

Notice of BP Annual General Meeting 2013

bp.com/agm



Annual General Meeting
Thursday, 11 April 2013
11.30 a.m.
ExCeL London

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This is an important document 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.

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Registered in England and Wales No. 102498

Large print

If you require a large-print version of this Notice, please call our Registrar, Capita, on freephone 0800 701 107 (UK only) or +44 203 170 3678 from outside the UK. Copies are also available at the AGM from Registration, together with a large-print version of the poll card.

Chairman's letter



Dear Shareholder

2012 was a year of milestones for BP. From addressing uncertainty in the US and Russia to driving forward our strategy and performance, we have made substantial progress.

Our actions in 2012, plans for the future and other important matters will be discussed at BP's 104th Annual General Meeting. I invite you to join us at ExCeL London on Thursday, 11 April 2013. The meeting will start at 11.30 a.m.

Your votes matter. If you cannot attend, I ask you to vote your shares in advance or appoint a proxy. The Board recommends that you support each of the Resolutions.

If you cannot attend the meeting you can join a growing number of shareholders who are watching the webcast. You can find further information about the meeting and the company's performance at bp.com. The links included in this Notice will direct you to relevant documents, including the *BP Annual Report and Form 20-F 2012*.

BP has a new Registrar, Capita. We are working with them to continue to enhance the services we provide to you. I hope that those of you who come to the meeting will take the opportunity to meet them.

Most of our shareholders now access investor material on the web rather than in paper form. You can help to reduce cost and environmental impact by providing us with your email address, so we are then able to send you email notifications rather than paper cards. You can also vote online, using the code printed on your proxy card.

To make things even simpler, register at mybpshares.com. There, you can view your shareholding, set up electronic payments of your dividend and vote your shares, all in one place.

In the meantime, on behalf of the Board, I look forward to welcoming you to BP's Annual General Meeting 2013.

Carl-Henric Svanberg

Chairman

27 February 2013

Notice of Meeting and Resolutions to be proposed

Notice is hereby given that the one hundred and fourth 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, 11 April 2013, commencing at 11.30 a.m., for the transaction of the following business.

The Board recommends you vote for Resolutions 1 to 21 inclusive.

Resolution 1 – Report and Accounts

To receive the report of the Directors and the Accounts for the year ended 31 December 2012.

See notes on page 4.

Resolution 2 – Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 31 December 2012.

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 re-elect Dr B Gilvary as a Director.

See biography on page 6.

Resolution 6

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

See biography on page 6.

Resolution 7

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

See biography on page 7.

Resolution 8

To re-elect Mr A Burgmans as a Director.

See biography on page 7.

Resolution 9

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

See biography on page 8.

Resolution 10

To re-elect Mr G David as a Director.

See biography on page 8.

Resolution 11

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

See biography on page 9.

Resolution 12

To re-elect Professor Dame Ann Dowling as a Director.

See biography on page 9.

Resolution 13

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

See biography on page 10.

Resolution 14

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

See biography on page 10.

Resolution 15

To re-elect Mr A B Shilston as a Director.

See biography on page 11.

Resolution 16

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

See biography on page 11.

Resolution 17 – 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 12.

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Resolution 18 – 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 2014 or 11 July 2014, 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 12.

Resolution 19 – Directors' authority to allot shares (Section 551)

To renew, for the period ending on the date of the Annual General Meeting in 2014 or 11 July 2014, 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 \$3,194 million.

See notes on page 13.

Resolution 20 – Directors' authority to allot shares (Section 561)

To renew, for the period ending on the date of the Annual General Meeting in 2014 or 11 July 2014, 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 \$240 million.

See notes on page 13.

Resolution 21 – 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 13.

Note: Resolutions 1 to 17 inclusive and Resolution 19 will be proposed as Ordinary Resolutions. Resolutions 18, 20 and 21 will be proposed as Special Resolutions. Resolutions 18 to 21 inclusive are items of special business.

By order of the Board

David J Jackson
Company Secretary
27 February 2013

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 2012, which are contained in the *BP Annual Report and Form 20-F 2012* (bp.com/annualreport).

Notes to Resolution 2 Directors' Remuneration Report

The Directors' Remuneration Report is contained in the *BP Annual Report and Form 20-F 2012* (bp.com/annualreport). The report includes a description of the Remuneration Committee's 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 2012* (bp.com/summaryreview).

