

# Notice of BP Annual General Meeting 2012

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Annual General Meeting  
Thursday, 12 April 2012  
11.30 am  
ExCeL London

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### **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.

## 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 from the AGM from Registration, together with a large-print version of the poll card.

## Chairman's letter



Dear Shareholder

Our 103rd Annual General Meeting will take place at ExCeL London on Thursday, 12 April 2012. It will start at 11.30 am, and I hope you can join us there. We want our shareholders to be part of the meeting and if you are unable to come along to the meeting I would like to invite you to watch the meeting via the webcast as many of you did last year.

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. In the *BP Annual Report and Form 20-F 2011* and in the *BP Summary Review 2011*, we describe the key events of the year, our strategy and business model and how we manage risk. The *BP Annual Report and Form 20-F 2011* also contains my report on the Board's performance and a report from each Board Committee. I hope these may help to answer some of your questions about the Board and its activities during the year. You can download the Annual Report from [www.bp.com/annualreport](http://www.bp.com/annualreport).

At the meeting we will also discuss the election of our three new Directors, the re-election of existing Directors, and the Directors' Remuneration Report. You will find biographies of our Directors on pages 5 to 12 of the Notice and the Directors' Remuneration Report can be found in the *BP Annual Report and Form 20-F 2011*.

The votes of all shareholders count, whether they attend the meeting or not. If you cannot attend the meeting I would urge you to appoint and instruct a proxy to vote on your behalf. The Board recommends that you support all of the Resolutions put before you.

May I also invite you to visit our website [www.bp.com](http://www.bp.com) throughout the year you can find up to date information on the Company and its activities. As a shareholder you may also find our investors section of interest. In particular, the page [www.bp.com/shareholders](http://www.bp.com/shareholders) contains information about BP shares, dividends and managing your share account.

On behalf of the Board, I look forward to welcoming you to BP's Annual General Meeting 2012.

**Carl-Henric Svanberg**

Chairman

28 February 2012

# Notice of Meeting and Resolutions to be proposed

Notice is hereby given that the one hundred and third 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, 12 April 2012, commencing at 11.30 am, for the transaction of the following business.

The Board recommends you vote for Resolutions 1 to 22 inclusive.

## **Resolution 1 – Report and Accounts**

To receive the report of the Directors and the Accounts for the year ended 31 December 2011.

See notes on page 4.

## **Resolution 2 – Directors' Remuneration Report**

To approve the Directors' Remuneration Report for the year ended 31 December 2011.

See notes on page 4.

## **Resolution 3**

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

See biography on page 5.

## **Resolution 4**

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

See biography on page 5.

## **Resolution 5**

To elect Dr B Gilvary as a Director.

See biography on page 6.

## **Resolution 6**

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

See biography on page 6.

## **Resolution 7**

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

See biography on page 7.

## **Resolution 8**

To re-elect Mr F L Bowman as a Director.

See biography on page 7.

## **Resolution 9**

To re-elect Mr A Burgmans as a Director.

See biography on page 8.

## **Resolution 10**

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

See biography on page 8.

## **Resolution 11**

To re-elect Mr G David as a Director.

See biography on page 9.

## **Resolution 12**

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

See biography on page 9.

## **Resolution 13**

To elect Professor Dame Ann Dowling as a Director.

See biography on page 10.

## **Resolution 14**

To re-elect Mr B R Nelson as a Director.

See biography on page 10.

## **Resolution 15**

To re-elect Mr F P Nhleko as a Director.

See biography on page 11.

## **Resolution 16**

To elect Mr A B Shilston as a Director.

See biography on page 11.

## **Resolution 17**

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

See biography on page 12.

## **Resolution 18 – 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 13.

## **Resolution 19 – 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 2013 or 12 July 2013, 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 13.

#### **Resolution 20 – Directors’ authority to allot shares (Section 551)**

To renew, for the period ending on the date of the Annual General Meeting in 2013 or 12 July 2013, 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 \$3,163 million.

See notes on page 14.

#### **Resolution 21 – Directors’ authority to allot shares (Section 561)**

To renew, for the period ending on the date of the Annual General Meeting in 2013 or 12 July 2013, 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 \$237 million.

See notes on page 14.

#### **Resolution 22 – 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 14.

Note: Resolutions 1 to 18 inclusive and Resolution 20 will be proposed as Ordinary Resolutions. Resolutions 19, 21 and 22 will be proposed as Special Resolutions. Resolutions 19 to 22 inclusive are items of special business.

By order of the Board

**David J Jackson**  
Company Secretary  
28 February 2012

# 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 2011, which are contained in the *BP Annual Report and Form 20-F 2011* ([www.bp.com/annualreport](http://www.bp.com/annualreport)).

## Notes to Resolution 2 Directors' Remuneration Report

The Directors' Remuneration Report is contained in the *Report and Form 20-F 2011* ([www.bp.com/annualreport](http://www.bp.com/annualreport)). The report includes a description of the Remuneration Committee composition, remit and activities; the components of the Executive Directors' remuneration; and the Non-Executive Directors' fees.

