



1 Chairman's letter

2 Notice of meeting

- 2 Notice of meeting and resolutions to be proposed
 - 4 Notes to resolutions
-

14 Shareholder notes

- 14 Voting
 - 16 The meeting
 - 18 How to get to the AGM
 - 20 Other information
-

21 Contact details

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 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.

The registered office of BP p.l.c. is 1 St James's Square, London SW1Y 4PD, UK. Tel: +44 (0)20 7496 4000. Registered in England and Wales No. 102498

bp.com/agm

Notice of BP Annual General Meeting ²⁰¹⁷

How to vote

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at bp.com/evoting or by returning a paper voting card if you received one.

More information

See notes on page 14

How to attend

ExCeL is accessible on public transport via the Docklands Light Railway. **Custom House station will be closed. Please use Prince Regent station and allow additional time for the slightly longer walk.**

Please bring your admission card and check the notes on page 16 to see what identification will be required.

If you are bringing a guest you must let us know in advance.

More information

See notes and map on pages 14-19

How to order paper copies

You can order a paper copy of this notice or any other company report at bp.com/papercopies. Copies will also be available at the AGM.

More information

See contact details on page 21

Chairman's letter



Dear shareholder,

I look forward to welcoming you at BP's 108th Annual General Meeting (AGM), at ExCeL London on Wednesday 17 May. The meeting will start at 11.30am.

As in previous years, we will be discussing our performance in 2016 and our strategy, that we have recently refreshed. All of this can be found in the *BP Annual Report and Form 20-F 2016* which can be found at bp.com/annualreport.

The business of the meeting comprises resolutions that we regularly bring to shareholders.

We are presenting a new remuneration policy to the meeting. The vote on the directors' remuneration policy is binding on the company, and if the resolution is passed, the new policy will take effect immediately. If the resolution is not passed the policy approved at the 2014 AGM will continue in effect.

We will also be seeking approval for the decisions which we took on remuneration for last year. This vote is not binding.

This will be the last year in which Ernst & Young LLP will be proposed for appointment as auditors. Following a tender process, the board approved the selection of Deloitte LLP as BP's new auditors for the financial year ending 31 December 2018. A resolution to appoint Deloitte as auditors will be put to shareholders at the 2018 AGM, and in the meantime, detailed handover processes will take place.

We ask for authority each year from you to allot shares in certain circumstances, sometimes without first offering those shares to existing shareholders. The institutional guidelines for these resolutions have changed and as we wish to continue to comply with these and to have the fullest authority available, we now have to put two separate resolutions to you to seek this authority.

The board is recommending shareholders support all 23 resolutions before the meeting.

We regularly review ways to improve communication with you and make it more efficient. For some years now we have been using web communication for the majority of shareholders to invite you to view our corporate materials online.

We have made some changes to the materials we are sending this year. The majority of you now receive your documents electronically, and we are happy to be producing less paper reports. We decided to stop producing a short document containing just the Strategic Report with some additional pages, and to focus instead on the full Annual Report and Form 20-F. We hope that those of you who previously received the shorter report will take this opportunity to sign up for electronic communication.

We have also stopped sending proxy cards to our ordinary shareholders, and expect to do so for our ADS holders next year. You can still request a paper form if you prefer. However, online voting is quicker and more secure than paper voting, and saves BP time and resources in processing the votes. If you have not already done so, I urge you to visit the BP Share Centre at mybpshares.com or adr.com/bp and provide an email address for future communications.

Your votes do matter. Information about how to vote and attend the meeting is given on pages 14-19 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to seeing you at ExCeL.

Carl-Henric Svanberg
Chairman
6 April 2017

Notice of meeting

Notice of meeting and resolutions to be proposed

Notice is hereby given that the 108th 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 Wednesday 17 May 2017, commencing at 11.30am, for the transaction of the following business.

The board considers that resolutions 1 to 23 are in the best interests of the company and its shareholders as a whole and recommends that you vote in favour of these resolutions.

Resolution 1

Report and accounts

To receive the annual report and accounts for the year ended 31 December 2016.

[See notes on page 4.](#)

Resolution 2

Directors' remuneration report

To approve the directors' remuneration report (other than the part containing the directors' remuneration policy referred to in resolution 3) contained on pages 80-110 of the annual report and accounts for the year ended 31 December 2016.

[See notes on page 4.](#)

Resolution 3

Directors' remuneration policy

To approve the directors' remuneration policy in the directors' remuneration report contained on pages 101-110 of the annual report and accounts for the financial year ended 31 December 2016.

[See notes on page 4.](#)

Resolution 4

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

[See biography on page 5.](#)

Resolution 5

To re-elect Dr B Gilvary as a director.

[See biography on page 5.](#)

Resolution 6

To elect Mr N S Andersen as a director.

[See biography on page 6.](#)

Resolution 7

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

[See biography on page 6.](#)

Resolution 8

To re-elect Mr A Boeckmann as a director.

[See biography on page 7.](#)

Resolution 9

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

[See biography on page 7.](#)

Resolution 10

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

[See biography on page 8.](#)

Resolution 11

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

[See biography on page 8.](#)

Resolution 12

To elect Ms M B Meyer as a director.

[See biography on page 9.](#)

Resolution 13

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

[See biography on page 9.](#)

Resolution 14

To re-elect Mrs P R Reynolds as a director.

[See biography on page 10.](#)

Resolution 15

To re-elect Sir John Sawers as a director.

[See biography on page 10.](#)

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 the 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 11.](#)

Resolution 18

Political donations and political expenditure

To authorize, for the purposes of Part 14 of the Companies Act 2006, the company and all companies which are, at any time during the period for which this resolution has effect, subsidiaries of the company:

- to make political donations, to political parties or independent electoral candidates, not exceeding £100,000 in total;
- to make political donations to political organizations other than political parties, not exceeding £100,000 in total; and
- to incur political expenditure, not exceeding £100,000 in total;

in each case as such terms are defined in Part 14 of the Companies Act 2006.

This authority shall continue for the period ending on the date of the annual general meeting to be held in 2018.

[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 2018 or 17 August 2018, 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 \$3,260 million, provided that in relation to any allotment of relevant securities in excess of £1,630 million such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the Companies Act 2006) and they are allotted in connection with a rights issue (as defined in the company's Articles of Association) by means of a renounceable letter (or other negotiable document or rights) which may be traded for a period before payment for the securities is due.

[See notes on pages 12-13.](#)

Resolution 20

Special resolution: authority for disapplication of pre-emption rights (Section 561)

To renew, for the period ending on the date of the annual general meeting in 2018 or 17 August 2018, 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 (as defined in the company's Articles of Association); and
- b. otherwise than in connection with a rights issue up to an aggregate nominal amount equal to £245 million which (i) if resolution 21 is passed shall, when added to the amount specified in resolution 21, be the Section 561 Amount; or (ii) if resolution 21 is not passed, shall be the Section 561 Amount.

[See notes on pages 12-13.](#)

Resolution 21

Special resolution: additional authority for disapplication of pre-emption rights (Section 561)

In addition to the power conferred by resolution 20, to renew, for the period ending on the date of the annual general meeting in 2018 or 17 August 2018, whichever is the earlier, the authority and power conferred by the company's Articles of Association to allot equity securities wholly for cash up to an aggregate nominal amount equal to £245 million, which:

- a. if resolution 20 is passed shall, when added to the amount specified in paragraph b. of resolution 20, be the Section 561 Amount, or
- b. if resolution 20 is not passed shall be the Section 561 Amount, provided that the part of the Section 561 Amount authorised by this resolution 21 shall only be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice.