The Nomination Committee's recommendations for the 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.

The Chairman's Committee led by Antony Burgmans, in consultation with the Senior Independent Director, evaluated the Chairman's performance during the year. In respect of each of the other Non-Executive Directors, the Board has fully considered whether each 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. The Board has accordingly taken the view that each of these Non-Executive Directors is considered to be independent.

All Directors are recommended by the Board for re-election.

Ⓢ BP Annual Report and Form 20-F 2012 bp.com/annualreport

Notes to Resolutions 3-16 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, Admiral F L Bowman, Mr A Burgmans, Mrs C B Carroll, Mr I C Conn, Mr G David, Mr I E L Davis, Professor Dame Ann Dowling, Mr R W Dudley, Dr B Gilvary, Mr B R Nelson, Mr F P Nhleko, Mr A B Shilston and Mr C-H Svanberg retire and offer themselves for re-election as Directors.

Dr Byron Grote, Executive Director with responsibility for BP's integrated supply and trading operations, Alternative Energy, shipping, technology and remediation activities will retire from the Board at the AGM.

Antony Burgmans joined the Board in February 2004 and by the 2013 AGM will have served nine years as a Director. The Board has asked him to stay on for an additional three years as it believes that his experience as the longest serving Board Director provides valuable insight, continuity and independence.

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

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

During the year the Committee considered the skills and experience required for Board members against the strategic direction of the Company. The Committee also considered the skills of the current Directors as discussed in the Nomination Committee Report contained in the *BP Annual Report and Form 20-F 2012* (bp.com/annualreport). The Committee was satisfied that the Board had the appropriate balance of skills and experience. It was, however, mindful of the need for future succession, which would be considered against the background of the Board's stated aspirations on diversity. The Committee reviewed the periods of service of the Non-Executive Directors and noted the substantial refreshment of the Board over the past three years.

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

He 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, he 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.

Reasons for re-election to the Board

Bob Dudley has spent his entire career in the oil and gas industry. His broad range of roles with Amoco and BP have given him substantial global experience. This has been supplemented by his time as Chief Executive Officer of TNK-BP. He has performed strongly as BP's Chief Executive Officer since his appointment in 2010.

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

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, he 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

He 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.

Reasons for re-election to the Board

Iain Conn's career has given him extensive knowledge of a broad range of BP's businesses, particularly in the area of Refining and Marketing, which he has led since 2007. In this last period he has successfully remodelled BP's downstream business. He has deep knowledge of safety, manufacturing, energy markets and technology.

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

Resolution 5

Dr B Gilvary



Current position

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

Group responsibilities

He has responsibility for BP's finance, planning, mergers and acquisitions, treasury and information technology activities.

Outside interests

Dr Brian Gilvary has no external appointments.

Career

He joined BP in 1986 after obtaining a PhD in Mathematics from the University of Manchester. Following a variety of roles in the Upstream, Downstream and trading with jobs spanning across Europe and the US, he became the Downstream'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 on 1 January 2012.

Reasons for re-election to the Board

Dr Brian Gilvary has 27 years of experience within BP, gaining a strong knowledge of finance and trading, and a deep understanding of BP's assets and businesses, including its interests in Russia through his time on the Board of TNK-BP.

Dr Brian Gilvary's performance has been evaluated by the Group Chief Executive and considered by the Chairman's Committee.

Resolution 6

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 Chairman of the Safety, Ethics and Environment Assurance Committee (SEEAC) and is a member of the Chairman's, the Gulf of Mexico and the Nomination Committees.

Outside interests

Paul Anderson is a Non-Executive Director of BAE Systems PLC.

Career

He 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 a number of Boards in the US and Australia and as Chief Executive Officer of Pan Energy Corp.

Reasons for re-election to the Board

Paul Anderson took the Chair of the SEEAC in December 2012. As Chair he has continued the Committee's focus on safety matters both in meetings and through visits to the Company's operations. His broad experience of the global oil and gas industry and of the US business environment has benefited both the Board, the SEEAC and the Gulf of Mexico Committee. He has actively supported the work of the BP Massachusetts Institute of Technology (MIT) academy. This global perspective has also enabled him to guide the work of the ad hoc Russia Committee.