The report has been prepared by the Secretary to the Remuneration Committee, with the exception of the details of the Non-Executive Directors which was prepared by the Company Secretary on behalf of the Board. Certain sections of information are required to be audited. 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 the *BP Summary Review 2011* ([www.bp.com/summaryreview](http://www.bp.com/summaryreview)).

The Nomination Committee's recommendations for the election or re-election of Directors are set out in the notes on each Director, as are descriptions of the Directors' skills and the Committees upon which they serve.

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.



[Annual Report and Form 20-F 2011  
bp.com/annualreport](http://www.bp.com/annualreport)

## Notes to Resolutions 3-17 Election or re-election of Directors

Since 2005, the Company's Articles of Association have required all the Directors of the Company to retire and offer themselves for re-election at each Annual General Meeting. In accordance with this requirement Mr P M Anderson, Mr F L Bowman, Mr A Burgmans, Mrs C B Carroll, Mr I C Conn, Mr G David, Mr I E L Davis, Mr R W Dudley, Dr B E Grote, Mr B R Nelson, Mr F P Nhleko and Mr C-H Svanberg, retire and offer themselves for re-election as Directors. Professor Dame Ann Dowling, Dr B Gilvary and Mr A B Shilston offer themselves for election as Directors.

The Nomination Committee of the Board identifies, evaluates and recommends candidates for the appointment or reappointment as Directors and for the appointment as Company Secretary.

The Committee keeps the mix of knowledge, skills and experience of the Board under regular review (in consultation with the Chairman's Committee) to ensure an orderly succession of Directors. The outside directorships and broader commitments of the Non-Executive Directors are also monitored by the Nomination Committee.

In undertaking its search for potential candidates for Board membership, the Committee undertook a review of skills and experience of existing Board members and considered this against the Board succession plan based on tenure and other factors, including diversity. In addressing BP and its business strategy, the Board identified skills and experience upon which it wishes to draw in Board discussions. These include finance, extractive industries, safety and environment, geopolitical, science and technology and global businesses. In 2011, the Board decided to focus on candidates with skills and experience in the fields of science and technology, oil and gas industry, and financial skills.

The report of the Nomination Committee can be found in the *BP Annual Report and Form 20-F 2011*.

## Resolution 3

### Mr R W Dudley



#### Current position and Group responsibilities

Bob Dudley is BP's Group Chief Executive. He was appointed an Executive Director of BP on 6 April 2009.

#### Outside interests

Bob Dudley has no external appointments.

#### Career

Bob 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, 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, Bob Dudley was President and Chief Executive Officer of TNK-BP.

On his return to BP in 2009 he was appointed to the BP Board and oversaw the Group's activities in the Americas and Asia. 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. He became Group Chief Executive on 1 October 2010.

#### Board recommendation for re-election

Bob Dudley has had a long career in the oil and gas industry. He has international experience and has successfully performed in senior roles in BP's key markets.

Bob Dudley's performance has been considered and evaluated by the Chairman's Committee.

The Board recommends Bob Dudley's re-election as a Director.

## Resolution 4

### Mr I C Conn



#### Current position

Iain Conn is BP's Chief Executive, Refining and Marketing. He was appointed an Executive Director of BP on 1 July 2004.

#### Group responsibilities

In addition to his position as Chief Executive, Refining and Marketing, Iain Conn has regional responsibility for Europe, Southern Africa and Asia. He also has responsibility for the BP brand and related matters.

#### Outside interests

Iain Conn is a Non-Executive Director and the Senior Independent Director of Rolls-Royce Holdings plc. He is Chairman of The Advisory Board of Imperial College Business School and a member of the Council of Imperial College.

#### Career

Iain 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. He was appointed Chief Executive, Refining and Marketing on 1 June 2007.

#### Board recommendation for re-election

Iain Conn's long career has given him extensive knowledge of a broad range of BP's businesses, particularly in the area of refining and marketing. This has been complemented by his knowledge of safety and technology.

Iain Conn's performance has been evaluated by the Group Chief Executive and considered by the Chairman's Committee.

The Board recommends Iain Conn's re-election as a Director.

## Resolution 5

### Dr B Gilvary



#### Current position

Brian Gilvary is BP's Chief Financial Officer. He was appointed an Executive Director on 1 January 2012.

#### Group responsibilities

Brian Gilvary also has responsibility for BP's mergers and acquisitions activities.

#### Outside interests

Brian Gilvary is a Non-Executive Director of TNK-BP.

#### Career

Brian Gilvary joined BP in 1986. Following a variety of roles in Exploration and Production, downstream and trading, in 2000 he became Chief of Staff of BP's Refining and Marketing business and held a number of executive roles in the business, including Refining and Marketing's Chief Financial Officer and Commercial Director from 2002 to 2005. In 2003 he was appointed Director of TNK-BP, retiring from the Board in 2005 and rejoining in 2010. From 2005 to 2010 he was Chief Executive of Integrated Supply and Trading, BP's commodity trading arm. In 2010 he was appointed Deputy Group Chief Financial Officer with responsibility for the finance function before being appointed Chief Financial Officer in succession to Byron Grote on 1 January 2012.

