



Notice of BP Annual General Meeting 2020

The BP p.l.c. Annual General Meeting will be held at:
ExCeL London, One Western Gateway, Royal Victoria
Dock, London E16 1XL, United Kingdom (use Prince
Regent DLR entrance).

Commencing at: 11:00am on Wednesday, 27 May 2020.

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](https://www.bp.com/agm)

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.

i See notes on page 13.

How to attend

The BP p.l.c. Annual General Meeting will be held at ExCeL London commencing at 11:00am on Wednesday 27 May 2020.

ExCeL London is easily accessible on public transport via the Docklands Light Railway (DLR). We advise you disembark at the Prince Regent stop. Please bring your admission card and check the notes on page 15 to see what identification will be required.

Please be advised, guests are not permitted to attend the AGM.

i See notes and map on pages 15-17.

Webcasting

This year's AGM will be webcast for those unable to attend in person. To watch the webcast please visit bp.com/aggm/webcast.

i See notes on page 15.

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.

i See contact details on page 20.

Chairman's letter	1
Notice of meeting	2
Notice of meeting and resolutions to be proposed	2
Notes to resolutions	4
Shareholder notes	13
Voting	13
The meeting	15
How to get to the AGM	17
Other information	18
Appendix	19
Contact details	20

Health Note: Coronavirus (COVID-19)

This notice of meeting has been prepared on the basis that BP will be able to conduct its AGM as usual this year. It is looking increasingly likely that this may well prove not to be possible. We continue to monitor the rapidly developing situation, including the latest UK Government guidance. The health and safety of shareholders and BP staff are of paramount importance.

Given the circumstances, shareholders should be aware that arrangements for the AGM may change at short notice. The government has advised against unnecessary travel and discouraged large gatherings. Should these directives from the government remain in place up to and in the build up to the AGM, the meeting may proceed on an abridged basis, conducting only those matters required by law and regulation, and participation by the proxy form may well be more appropriate. BP may need to make changes to the meeting's time, date and location or take other matters to act in the best interest to the health of our shareholders and staff. This could include no refreshments or lunch being offered, no presentations, adjourning the meeting to an alternative place and date and the removal of the webcast.

BP will provide updates on its website regarding any changes to the meeting and or its proceedings at bp.com/aggm.

For up to date information and advice please visit www.nhs.uk/coronavirus

Chairman's letter



Dear fellow shareholder,

As I wrote in my foreword to the 2019 Annual Report which we published last week, the world is facing an unprecedented set of challenges – chief amongst which is the rapid spread of the coronavirus pandemic (COVID-19) with tragic consequences. As we today publish the notice of our 2020 Annual General Meeting ('AGM'), these challenges seem to be growing in their significance and potential impact.

Against this backdrop, we are currently planning to return to London this year and to hold the AGM at ExCeL London on 27 May 2020, starting at 11:00am. BP's 2018 and 2019 AGMs were held in Manchester and Aberdeen respectively and provided a great opportunity for the board to engage with our UK shareholders who might not otherwise have been able to attend a shareholder meeting.

Clearly, we appreciate that not everyone will be able or willing to travel to London to attend our AGM this year. With events moving so quickly, we may not be able to hold the AGM at our chosen venue at all. We will of course keep you updated of any changes we may decide to make to our current plans, as well as changes resulting from UK Government action, or decisions taken by the owners of the venue. This may or may not include a decision to webcast the event and other changes to the proceedings.

Please be sure to visit bp.com/agm where we will provide regular updates.

The past year had been a significant one for BP. After nearly a decade in the job, Bob Dudley decided to retire, and the board appointed Bernard Looney as BP's new CEO. I am extremely grateful to Bob for all he did for BP, and I am sure you will all join me in wishing him a long and happy retirement.

Shortly after assuming his new role in February, Bernard announced BP's new purpose – to reimagine energy for people and our planet. He also announced BP's new ambition – to get to net zero by 2050 or sooner, and to help the world get to net zero, underpinned by ten clear aims. To meet our purpose, ambition and aims, we also set out plans for reinventing BP, and unveiled a new leadership team. Bernard has the full support of BP's board as he leads BP in its new direction.

Nils Andersen stepped down from the board on 18 March 2020 following his appointment as chairman at Unilever in November 2019. Nils will be missed and we wish him success in his new role. I would also like to thank Brian Gilvary, who will be standing for re-election at the AGM in May, but will be retiring from the board at the end of June. Brian has been a great CFO during an important time for the company. Brian is handing over to Murray Auchincloss, and we look forward to welcoming Murray to the

board in July. Bob, Nils and Brian have been tremendous ambassadors for the company and we wish them all the best.

Last week, we also announced that Sir Ian Davis will be standing down as senior independent director at the conclusion of the AGM, to be succeeded by Paula Rosput Reynolds. With your support, Sir Ian will continue as a director until later this year to help support us through the ongoing transition. Brendan Nelson, chair of the audit committee and a highly valued member of the board, is also standing for re-election for one further year. His re-election is strongly supported by the board. We are expecting to appoint a successor to Brendan who, in due course, will also take over the chairmanship of the audit committee.

At the AGM, we intend to update shareholders on our performance in 2019 and progress we have made in the delivery of our strategy. This year marks the triennial renewal of our remuneration policy. In developing the policy, the remuneration committee sought feedback from many of our largest shareholders. We are seeking your approval of the new policy which retains our simple and well understood structure with strengthened elements relating to our energy transition ambition. We are also looking to seek renewal of the BP Executive Directors' Incentive Plan.

Your votes matter. I encourage you all to read the information contained in this document and to vote your shares, making sure that your proxy is completed and returned to us, particularly if for any reason the AGM is affected by planning around COVID-19.

I hope that you and your families, friends and colleagues stay safe and healthy, and I would like to take this opportunity to thank you all for your continued loyalty to BP.

Helge Lund
Chairman

27 March 2020

Notice of meeting

Notice of meeting and resolutions to be proposed

Notice is hereby given that the 111th 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 commencing at 11:00am on Wednesday, 27 May 2020, for the transaction of the following business.

The board considers resolutions 1 to 13 to be 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

Ordinary resolution: Report and accounts

To receive the annual report and accounts for the year ended 31 December 2019.

i See notes on page 4.

Resolution 2

Ordinary resolution: Directors' remuneration report

To approve the directors' remuneration report contained on pages 100-127 (excluding the directors' remuneration policy referred to in resolution 3) of the annual report and accounts for the year ended 31 December 2019.

i See notes on page 4.

Resolution 3

Ordinary resolution: Directors' remuneration policy

To approve the directors' remuneration policy in the directors' remuneration report contained on pages 119-127 of the annual report and accounts for the year ended 31 December 2019.

i See notes on page 4.