[See notes on pages 12-13.](#)

Resolution 22

Special resolution: 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 1.96 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 the higher of (i) 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; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the market purchases made under this authority will be carried out.

In exercising 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 2018 or 17 August 2018, 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 23

Special resolution: 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 19 inclusive will be proposed as ordinary resolutions. For each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 20 to 23 inclusive will be proposed as special resolutions. For each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

By order of the board.

David J Jackson
Company secretary
6 April 2017

Notes to resolution 1

Reports and accounts

The board of directors will present its reports and the accounts for the year ended 31 December 2016, as contained in the *BP Annual Report and Form 20-F 2016* (bp.com/annualreport).

Notes to resolution 2

Directors' remuneration report

The director's remuneration report, which can be found on pages 80-110 of the *BP Annual Report and Form 20-F 2016* (bp.com/remuneration) gives details of the directors' remuneration for the year ended 31 December 2016. The report includes a statement from the committee chair, the components of the executive directors' remuneration, and the non-executive directors' fees, all in accordance with the existing remuneration policy that was approved by shareholders at the 2014 AGM. The report being considered as resolution 2 does not include the part containing the directors' remuneration policy referred to in resolution 3 on pages 101-110.

The company's auditors, Ernst & Young, have audited those parts of the directors' remuneration report which are required to be audited and their report may be found in the *BP Annual Report and Form 20-F 2016* (bp.com/annualreport). The report has been approved by the board and signed on its behalf by the company secretary.

The vote on the directors' remuneration report is advisory in nature and therefore not binding on the company.

Notes to resolutions 3

Directors' remuneration policy

The directors' remuneration policy, which forms part of the directors' remuneration report and which can be found on pages 101-110 of the *BP Annual Report and Form 20-F 2016* (bp.com/remuneration) sets out the company's proposed policy on directors' remuneration.

The company may not make a remuneration payment or payment for loss of office to a person who is, or is to become, or has been a director of the company unless that payment is consistent with the latest approved directors' remuneration policy or has otherwise been approved by a resolution of shareholders.

The vote on the directors' remuneration policy is binding on the company. If resolution 3 is passed, this directors' remuneration policy will take effect immediately and a remuneration policy will be put to shareholders again no later than the company's AGM in 2020.

If resolution 3 is not passed the remuneration policy approved at the 2014 AGM will continue in effect.

Notes to resolutions 4 to 16

Election and re-election of directors

All the directors of the company are required by the Articles of Association to retire and offer themselves for re-election at each annual general meeting ('AGM').

In accordance with this requirement Mr P M Anderson, Mr A Boeckman, Admiral F L Bowman, Mr I E L Davis, Professor Dame Ann Dowling, Mr R W Dudley, Dr B Gilvary, Mr B R Nelson, Mrs P R Reynolds, Sir John Sawers and Mr C-H Svanberg retire and offer themselves for re-election as directors.

Mr N S Andersen offers himself for election as a director, having been appointed by the board since the last AGM.

Mrs C B Carroll and Mr A B Shilston will be standing down from the board at the end of the 2017 AGM.

The board is proposing Ms M B Meyer for election as a director. Should she be elected, her appointment to the board will commence immediately at the conclusion of the meeting.

The nomination committee identifies, evaluates and recommends to the board candidates for appointment or reappointment as directors and for appointment as company secretary.

The nomination committee keeps the mix of skills, experience and knowledge 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.

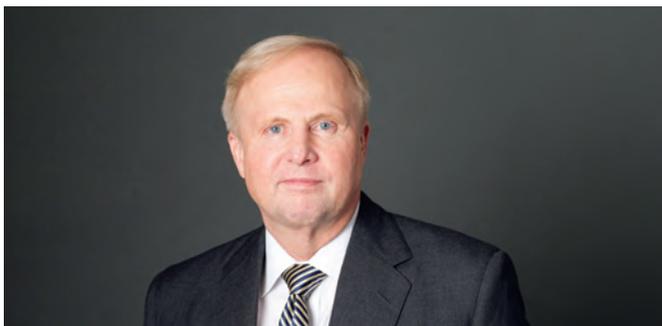
The nomination committee's reasons for the election or re-election of directors are set out with the biography of each director, as are descriptions of the directors' skills and the committees upon which they serve. The ages of the directors shown in the notes are correct as of 6 April 2017.

The chairman's committee led by Andrew Shilston, 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 that could materially interfere with the exercise of his or her independent judgement. The board has determined that each of these non-executive directors is considered to be independent.

All directors are recommended by the board for election or re-election.

Resolution 4 – biography

Bob Dudley



Group chief executive

Tenure

Appointed to the board 6 April 2009

Outside interests

- Non-executive director of Rosneft
- Member of the Tsinghua Management University Advisory Board, Beijing, China
- Member of the BritishAmerican Business International Advisory Board
- Member of the US Business Council
- Member of the US Business Roundtable
- Member of the UAE/UK CEO Forum
- Member of the Emirates Foundation Board of Trustees
- Member of the World Economic Forum (WEF) International Business Council
- Chair of the WEF Oil and Gas Climate Initiative
- Member of the Russian Geographical Society Board of Trustees
- Fellow of the Royal Academy of Engineering

Age 61 Nationality American and British

Career

Bob Dudley became group chief executive on 1 October 2010.

Bob 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 was appointed a director of Rosneft in March 2013 following BP's acquisition of a stake in Rosneft.

Reasons for re-election

Bob Dudley has spent his whole career in the oil and gas industry. During his tenure as group chief executive, Bob has transformed BP into a safer, stronger and simpler business. This approach, governed by a consistent set of values, has guided BP to a position of greater resilience, enabling it to continue delivering results in an uncertain economic environment. Bob has demonstrated excellent leadership and vision throughout this process and continues to develop the group's strategy to adapt to new challenges ahead.

Bob Dudley's performance has been considered and evaluated by the chairman's committee.

Resolution 5 – biography

Dr Brian Gilvary



Chief financial officer

Tenure

Appointed to the board 1 January 2012

Outside interests

- Non-executive director of L'Air Liquide
- Non-executive director of the Navy Board
- Member of the 100 Group Committee
- Visiting professor at Manchester University
- GB Age Group triathlete

Age 55 Nationality British

Career

Dr Brian Gilvary was appointed chief financial officer in January 2012. The role includes responsibility for tax, planning, treasury, mergers and acquisitions, investor relations and audit.

He joined BP in 1986 after obtaining a PhD in mathematics from the University of Manchester. Following a variety of roles in Upstream, Downstream and trading in Europe and the US, he became Downstream's chief financial officer and commercial director from 2002 to 2005. From 2005 until 2009 he was chief executive of the integrated supply and trading function, BP's commodity trading arm. In 2010 he was appointed deputy group chief financial officer with responsibility for the finance function.

He was a director of TNK-BP over two periods, from 2003 to 2005 and from 2010 until the sale of the business and acquisition of Rosneft equity in 2013.

Brian is also accountable for integrated supply and trading, global business services, information technology activities, procurement and shipping.

Reasons for re-election

Dr Brian Gilvary has spent his entire career with BP. His broad experience across the group has given him a deep insight into BP's assets and businesses. This knowledge has been invaluable as BP has implemented its strategy to transform into a 'value not volume' based business and adapt to a low oil price environment.