Resolution 7

Admiral F L Bowman



Current position

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

Board and Committee activities

He is a member of the SEEAC and the Chairman's and the Gulf of Mexico Committees.

Outside interests

Frank Bowman is President of Strategic Decisions, LLC and a Director of Morgan Stanley Mutual Funds, the American Shipbuilding Suppliers Association, and Naval and Nuclear Technologies, LLP.

Career

He joined the United States Navy in 1966. During his naval service, he commanded the nuclear submarine the *USS City of Corpus Christi* and the *USS Holland*. He served as a Flag Officer; as the Navy's Chief of Personnel; on the joint staff as Director of Political-Military Affairs; and as a Director of the naval nuclear propulsion programme in the Department of the Navy and the Department of Energy for over eight years.

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 was appointed Honorary Knight Commander of the British Empire in 2005 by Queen Elizabeth II. He was also elected to the US National Academy of Engineering in 2009.

Reasons for re-election to the Board

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 area of refining. He makes a significant contribution to the work of the SEEAC and the Gulf of Mexico Committee. He has actively supported the work of the BP MIT academy.

Resolution 8

Mr A Burgmans, KBE



Current position

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

Board and Committee activities

He is Chairman of the Remuneration Committee and is a member of the SEEAC and the Chairman's and the Nomination Committees.

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

He 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.

Reasons for re-election to the Board

Antony Burgmans' executive career was in the fields of international production, distribution and marketing. Over the years he has made a significant contribution to the work of the Board, adding 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 SEEAC.

During the year he has led on internal Board matters in support of the Senior Independent Director. His tenure and independent approach, demonstrated over many years in his work on SEEAC and the Nomination and Remuneration Committees, led the Board to ask him to Chair the ad hoc Committee of the Board dealing with issues relating to the sale of BP's share in TNK-BP. His clarity of thought and his approach in evaluating the events of the last few years has led the board to conclude that he is still independent even though he has now served just over nine years as a Director. His continued independence, together with his experience of the BP Board and the need for an orderly board succession, means that the Board has asked him to remain as a member of the BP Board for a further period of three years.

Resolution 9

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 SEEAC and the Chairman's and the Nomination Committees.

Outside interests

Cynthia Carroll is currently Chief Executive of Anglo American plc, the global mining group, Chairman of Anglo Platinum Limited and Chairman of De Beers s.a. She will relinquish these roles on 3 April 2013 and will step down as a Director of Anglo American, Anglo Platinum and De Beers at Anglo American's AGM in April 2013.

Career

She started her career with Amoco as a petroleum geologist in oil exploration. In 1989, she joined Alcan Inc, where she spent 18 years before joining Anglo American in January 2007. Starting in the business development group of the Rolled Products Division in Alcan, she became President and Chief Executive Officer of the Primary Metal Group, responsible for operations in more than 20 countries. She has been Chief Executive of Anglo American plc since March 2007.

Reasons for re-election to the Board

Cynthia Carroll's leadership of global businesses, particularly in the extractive industry sector has enabled her to make a strong contribution to the work of the BP Board and the SEEAC. Her geo-political experience has been valuable during the course of the year as has her work on the Nomination Committee.

Resolution 10

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

He began his career with 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 1976. 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.

Reasons for re-election to the Board

George David has substantial global business and financial experience through his long career with UTC, a business with significant reliance on safety and technology. He chairs BP's Technology Advisory Council and has brought insights from that task to the Board.

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 financial and commercial knowledge contributes to the work of the Audit and the Remuneration Committees.

Resolution 11

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

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. He will join the Board of Rolls-Royce Holdings plc on 1 March 2013 and will become Chairman on 2 May 2013.

Career

He 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, he 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.

Reasons for re-election to the Board

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.

As Chairman of the Gulf of Mexico Committee he has made a significant contribution in guiding the Board's response to the various legal issues which have arisen following the Deepwater Horizon accident. During the year he stood down from the Audit Committee to allow him to focus his time with the Gulf of Mexico Committee; he has remained a member of the Remuneration Committee.

Resolution 12

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 SEEAC and the Chairman's and the Remuneration 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

She 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. She is a Fellow of the Royal Society and the Royal Academy of Engineering and is a foreign associate of the US National Academy of Engineering and of the French Academy of Sciences.