Resolution 4

Ordinary resolution: Election and re-election of directors

To elect by separate ordinary resolution:

(a) Mr B Looney

To re-elect by separate ordinary resolutions each of:

(b) Mr B Gilvary

(g) Mr H Lund

(c) Dame A Carnwath

(h) Mrs M B Meyer

(d) Miss P Daley

(i) Mr B R Nelson

(e) Sir I E L Davis

(j) Mrs P R Reynolds

(f) Professor Dame A Dowling

(k) Sir J Sawers

i See notes on pages 4-10.

Resolution 5

Ordinary resolution: Reappointment of auditor

To reappoint Deloitte LLP as auditor from the conclusion of the meeting until the conclusion of the next annual general meeting before which accounts are laid.

i See notes on page 10.

Resolution 6

Ordinary resolution: Remuneration of auditor

To authorize the audit committee to fix the auditor's remuneration.

i See notes on page 10.

Resolution 7

Ordinary resolution: Renewal of the Executive Directors' Incentive Plan

To approve the BP Executive Directors' Incentive Plan (the 'plan'), the principal terms of which are summarised in the Appendix to this notice of meeting and a copy of which is produced to the meeting initialled by the chairman for the purpose of identification and to authorize the directors to do all acts and things that they may consider necessary or expedient to carry the plan into effect.

i See notes on page 10 and appendix on page 19.

Resolution 8

Ordinary resolution: 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 2021.

i See notes on page 11.

Resolution 9

Ordinary resolution: Directors' authority to allot shares (Section 551)

To authorize the directors, in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company:

- up to an aggregate nominal amount of \$1,688,008,425; and
- up to a further aggregate nominal amount of \$1,688,008,425 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional

Note: Resolutions 1 to 9 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 10 to 13 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.

entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter.

This authority shall continue for the period ending on the date of the annual general meeting in 2021 or 27 August 2021, whichever is the earlier, provided that the directors shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the company may allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

i See notes on pages 11.

Resolution 10

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

If resolution 9 is passed, to authorize the directors, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by resolution 9 and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- a. the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the directors may determine, and to other persons entitled to participate therein, where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and
- b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph a. of this resolution 10) to any person or persons up to an aggregate nominal amount of \$253,201,263.

This authority shall continue for the same period as the authority conferred by resolution 9, provided that the company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if this authority had not expired.

i See notes on pages 11-12.

Resolution 11

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

If resolution 9 is passed, and in addition to the power conferred by resolution 10: to authorize the directors, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by resolution 9 and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall:

- a. be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of \$253,201,263; and

- b. 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 2015 Statement of Principles on disapplying pre-emption rights published by the Pre-Emption Group.

This authority shall continue for the same period as the authority conferred by resolution 9, provided that the company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if this authority had not expired.

i See notes on pages 11-12.

Resolution 12

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 2,025,610,110 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 2021 or 27 August 2021, 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.

i See notes on page 12.

Resolution 13

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.

i See notes on page 12.

By order of the board.

Ben J. S. Mathews
Company secretary
27 March 2020

Note: Resolutions 1 to 9 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 10 to 13 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.

Notes to resolutions

Notes to resolution 1

Ordinary resolution: Report and accounts

The board of directors present their report and the accounts for the year ended 31 December 2019, as contained in the *BP Annual Report and Form 20-F 2019* (bp.com/annualreport).

Notes to resolution 2

Ordinary resolution: Directors' remuneration report

The directors' remuneration report, which can be found on pages 100-127 of the *BP Annual Report and Form 20-F 2019* (bp.com/remuneration) gives details of the directors' remuneration for the year ended 31 December 2019. 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 remuneration policy that was approved by shareholders at the 2017 AGM. The report being considered in this resolution 2 does not include the part containing the directors' remuneration policy referred to in resolution 3 on pages 119-127.

The company's auditor, Deloitte LLP, has 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 2019* (bp.com/annualreport). The directors' remuneration 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 resolution 3

Ordinary resolution: Directors' remuneration policy

The directors' remuneration policy, which forms part of the directors' remuneration report and which can be found on pages 119-127 of the *BP Annual Report and Form 20-F 2019* (bp.com/remuneration), sets out the proposed policy on directors' remuneration.

The company may not make a remuneration payment or pay for the 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, the 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 2023.

If resolution 3 is not passed, the remuneration policy approved by shareholders at the 2017 AGM will continue in effect.

Notes to resolutions 4 (a - k)

Ordinary resolution: 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 AGM.

In accordance with this requirement Mr B Gilvary, Dame A Carnwath, Miss P Daley, Sir I E L Davis, Professor Dame A Dowling, Mr H Lund, Mrs M B Meyer, Mr B R Nelson, Mrs P R Reynolds and Sir J Sawers retire and offer themselves for re-election as directors.

Mr B Looney offers himself for election as a director, having been appointed by the board since the last AGM.

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

The nomination and governance committee keeps the diversity, mix of skills, experience and knowledge of the board under regular review 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 and governance committee.

The nomination and governance committee's reasons for the election or re-election of directors are set out with the biography of each director, together with descriptions of their skills, experience and the committees upon which they serve. The ages of the directors shown in the notes are correct as of 27 March 2020.

Sir Ian Davis and Brendan Nelson are both proposed for re-election notwithstanding that they have both served beyond nine years as non-executive directors. Sir Ian is currently the senior independent director, having held that role since 2017. As we announced on 20 March 2020, Sir Ian will step down as senior independent director at the conclusion of the 2020 BP p.l.c. AGM to be succeeded by Paula Rosput Reynolds. In order to provide continued support and advice to the new CEO and to the board during the transition, Sir Ian will be seeking re-election for another year but will step down from the board by the end of 2020.

Brendan Nelson, chair of the audit committee and highly valued member of the board, is also standing for re-election for one further year. His re-election is strongly supported by the board. We are expecting to appoint a successor to Brendan who, in due course, will also take over the chairmanship of the audit committee.

Following careful consideration, the board believes that both Sir Ian and Brendan continue to provide constructive challenge and robust scrutiny of matters that come before the board and the committees on which they serve. Neither director has served simultaneously with an executive director for over nine years and the overall average tenure of the board is similar to that of the average FTSE 100 directors' tenure.

After careful consideration, the board is satisfied that Sir Ian and Brendan continue to demonstrate the qualities of independence, including holding management to account for performance, in carrying out their duties.

As previously announced, Brian Gilvary plans to retire as CFO and as a director. He will stay in the role until June 2020 to work with his successor, Murray Auchincloss, in order to ensure an orderly transition.

The board has carefully considered whether each of the non-executive directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement. The board has determined that each non-executive director possesses the skills and experience that continue to contribute to the company's long-term sustainable success and each is considered to be independent and, notwithstanding their other appointments, believes they independently have sufficient time to fulfil their BP duties.

All directors are recommended by the board for election or re-election (as applicable).