#### Board recommendation for election

Brian Gilvary has broad experience of BP gained over the past 25 years. He has deep knowledge of finance and trading. He has gained further experience in the role of Deputy Chief Financial Officer and Head of Finance.

Based on discussions in the Chairman's Committee and the Nomination Committee, the Board appointed him as Chief Financial Officer and an Executive Director.

The Board recommends Brian Gilvary's election as a Director.

## Resolution 6

### Dr B E Grote



#### Current position

Byron Grote is BP's Executive Vice President, Corporate Business Activities. He was appointed an Executive Director of BP on 3 August 2000.

#### Group responsibilities

On 1 January 2012, Byron Grote became Executive Vice President, Corporate Business Activities. He has accountability for BP's Integrated Supply and Trading operations and shipping businesses, Alternative Energy business, and its technology and remediation activities.

#### Outside interests

Byron Grote is a Non-Executive Director of Unilever NV and Unilever PLC.

#### Career

Byron 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 was Chief Financial Officer from 2002 until the end of 2011.

#### Board recommendation for re-election

Byron Grote has served on the Board for 11 years. His long career with BP has given him extensive knowledge of BP's finances and businesses.

Byron Grote's performance has been evaluated by the Group Chief Executive and considered by the Chairman's Committee.

The Board recommends Byron Grote's re-election as a Director.



## Resolution 7

### Mr P M Anderson



#### Current position

Paul Anderson was appointed a Non-Executive Director of BP on 1 February 2010.

#### Board and Committee activities

He is a member of the Chairman's, and the Gulf of Mexico Committees, and on 8 December 2011 he was appointed Chairman of the Safety, Ethics and Environment Assurance Committee.

#### Outside interests

Paul Anderson is a Non-Executive Director of BAE Systems PLC and of Spectra Energy Corp.

#### Career

Paul Anderson was formerly Chief Executive at BHP Billiton and 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 and as Chief Executive Officer of Pan Energy Corp.

#### Board recommendation for re-election

Paul Anderson has broad and significant experience in the energy industry, particularly oil and gas. His experience in the US has been valuable in his service on the Gulf of Mexico Committee. His industry experience makes him well-suited for his new appointment as Chairman of the Safety, Ethics and Environment Assurance Committee.

The Board has considered and has satisfied itself of Paul Anderson's independence and it recommends his re-election as a Director.

## Resolution 8

### Mr F L Bowman



#### Current position

Frank L 'Skip' Bowman, was appointed a Non-Executive Director of BP on 8 November 2010.

#### Board and Committee activities

He is a member of the Chairman's, the Gulf of Mexico and the Safety, Ethics and Environment Assurance Committees.

#### Outside interests

Frank Bowman is President of Strategic Decisions, LLC and a Director of Morgan Stanley Mutual Funds.

#### Career

Frank 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.

#### Board recommendation for re-election

Frank Bowman has a deep knowledge of engineering coupled with exceptional experience in safety arising from his time with the US Navy and, later, the Nuclear Energy Institute. His service on the BP Independent Safety Review Panel gave him direct experience of BP's safety aims and requirements, particularly in the refining area. He makes a significant contribution to the work of the Safety, Ethics and Environment Assurance Committee and has recently joined the Gulf of Mexico Committee.

The Board has considered and has satisfied itself of Frank Bowman's independence and it recommends his re-election as a Director.

## Resolution 9

### Mr A Burgmans



#### Current position

Antony Burgmans was appointed a Non-Executive Director of BP on 5 February 2004.

#### Board and Committee activities

He is a member of the Chairman's, the Nomination and the Safety, Ethics and Environment Assurance Committees and Chairman of the Remuneration Committee.

#### Outside interests

Antony Burgmans is a member of the Supervisory Boards of Akzo Nobel N.V., AEGON N.V. and SHV Holdings N.V. and Chairman of the Supervisory Board of TNT Express.

#### Career

Antony 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.

#### Board recommendation for re-election

Antony Burgmans has worked extensively in international production, distribution and marketing. This knowledge has made a significant contribution to the work of the Board, where he adds insight to the areas of reputation, brand and culture. His global perspective has particular value as Chairman of the Remuneration Committee and also contributes to his work on the Safety, Ethics and Environment Assurance Committee. Given his tenure on the Board, after the Annual General Meeting he will support the Senior Independent Director on internal Board matters.

The Board has considered and has satisfied itself of Antony Burgmans' independence and it recommends his re-election as a Director.

## Resolution 10

### Mrs C B Carroll



#### Current position

Cynthia Carroll was appointed a Non-Executive Director of BP on 6 June 2007.