Reasons for re-election to the Board

Dame Ann Dowling has a strong academic and engineering background. Having initially joined the SEEAC, she is now also a member of the Remuneration Committee. Her contributions on both of these Committees is valued as is her work with the BP Technology Advisory Council, which she joined during the year.

Resolution 13

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

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 Skills Partnership and he is Deputy President of the Institute of Chartered Accountants of Scotland.

Career

He 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.

Reasons for re-election to the Board

Brendan Nelson has had a long career in finance and auditing, particularly in the areas of financial services and trading, which qualifies him to chair the Audit Committee and to act as its financial expert.

This is complemented by his broader business experience. During the year he has led the work of the Audit Committee in continuing to strengthen the Company's financial framework and has monitored the group's relationship with the external auditors. During the year he joined the Nomination Committee.

Resolution 14

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 a Non-Executive Director of Anglo American plc.

Career

He 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. During his tenure at the MTN Group he led a number of substantial mergers and acquisitions transactions. He stepped down as Group Chief Executive of MTN Group at the end of March 2011. He was formerly a Director of a number of listed South African companies, including Johnnic Holdings (formerly a subsidiary of the Anglo American group of companies), Nedbank Group, Bidvest Group and Alexander Forbes.

Reasons for re-election to the Board

Phuthuma Nhleko's background in engineering and his broad experience as a Chief Executive of a multi-national company enables him to contribute to the Board, particularly in the areas of emerging market economies and the evolution of the group's strategy. His financial experience is relevant to his work on the Audit Committee.

Resolution 15

Mr A B Shilston



Current position

Andrew Shilston was appointed a Non-Executive Director of BP on 1 January 2012 and became BP's Senior Independent Director on 12 April 2012.

Board and Committee activities

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

Outside interests

Andrew Shilston is a Non-Executive Director of Circle Holdings plc and Chairman of the Morgan Crucible Company plc.

Career

He 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.

He has served as a Non-Executive Director on the Board of Cairn Energy plc, where he chaired the Audit Committee.

Reasons for re-election to the Board

Andrew Shilston has had a long career in finance within the oil and gas industry. His knowledge and 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 has also provided valuable insight to the work of the Russia Committee. As Senior Independent Director he has attended meetings of the Nomination Committee.

Resolution 16

Mr C-H Svanberg



Current position

Carl-Henric Svanberg is BP's Chairman. Carl-Henric Svanberg was appointed a Non-Executive Director of BP on 1 September 2009 and became Chairman on 1 January 2010.

Board and Committee activities

He chairs the Chairman's and the Nomination Committees and attends the Gulf of Mexico and the Remuneration Committees.

Outside interests

Carl-Henric Svanberg is Chairman of AB Volvo.

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. He was a Non-Executive Director of Ericsson between 2009 and 2012. He was appointed Chairman and a member of the Board of AB Volvo on 4 April 2012.

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.

Reasons for re-election to the Board

Carl-Henric Svanberg's career in international business, latterly as Chief Executive Officer of Ericsson, is particularly relevant to BP globally. During the year, in addition to leading the Board, he has contributed to the work of the Gulf of Mexico and the Remuneration Committees and has chaired the Nomination Committee. He has focused on succession within the Executive team and amongst the Non-Executive Directors. He has developed a well-balanced Board that has contributed to BP's strategy and delivery of shareholder value.

Carl-Henric Svanberg's performance during the year has been evaluated by the Chairman's Committee, led by Antony Burgmans.

Notes to Resolution 17

Reappointment of auditors

Performance

The effectiveness of the external auditors is evaluated by the Audit Committee each year. The auditor assessment tool is completed on an annual basis and examines 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 composition of the audit team is reviewed annually and the Committee has the opportunity to assess specific technical capabilities in the audit firm when addressing specialist topics, such as tax and trading.

During the year, the Committee considered the outcome of the Financial Reporting Council consultation on the UK Corporate Governance Code and Guidance on Audit Committees, with particular focus on provisions for tendering the external audit. The Committee has undertaken preparatory work to understand the potential for other audit firms to participate in a tender should this be triggered by criteria which have been agreed with BP management, including independence, quality of service, audit quality, value for money and regulatory changes.

