity, a shareholder may enter with one guest, provided that the shareholder and their guest register to enter the meeting at the same time. Proxies and corporate representatives, as they represent other shareholders, may not bring guests to the meeting.

Cloakrooms

There will be cloakroom facilities near Registration. We suggest that you leave your coats and bags there before going to Registration. There will be restrooms available.

How business is conducted at the meeting

Discussion

- The chairman will open the meeting, following which there will be a presentation by the group chief executive.
- Discussion will then take place on all the resolutions contained in this Notice of Meeting (*see pages 2 to 3*). Shareholders will have the opportunity to ask questions on BP's performance and business when considering the first resolution on the *BP Annual Report and Form 20-F 2010*.
- Please endeavour to keep your questions short and relevant to the resolution being discussed.
- Please remember that others may have waited for some time to ask a question, so please do not make speeches or ask multiple questions. If you do try to give a speech, the chairman may ask you to stand aside so that other people may be heard.
- You may also write to us at our registered office (*see page 16*) and we will be pleased to respond. There is a shareholder information desk available for queries on the day.
- It is planned that a number of senior executives will be available after the meeting.

Voting

- Voting on all the resolutions on pages 2 to 3 is by a poll, as required by the company's Articles.
- Your vote counts, whether you can come to the meeting or not. In a global company such as ours, we think poll voting is the fairest approach.
- After opening the meeting, the chairman will put all the resolutions to the meeting.
- There will be no voting on the resolutions on a show of hands. Shareholders and proxies at the meeting will be invited to participate in the poll.
- In accordance with UK listing requirements, we have included a 'vote withheld' column on our poll card. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

How poll voting works at the meeting

- Shareholders, registered ADR holders and their proxies or corporate representatives will be given a poll card at Registration.
- Please indicate your decision by marking the appropriate box next to each resolution.
- Please sign at the bottom of the poll card.

What to do with your poll card

- Poll boxes are open after the resolutions are put to the meeting. You will find the boxes clearly marked and located at the exits from the auditorium and in Registration.
- When you have completed your poll card, please place it in a poll box.
- If you need assistance, our Registrar, Equiniti, will be available to answer questions.
- The poll will close one hour after the meeting ends.

Poll result

- It is expected that the total of the votes cast by shareholders for or against or withheld on each resolution will be published on www.bp.com on Monday, 18 April 2011.



Shareholder notes
See pages 12-13

Getting to the AGM

There are several other large events taking place at ExCeL at the same time as the BP AGM, so public transport may be busy. Please allow plenty of time to arrive at the venue prior to the start of the meeting.

By train

Take the Jubilee line Tube to Canning Town and change on to the Docklands Light Railway bound for Beckton; alight at Custom House or Prince Regent for direct access to ExCeL London. There are lifts on the station platforms to the covered walkway to ExCeL London. The nearest mainline station is Liverpool Street; from there, travel to Stratford station in east London where you can take the Jubilee line to Canning Town and change on to the Docklands Light Railway.

Special needs

Access to ExCeL London is along low-gradient ramps and walkways. All ramps are fitted with handrails and balustrades. Non-slip flooring is used throughout the building. The lifts have Braille and tactile buttons at a suitable level to be reached by a wheelchair user. A limited number of car parking spaces suitable for disabled drivers is available; please contact ExCeL London for further information. See page 16 for contact details.

By road

Follow signs for Royal Docks, City Airport and ExCeL. There is easy access from the M25, M11, A406 and A13. The postcode for Sat Nav purposes is E16 1DR.