#### Board and Committee activities

She is a member of the Chairman's, the Nomination and the Safety, Ethics and Environment Assurance Committees.

#### Outside interests

Cynthia Carroll is Chief Executive of Anglo American plc, the global mining group. She is Chairman of Anglo Platinum Limited and a Director of De Beers s.a. and Chairman of the NSPCC Stop Organised Abuse Board.

#### Career

Cynthia 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 at Alcan, 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.

#### Board recommendation for re-election

Cynthia Carroll's career in the global extractive industries is particularly relevant to her work on the BP Board and the contribution she makes to the Safety, Ethics and Environment Assurance Committee.

The Board has considered and has satisfied itself of Cynthia Carroll's independence and it recommends her re-election as a Director.

## Resolution 11

### Mr G David



#### Current position

George David was appointed a Non-Executive Director of BP on 11 February 2008.

#### Board and Committee activities

He is a member of the Chairman's, the Audit, the Gulf of Mexico, and the Remuneration Committees.

#### Outside interests

George David is Vice-Chairman of the Peterson Institute for International Economics.

#### Career

George 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 United Technologies Corporation (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 in 2009.

#### Board recommendation for re-election

George David has substantial global business and financial experience through his long career with UTC, a business with substantial reliance on safety and technology. He chairs BP's Technology Advisory Council. His considerable knowledge of the US business environment benefits considerably the work of the Gulf of Mexico Committee of which he is a member and his extensive knowledge contributes to the work of the Audit and Remuneration Committees.

The Board has considered and has satisfied itself of George David's independence and it recommends his re-election as a Director.

## Resolution 12

### Mr I E L Davis



#### Current position

Ian Davis was appointed a Non-Executive Director of BP on 2 April 2010.

#### Board and Committee activities

He is a member of the Chairman's, the Nomination and the Remuneration Committees and Chairman of the Gulf of Mexico Committee.

#### Outside interests

Ian 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.

#### Career

Ian 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, Ian Davis served as a consultant to 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.

#### Board recommendation for re-election

Ian Davis brings significant financial and strategic experience to the Board. He has had a lengthy career working with and advising global organizations and companies in the oil and gas industry. This experience has been recognized by the Board in his appointments as a member of a broad range of Committees and as Chairman of the Gulf of Mexico Committee.

The Board has considered and has satisfied itself of Ian Davis' independence and it recommends his re-election as a Director.

## Resolution 13

### Professor Dame Ann Dowling



#### Current position

Professor Dame Ann Dowling was appointed a Non-Executive Director of BP on 3 February 2012.

#### Board and Committee activities

She is a member of the Chairman's and the Safety, Ethics and Environment Assurance Committees.

#### Outside interests

Dame Ann Dowling is Professor of Mechanical Engineering and Head of the Department of Engineering at the University of Cambridge. She is chair of the Physical Sciences, Engineering and Mathematics Panel in the Research Excellence Framework – the UK Government's review of research in universities.

#### Career

Dame Ann Dowling was appointed a Professor of Mechanical Engineering in the Department of Engineering at the University of Cambridge in 1993 (the Department of Engineering is one of the leading centres for engineering research worldwide). Between 1999 and 2000 she was the Jerome C Hunsaker Visiting Professor at MIT subsequently becoming a Moore distinguished scholar at Caltech in 2001. When she returned to the University of Cambridge, she became Head of the Division of Energy, Fluid Mechanics and Turbomachinery in the Department of Engineering, becoming UK lead of the Silent Aircraft Initiative in 2003, a collaboration between researchers at Cambridge and MIT. She became Head of the Department of Engineering at the University of Cambridge in 2009. She was appointed Director of the University Gas Turbine Partnership with Rolls-Royce in 2001 and Chairman in 2009. Between 2003 and 2008 she chaired the Rolls-Royce Propulsion and Power Advisory Board. She chaired the Royal Society/Royal Academy of Engineering study on Nanotechnology.

#### Board recommendation for election

Dame Ann Dowling with her strong academic and engineering background met the Board's goal of strengthening its skills in the area of science and technology. She joined the Safety, Ethics and Environment Assurance Committee on her appointment to the Board.

The Board considered Dame Ann Dowling to be independent on her appointment and it recommends her election as a Director.

## Resolution 14

### Mr B R Nelson



#### Current position

Brendan Nelson was appointed a Non-Executive Director of BP on 8 November 2010.

#### Board and Committee activities

He is a member of the Chairman's Committee and Chairman of the Audit Committee.

#### Outside interests

Brendan Nelson is a Non-Executive Director of The Royal Bank of Scotland Group plc where he is Chairman of the group Audit Committee. He is a Director of the Financial Services Partnership and he is Vice President of The Institute of Chartered Accountants of Scotland.

#### Career

Brendan Nelson is a Chartered Accountant. He 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. At KPMG International he held a number of senior positions including Global Chairman, Banking and Global Chairman, Financial Services.

He served six years as a member of the Financial Services Practitioner Panel.

