



Notice of BP Annual General Meeting 2008

This document is important and requires your immediate attention.

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

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New information for indirect investors and corporate representatives

Following the implementation of the Companies Act 2006 there are a number of important changes in the conduct of the meeting relating to corporate representatives (*see page 24*) and indirect investors (*see page 25*).

If you require a large-print version of this notice, please call our Registrar, Equiniti, on freephone 0800 701107 or +44 (0)121 415 7005 from outside the UK. Copies are also available at the AGM at Registration, together with a large-print version of the poll card.

Chairman's letter



Dear Shareholder

I am pleased to invite you to join us at BP's 99th Annual General Meeting on 17 April 2008. The meeting will again be held at ExCeL London in London Docklands and will start at 11.30 a.m.

The Annual General Meeting (AGM) is an important opportunity for the board to consider with shareholders the performance of the group during the past year and the outlook for the future. We look forward to your participation. You can direct in advance how your vote should be cast or attend and vote at the meeting.

Electronic communications Following last year's meeting, we consulted on how you would like to receive communications from the company. Thank you for responding to us. As a result, this year we have been able to reduce the production of printed documents. Our principal method of communicating is now electronic – by the web and by e-mail.

If at any time you would like to change your preference on how you receive documents, please contact either Equiniti (for ordinary and preference shareholders) or JPMorgan (for ADS holders).

The BP Registrar Equiniti is the new name for Lloyds TSB Registrars following the sale by Lloyds TSB Group plc of their registrars business. Our ordinary and preference shareholders have had their share registration services transferred to Equiniti and all services provided by Lloyds TSB Registrars continue to be offered by Equiniti.

Voting and the meeting BP's shareholders are based all over the world and we know many of you cannot attend the AGM. We acknowledge this by continuing to put all substantive decisions to a vote by way of a poll rather than a show of hands. Poll voting ensures we engage with as many shareholders as possible.

In the pages that follow, we describe in detail the procedure that we will adopt at the AGM and the ways in which you can participate. We also explain the business that will be discussed at the meeting. The biographies of the directors and the shareholder notes are intended to give you background information about the resolutions that are to be put. Please read these notes carefully.

There is one resolution of particular note this year. Resolution 18 proposes the adoption of new Articles of Association, which incorporate a number of changes from the Companies Act 2006 as well as clarifying some points from when we last changed the Articles in 2004. The Companies Act 2006 is being implemented during the next couple of years and we will be amending our Articles as appropriate in line with this phased implementation at this and subsequent AGMs.

On behalf of the board, I thank you for your continued support and look forward to your participation in the AGM.

Peter Sutherland

Chairman

22 February 2008

Your participation

By voting, you play your part in the future of the company. We are keen to engage the views and values of our investors and learn of your opinions. BP publishes a range of information to help you make decisions about the company.

Information available to you

Around the beginning of March each year, BP publishes its Annual Report and Accounts, Annual Review and Notice of Meeting. These documents are available in various formats: you can view them online, download them or be sent a paper copy.

Notice of Meeting and proxy form

These documents describe the business at the AGM and the methods by which shareholders may participate. If you attend the meeting, you will be able to take part directly in the poll. If you are unable to attend, you may still vote by appointing a proxy either electronically at www.bp.com/evoting or by completing a hard copy proxy form. Further details about taking part in the meeting and voting are contained in the shareholder notes on pages 22-25. In addition, the Companies Act 2006 has broadened the rights of indirect investors. Please go to page 25 for further information.

Annual Review and Annual Report and Accounts

While more comprehensive information is available in *BP Annual Report and Accounts 2007*, most shareholders prefer to view documents online or receive the Annual Review. *BP Annual Review 2007* contains summaries of the directors' report, the directors' remuneration report and the consolidated financial statements.

Both the Annual Review and the Annual Report and Accounts are available at www.bp.com/annualreview and you may request a paper copy of either document at any time. Please see page 26 for further information.

BP's website

BP's website, www.bp.com, is an important source of information about the company. It contains key BP publications and reports and includes documents such as the Sustainability

Report and *The BP Magazine*. You can also read speeches and presentations made to investors and the financial community by the group chief executive and other members of the executive team. The press centre at www.bp.com/press contains copies of all BP's press releases and you can ask to be e-mailed copies at www.bp.com/email.