His strong understanding of finance and trading has been vital in adjusting capital structures and operational costs while ensuring the group continues to be capable of meeting new opportunities going forward.

Brian Gilvary's performance has been evaluated by the group chief executive and considered by the chairman's committee.

Resolution 6 Nils Andersen



Independent non-executive director

Tenure

Appointed 31 October 2016

Board and committee activities

Member of the audit and chairman's committees

Outside interests

- Non-executive director of Unilever Plc and Unilever NV
- Chairman of Dansk Supermarked Group A/S

Age 58 Nationality Danish

Career

Nils Andersen was group chief executive of A.P. Møller-Mærsk from 2007 to June 2016. Prior to this he was executive vice president of Carlsberg A/S and Carlsberg Breweries A/S from 1999 to 2001, becoming president and chief executive officer from 2001 to 2007.

Previous roles include non-executive director of Inditex S.A. and William Demant A/S. He has also served as managing director of Union Cervecera, Hannen Brauerei and chief executive officer of the drinks division of the Hero Group.

Nils received his graduate degree from the University of Aarhus.

Reasons for election

Nils Andersen has extensive experience in consumer goods, retail and logistics, leading global corporations with integrated operations worldwide. The skills and knowledge gained in these roles make him an ideal addition to the board given his experience in marketing, brand and reputation issues. His specialist logistics awareness also aligns with BP's shipping business. His leadership in earlier roles was notable for the transformation of businesses through focused portfolios, leaner organizations and increasing competitiveness, as well as increasing transparency and communication with stakeholders.

Nils' economics and broad financial background make him well suited to his role on the audit committee.

Resolution 7 Paul Anderson



Independent non-executive director

Tenure

Appointed 1 February 2010

Board and committee activities

Member of the safety, ethics and environment assurance, geopolitical and chairman's committees

Outside interests

- No external appointments

Age 72 Nationality American

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 in January 2010. Previously he served as a non-executive director of BAE Systems PLC and on a number of boards in the US and Australia, and was also chief executive officer of Pan Energy Corp.

Reasons for re-election

Paul Anderson has spent his career in the energy industry working with global organizations, and brings the skills of an experienced chairman and chief executive officer to the board. His specific experience of driving safety-related cultural change throughout a business has been invaluable during his tenure as chair of the safety, ethics, and environment assurance committee from 2012 to 2016, and he remains a valuable member of the committee.

Paul's experience of business in the US and its regulatory environment is a great asset to the geopolitical committee.

Resolution 8

Alan Boeckmann



Independent non-executive director

Tenure

Appointed 24 July 2014

Board and committee activities

Chair of the safety, ethics and environment assurance committee; member of the remuneration, nomination and chairman's committees

Outside interests

- Non-executive director of Sempra Energy
- Non-executive director of Archer Daniels Midland

Age 68 Nationality American

Career

Alan Boeckmann retired as non-executive chairman of Fluor Corporation in February 2012, ending a 35-year career with the company. Between 2002 and 2011 he held the post of chairman and chief executive officer, having previously been president and chief operating officer from 2001 to 2002. His tenure with the company included responsibility for global operations.

As chairman and chief executive officer, he refocused the company on engineering, procurement, construction and maintenance services.

After graduating from the University of Arizona with a degree in electrical engineering, he joined Fluor in 1974 as an engineer and worked in a variety of domestic and international locations, including South Africa and Venezuela.

Alan was previously a non-executive director of BHP Billiton and the Burlington Santa Fe Corporation, and has served on the boards of the American Petroleum Institute, the National Petroleum Council, the Eisenhower Medical Center and the advisory board of Southern Methodist University's Cox School of Business.

He led the formation of the World Economic Forum's 'Partnering Against Corruption' initiative in 2004.

Reasons for re-election

Alan Boeckmann has worked in a wide range of industries including engineering, construction, chemicals and in the energy sector. In his senior roles he directed the focus of global corporations towards the advanced technology needed to remain competitive in response to the growth of the internet, e-commerce and the globalization of the workforce. At the same time he actively promoted fairness, transparency, accountability and responsibility in business dealings at a time when many corporations were struggling with these issues.

This experience as a chairman and chief executive makes Alan ideal to lead the SEEAC and brings added value to both the remuneration and nomination committees.

Resolution 9

Admiral Frank Bowman



Independent non-executive director

Tenure

Appointed 8 November 2010

Board and committee activities

Member of the safety, ethics and environment assurance, geopolitical and chairman's committees

Outside interests

- President of Strategic Decisions, LLC
- Director of Morgan Stanley Mutual Funds
- Director of Naval and Nuclear Technologies, LLP

Age 72 Nationality American

Career

Frank L Bowman served for more than 38 years in the US Navy, rising to the rank of Admiral. He commanded the nuclear submarine *USS City of Corpus Christi* and the submarine tender *USS Holland*. After promotion to flag officer, he served on the joint staff as director of political-military affairs and as the chief of naval personnel. He served over eight years as director of the Naval Nuclear Propulsion Program where he was responsible for the operations of more than 100 reactors aboard the US navy's aircraft carriers and submarines. He holds two masters degrees in engineering from the Massachusetts Institute of Technology.

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. He was elected to the US National Academy of Engineering in 2009.

Frank is a member of the US CNA military advisory board and has participated in studies of climate change and its impact on national security, and on future global energy solutions and water scarcity. Additionally he was co-chair of a National Academies study investigating the implications of climate change for naval forces.

Reasons for re-election

Frank Bowman's exemplary safety record in running the US Navy's nuclear submarine program indicates his deep understanding of process safety and its implementation in a widely dispersed workforce. Combined with his specific knowledge of BP's safety goals from his work on the BP Independent Safety Review Panel, and his special interest in climate change, he brings a unique perspective to the board and the SEEAC.

In addition, Frank's experience of the US and global political and regulatory systems is a valuable asset to the geopolitical committee.

Resolution 10

Ian Davis



Independent non-executive director

Tenure

Appointed 2 April 2010

Board and committee activities

Member of the remuneration, geopolitical, nomination and chairman's committees

Outside interests

- Chairman of Rolls-Royce Holdings plc
- Non-executive director of Majid Al Futtaim Holding LLC
- Non-executive director of Johnson & Johnson, Inc.
- Non-executive director of Teach for All

Age 66 Nationality British

Career

Ian Davis is senior partner emeritus of McKinsey & Company. He was a partner at McKinsey for 31 years until 2010 and served as chairman and managing director between 2003 and 2009.

Ian has a MA in Politics, Philosophy and Economics from Balliol College, University of Oxford.

Reasons for re-election

Ian Davis brings significant financial and strategic experience to the board. He has worked with and advised global organizations and companies in a wide variety of sectors including oil and gas and the public sector. This enables him to draw on knowledge of diverse issues and outcomes to assist the board and, in particular, the remuneration and nomination committees.

He led the board's oversight of the response in the Gulf and chaired the Gulf of Mexico committee from its formation until it was stood down in 2016. His previous role in the Cabinet Office gives him a unique perspective on government affairs which is an asset to both the board and the geopolitical committee.