#### Board recommendation for re-election

Brendan Nelson has had a long career in finance and auditing which qualifies him to chair the Audit Committee and to act as its financial expert. This is complemented by his broader business experience.

The Board has considered and has satisfied itself of Brendan Nelson's independence and it recommends his re-election as a Director.

## Resolution 15

### Mr F P Nhleko



#### Current position

Phuthuma Nhleko was appointed a Non-Executive Director of BP on 1 February 2011.

#### Board and Committee activities

He is a member of the Chairman's and the Audit Committees.

#### Outside interests

Phuthuma Nhleko is Vice Chairman of the MTN Group and Chairman of MTN International. He is a Non-Executive Director of Anglo American plc.

#### Career

Phuthuma 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 stepped down as Group Chief Executive of MTN Group at the end of March 2011. He was formerly a Director of Johnnic Holdings (formerly a subsidiary of the Anglo American group of companies), Nedbank Group, Bidvest Group and Alexander Forbes.

#### Board recommendation for re-election

Phuthuma Nhleko's background in engineering and his broad experience of global business enables him to contribute to the Board, particularly in the area of emerging market economies. His financial experience is relevant to his work on the Audit Committee.

The Board has considered and has satisfied itself of Phuthuma Nhleko's independence and it recommends his re-election as a Director.

## Resolution 16

### Mr A B Shilston



#### Current position

Andrew Shilston was appointed a Non-Executive Director of BP on 1 January 2012.

#### Board and Committee activities

He is a member of the Chairman's and the Audit Committees.

#### Outside interests

Andrew Shilston is a Non-Executive Director of Circle Holdings plc.

#### Career

Andrew Shilston trained as a Chartered Accountant before joining BP as a management accountant. He subsequently joined Abbott Laboratories before moving to Enterprise Oil plc in 1984 at the time of flotation. In 1989 he became Treasurer of Enterprise Oil and was appointed Finance Director in 1993. After the sale of Enterprise Oil to Shell in 2002, in 2003 he became Finance Director of Rolls-Royce plc until his retirement on 31 December 2011.

Andrew Shilston has served as a Non-Executive Director on the Boards of AEA Technology plc and Cairn Energy plc where he chaired the Remuneration and Audit Committees.

#### Board recommendation for election

Andrew Shilston has had a long career in finance within the oil and gas industry. His knowledge and long experience as a Chief Financial Officer firstly in Enterprise Oil and then Rolls-Royce and as Audit Committee Chairman at Cairn Energy makes him well suited as a member of BP's Audit Committee. He will become Senior Independent Director at the conclusion of the Annual General Meeting.

The Board considered Andrew Shilston to be independent on his appointment and it recommends his election as a Director.

## Resolution 17

### Mr C-H Svanberg



#### Current position

Carl-Henric Svanberg is BP's Chairman.

#### Board and Committee activities

Carl-Henric Svanberg was appointed a Non-Executive Director of BP on 1 September 2009 and became Chairman on 1 January 2010. He chairs the Chairman's and Nomination Committees and attends the Gulf of Mexico and Remuneration Committees.

#### Outside interests

Carl-Henric Svanberg is a Non-Executive Director of Ericsson. It is proposed that he becomes Chairman of AB Volvo and upon that appointment he will stand down as a Non-Executive Director of Ericsson.

#### Career

He 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. Carl-Henric Svanberg continues to be a Non-Executive Director of Ericsson.

He is a member of the External Advisory Board of the Earth Institute at Columbia University and a member of the Advisory Board of Harvard Kennedy School.

#### Board recommendation for re-election

Carl-Henric Svanberg's career in several international industries, latterly as Chief Executive Officer of Ericsson, is particularly relevant to BP's global business. He has demonstrated the ability to create and lead a Board which is clearly focussed on performance and shareholder value.

The Board has considered and has satisfied itself of Carl-Henric Svanberg's independence and it recommends his re-election as a Director.



## Notes to Resolution 18

### Reappointment of auditors

#### Performance

Performance of the external auditors is evaluated by the Audit Committee each year. In 2011 the Committee put particular focus on assessing audit quality against a set of agreed key performance indicators. The Company has also developed an auditor assessment tool which will be completed on an annual basis and apply five main performance criteria – robustness of the audit process, independence and objectivity, quality of delivery, quality of people and service, and value-added advice.

The Audit Committee considers both the audit fee structure and engagement terms. It monitors the auditors' work and progress during the year. In October the Committee reviewed with management the criteria which would lead the Company to consider tendering the audit. Preparatory work was undertaken to understand the potential for other audit firms to participate in a tender. The Committee and management consider that there is no case for recommending going to tender this year.

#### Independence

BP maintains auditor independence through limiting the auditors' non-audit services to tax and audit-related work that fall within defined categories. A new lead Audit Partner is appointed every five years and other senior audit staff are rotated every seven years. No Partners or senior staff from Ernst & Young LLP who are connected with the BP audit may transfer to the Group.