Committee membership key

- | | | | |
|----------|-------------------------------------|----------|--|
| A | Audit committee | R | Remuneration committee |
| C | Chairman's committee | S | Safety, environment and security assurance committee |
| G | Geopolitical committee | O | Chairman |
| N | Nomination and governance committee | | |

i To view the directors' biographies in full, please visit www.bp.com/board

Resolution 4 (a)



Bernard Looney

Chief executive officer

Appointed 5 February 2020

Age: 49

Nationality: Irish

Outside interests:

- Fellow of the Royal Academy of Engineering
- Fellow of the Energy Institute
- Mentor for the FTSE 100 Cross-Company Mentoring Executive Programme

Career summary

Bernard Looney joined BP in 1991 as a drilling engineer working in roles in the North Sea, Vietnam and the Gulf of Mexico. Prior to becoming the chief executive of BP Upstream in April 2016, Bernard held a range of senior roles, including chief operating officer of production, managing director BP North Sea and vice president in Norway and North Sea infrastructure and BP Alaska. He has led access into new countries, including Mauritania and Senegal, high-graded the portfolio with the acquisition of onshore US assets from BHP Billiton and the sale of the Alaska business, and created innovative new business models such as Aker BP in Norway.

As chief executive of BP Upstream, Bernard oversaw improvements in both process and personal safety performances and production growth of 20%. There were also significant improvements in both gender and global diversity. Bernard initiated a company-wide dialogue on mental health in hope of 'ending the stigma' associated with this issue.

Contributions and reasons for election

Bernard has spent his career at BP and has demonstrated dynamic leadership and vision as he has progressed through various roles within the company. As part of the appointment process to becoming the new chief executive officer, external headhunters were engaged to identify internal and external candidates with the requisite skills, experience and diversity credentials. Candidates were asked to complete extensive leadership assessment testing and provide insight to their aims for BP's future. Bernard was identified by the board as the right person to take BP forward as we look to achieve our purpose, ambition and aims. During his 10 years as leader of Upstream, Bernard saw the segment through one of the most difficult periods in BP's history, helping transform the company into a safer, stronger and more resilient business. He was instrumental in a number of workforce based initiatives to promote a diverse and inclusive environment.

Resolution 4 (b)



Brian Gilvary

Chief financial officer

Appointed 1 January 2012. Retiring from the board on 30 June 2020

Age: 58

Nationality: British

Outside interests:

- Non-executive director Air Liquide SA
- Non-executive director of Royal Navy Board
- Non-executive director of Barclays PLC
- Senior independent director of The Francis Crick Institute
- Chairman of The Hundred Group of Financial Directors
- Fellow of the Energy Institute
- Great Britain Age Group Triathlete

Career summary

Brian Gilvary joined BP in 1986 after obtaining a PhD in mathematics from the University of Manchester. Following a broad range of roles across the group in upstream, downstream and trading in Europe and the US, he became downstream's commercial director in 2002. From 2005 until 2009 he was chief executive of BP's commodity trading arm and, in 2010, he was appointed deputy group chief financial officer. Brian was a director of TNK-BP over two separate periods, from 2003 to 2005 and from 2010 until the sale of the business and BP's acquisition of Rosneft equity in 2013. He served on the HM Treasury Financial Management Review Board from 2014 to 2017.

Contributions and reasons for re-election

Brian's broad experience of working across the BP group has provided him with deep insight into BP's assets and businesses and during his time as CFO he has managed some of the most complex issues to face BP.

Underpinning Brian's role as CFO is his deep understanding of finance and trading which has been vital in adjusting capital structures and operational costs while ensuring the group continues to meet new opportunities. Brian will stay in the role until June 2020 to work with his successor, Murray Auchincloss, to ensure an orderly transition.

Resolution 4 (c)



A C

Dame Alison Carnwath

Independent non-executive director

Appointed 21 May 2018

Age: 67

Nationality: British

Outside interests

- Member of Supervisory Board of BASF SE
- Director of Zurich Insurance Group
- Independent director of PACCAR Inc
- Member of UK Panel on Takeovers and Mergers
- Trustee of The Economist Group

Career summary

Dame Alison Carnwath is a qualified chartered accountant with a wealth of financial industry experience obtained during her career spanning more than 15 years in London and New York. In addition to her current appointments, she was previously Chairman of Land Securities Group plc from September 2004 until July 2018 and served as a non-executive director of Barclays plc from 2010 to 2012 and Man Group plc from November 2012 to May 2013. In 2014, Dame Alison was appointed to the order of Dame Commander of the Most Excellent Order of the British Empire for her services to business and diversity.

Contributions and reasons for re-election

Dame Alison has extensive financial experience obtained as both an executive and non-executive director of global organizations. She has chaired significant boards and has deep experience of the workings of investors and of the City of London. Her other external appointments allow Dame Alison to bring a broad range of recent and relevant skills to the BP board and to the audit committee.

Resolution 4 (d)



A R C

Pamela Daley

Independent non-executive director

Appointed 26 July 2018

Age: 67

Nationality: American

Outside interests

- Director of BlackRock, Inc.
- Director of SecureWorks, Inc.

Career summary

Pamela Daley joined General Electric Company (GE) in 1989 as tax counsel and held a number of senior executive roles in the company, overseeing a wide range of corporate transactions and serving as senior vice president and senior advisor to the chairman in 2013, before retiring from GE. Pamela has served as a director of BlackRock since 2014 and of SecureWorks since 2016. She was a director of BG Group plc from 2014 to 2016 until its acquisition by Shell, a director of Patheon N.V. from 2016 to 2017 until its acquisition by Thermo Fisher, and was previously a partner at Morgan, Lewis & Bockius, a major US law firm, where she specialized in domestic and cross-border tax-oriented financings and commercial transactions.

Contributions and reasons for re-election

Pam has vast global business experience gained through her executive role at GE. She has a strong background within the oil and gas industry which has given her further valued insight into that sector. Pam brings recent and relevant financial experience and expertise to the audit committee of which she is a member. She is also a member of the remuneration committee, where her understanding of employee and investor points of view provides important input.

Resolution 4 (e)



R G N C

Sir Ian Davis

Senior independent director

Appointed 2 April 2010

Age: 68

Nationality: British

Outside interests

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

Career summary

Sir Ian Davis began his career at The Bowater Corporation Limited, a paper manufacturing company, before joining McKinsey & Company in 1979. He was a partner at McKinsey & Company for 31 years until his retirement in 2010 and also served as chairman and managing director between 2003 and 2009. Sir Ian has remained as a senior partner emeritus of McKinsey & Company since his retirement. He also served as a lead non-executive board member for the Cabinet Office from 2015 to 2016. Sir Ian was given the honour of knighthood in the 2019 Birthday Honours for services to business.

Contributions and reasons for re-election

Sir Ian continues to bring global and long-standing financial and strategic experience to the board having worked for and with a number of multi-national organizations from a wide variety of sectors, including oil and gas. He is able to draw on his wide knowledge of diverse issues and outcomes to assist the board and its committees. He was also previously a non-executive director in the Cabinet Office, giving him an important perspective on government affairs which is an asset to both the board and the geopolitical committee.

Sir Ian has served as senior independent director since 2017, providing a sounding board for the chairman and acting as intermediary for other non-executive directors and shareholders. Sir Ian led the search for the new chairman in 2018.