Resolution 11

Professor Dame Ann Dowling



Independent non-executive director

Tenure

Appointed 3 February 2012

Board and committee activities

Chair of the remuneration committee; member of the safety, ethics and environment assurance, nomination and chairman's committees

Outside interests

- President of the Royal Academy of Engineering
- Deputy vice-chancellor and professor of Mechanical Engineering at the University of Cambridge
- Member of the Prime Minister's Council for Science and Technology
- Non-executive director of the Department for Business, Energy and Industrial Strategy (BEIS)

Age 64 Nationality British

Career

Dame Ann Dowling is a deputy vice-chancellor at the University of Cambridge where she was appointed a professor of mechanical engineering in the department of engineering in 1993. She was head of the department of engineering at the University from 2009 to 2014. Her research is in fluid mechanics, acoustics and combustion, and she has held visiting posts at MIT and at Caltech. She chairs BP's technical advisory committee.

Dame Ann is a fellow of the Royal Society and the Royal Academy of Engineering and a foreign associate of the US National Academy of Engineering and the French Academy of Sciences. She has honorary degrees from fifteen universities, including the University of Oxford, Imperial College London and the KTH Royal Institute of Technology, Stockholm.

She was elected President of the Royal Academy of Engineering in September 2014 and in December 2015 was appointed to the Order of Merit.

Reasons for re-election

Dame Ann is an internationally respected leader in engineering research and the practical application of new technology in industry. Her contribution in these fields has been widely recognized by universities around the world. Her academic background provides balance to the board and brings a different perspective to the SEEAC and nomination committee.

Dame Ann became chair of the remuneration committee in 2015 and worked tirelessly over the past year to understand key issues with a large number of major shareholders and their advisers.

Resolution 12

Melody Meyer



Independent non-executive director

Proposed for election at the annual general meeting

Outside interests

- President of Melody Meyer Energy LLC
- Director of the National Bureau of Asian Research
- Trustee of Trinity University

Age 59 **Nationality** American

Career

Melody Meyer started her career with Gulf Oil in Houston. Gulf Oil later merged with Chevron where Melody remained until her retirement in 2016.

During her career with Chevron, Melody had key leadership roles in global exploration and production, working on international projects and operational assignments. In 2004, Melody became the vice president for the Gulf of Mexico business unit, and in 2008 became president of the Chevron Energy Technology Company. From 2011 Melody was president of Asia Pacific Exploration and Production, responsible for the financial and operating performance of the upstream assets in nine countries in Chevron's Asia Pacific region.

Melody was the executive sponsor of the Chevron Women's Network and continues as a mentor and advocate for the advancement of women in the industry. She was recognized as a 2009 Trinity Distinguished Alumni, with the BioHouston Women in Science Award, and was the ASME Rhodes Petroleum Industry Leadership Award recipient.

Reasons for election

Melody has spent her entire career in the oil and gas industry. The breadth, variety and geographic scope of her experience is distinctive. Her career has been marked by a focus on excellence, safety and performance improvement. She has expertise in the execution of major capital projects, creation of businesses in new countries, strategic and business planning, merger integration and safe and reliable operations.

Melody will bring a world class operational perspective to the board, with a deep understanding of the factors influencing safe, efficient and commercially high performing projects in a global organisation.

Resolution 13

Brendan Nelson



Independent non-executive director

Tenure

Appointed 8 November 2010

Board and committee activities

Chair of the audit committee; member of the chairman's committee

Outside interests

- Non-executive director and chairman of the group audit committee of The Royal Bank of Scotland Group plc
- Member of the Financial Reporting Review Panel

Age 67 **Nationality** British

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 for six years as a member of the Financial Services Practitioner Panel and in 2013 was the president of the Institute of Chartered Accountants of Scotland.

Reasons for re-election

Over the course of his career, Brendan Nelson has completed a wide variety of audit, regulatory and due-diligence engagements. He played a significant role in the development of the profession's approach to the audit of banks in the UK with particular emphasis on establishing auditing standards. He continues to contribute in his role as a member of the Financial Reporting Review Panel.

This wide experience makes him ideally suited to chair the audit committee and to act as its financial expert and he brings related input from his role as the chair of the audit committee of a major bank. His specialism in the financial services industry allows him to contribute insight into the challenges faced by global businesses by regulatory frameworks.

Resolution 14

Paula Rosput Reynolds



Independent non-executive director

Tenure

Appointed 14 May 2015

Board and committee activities

Member of the audit and chairman's committees

Outside interests

- Non-executive director of BAE Systems Ltd
- Non-executive director of TransCanada Corporation
- Non-executive director of CBRE Group

Age 60 Nationality American

Career

Paula Rosput Reynolds is the former chairman, president and chief executive officer of Safeco Corporation, a Fortune 500 property and casualty insurance company that was acquired by Liberty Mutual Insurance Group in 2008. She also served as Vice Chair and Chief Restructuring Officer for American International Group (AIG) for a period after the US government became the financial sponsor from 2008 to 2009.

Previously, Paula was an executive in the energy industry. She was chairman, president and chief executive officer of AGL Resources Inc., an operator of natural gas infrastructure in the US, now a subsidiary of Southern Company. Prior to this, she led a subsidiary of Duke Energy Corporation that was a merchant operator of electricity generation. She commenced her energy career at PG&E Corp.

Paula was awarded the National Association of Corporate Directors (US) Lifetime Achievement Award in 2014.

Reasons for re-election

Paula Rosput Reynolds has had a long career leading global companies in the energy and financial sectors. Her financial background makes her ideally suited to serve on the audit committee.

Her experience with international and US companies, including several restructuring processes and mergers, gives her insight into strategic and regulatory issues, which is an asset to the board.

Resolution 15

Sir John Sawers



Independent non-executive director

Tenure

Appointed 14 May 2015

Board and committee activities

Chair of the geopolitical committee; member of the safety, ethics and environment assurance, nomination and chairman's committees

Outside interests

- Chairman and partner of Macro Advisory Partners LLP
- Visiting professor at King's College London
- Governor of the Ditchley Foundation

Age 61 Nationality British

Career

John Sawers spent 36 years in public service in the UK working on foreign policy, international security and intelligence.

John was Chief of the Secret Intelligence Service, MI6, from 2009 to 2014, a period of international upheaval and growing security threats as well as closer public scrutiny of the intelligence agencies. Prior to that, the bulk of his career was in diplomacy, representing the British government around the world and leading negotiations at the UN, in the European Union and in the G8. He was the UK ambassador to the United Nations (2007-09), political director and main board member of the Foreign Office (2003-07), special representative in Iraq (2003), ambassador to Egypt (2001-03) and foreign policy advisor to the Prime Minister (1999-2001). Earlier in his career, he was posted to Washington, South Africa, Syria and Yemen.

John is now chairman of Macro Advisory Partners, a firm that advises clients on the intersection of policy, politics and markets.

Reasons for re-election

Sir John Sawers' deep experience of international political and commercial matters is an asset to the board in navigating the complex issues faced by a modern global company. Sir John brings a unique perspective and broad experience which makes him ideal to lead the geopolitical committee. His knowledge and skills related to analysing and negotiating on a worldwide basis are invaluable to both the board and the SEEAC.

Carl-Henric Svanberg



Chairman

Tenure

Appointed 1 September 2009

Board and committee activities

Chair of the nomination and chairman's committees; attends the safety, ethics and environment assurance, remuneration and geopolitical committees

Outside interests

- Chairman of AB Volvo

Age 64 **Nationality** Swedish

Career

Carl-Henric Svanberg became chairman of the BP board on 1 January 2010.