Independence

Pursuant to the Company's policy, a new lead Audit Partner is appointed every five years and other senior audit staff are rotated every seven years. A new Audit Partner was appointed in early 2013. He will replace the current Audit Partner who will achieve five years' service shortly.

BP maintains auditor independence through limiting the auditors' non-audit services to tax and audit-related work that fall within defined categories. These are outlined in the section 'Principal accountants' fees and services' in the *BP Annual Report and Form 20-F 2012*. 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.

Fees

The Audit Committee annually reviews the audit fee structure and terms of engagement. Fees paid to the external auditor for 2012 were \$54 million, of which \$7 million was for non-audit work. (See *BP Annual Report and Form 20-F 2012*, Financial Statements – note 16.)

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 2014.

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

Notes to Resolution 18

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:

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

Information about Resolution 18

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 18 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 18 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 22 February 2013, there were options outstanding over 296,325,759 Ordinary Shares, representing 1.55% of the Company's issued Ordinary Share capital (excluding treasury shares). If the authority given by Resolution 18 were to be fully used, these would then represent 1.72% 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 22 February 2013.

The authority will expire at the conclusion of the Annual General Meeting in 2014 or on 11 July 2014, whichever is the earlier.

Intentions concerning Resolution 18

The Directors will exercise the authority conferred pursuant to Resolution 18 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 19 and 20

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 (e.g. 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 19 and 20

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 19, the Directors are seeking authority to allot shares of up to a maximum of \$3,194 million. This is the 'Section 551 Amount' and is equal to 66.6% (i.e. two-thirds) of the Company's issued Ordinary Share capital (excluding treasury shares) as at 22 February 2013. 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 22 February 2013) will be applied (if at all) to fully pre-emptive rights issues only.

In relation to Resolution 20, 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 \$240 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 22 February 2013. For Listing Rule purposes, where treasury shares have to be included, the Section 561 Amount is equal to 4.57% of the Company's issued Ordinary Share capital (including treasury shares) as at 22 February 2013.

For information, as at 22 February 2013, the Company held 1,811,698,133 treasury shares, which represents 9.45% of the Company's issued Ordinary Share capital (excluding treasury shares).

The authorities conferred pursuant to Resolutions 19 and 20 will expire on the date of the Annual General Meeting in 2014 or 11 July 2014, whichever is the earlier.

Intentions concerning Resolutions 19 and 20

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 21

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 p.m. on Tuesday, 9 April 2013. 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 bp.com/evoting. The BP Registrar, Capita Registrars, must receive your proxy appointments and voting instructions by 5.30 p.m. on Tuesday, 9 April 2013. 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, Capita Registrars. 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, Capita Registrars, 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 Capita Registrars on 0800 701 107 or on +44 (0)20 3170 3678 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 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, 9 April 2013. 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 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 (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 Capita Registrars (ID RA10) by 5.30 p.m. on Tuesday, 9 April 2013. 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, 9 April 2013. 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 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 'Depositary') and you are referred to as a 'registered holder'. Registered holders at the close of business on 28 March 2013 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 ADS voting instruction card, as described on that card. Voting instructions must be received by the Depositary by 11.59 p.m. ET on 8 April 2013 for electronic instructions and by noon ET on 9 April 2013 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 9 April 2013. 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 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.

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, 2 April 2013 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.

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 28 March 2013 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 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 7 April 2013 for electronic instructions and by noon ET on 8 April 2013 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 and 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 Capita Registrars must bring either a completed shareholder admission card, or a letter from Capita Registrars or printed confirmation of a proxy appointment made on-line. Capita Registrars must receive any proxy appointments by 5.30 p.m. on Tuesday, 9 April 2013.
- 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 Capita Registrars before 5.30 p.m. on 9 April 2013.
- 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 Capita Registrars.
- 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 Depositary 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 14 and 15.

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, Capita Registrars (see page 19 for contact details)
 - ADS holders should contact the Company Secretary's office (see page 19 for contact details).
- All guests must bring photo id for entry verification purposes. 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 bp.com/agm/webcast.

The webcast may include 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.

In order to allow safe and easy access to seats in the auditorium we ask those attending the meeting not to bring suitcases or large bags or rucksacks. If you do so we may ask you to leave your large bag or rucksack in the cloakroom.