Non-audit work undertaken by Ernst & Young LLP is subject to pre-approval by the Audit Committee under its Pre-Approval Policy. Non-audit work undertaken by Ernst & Young LLP and by other accountancy firms is regularly monitored by the Committee.

#### Recommendation for reappointment

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 reappointment as auditors of the Company until the conclusion of the Annual General Meeting in 2013.

The Directors recommend their reappointment and seek authority to fix their remuneration.

## Notes to Resolution 19

### Share buyback

#### General explanation

Share buybacks are a way of returning cash to shareholders. The Company has carried out share buybacks on occasions in the past at times when the Directors believed it was in the best interests of shareholders to do so. Shareholders are asked at each Annual General Meeting for authority to carry out share buybacks in order to maintain this flexibility.

Shares that are purchased by the Company must either be cancelled or held in treasury. Once shares are held in treasury, the Directors may only 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).

#### Information about Resolution 19

The Listing Rules require certain information to be included in an Annual General Meeting Notice when a company seeks authority for share buybacks.

Authority is sought in Resolution 19 to purchase up to 10% of the issued Ordinary Share capital of the Company, continuing the authority granted by the shareholders at previous Annual General Meetings.

Resolution 19 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought.

For information, as at 17 February 2012, there were options outstanding over 334,424,461 Ordinary Shares, representing 1.76% of the Company's issued Ordinary Share capital (excluding treasury shares). If the authority given by Resolution 19 were to be fully used, these would then represent 1.96% of the Company's issued Ordinary Share capital (excluding treasury shares). The Company has no warrants in issue in relation to its shares.

No repurchases of shares were made from the date of the last Annual General Meeting to 17 February 2012.

The authority will expire at the conclusion of the Annual General Meeting in 2013 or on 12 July 2013, whichever is the earlier.

#### Intentions concerning Resolution 19

The Directors will exercise the authority conferred pursuant to Resolution 19 only when to do so would be in the best interests of shareholders generally. It is the Company's current intention that, of any 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.

## Notes to Resolutions 20 and 21

### Directors' authority to allot shares

#### General explanation

These Resolutions seek limited authority from shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, and permit the Company to allot shares as consideration in a transaction. As authority under both these Resolutions is often required to allot shares in many circumstances (eg a material merger or acquisition or capital raising exercise), the Resolutions are usually discussed together.

Influenced by events in the financial markets over the last few years, the Association of British Insurers (ABI) and the Pre-Emption Group (a group supported by the ABI, the National Association of Pension Funds and the Investment Management Association, as representatives of share owners and investment managers) changed their guidelines in 2008 to increase the amount of the allotment and pre-emption authorities that directors may seek within the limits laid down in their guidance. As indicated below, the Company wishes to take advantage of this greater flexibility.

#### Information about Resolutions 20 and 21

The Listing Rules require certain information to be included in an Annual General Meeting Notice when a company seeks authority to allot shares and to disapply pre-emption rights.

In relation to Resolution 20, the Directors are seeking authority to allot shares of up to a maximum of \$3,163 million. This is the 'Section 551 Amount' and is equal to 66.6% (ie two-thirds) of the Company's issued Ordinary Share capital (excluding treasury shares) as at 17 February 2012. In accordance with the ABI's guidelines, one half of that Section 551 Amount (equal to one-third of the Company's issued Ordinary Share capital (excluding treasury shares) as at 17 February 2012) will be applied to fully pre-emptive rights issues only.

In relation to Resolution 21, 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 \$237 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 Ordinary Share capital (excluding treasury shares) as at 17 February 2012. For Listing Rule purposes, where treasury shares have to be included, the Section 561 Amount is equal to 4.56% of the Company's issued Ordinary Share capital (including treasury shares) as at 17 February 2012.

For information, as at 17 February 2012, the Company held 1,835,923,338 treasury shares, which represents 9.67% of the Company's issued Ordinary Share capital (excluding treasury shares).

The authorities conferred pursuant to Resolutions 20 and 21 will expire on the date of the Annual General Meeting in 2013 or 12 July 2013, whichever is the earlier.

#### Intentions concerning Resolutions 20 and 21

As it did last year, the Company wishes to take advantage of the increased flexibility offered by the amended ABI guidelines. Consequently, and in accordance with the guidelines, 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.

## Notes to Resolution 22

### Notice of general meetings

By law 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.

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



# Shareholder notes

## Ordinary and Preference shareholders

### Ordinary shareholders' and Preference shareholders' right to attend and vote at the Annual General Meeting (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 pm on Tuesday, 10 April 2012. 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. You can appoint your proxy to vote your shares either using the hard copy proxy form or online at [www.bp.com/evoting](http://www.bp.com/evoting). The BP Registrar, Equiniti, must receive your proxy appointments and voting instructions by 5.30 pm on Tuesday, 10 April 2012. If you are appointing someone other than the Chairman of the meeting as your proxy, please complete the proxy form and return it to our Registrar, Equiniti. Please ask your proxy 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 at Equiniti 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](http://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 pm on Tuesday, 10 April 2012. 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](http://www.bp.com/evoting).