Sir Ian continues to provide constructive challenge and robust scrutiny of matters that come before the board and committees on which he serves. He will continue to play a crucial role in helping support Bernard and the the board through the transition. Accordingly, the board is satisfied that Sir Ian continues to demonstrate the qualities of independence and strongly recommends his re-election.

Sir Ian will step down as senior independent director at the conclusion of the 2020 BP p.l.c. AGM to be succeeded by Paula Rosput Reynolds. In order to provide continued support and advice to the new CEO and to the board during the transition, Sir Ian will be seeking re-election for another year but will step down from the board by the end of 2020.

Resolution 4 (f)



S C

Professor Dame Ann Dowling

Independent non-executive director

Appointed 3 February 2012

Age: 67

Nationality: British

Outside interests

- Deputy vice-chancellor and emeritus professor of Mechanical Engineering at the University of Cambridge
- Non-executive director of Smiths Group plc

Career summary

Professor Dame Ann Dowling is a deputy vice-chancellor and emeritus professor of mechanical engineering at the University of Cambridge where her research includes fluid mechanics, acoustics and combustion. She has held visiting posts at MIT and at Caltech. 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, the Chinese Academy of Engineering and the French Academy of Sciences. She was an advisor at Rolls-Royce until 2015. Dame Ann was President of the Royal Academy of Engineering from September 2014 to 2019. In December 2015 she was appointed to the Order of Merit.

Contributions and reasons for re-election

Professor 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 valuable balance to the board and brings a different perspective to the safety, environment and security assurance committee of which she is a member, particularly as developments in technology continue to accelerate. Her work in this area is supplemented by her chairing the company's technology advisory council.

Resolution 4 (g)



Helge Lund

Chairman

Appointed to the board on 26 July 2018. Appointed as Chairman on 1 January 2019

Age: 57

Nationality: Norwegian

Outside interests

- Chairman of Novo Nordisk AS
- Operating Advisor to Clayton Dubilier & Rice
- Member of the Board of Trustees of the International Crisis Group
- Member of the European Round Table of Industrialists

Career summary

Helge Lund was appointed chairman of the BP board on 1 January 2019. He served as chief executive of BG Group from 2015 to 2016, when the company merged with Shell. He joined BG Group from Equinor (formerly Statoil) where he served as its president and chief executive officer for 10 years from 2004. Prior to Equinor, Helge was president and chief executive officer of the industrial conglomerate Aker Kvaerner, and has also held executive positions in the Norwegian industrial holding company, Aker RGI and the former Norwegian power and industry company, Hafslund Nycomed. He worked as a consultant with McKinsey & Company and served as a political advisor for the parliamentary group of the Conservative party in Norway. Prior to joining BP, he was a non-executive director of the oil service group Schlumberger from 2016 to 2018, and Nokia from 2011 to 2014. He served as a member on the United Nations Secretary-General's Advisory Group on Sustainable Energy from 2011 to 2014.

Contributions and reasons for re-election

Helge has an impressive track record of leadership in the oil and gas industry. His open-minded and forward-looking approach will be vital as the industry focuses on the transition to a lower carbon world. He has deep industry knowledge and global business experience – not only in the oil and gas industry but also in pharmaceuticals, healthcare and construction. As chairman of the nomination and governance committee, Helge dedicated significant time to encourage diversity of thought, guiding the committee through this time of change. Helge led the process of the search for BP's new chief executive officer and is driving the development of a new corporate governance framework.

Resolution 4 (h)



Melody Meyer

Independent non-executive director

Appointed 17 May 2017

Age: 62

Nationality: American

Outside interests

- President of Melody Meyer Energy LLC
- Director of the National Bureau of Asian Research
- Trustee of Trinity University
- Non-executive director of AbbVie Inc.
- Non-executive director of National Oilwell Varco, Inc.

Career summary

Melody Meyer started her career in 1979 with Gulf Oil which later merged with Chevron Corporation, where she remained until her retirement in 2016. During her career with Chevron, Melody held several key leadership roles in global exploration and production, working on a number of international projects and operational assignments. 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. Melody has received several awards and accolades throughout her career including being recognized as a 2009 Trinity Distinguished Alumni, with the BioHouston Women in Science Award and was most recently recognized by Hart Energy as an Influential Woman in Energy in 2018.

Contributions and reasons for re-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 brings 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 organization. This experience is integral as she chairs the safety, environment and security assurance committee.

Resolution 4 (i)



A C N R

Brendan Nelson

Independent non-executive director

Appointed 8 November 2010

Age: 70

Nationality: British

Outside interests

- Non-executive director of NatWest Markets plc
- Member of the Financial Reporting Review Panel

Career summary

Brendan Nelson is a qualified chartered accountant who made partner at KPMG and held a number of senior positions at KPMG International. He served on the KPMG UK board from 2000 until his retirement in 2010. Brendan previously served as a member of the Financial Services Practitioner Panel for six years as well as president and chairman of the audit committee of the Institute of Chartered Accountants of Scotland. He has extensive financial and banking experience having been a non-executive director of The Royal Bank of Scotland Group p.l.c. and National Westminster Bank p.l.c. from 2010 until April 2019 and December 2018 respectively.

Contributions and reasons for re-election

Brendan has wide audit experience that makes him ideally suited to chair the audit committee and to act as its financial expert. 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. Brendan continues to contribute in his role as a member of the Financial Reporting Review Panel and recently played a leading role in the publication of the Internal Audit Code of Practice report in his capacity as Chair of the Internal Audit Code of Practice Steering Committee.

Brendan continues to provide constructive challenge and robust scrutiny of matters that come before the board and committees on which he serves. Brendan will continue to play a crucial role in the transition period as the new leadership team appointments come into effect, so that BP's culture and values are not adversely impacted and that the integrity of its financial reporting is maintained. Accordingly, the board is satisfied that Brendan continues to demonstrate the qualities of independence and highly recommends his re-election.

As discussed in the notes to the resolution on page 4, the company expects to appoint a successor to Brendan who, in due course, will also take over the chairmanship of the audit committee.

Resolution 4 (j)



R A C N

Paula Rosput Reynolds

Independent non-executive director

Appointed 14 May 2015

Age: 63

Nationality: American

Outside interests

- Non-executive director of BAE Systems plc
- Non-executive director of General Electric Company

Career summary

Paula Rosput Reynolds commenced her energy career at Pacific Gas & Electric Corp in 1979 and spent over 25 years in the energy industry. She has held a number of executive positions during her career, including CEO of Duke Energy Power Services, Chairman, President and CEO of AGL Resources as well as Chairman and CEO of Safeco Corporation and Vice Chairman and Chief Restructuring Officer of AIG. Paula was a non-executive director of TransCanada Corporation and CBRE Group, Inc until May 2019, having been appointed in 2011 and 2016 respectively. Paula was awarded the National Association of Corporate Directors (US) Lifetime Achievement Award in 2014.

Contributions and reasons for re-election

Paula has had a long career leading global companies in the energy and financial sectors. 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.