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 December 2009, 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 in 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. He is also the recipient of the King of Sweden's medal for his contribution to Swedish industry.

Reasons for re-election

Carl-Henric Svanberg is a highly experienced leader of global corporations. He has served as chief executive officer and chairman to several high profile businesses, leading them through both periods of growth and restructuring. These experiences bring not only a deep understanding of international strategic and commercial issues, but the skills to co-ordinate the diverse range of knowledge and perspectives provided by the board. He therefore enables the board to present clear and united leadership on behalf of shareholders.

Carl-Henric's performance has been evaluated by the chairman's committee, led by Andrew Shilston.

Notes to resolution 17

Reappointment of auditors

This is the last year in which Ernst & Young LLP will be put forward for appointment as auditors.

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 2018.

The directors recommend their reappointment and seek authority to fix their remuneration. In accordance with the Statutory Audit Services Order 2014, issued by the UK Competition & Markets Authority, the board will delegate to the audit committee the authority to determine the auditors' remuneration.

Independence

The audit committee considers the reappointment of the external auditor each year before making a recommendation to the board. The committee assesses the independence of the external auditor on an ongoing basis and the external auditor is required to rotate the lead audit partner every five years and other senior audit staff every seven years. The current lead partner has been in place since the start of 2013. No partners or senior staff associated with the BP audit may transfer to the group.

Fees

The audit committee reviews the fee structure, resourcing and terms of engagement for the external auditor annually. Fees paid to the external auditor for the year were \$47 million (2015 \$51 million), of which 4% was for non-audit assurance work (see Financial statements – Note 35 in the *BP Annual Report and Form 20-F 2016*). The audit committee is satisfied that this level of fee is appropriate in respect of the audit services provided and that an effective audit can be conducted for this fee. Non-audit or non-audit related assurance fees were \$2 million (2015 \$3 million). The \$1 million reduction in non-audit fees relates primarily to a reduction in the amount of fees for other assurance services relating to corporate finance transactions. Non-audit or non-audit related assurance services consisted of tax compliance services and other assurance services.

Audit tender

The board announced its intention to launch a competitive audit tender process in BP's 2013 Annual Report. The tender process took place in 2016, with a view to appointing a new external auditor from the 2018 financial year. The tender was designed to implement a robust process to enable the selection of an auditor that would be the best fit for the role of external auditor and provide the appropriate level of assurance to BP's shareholders.

Following completion of the evaluation, the board selected Deloitte LLP as BP's new auditors for the financial year ending 31 December 2018, subject to the approval of shareholders at the 2018 annual general meeting. This timeline will allow for a thorough and complete handover from the current auditor, Ernst & Young LLP. Full details of the tender process can be found in the audit committee report on page 73 of the *BP Annual Report and Form 20-F 2016* (bp.com/annualreport).

Notes to resolution 18

Political donations and political expenditure

Part 14 of the Companies Act 2006 ('the Act') contains restrictions on companies making political donations or incurring political expenditure. It is the policy of the company not to make, and indeed the company does not make, donations to political organizations or incur political expenditure in the ordinary sense and has no intention of using the authority for this purpose.

The Act defines those terms in a way that is capable of a very wide interpretation. As a result, it is possible that activities that form part of the normal relationship between the company and bodies concerned with policy review and law reform, or the representation of the business community or sections of it, or the representation of other communities or special interest groups, may be included within the restrictions.

To allow these activities to continue and to avoid the possibility of inadvertently contravening the Act, the company is seeking authority under this resolution to allow the company or any of its subsidiaries to fund donations or incur expenditure up to a limit of £100,000 per annum for each category of donation or expenditure as set out in the resolution. This authority is sought for a period of one year, until the date of the annual general meeting in 2018.

Notes to resolutions 19, 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 it to allot shares as consideration in a transaction.

It has been BP's approach to seek authority to allot shares at its AGM for the full amount permitted by the institutional investor guidelines in order to allow as much flexibility as possible in the interests of the company and its shareholders as a whole.

Authority to allot – resolution 19

The Investment Association share capital management guidelines ('the IA guidelines') confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine. The company has taken authority for the full amount in prior years and seeks to do so again this year under resolution 19.

The directors are seeking authority to allot shares of up to a maximum nominal amount of \$3,260 million. This is the 'Section 551 Amount' referred to in the company's Articles of Association and is equal to 66.6% (i.e. two-thirds) of the company's issued ordinary share capital (excluding treasury shares) as at 16 March 2017, being the latest practicable date prior to the publication of this notice. In accordance with the IA guidelines, one half of this Section 551 Amount, that is 33.3% (i.e. one-third) of the company's issued ordinary share capital, (excluding treasury shares) as at 16 March 2017, can only be used if the relevant securities are equity securities and are offered in connection with a rights issue by means of a renounceable letter of allotment or other negotiable right which can be traded (and which therefore does not include an open offer).

For information, as at 16 March 2017, the company held 1,488,821,934 treasury shares, which represents 7.61% of the company's issued ordinary share capital (excluding treasury shares).

The authority conferred pursuant to resolution 19 will expire on the date of the annual general meeting in 2018 or 17 August 2018, whichever is the earlier.

The directors have no current intention of issuing shares other than in relation to the company's employee share schemes.

Disapplication of pre-emption rights – resolutions 20 and 21

Resolutions 20 and 21 seek limited authority to allot shares for cash, under the authority granted under resolution 19, in particular circumstances without first offering them to existing shareholders. This is known as the disapplication of pre-emption rights.

The authorities requested comply with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles on Disapplying Pre-emption Rights (the 'Pre-emption Principles'). Prior to 2015, the Pre-emption Principles allowed for authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer over 5% of a company's issued share capital. The Pre-emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital, provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment. In 2016, the Pre-emption Principles were updated again to require separate resolutions for each of these 5% authorities and accordingly two separate disapplication resolutions are being put forward at the AGM this year, complying with the Pre-emption Group's requirements.

The board considers that is in the best interests of the company and its shareholders generally that the company should seek the maximum authorities permitted by the Pre-emption Principles and have the flexibility, conferred by resolutions 20 and 21, to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to raise capital quickly and easily in order to finance business opportunities when they arise in line with the company's strategy for growth.

The company's Articles of Association provide authority for the disapplication of pre-emption rights by reference to a Section 561 Amount and therefore resolutions 20 and 21 refer to a single Section 561 Amount, the size of which will be determined by reference to whether the relevant resolutions are passed.

Resolution 20 will permit the directors to allot shares for cash or to dispose of treasury shares:

- a. pursuant to a pre-emptive offering to existing shareholders (that is a rights issue or an open offer) without complying with the strict requirements of the statutory pre-emption provisions (in order to deal, for example, with treasury shares, the legal requirements of particular jurisdictions and fractional entitlements); and
- b. up to a maximum nominal value of \$245 million, representing approximately 5% of the company's issued ordinary share capital as at 16 March 2017, otherwise than in connection with a pre-emptive offering to existing shareholders.

Resolution 21 will provide an additional authority to permit the directors to allot shares for cash or dispose of treasury shares up to a maximum nominal value of \$245 million, representing approximately a further 5% of the company's issued ordinary share capital as at 16 March 2017, otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes only of financing or refinancing a transaction as set out in the Pre-emption Principles described above.