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. Anyone attempting to take photos or film the proceedings may be asked to leave. 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.

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 2012*.
- 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 19) and we will be pleased to respond. There is a shareholder information desk available for queries on the day.
- It is planned that members of the Board and 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, Capita Registrars, 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 *bp.com* by Monday, 15 April 2013.

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 19 for contact details.

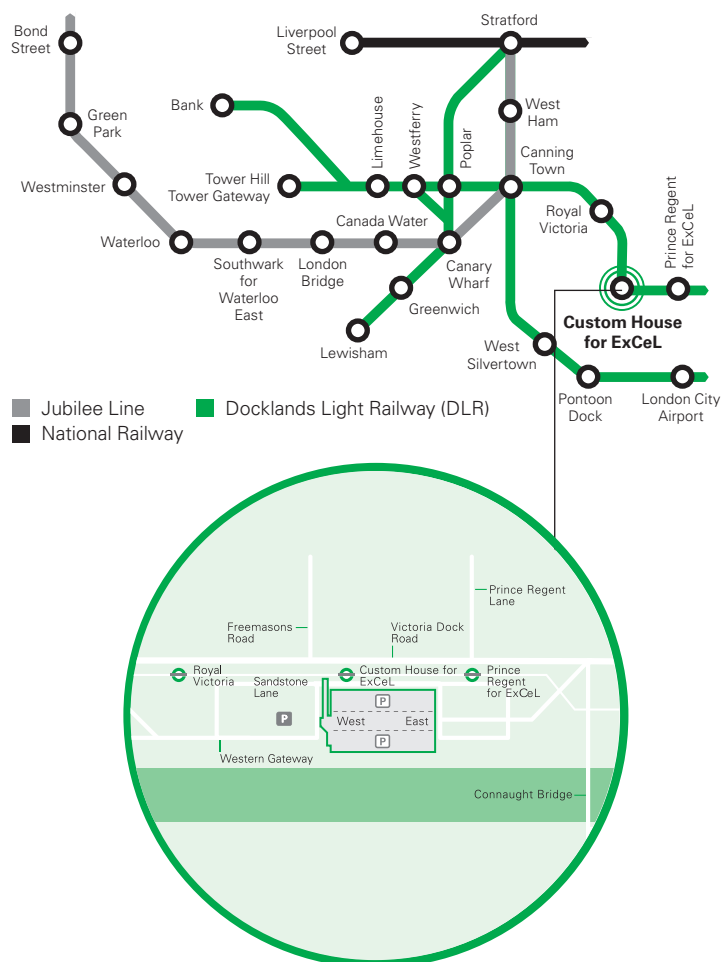
By road

Follow signs for Royal Docks, City Airport and ExCeL London. 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 19](#)



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 11 April 2013 until the conclusion of the AGM:

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

BP p.l.c.

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

The BP Registrar

Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
UK
Freephone in UK 0800 701 107
or +44 (0)20 3170 3678 from outside the UK
mybpshares.com

If you are an Ordinary or Preference shareholder, please contact Capita Registrars 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
computershare.com/bpshareplans

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

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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UK
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BP Distribution Services

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International Distribution Centre
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Tel: +44 (0)870 241 3269
bpdistributionsservices@bp.com

Precision IR

Tel: +1 888 301 2505
Fax: +1 804 327 7549
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).



We report on our financial and operating performance, sustainability performance and also on global energy trends and projections.



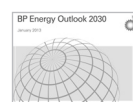
Annual Report and Form 20-F 2012

Details of our financial and operating performance in print or online. Publishes March.
bp.com/annualreport



Summary Review 2012

A summary of our financial and operating performance in print or online. Publishes March.
bp.com/summaryreview



Energy Outlook 2030

Projections for world energy markets, considering the potential evolution of global economy, population, policy and technology. Publishes January.
bp.com/energyoutlook



Sustainability Review 2012

A summary of our sustainability reporting or find additional information online. Publishes March.
bp.com/sustainability



Financial and Operating Information 2008-2012

Five-year financial and operating data in PDF or Excel format. Publishes April.
bp.com/financialandoperating



Statistical Review of World Energy 2013

An objective review of key global energy trends. Publishes June.
bp.com/statisticalreview

You can order BP's printed publications, free of charge. Please see inside for contact details.