Paula currently serves as the chair of the remuneration committee of BAE Systems plc. Her experience there and her wider business experience and understanding of the views of investors are well suited to her being the chair of the BP remuneration committee.

As announced on 20 March 2020, Paula will succeed Sir Ian Davis and will become the senior independent director from the conclusion of the AGM.

Resolution 4 (k)



Sir John Sawers

Independent non-executive director

Appointed 14 May 2015

Age: 64

Nationality: British

Outside interests

- Visiting professor at King's College London
- Governor of the Ditchley Foundation
- Trustee of the Bilderberg Association, UK
- Executive Chairman of Newbridge Advisory Limited

Career summary

Sir John Sawers spent 36 years in public service in the UK, working on foreign policy, international security and intelligence. He was chief of the Secret Intelligence Service, MI6, from 2009 to 2014 and prior to that spent the bulk of his career in the Diplomatic Service, representing the British government around the world and leading negotiations at the UN, in the European Union and in the G8. After he left public service, Sir John was chairman and general partner of Macro Advisory Partners, a firm that advises clients on the intersection of policy, politics and markets from February 2015 to May 2019. He then set up his own firm, Newbridge Advisory, to carry out similar work. Sir John was appointed Knight Grand Cross of the Order of St Michael and St George in the 2015 New Year Honours for services to national security.

Contributions and reasons for re-election

Sir John's deep experience of international political and commercial matters is an asset to the board in navigating the geopolitical 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 gained in government, diplomacy and policy analysis and advice are invaluable to both the board and the safety, environment and security assurance committee.

Notes to resolution 5

Ordinary resolution: Reappointment of auditor

Recommendation for reappointment

The appointment of Deloitte LLP as auditor of the company terminates at the conclusion of the annual general meeting. They have indicated their willingness to stand for reappointment as auditor of the company until the conclusion of the annual general meeting in 2021.

The audit committee considers the reappointment of the external auditor each year before making a recommendation to the board. The board recommends the reappointment of the auditors.

Effectiveness

The committee held private meetings with the external auditor during the year and the committee chair met separately with the external auditor and group head of audit at least quarterly.

The effectiveness of the external auditor is evaluated by the audit committee. The committee assessed Deloitte LLP's approach to providing audit services as it undertook this year's audit. On the basis of such assessment, the committee concluded that the audit team was providing the required quality in relation to the provision of the services. The audit team had shown the necessary commitment and ability to provide the services, together with a demonstrable depth of knowledge, robustness, independence and objectivity as well as an appreciation of complex issues. The team had posed constructive challenge to management where appropriate.

Independence

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 2018 AGM. No partners or senior staff associated with the BP audit may transfer to the group.

Notes to resolution 6

Ordinary resolution: Remuneration of auditor

The audit committee reviews the fee structure, resourcing and terms of engagement for the external auditor annually; in addition it reviews the non-audit services that the auditor provides to the group on a quarterly basis.

The board is seeking authority for the audit committee to fix the auditor's remuneration, in accordance with the Statutory Audit Services Order 2014, issued by the UK Competition and Markets Authority.

Fees paid to the external auditor for the year were \$49 million (2018: \$42 million), of which 2% was for non-audit assurance work. 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 \$1 million (2018: \$2 million).

Non-audit or non-audit related services consisted of other assurance services.

Notes to resolution 7

Ordinary resolution: Renewal of the Executive Directors' Incentive Plan

The board is seeking the approval of shareholders for the Executive Director's Incentive Plan (the 'plan'), which sets the framework for long-term incentives for executive directors of the company. The plan was first approved by shareholders in April 2000 and renewed in April 2005, April 2010 and April 2014. The board is seeking renewal of the plan for a period of ten years.

Further information is contained in the Appendix on page 19.

Notes to resolution 8

Ordinary resolution: 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 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 2021.

Notes to resolutions 9, 10 and 11

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 certain 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.

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

Ordinary resolution: Resolution 9: authority to allot

The Investment Association Share Capital Management Guidelines ('the IA guidelines') state that an authority to allot up to two thirds of the existing issued share capital should be regarded as routine business. The company has taken authority for the full amount in prior years and seeks to do so again this year under resolution 9.

The directors are seeking authority to allot shares of up to a maximum nominal amount of \$3,376,016,850. This is equal to 66.6% (i.e. two thirds) of the company's issued ordinary share capital (excluding treasury shares) as at 27 February 2020, being the latest practicable date prior to the publication of this notice. In accordance with the IA guidelines, one half of this amount, that is 33.3% (i.e. one third) of the company's issued ordinary share capital (excluding treasury shares) as at 27 February 2020, can be used only if the relevant securities are equity securities and are offered in connection with a rights issue (and which therefore does not include an open offer).

For information, as at 27 February 2020 the company held 1,159,681,245 treasury shares, which represents 5.73% of the company's issued ordinary share capital (excluding treasury shares).

The authority conferred pursuant to resolution 9 will expire on the date of the annual general meeting in 2021 or 27 August 2021, whichever is the earlier.

The directors have no current intention of issuing shares other than in relation to the company's employee share schemes. The Scrip Dividend Programme is currently suspended but may be reinstated at the board's discretion.

Special resolutions 10 and 11: disapplication of pre-emption rights

Resolutions 10 and 11 seek limited authority for the directors to allot shares for cash under the authority granted under resolution 9 in certain 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'). The Pre-emption Principles give authority to the directors to issue shares for cash otherwise than in connection with a pre-emptive offer, up to 5% of a company's issued share capital together with an additional 5%, provided that the directors confirm that they intend to use the additional 5% authority only in connection with an acquisition or specified capital investment. The Pre-emption Principles require separate resolutions for each of these 5% authorities and accordingly, two separate disapplication resolutions are again being put forward at the 2020 AGM in compliance with the Pre-Emption Group's Guidelines.

The board considers that it is in the best interests of its shareholders generally that the maximum authorities should be sought in line with the Pre-Emption Group's Guidelines. If supported this would provide the board with the flexibility, conferred by resolutions 10 and 11, to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions. This allows the board to raise capital quickly and easily in order to finance business opportunities when they arise in line with the board-approved strategy.

Resolution 10 will permit the directors to allot shares for cash or to dispose of treasury shares:

- a. up to the maximum amounts stated in resolution 9, 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 \$253,201,263, representing approximately 5% of the company's issued ordinary share capital as at 27 February 2020, otherwise than in connection with a pre-emptive offering to existing shareholders.

Resolution 10 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 \$253,201,263, 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, representing approximately a further 5% of the company's issued ordinary share capital as at 27 February 2020.

If both resolutions 10 and 11 are passed, the directors will have authority to allot shares for cash and dispose of treasury shares on a non pre-emptive basis up to a maximum amount equal to 10% of the company's ordinary issued share capital (excluding treasury shares) as at 27 February 2020, but with 5% of that figure only being permitted to be used in the specific circumstances set out in resolution 11. For Listing Rule purposes, where treasury shares have to be included, this maximum amount is equal to 9.46% of the company's issued ordinary share capital (including treasury shares) as at 27 February 2020.