If both resolutions 20 and 21 are passed, the total Section 561 Amount under the company's Articles of Association will be \$489 million, equal to 10% of the company's issued share capital (excluding treasury shares) as at 16 March 2017, but with half of that figure only being permitted to be used in the specific circumstances set out in resolution 21. For Listing Rule purposes, where treasury shares have to be included, this maximum Section 561 Amount is equal to 9.29% of the company's issued ordinary share capital (including treasury shares) as at 16 March 2017.

The board confirms that, in accordance with the Pre-emption Principles, it does not intend to issue shares for cash representing more than 7.5% of the company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders, save in accordance with resolution 21, without prior consultation with shareholders.

As noted in relation to resolution 19 above, the directors have no current intention of issuing shares other than in relation to the company's employee share schemes.

The authorities contained in resolutions 20 and 21 will expire at the same time as the authority to allot shares conferred by resolution 19, that is on the date of the annual general meeting in 2018 or 17 August 2018, whichever is the earlier.

Notes to resolution 22

Share buyback

General explanation

Share buybacks are a way of returning cash to shareholders. Shareholders are asked at each annual general meeting for authority to carry out share buybacks, in order that the company may do so when the directors believe it is in the best interests of shareholders.

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).

Recent buyback activity

The company did not buy back any shares in 2016.

Information about resolution 22

Authority is sought in resolution 22 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 22 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 16 March 2017, there were options outstanding over 25,297,419 ordinary shares, representing 0.13% of the company's issued ordinary share capital (excluding treasury shares). If the authority given by resolution 22 were to be fully used, in addition to the authority that currently exists, these would then represent 0.16% of the company's issued ordinary share capital (excluding treasury shares). The company has no warrants in issue in relation to its shares. The authority will expire at the conclusion of the annual general meeting in 2018 or on 17 August 2018, whichever is the earlier.

Intentions concerning resolution 22

The directors will exercise the authority conferred pursuant to resolution 22 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 resolution 23

Notice of general meetings

Under the provisions in the Act, 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 utilize the shorter notice period of 14 days for calling such general meetings, shareholders are 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.

Shareholder notes

Voting

Ordinary and preference shareholders

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at **6pm British Summer Time (BST) Monday 15 May 2017**. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- At bp.com/evoting.
- At www.mybpshares.com.
- Via CREST (see note opposite).
- By completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

You will also need to give the admission card to your proxy to bring to the AGM, along with photographic proof of his/her identity.

Proxies not properly notified to the BP Registrar may be denied access to the meeting. Giving your admission card to your proxy is not sufficient – they must also be appointed in advance using one of the above methods.

If you own shares jointly, any one shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the shareholder register will prevail.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the BP Registrar by **6pm BST Monday 15 May 2017**.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using a paper form or online at bp.com/evoting provided it is in relation to different shares.

Corporate shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper form or online at bp.com/evoting or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

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 Asset Services (ID RA10) by **6pm BST Monday 15 May 2017**. 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.

I have a power of attorney from a shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the BP Registrar by **6pm BST Monday 15 May 2017**.

ADS holders

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of ADSs at **5.00pm Eastern Time (ET) on Friday 24 March 2017**. Your voting entitlement will depend on the number of ADSs you hold at that time.

I can't attend the meeting but want to vote – what can I do?

If you cannot attend you can instruct the depository, JPMorgan Chase, or any other person to vote on your behalf.

You can instruct the depository by going online to proxypush.com/bp, or by telephone on 1-866-883-3382, or by completing and returning the paper ADS voting instruction card sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

If you wish to appoint someone as your proxy to attend, speak 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 **12 noon ET on 15 May 2017**. 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.

By when do I have to submit my vote?

Paper voting instructions, including any amendments, must be received by the depository by **12 noon ET on 15 May 2017**.

Online and telephone instructions must be received by the depository by **11.59pm ET on 12 May 2017**.

If your instructions are not received by the depository by the appointed times, then under the terms of the Deposit Agreement your ADSs may, under certain circumstances, be voted by a person designated by the company.

If you miss these deadlines and wish to submit a new vote or amend an existing vote, you can do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online or by telephone at any time during the voting period. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold my shares in a street name – can I still vote?

You should contact your bank, broker or nominee 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 photographic ID.

On verification of such evidence, you may attend the AGM but may not speak or vote your shares at the AGM.

Employee share plan participants

I hold ordinary shares under a BP employee share plan or in a Vested Share Account (VSA) – how can I vote?

You are entitled to instruct the plan/account trustee(s)/nominee(s) to vote on your behalf at the AGM, for any shares held on **Wednesday 10 May 2017**.

You can submit your instruction to the trustee(s)/nominee(s) using Computershare's e-voting website eproxyappointment.com using the Voting Number advised to you, or by completing and returning a Form of Direction if you have elected to receive paper documents.

Instructions must be received by Computershare for onward transmission to the trustee(s)/nominee(s) by **5.00pm BST Wednesday 10 May 2017**.

I hold ordinary shares under a BP employee share plan or in a VSA – can I attend the meeting?

All ordinary share plan participants and VSA holders are entitled to attend the AGM. If you wish to attend and vote you must contact Computershare on (0)870 703 6207 by **5.00pm BST Wednesday 10 May 2017** to be pre-registered as a proxy for the trustee(s)/nominee(s) who hold shares on your behalf. If you are not pre-registered and appointed as a proxy you may be denied access to the meeting and will not be able to vote at the meeting. You must bring photographic identification to register at the meeting.

IMPORTANT: Whether or not you attend the meeting, if you have been appointed as a proxy in order to attend and vote at the meeting, any votes cast by you online or via a paper form of direction, will be disregarded.

I hold ADSs under a BP or subsidiary employee savings plan – how can I vote?

You are entitled to instruct the plan/account trustee to vote on your behalf at the AGM, for any shares held at **5.00pm ET on 24 March 2017**.

You may direct the trustee to vote your shares online using the depository's voting website at proxypush.com/bp, by telephone on 1-866-883-3382 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 **11.59pm ET on 11 May 2017** for electronic instructions and by **12 noon ET on 12 May 2017** 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.

I hold ADSs under a BP or subsidiary employee savings plan – can I attend the meeting?

Plan participants at **5.00pm ET on 24 March 2017** 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 intend to attend the AGM or not, you must direct the trustee of your plan how your ADSs should be voted as described above.

The meeting

Where and when will the meeting be held?

The meeting will be held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Wednesday 17 May 2017.

The meeting will start at 11.30am so please allow plenty of time to travel. The doors will open at 10am.

Is the meeting at the same location as last year?

The meeting is in the same place as last year. **However the Docklands Light Railway station Custom House where shareholders usually alight is closed. Shareholders are advised to use Prince Regent station, and to be aware that the walk from this station to the meeting is slightly longer than from Custom House.**

Full instructions on how to get to the meeting are shown on pages 18-19.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on pages 14-15. Any voting instructions you have validly given in advance will be counted at the meeting.

Parts of the meeting may be available to watch online after the meeting.

What documents do I need to bring?

Please bring your admission card, if you have one.

If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a print-out.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their admission card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

What security measures should I expect?

You will be asked to pass through our security systems before entering the meeting. As in previous years this will involve security arches and all bags are subject to search. Due to the high volume of people attending the meeting, there may be a short wait.

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.