Vote online  
[bp.com/evoting](http://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](http://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 pm on Tuesday, 10 April 2012. 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 pm on Tuesday, 10 April 2012. 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](http://www.bp.com/evoting) or through CREST.

## ADS holders

### ADS registered holders

If you hold BP ADSs directly, your name will appear on the register of JPMorgan Chase Bank, N.A. (the 'Depository') and you are referred to as a 'registered holder'. Registered holders at the close of business on 30 March 2012 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 Depository to vote your shares at the meeting, you may provide your voting instructions to the Depository via the internet, by telephone or by sending in a completed ADS voting instruction card, as described on that card. Voting instructions must be received by the Depository by 11.59 pm ET on 9 April 2012 for electronic instructions and by noon ET on 10 April 2012 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 Depository, please contact the Depository 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 Depository to be received before noon ET on 10 April 2012. Further instructions will be included with the form. You will also need to give the ADS voting instruction card to your proxy to bring to the AGM, along with proof of his/her identity. Proxies not notified to the Depository may be denied access to the meeting.

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

### ADS street name holders

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

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. You can still vote in advance by submitting your instruction as above. Alternatively, you can attend the AGM and vote in person but to do this you will need to make prior arrangements by contacting Computershare Investor Services PLC no later than Tuesday, 3 April 2012 on +44 (0)870 703 6207.

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.

### ADS plan participants

If you are allocated ADSs 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 ADSs.

Plan Participants at the close of business ET on 30 March 2012 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 ADSs should be voted.

You may direct the trustee to vote your shares online, by telephone or by sending in a completed ADS voting instruction card. The trustee will then instruct the Depository to vote your Plan shares in accordance with your instructions. Voting instructions must be received by the Depository by 11.59 pm ET on 8 April 2012 for electronic instructions and by noon ET on 9 April 2012 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 ADSs allocable to you under the Plan at its sole direction.

## Indirect investors

Under the Companies Act 2006 (the 'Act'), 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

## What you need to bring with you to gain admission to the meeting

- Ordinary shareholders, Preference shareholders, joint shareholders must bring their shareholder admission card or a print-out of the notification email.
- Appointed proxies or holders of a power of attorney, having registered the appointment with Equiniti must bring either a completed shareholder admission card, or a letter from Equiniti or printed confirmation of a proxy appointment made on-line. Equiniti must receive any proxy appointments by 5.30 pm on Tuesday, 10 April 2012.
- Shareholders holding through UK nominees, for example through banks or brokers or through PEPs or ISAs, must speak to their nominee about their rights to attend and vote and to be appointed a proxy or a corporate representative. They must bring a copy of the proxy or appointment as corporate representative that has been deposited with Equiniti before 5.30 pm on 10 April 2012.
- Corporate representatives must bring an admission card signed by an authorized person/sealed by a corporation and a copy of the letter of representation previously deposited with Equiniti.
- BP UK employee share plan participants must contact Computershare concerning their rights to attend and vote. They must bring their Computershare confirmation of their attendance and voting rights.
- ADS holders on the Depository register or BP ADS Plan Participants must bring proof of identity.
- ADS holders holding shares through banks, brokers or other nominees must bring a currently dated letter from their bank or broker confirming their shareholding and proof of identity.

More detailed notes can be found on pages 15 and 16.

## Guests

The AGM is a private meeting of shareholders and their representatives. The policy concerning the admission of guests is as follows:

- Guests are not entitled to attend the meeting as of right, but they may be permitted entry at the absolute discretion of the Company.
- An Ordinary shareholder, Preference shareholder or an ADS holder may be permitted to enter with one pre-registered guest. All guests should be pre-registered in order to be permitted entry. In order to do this:
  - Ordinary or Preference shareholders should contact our Registrars, Equiniti (*see page 20 for contact details*)
  - ADS holders should contact the Company Secretary's office (*see page 20 for contact details*).
- All guests must bring photo id. The shareholder and their guest must enter the meeting at the same time. The shareholder is responsible for the behaviour of their guest.
- Proxies and corporate representatives, as they represent other shareholders, may not bring guests to the meeting.
- BP UK or US employee share plan participants may not bring guests to the meeting.

## AGM webcast

If you are unable to come to the AGM you can watch via our webcast which can be viewed at [www.bp.com/agm/webcast](http://www.bp.com/agm/webcast). You can also watch a recording of the AGM afterwards at [www.bp.com](http://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 to be kept in 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.

## Security

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from 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. 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.

## 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.

## 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.



Shareholder notes  
[See pages 15-16](#)

## 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 2011*.
- 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 20*) 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 to meet shareholders after the meeting.

### Voting

- After opening the meeting, the Chairman will put all the Resolutions to the meeting.
- 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.
- 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 ADS 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 half an 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](http://www.bp.com) on Monday, 16 April 2012.