In any case, 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 on a non pre-emptive basis, save in accordance with resolution 11, without prior consultation with shareholders.

As noted in relation to resolution 9, the directors have no current intention of issuing new shares other than in relation to the company's employee share schemes. The Scrip Dividend Programme is currently suspended but may be reinstated at the board's discretion.

The authorities contained in resolutions 10 and 11 will expire at the same time as the authority to allot shares conferred in resolution 9, that is on the date of the annual general meeting in 2021 or 27 August 2021, whichever is the earlier.

Notes to resolution 12

Special resolution: 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 bought back and cancelled 235,950,850 ordinary shares in 2019, at a cost of \$1,510,808,403 (including transaction costs) representing 0.25% of BP's issued share capital, excluding shares held in treasury, on 31 December 2019. The company operated share buyback and cancellation in order to reduce the issued share capital of the company to offset the dilutive effect of shares issued under the Scrip Dividend Programme over time. Up to 27 February 2020, the company bought back and cancelled 120,057,464 shares during 2020, at a cost of \$776,173,932 (including transaction costs).

Information about resolution 12

Authority is sought in resolution 12 to purchase up to 10% of the issued ordinary share capital of the company (excluding treasury shares), continuing the authority granted by shareholders at previous annual general meetings.

Resolution 12 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 27 February 2020, there were options outstanding over 25,741,807 ordinary shares, representing 0.13% of the company's issued ordinary share capital (excluding treasury shares). If the authority given by resolution 12 were to be fully used, in addition to the authority that currently exists, these would then represent 0.14% 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 2021 or on 27 August 2021, whichever is the earlier.

Intentions concerning resolution 12

The directors will exercise the authority conferred pursuant to resolution 12 only when to do so would be in the best interests of shareholders generally.

It is the board'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 13

Special resolution: 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 **6:00pm British Summer Time (BST) on Friday 22 May 2020**. 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 to vote on your behalf 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 by you, 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 provided it is 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 form (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, who must also bring photographic proof of their identity.

Proxies not properly notified to the BP Registrar may be denied access to the meeting and will be unable to vote. 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 form. 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 **6:00pm BST on Friday 22 May 2020**.

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

You can submit a new proxy instruction online at any time before the time and date above. If you wish to amend a paper proxy form 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.

Any amendment to an instruction must be received by the BP Registrar by **6:00pm BST on Friday 22 May 2020**.

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 proxy form or online at bp.com/evoting provided it is in relation to different shares.

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

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 (my.euroclear.com). 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 Link Asset Services (ID RA10) by **6:00pm BST on Friday 22 May 2020**. 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 form only. You must ensure that the valid power of attorney and the proxy form have been deposited with the BP Registrar by **6:00pm BST on Friday 22 May 2020**.

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) Thursday 12 March 2020**. 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?

You can vote online any time until **11:59pm ET on Thursday 21 May 2020**. If you cannot attend you can instruct the depositary, JPMorgan Chase, or any other person to vote on your behalf.

You can instruct the depositary to vote on your behalf by going online to proxydocs.com/bp, or by telephone on 1-866-883-3382, or by completing and returning the paper ADS voting instruction form (if one has been sent to you). Please read the instructions carefully to ensure you have completed and signed the form 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 Depositary, please contact BP Shareowner Services 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 BP Shareowner Services to be received before **12noon ET on Friday 22 May 2020**. Further instructions will be included with the form. You will also need to give the ADS voting instruction form to your proxy to bring to the AGM, along with proof of their identity.

Proxies not notified to the Depositary may be denied access to the meeting and will be unable to vote.

By when do I have to submit my vote?

Paper voting instructions, including any amendments, must be received by BP Shareowner Services by **12noon ET on Friday 22 May 2020**.

Online and telephone instructions must be received by BP Shareowner Services by **11:59pm ET on Thursday 21 May 2020**.

If your instructions are not received by BP Shareowner Services 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 **Tuesday 19 May 2020**.

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. If you are a non-UK employee and are returning a paper form via your local share plan administrator, they must receive it by **5:00pm BST on Friday 8 May 2020** to forward to Computershare in time to meet the voting deadline.

Instructions must be received by Computershare for onward transmission to the trustee(s)/nominee(s) by **5:00pm BST on Tuesday 19 May 2020**.

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)370 703 6207 by **5:00pm BST on Tuesday 19 May 2020** 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 Thursday 12 March 2020**.

You may direct the trustee to vote your shares online using the depositary's voting website at proxydocs.com/bp, by telephone on 1-866-883-3382 or by sending in a completed ADS voting instruction form (if you have requested and been sent one). 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 **11:59pm ET on Wednesday 20 May 2020** for electronic and telephone instructions and by **12 noon ET on Thursday 21 May 2020** 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 Thursday 12 March 2020** 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

Coronavirus (COVID-19)

This notice of meeting has been prepared on the basis that BP will be able to conduct its AGM as usual this year. It is looking increasingly likely that this may well prove not to be possible. We continue to monitor the rapidly developing situation, including the latest UK Government guidance. The health and safety of shareholders and BP staff are of paramount importance.

Given the circumstances, shareholders should be aware that arrangements for the AGM may change at short notice. The government has advised against unnecessary travel and discouraged large gatherings. Should these directives from the government remain in place up to and in the build up to the AGM, the meeting may proceed on an abridged basis, conducting only those matters required by law and regulation, and participation by the proxy form may well be more appropriate. BP may need to make changes to the meeting's time, date and location or take other matters to act in the best interest to the health of our shareholders and staff. This could include no refreshments or lunch being offered, no presentations, adjourning the meeting to an alternative place and date and the removal of the webcast.

BP will provide updates on its website regarding any changes to the meeting and or its proceedings at bp.com/aggm.

For up to date information and advice please visit www.nhs.uk/coronavirus

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 27 May 2020.

The meeting will start at 11:00am so please allow plenty of time to travel. The doors will open at 10:00am. Please enter via the Prince Regent entrance. A map of the venue is shown on page 17.

Is the meeting at the same location as last year?

No. Please note that this year's AGM will be held at ExCeL London. Full instructions on how to get to the meeting are shown on page 17.

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 13-14. Any voting instructions you have validly given in advance will be counted at the meeting. Shareholders will be able to watch the AGM via webcast at bp.com/aggm/webcast. Parts of the meeting may be available to watch on the BP website 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.

Please be prepared to provide evidence of your shareholding and/or identity.

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. See notes on pages 13.

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 13-14). 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 and the BP Registrar has not been notified of your appointment as a proxy, you may be denied entry to the meeting and will be unable to vote.

A sample of the type of letter we will accept for the appointment of a corporate representative can be found at bp.com/corprep.

What security measures should I expect?

BP takes safety and security very seriously. You will be asked to pass through our security systems before entering the meeting. This will involve security arches and all bags will be searched. Due to the high volume of people attending the meeting there may be a wait, therefore, you should arrive early to allow time to pass through security before the meeting starts.