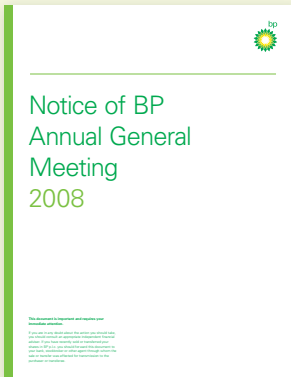
If you would like more information on holding BP ordinary shares, preference shares or American depository shares (ADSs), our investor centre at www.bp.com/investors contains information that you may find helpful regarding your investment in BP. There you can also find copies of all BP's quarterly results and other stock exchange announcements.

Choice of delivery

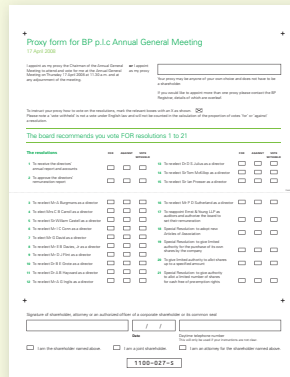
Following the resolution passed at last year's AGM and subsequent consultation with shareholders, BP now uses electronic communications as the principal method of communicating. BP's website, www.bp.com, contains copies of all BP's corporate reports and announcements, which you can read at any time.

Whether you are reading these documents online or have received a paper copy, the same information is available to all shareholders.

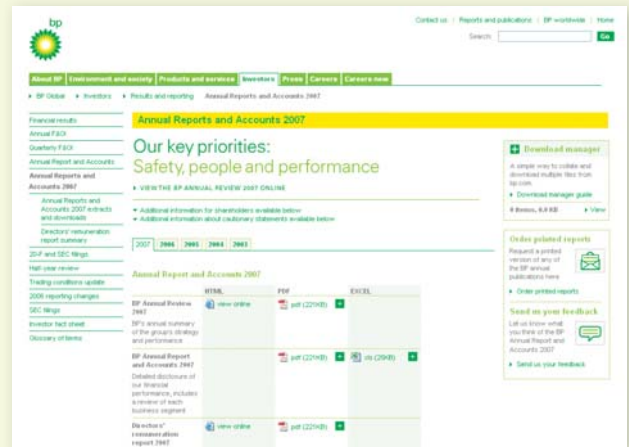
Please note that if you would like to change your preference on how you receive your shareholder documentation or to receive this year's Annual Review or Annual Report and Accounts, you should contact Equiniti (ordinary and preference shareholders) or JPMorgan (ADS holders). To obtain one-off paper copies of BP's publications, free of charge, please contact BP Distribution Services (UK and Rest of World) or US Shareholder Services (US and Canada). Please see page 26 for contact details.



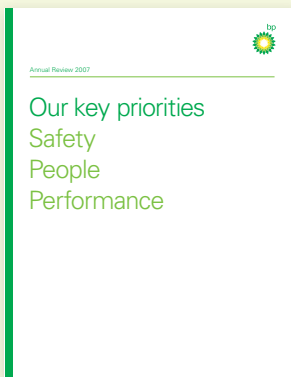
Notice of BP Annual General Meeting 2008



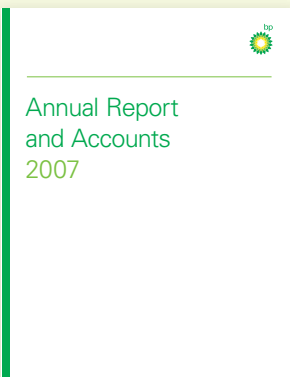
Proxy form



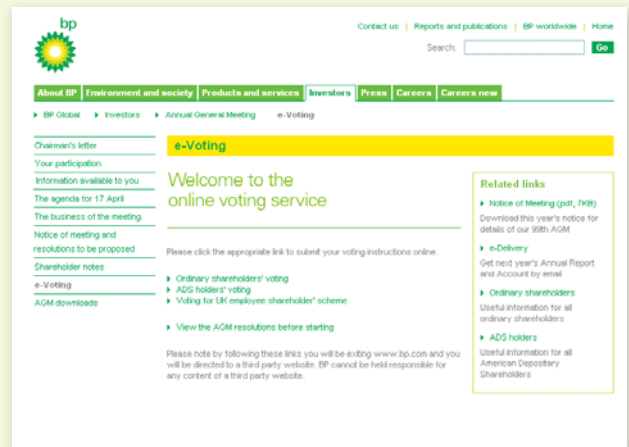
www.bp.com/annualreview



BP Annual Review 2007



BP Annual Report and Accounts 2007



www.bp.com/evoting

The agenda for 17 April

The following pages describe what will happen at ExCeL London and explain how to get there.