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

Please switch off any mobile phones or other electronic communication equipment before the meeting begins.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the BP Registrar by the appropriate deadline (see pages 14-15). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to bring the letter with you to the meeting along with photographic proof of identity. **If you do not have such a letter, or the BP Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.**

A sample of the type of letter we will accept can be found at bp.com/corprep. Please note that proxies and corporate representatives may not bring guests to the meeting.

May I bring a guest or a child?

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the company at all times.

Shareholders wishing to bring a guest must notify us in advance. Ordinary and preference shareholders should contact the BP Registrar. ADS holders should contact the depositary. Contact details are shown on page 21.

All guests must bring photographic proof of identity and enter the meeting at the same time as the shareholder.

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

We suggest that it is not appropriate to bring young children. There will be no crèche facilities at the meeting.

May I ask a question at the meeting?

Shareholders, proxies and corporate representatives have a right to ask questions in accordance with Section 319A of the Companies Act 2006. If you wish to ask a question please tell an usher on entry to the auditorium so that you can be seated near a microphone.

Please endeavour to keep your questions short and relevant to the resolution being discussed.

It is planned that members of the board and a number of senior executives will meet shareholders after the meeting.

Is it possible that I will be filmed?

The meeting, including question and answer sessions with shareholders, as well as background shots of those present in the auditorium will be recorded on film. Parts of this footage may be made available on the BP website after the meeting.

We have also arranged for images to be taken throughout the premises for the duration of the event. These images may be used in future publications online or in print. If you attend the AGM in person, you may be included in images or in the recording of the meeting. Please note that the photographs and broadcast footage may be transferred outside the European Economic Area.

Do you have help for shareholders with special needs?

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.

What documents are available for inspection?

Copies of directors' service contracts or letters of appointment with the company are available for inspection during normal business hours at 1 St. James's Square, London SW1Y 4PD and will be at ExCeL London from 10am on 17 May 2017 until the conclusion of the AGM.

How can I vote at the meeting?

Shareholders, registered ADS holders and their proxies or corporate representatives will be given a poll card at registration. After opening the meeting, the chairman will put all the resolutions to the meeting and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close half an hour after the meeting ends.

How are the votes counted?

Voting on all substantive resolutions is by a poll, as required by the company's articles. In a global company such as ours, we think poll voting is the fairest approach. There will be no voting on the substantive resolutions by a show of hands.

In accordance with UK listing requirements, we have included a 'vote withheld' column on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a resolution.

How can I find out the result of the vote?

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 Thursday 18 May 2017.

How to get to the AGM

The meeting will be held on the south side of ExCeL London at 11.30am on Wednesday 17 May 2017.

Please note that Custom House station will be closed. Please use Prince Regent station and allow additional time for the slightly longer walk.

By public transport

Tube and DLR

Take the Jubilee line tube to Canning Town and change on to the Docklands Light Railway bound for Beckton; alight at Prince Regent for direct access to ExCeL London. **Please note that Custom House station is closed for most of 2017 and be aware that the walk from Prince Regent station to the meeting is slightly longer than from Custom House.** BP ushers will be available to guide you if needed.

Mainline

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.

River boats and Emirates Air Line (cable car)

The Emirates Air Line (cable car) connects ExCeL London and the O2 making it possible to travel by Thames Clipper between central London and the O2 and then by cable car across the Thames to ExCeL London. Thames Clipper departures are available from all major piers, including the O2, Greenwich, Canary Wharf, Tower, London Bridge, Embankment and Waterloo, every 20 minutes during peak hours (from 6am to 1am).

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.

By road

When driving to ExCeL London 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. The venue is located outside the Congestion Charge Zone but is included in the Low Emission Zone.

Parking

The onsite parking at ExCeL is an underground car park (orange car park). There is directional signage to assist you to this location. There is also a multi-storey car park (Royal Victoria car park) which is a five-minute walk from the west entrance of ExCeL London. Parking charges apply. It is a pay and display facility and all car parks accept coins, notes and credit cards.

I More information

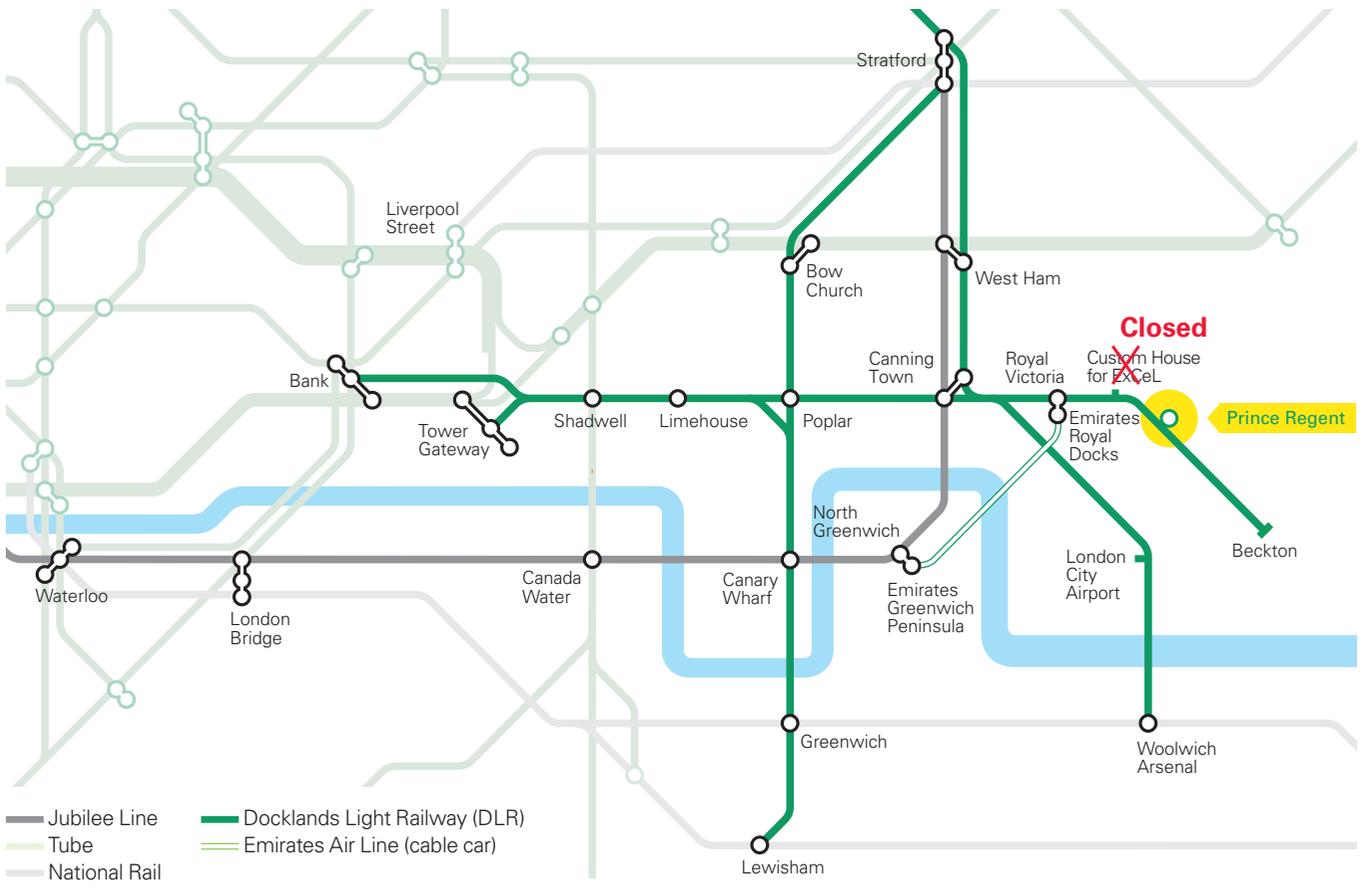
ExCeL London contact details

see page 21.