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.

The taking of photos and the filming or recording of proceedings is prohibited and you will be asked to leave should you be identified as doing so.

Mobile phones and electronic communication equipment must be turned off prior to entering the auditorium. Bottles and liquids are prohibited from the auditorium.

What bags are allowed at the meeting?

Given the auditorium capacity and our security search procedures, it is better if you do not bring a bag. Only small handbags or small laptop bags will be allowed into the meeting. No large bags will be allowed in the auditorium, cloak rooms are available, however, we advise that you do not bring any large bags to ExCeL London.

Guest policy – NO GUESTS PERMITTED

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the meeting and will not be permitted to the meeting.

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 intend to ask a question during the meeting, in order to efficiently manage this, we ask that you please register your question at the Question Registration Desk prior to the start of the meeting. The Question Registration Desk will advise you which question point you should sit at in the auditorium and an usher will inform you when it is time to ask your question.

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.

Webcast and images

If you are unable to come to the AGM you can watch via our webcast which can be viewed at bp.com/agm/webcast. You can also watch a recording of the AGM afterwards at bp.com. Please note that watching the webcast will not enable you to participate in the meeting. If you wish to vote without attending in person, you must appoint a proxy to vote on your behalf – see noted on pages 13-14

The webcast may include the question and answer sessions with shareholders, as well as background shots of those present in the auditorium. We have also arranged for photographs to be taken throughout the premises for the duration of the event to be kept in BP's photo library. These photographs may be used in future publications online or in print. If you attend the AGM in person, you may be included in photographs or in the webcast. Please note that the photographs and broadcast footage may be accessible 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 Wednesday 27 May 2020 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 an electronic handheld voting device. At the start of the AGM the chairman will put all the resolutions to the meeting. Voting will be open until the end of the meeting when the chairman will notify those in attendance that voting is set to close. Indicative results will be published at the end of the meeting, with final votes published via RNS and on the company's website.

How are the votes counted?

Voting on all substantive resolutions is by a poll, as required by the company's Articles of Association. In a global company such as ours, we think poll voting is the fairest approach. Pursuant to the company's Articles of Association 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 28 May 2020.

How to get to the AGM

The meeting will be held at ExCeL London at 11:00am on Wednesday 27 May 2020.

By public transport

Tube and Docklands Light Railway (DLR)

Take the Jubilee Line Tube to Canning Town and change on to the DLR for Beckton; alight at Custom House or Prince Regent for direct access to ExCeL London. Prince Regent station is closest to the meeting location. 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 to the DLR.

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.

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 are available; please contact ExCeL London for further information.

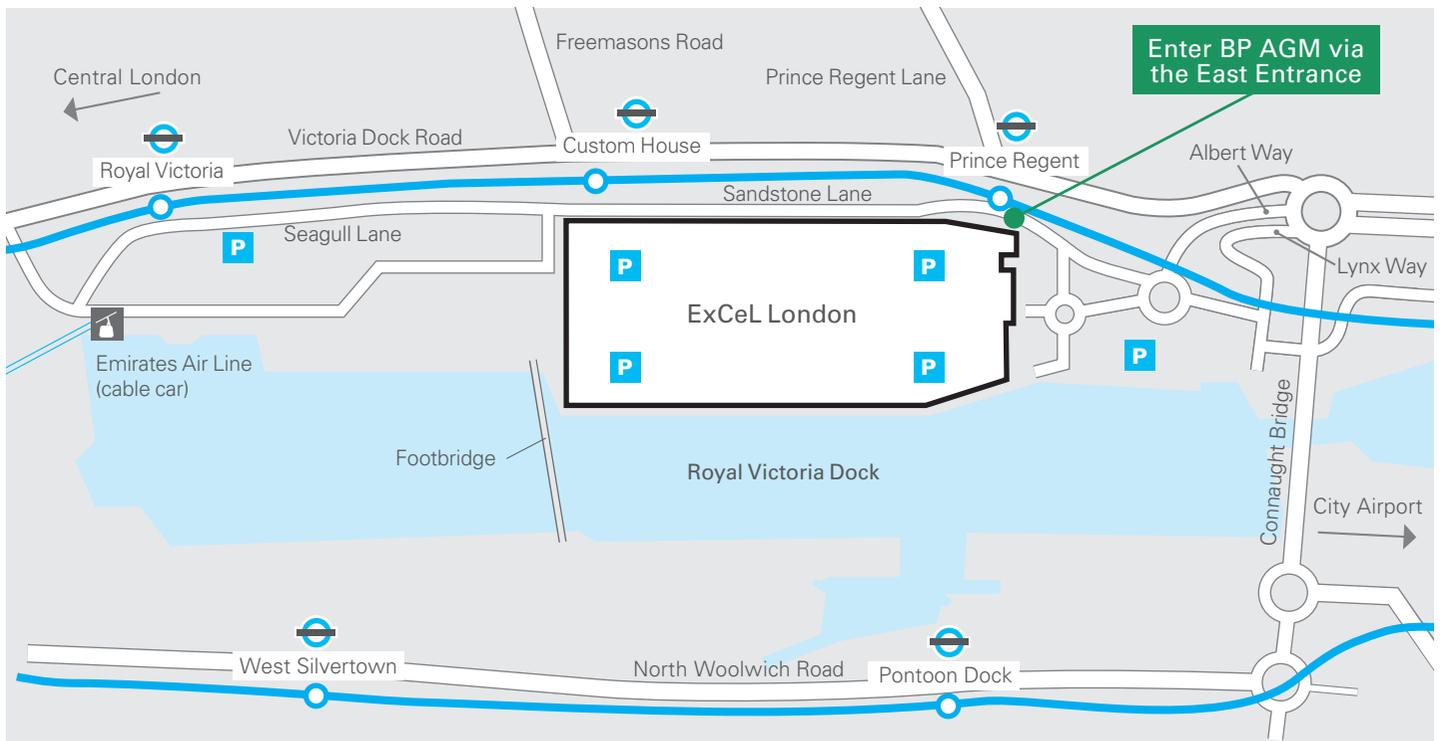
By road

When driving to ExCeL London follow signs for Royal Docks, City Airport and ExCeL. There is easy access from the M11, A406 and A13. The postcode for Sat Nav purposes is E16 1FR. The venue is located outside the Congestion Charge Zone but is included in the Low Emission Zone.

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.

Area map



Other Information

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

Information rights

Under the Companies Act 2006 (the Act), there are a number of rights that may 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; and
- 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 auditor 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 27 February 2020, (the latest practicable date before the publication of this notice) the issued share capital of BP p.l.c. comprised 20,256,101,105 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. as at 27 February 2020 was 20,261,183,605.

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

Appendix

Renewal of the Executive Directors' Incentive Plan

The board is seeking the approval of shareholders for the BP Executive Directors' Incentive Plan (the 'plan'). The plan was originally approved by shareholders in 2000 in accordance with the requirements of the Listing Rules and that approval was renewed in 2005, 2010 and 2014.