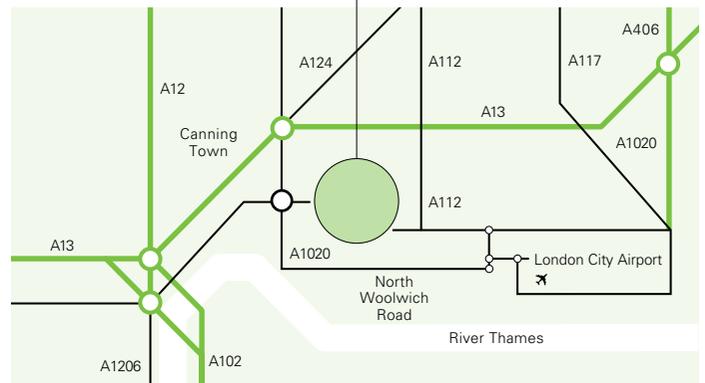
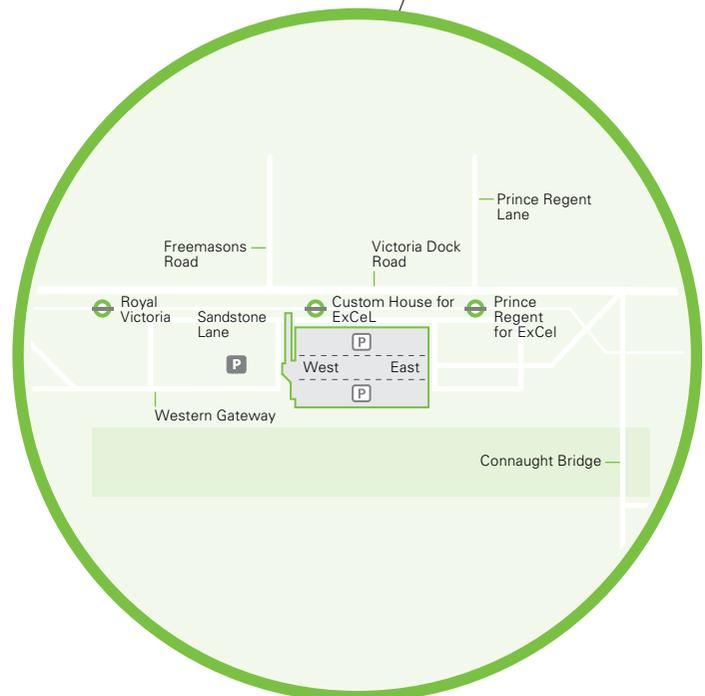
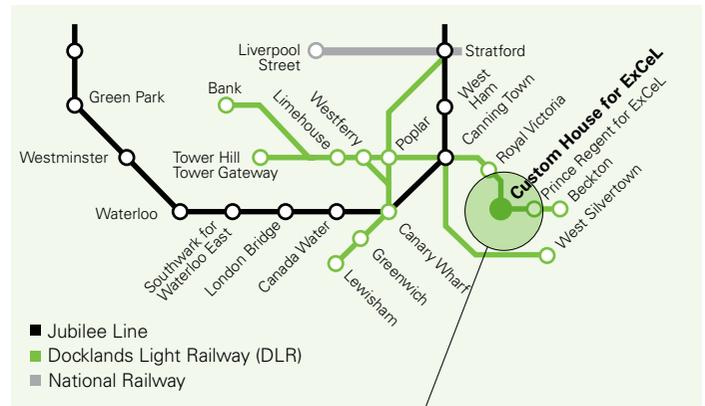
Parking

Underground car parking in the purple and orange car parks is available onsite at ExCeL London and there are signposts and car park attendants to help direct drivers. There is also a multi-storey car park five minutes' walk from the west entrance to ExCeL London. Parking charges apply and all car parks accept coins, notes and credit cards.

By air

The nearest airport is London City Airport, which is five minutes by taxi and less than 10 minutes by Docklands Light Railway.

 **ExCeL London contact details**
See page 16



Key information and contacts

Documents available for inspection

The following documents are available for inspection during normal business hours at 1 St James's Square, London SW1Y 4PD, UK, and will be at ExCeL London from 10 a.m. on 14 April 2011 until the conclusion of the AGM:

- Copies of the Articles of Association.
- Copies of directors' service contracts with the company.
- Copies of the BP ShareMatch Plan and the BP Sharesave UK Plan 2001.

BP p.l.c.

1 St James's Square
London SW1Y 4PD
UK
Tel +44 (0)20 7496 4000

The BP Registrar

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