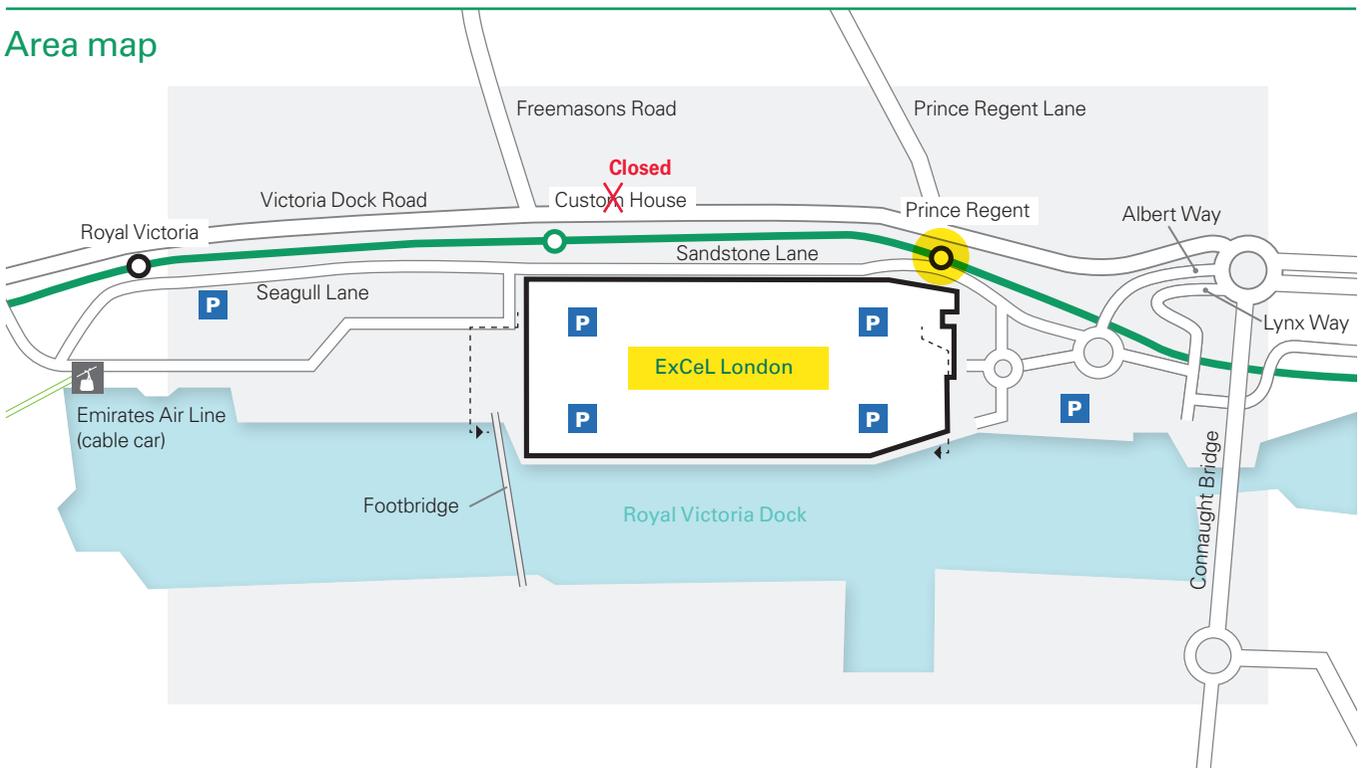
For maps, parking tariffs and further information

please visit excel-london.co.uk/visiting-excel

Public transport map



Area map



A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at bp.com/agm.

Information rights

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.

Statements related to the audit

Members satisfying the thresholds in Section 527 of the Act can require the company to publish a statement on its website setting out any matter relating to;

- a. the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting;
- b. any circumstances connected with an auditor of the company ceasing to hold office since the last annual general meeting, that the members propose to raise at the meeting.

The company cannot require the members requesting the publication to pay its expenses in connection with the publication. The company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Act can require the company:

- a. to give, to members of the company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

Total voting rights and share capital

As at 16 March 2017 (the latest practicable date before the publication of this notice) the issued share capital of BP p.l.c. comprised 18,485,705,682 ordinary shares (excluding treasury shares) par value US\$0.25 per share, each with one vote; and 12,706,252 preference shares par value £1 per share with two votes for every £5 in nominal capital held.

The total number of voting rights in BP p.l.c. is 19,565,956,644.

Updates to this number are released via the Regulatory News Service on the last day of each month and can be viewed online at bp.com/news.

Contact details

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 Asset Services
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 if you would like to change your election on how you receive shareholder documents in the future.

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

The BP ADS Depository

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
adr.com/bp

ExCeL London

One Western Gateway
Royal Victoria Dock
London E16 1XL
UK
Tel: +44 (0)20 7069 5000
excel-london.co.uk

For copies of BP's publications, see back cover.

Acknowledgements

Design: SALTERBAXTER MSLGROUP

Typesetting: SALTERBAXTER MSLGROUP

Printing: Pureprint Group Limited, UK, ISO 14001, FSC® certified and CarbonNeutral®

Photography: Bob Wheeler, Graham Trott

Paper: This document is printed on Oxygen paper and board. Oxygen is made using 100% recycled pulp, a large percentage of which is de-inked. It is manufactured at a mill with ISO 9001 and 14001 accreditation and is FSC® (Forest Stewardship Council) certified. This document has been printed using vegetable inks.



Printed in the UK by Pureprint Group using their **pureprint** printing technology.



BP's corporate reporting suite includes information about our financial and operating performance, sustainability performance and also on global energy trends and projections.



Annual Report and Form 20-F 2016

Details of our financial and operating performance in print and online.

bp.com/annualreport



Sustainability Report 2016

Details of our sustainability performance with additional information online.

bp.com/sustainability



BP Energy Outlook 2017 edition

Provides our projections of future energy trends and factors that could affect them out to 2035.

bp.com/energyoutlook



Financial and Operating Information 2012-2016

Five-year financial and operating data in PDF and Excel format.

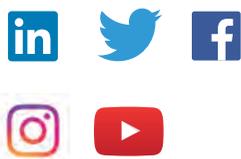
bp.com/financialandoperating



Statistical Review of World Energy 2017

An objective review of key global energy trends.

bp.com/statisticalreview



BP social media

Join the conversation, get the latest news, see photos and films from the field and find out about working with us.

You can order BP's printed publications free of charge from:

bp.com/papercopies

US and Canada

Issuer Direct

Toll-free: +1 888 301 2505

bpreports@issuerdirect.com

UK and rest of world

BP Distribution Services

Tel: +44 (0)870 241 3269

Fax: +44 (0)870 240 5753

bpdistributionervices@bp.com

Feedback

Your feedback is important to us. You can email the corporate reporting team at corporatereporting@bp.com

or provide your feedback online at

bp.com/annualreportfeedback

You can also telephone

+44 (0)20 7496 4000

or write to:

Corporate reporting
BP p.l.c.

1 St James's Square

London

SW1Y 4PD, UK