The plan provides the legal framework through which the remuneration committee (the 'committee') will implement those aspects of the approved remuneration policy relating to long-term incentive arrangements for executive directors and other senior executives of BP p.l.c. ('BP' or the 'company') and may only be operated in a manner that is consistent with that policy. The renewal is for a ten year period.

The committee will operate the plan within the approved remuneration policy in force from time to time and therefore any reference below to what is permitted under the plan assumes that it would be consistent with the approved policy at the relevant time. In particular, any reference in the plan to discretion of the committee means discretion exercised consistently with the approved remuneration policy and any reference to a performance measure will be such a measure as has been approved in accordance with the remuneration policy.

Plan summary

The plan will have two parts for the committee potentially to use to construct executive directors' long-term incentive pay: (i) the performance share element; and (ii) the deferred bonus element.

The performance share element

This part permits the committee to award conditional shares ('performance shares') to an employee (including an executive director of the company), which vest based on performance.

The maximum number of performance shares that may be awarded in respect of any one financial year will be determined at the discretion of the committee within the approved remuneration policy, by reference to the maximum grant permitted for the group chief executive. The committee will have discretion as to how it determines the market value of shares having regard to the need to balance the interests of shareholders and participants.

Performance shares will only vest to the extent that the applicable performance conditions, measured over a performance period of not less than three years, are met. The performance conditions attaching to performance shares will be determined by the committee at the time of grant of an award consistent with the approved remuneration policy at that date. Where performance shares vest, participants may receive additional shares representing the value of the re-invested dividends on these shares during the performance period.

The shares that vest following the end of the performance period will normally be subject to a compulsory retention period determined by the committee. This will not usually be less than three years. Sufficient shares may be sold to discharge tax liabilities in relation to the vesting of shares.

Awards to participants who leave at any time prior to vesting will lapse unless they leave by reason of death, injury, disability, ill-health, redundancy, on the sale out of the Group of the participant's employing company or business or in other circumstances at the discretion of the committee ("good leavers"). Awards for good leavers will vest (based on achievement of the performance condition) at the end of the performance period. If a participant dies, awards will vest on the termination date and the number of shares that vest at the end of the performance period will generally be prorated based on service within that period.

The deferred bonus element

This part permits the committee to defer a proportion of the annual bonus for any financial year into a conditional share award ('deferred shares') that will vest subject to continued employment only.

The number of deferred shares will be set by dividing the pre-tax amount of the annual bonus to be deferred by the share price averaged over such dealing days as the committee may determine having regard to the need to balance the interests of shareholders and participants.

Where shares vest under this part, participants may receive additional shares representing the value of reinvested dividends on those shares during the deferral period.

Awards to participants who leave at any time prior to vesting will be preserved and shall vest at the end of the deferral period, provided that in the event that a participant is dismissed for cause, the award shall lapse on termination of employment. If a participant ceases to be an employee before the end of the deferral period, the committee has the discretion to determine that a participant's award shall vest on the termination date with or without prorating for service within the deferral period.

Consequences of certain corporate transactions

In the event of a change of control of BP as a result of a takeover offer, or scheme of arrangement (other than for the purpose of creating a new holding company), then awards may vest early and the committee will determine the vesting level of awards, taking account of the proportion of the performance or deferral period that has elapsed and the degree to which any performance condition has been satisfied.

In certain circumstances, awards may be exchanged for equivalent rights over shares in an acquiring company. Unless they are so exchanged, all awards will lapse to the extent that they are not realized within two months of the date of change of control.

General provisions and operation of the plan

New shares may be issued and treasury shares may be transferred to satisfy awards under the plan. Alternatively, the company will make loans or gifts to an employee discretionary trust to enable it to acquire shares on the market for the purpose of satisfying awards. The maximum number of shares that may be issued or transferred to participants over the ten year life of the plan from 2020 to 2030 will not exceed 10% of the company's current issued ordinary shares and, when taken together with shares issued or treasury shares transferred under all the company's discretionary share plans, will not exceed 5% of the company's issued share capital in any rolling ten year period.

Awards under the plan may relate to BP ordinary shares or BP ADRs. The committee may, in appropriate circumstances, permit participants to be paid a cash equivalent to the value of the shares to which they would have been entitled under the plan.

Awards under the plan will generally be made within the period of six weeks following the announcement by the company of its results for any period (or, in exceptional circumstances, at other times). No awards may be made later than ten years after the date of the renewal.

Awards under the plan are not transferable and may only be realized by the persons to whom they are granted (or, in the case of death, by their personal representatives).

Benefits under the plan are not pensionable. In the event of a variation of the company's ordinary share capital (for example, by reason of a bonus issue or rights issue) or the demerger of a business or subsidiary, the number of shares subject to an award may be adjusted in such manner as the committee (on the recommendation of the auditors) thinks fit.

The committee may approve schedules to the plan that preserve the basic structure of the plan but allow it to be operated on a global basis taking account of local securities, tax or other regulatory issues. Any awards granted under such schedules shall be included in the overall limits under the plan.

The committee may alter the rules of the plan, provided that alterations to the basic structure of the plan that are to the advantage of actual or potential participants may not be made without the prior approval of shareholders. The requirement to obtain the prior approval of shareholders will not apply to any minor amendment to benefit the administration of the plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the company. No amendment may operate to affect adversely any right already acquired by a participant.

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

Link Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
UK
Freephone in UK 0800 701 107
or +44 (0)371 277 1014 from outside the UK
mybpshares.com

If you are an ordinary or preference shareholder, please contact Link Asset Services 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: 0370 703 6207

BP Shareowner Services

PO Box 64504
St. Paul, MN 55164-0504
US

For outside the US and Canada: +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
United Kingdom
Tel: +44 (0)20 7069 5000
excel-london.co.uk

This page has been left blank intentionally.

Paper: Nautilus Super White is a premium ecological paper. It is made from 100% post consumer waste recycled paper and is FSC® (Forest Stewardship Council®) certified. The paper also holds the EU Ecolabel certification. The manufacturing mill holds ISO 14001 environmental certification. Printed in the UK by Pureprint Group.





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 2019

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

[i bp.com/annualreport](http://bp.com/annualreport)

Sustainability Report 2019

Details of our sustainability performance with additional information online.

[i bp.com/sustainability](http://bp.com/sustainability)

Financial and Operating Information 2015-2019

How technology could influence the way we meet the energy challenge into the future.

[i bp.com/financialandoperating](http://bp.com/financialandoperating)

BP Energy Outlook

Provides our projections of future energy trends and factors that could affect them out to 2040.

[i bp.com/energyoutlook](http://bp.com/energyoutlook)

Statistical Review of World Energy 2020

An objective review of key global energy trends.

[i bp.com/statisticalreview](http://bp.com/statisticalreview)

Copies

You can order BP's printed publications free of charge from bp.com/printedcopies.

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
bpdistributionsservices@bp.com

Feedback

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

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