## Getting to the AGM

### 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 20 for contact details.

### By road

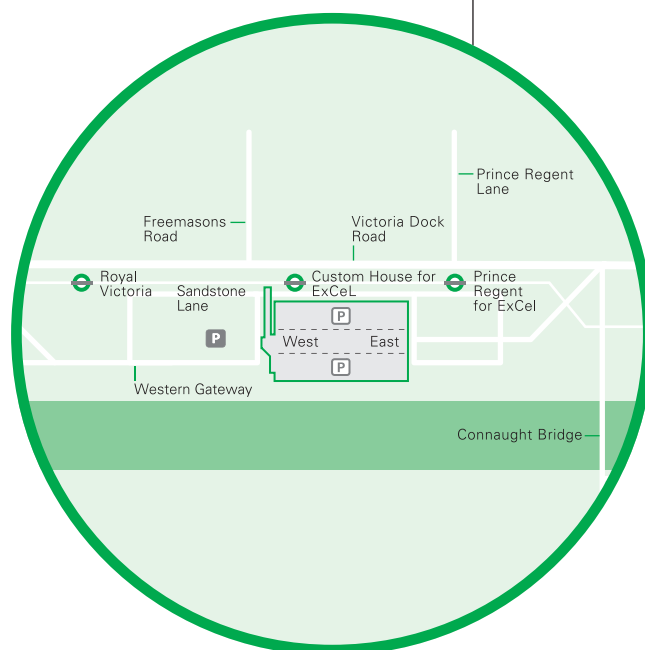
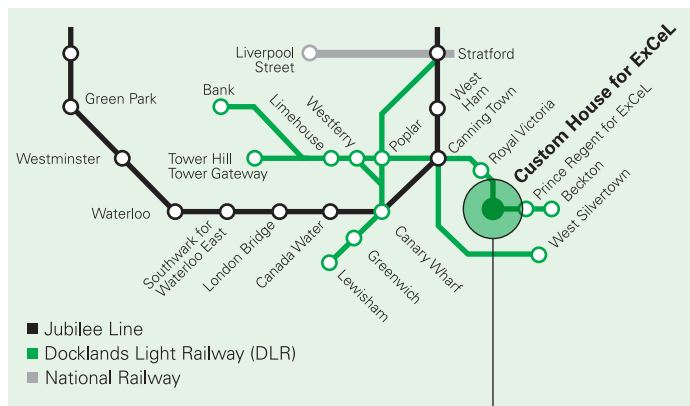
Follow signs for Royal Docks, City Airport and ExCeL. There is easy access from the M25, M11, A406 and A13. The postcode for Sat Nav purposes is E16 1DR.

### 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.



ExCeL London contact details  
[See page 20](#)



### 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 am on 10 April 2012 until the conclusion of the AGM:

- Copies of the Articles of Association.
- Copies of Directors' service contracts with the Company.

### BP p.l.c.

BP Press Office  
Company Secretary's Office  
1 St James's Square  
London SW1Y 4PD UK  
Tel: +44 (0)20 7496 4000  
[shareholderuk@bp.com](mailto:shareholderuk@bp.com)

### The BP Registrar

Equiniti  
Aspect House  
Spencer Road, Lancing  
West Sussex BN99 6DA UK  
Freephone in UK 0800 701 107  
or +44 (0)121 415 7005 from outside the UK

If you are an Ordinary or Preference shareholder, please contact Equiniti if you would like to change your election on how you receive shareholder documents or to receive a paper copy of this year's publications.

### BP Employee Share Plans

BP Shareplan Team  
Computershare Plan Managers  
Bridgwater Road  
Bristol BS99 6AP UK  
Tel: 0870 703 6207  
or +44 (0)870 703 6207 from outside the UK

### BP ADS Depositary

JPMorgan Chase Bank, N.A.  
PO Box 64504  
St Paul, MN 55164-0504  
US  
Tel: +1 651 306 4383  
Toll-free in US and Canada +1 877 638 5672  
Hearing impaired +1 651 453 2133

If you are a registered ADS holder, please contact JPMorgan if you would like to change your election on how you receive shareholder documents or to receive a paper copy of this year's publications.

### ExCeL London

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Royal Victoria Dock  
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Tel: +44 (0)20 7069 5000  
[www.excel-london.co.uk](http://www.excel-london.co.uk)

### BP Distribution Services

Seabourne Group Limited  
International Distribution Centre  
Crabtree Road, Thorpe  
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[bpdistributionservices@bp.com](mailto:bpdistributionservices@bp.com)

### Precision IR

Tel: +1 888 301 2505  
Fax: +1 804 327 7549  
[bpreports@precisionir.com](mailto:bpreports@precisionir.com)

For copies of BP's publications, please contact BP Distribution Services (UK and Rest of World) or Precision IR (US and Canada).

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the rules of the Forest Stewardship  
Council (FSC) and was manufactured at  
a mill that holds ISO 14001 certification.  
The inks used are all vegetable oil based.



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