AGM schedule

17 April 2008

10.00 Registration desks open

10.15 Tea and coffee available in the BP Café

11.30 The AGM starts

Chairman's welcome to shareholders

Chairman puts all resolutions to the meeting

Group chief executive's review of 2007

Shareholders' discussion of all resolutions
(taken in the order set out on pages 9-10)

Poll voting commences

Chairman closes the AGM

The poll will close one hour after the meeting ends

**Lunch is available in the BP Café from
1.30 p.m. onwards**

We have arranged for the AGM to be filmed and broadcast live to shareholders via a webcast, which can be viewed on www.bp.com/agm/webcast. You can also watch a recording of the AGM subsequently on www.bp.com. If you attend the AGM in person, you may be included as part of this recording. The broadcast may include the question and answer sessions with shareholders, as well as background shots of those present in the auditorium. Please note that the footage may be transferred outside the European Economic Area.



Photographs from the BP AGM 2007

How business is conducted at the meeting

Discussion

- Discussion takes place on all the resolutions contained in the Notice of Meeting (*see pages 9-10*). Shareholders will have the opportunity to ask questions on BP's performance and business when considering the first resolution (the Annual Report and Accounts).

Asking questions

- Please endeavour to keep your questions short and relevant to the resolution being discussed.
- Please remember that others may have waited for some time to ask their question, so please do not make speeches or ask multiple questions. If you do try to give a speech, the chairman may ask you to stand aside so that other people may be heard.
- You may also write to us at our registered office (*see address on the contents page*) and we will be pleased to respond. There is a shareholder information point in the BP Café area for queries on the day.
- It is planned that a number of senior executives will be available in the BP business display area before and after the meeting.

Voting

- Voting on all the resolutions on pages 9-10 is by a poll, as required by the company's Articles.
- Your vote counts, whether you can come to the meeting or not. In a global company such as ours, we think poll voting is the fairest approach.
- The chairman will put all the resolutions near the start of the meeting.

- There will be no voting on the resolutions on a show of hands. Shareholders and proxies at the meeting will be invited to participate in the poll. Due to recent changes introduced by the Companies Act 2006, new procedures will apply to the voting involving corporate representatives. Please see page 24.
- In accordance with UK listing requirements, we have included a 'vote withheld' column on our poll card. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.

How poll voting works at the meeting

- Shareholders, ADS holders and their proxies will be given a poll card at Registration. Please see the new procedures for corporate representatives on page 24.
- Please indicate your decision by marking the appropriate box by each resolution.
- Please sign at the bottom of the poll card.

What to do with your poll card

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

Poll result

- It is expected that the total of the votes cast by shareholders for or against or withheld on each resolution will be published on www.bp.com on Monday 21 April 2008.

Getting to the AGM

By train

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

Parking

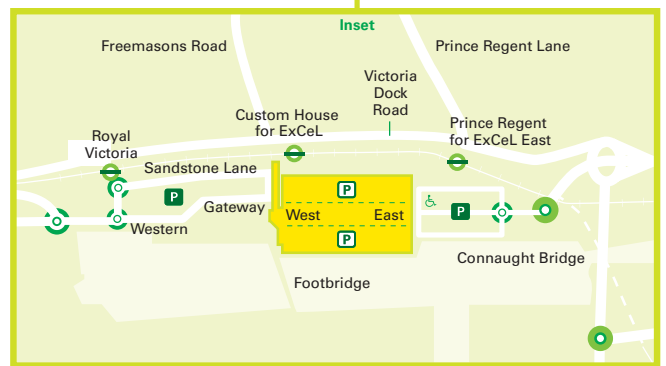
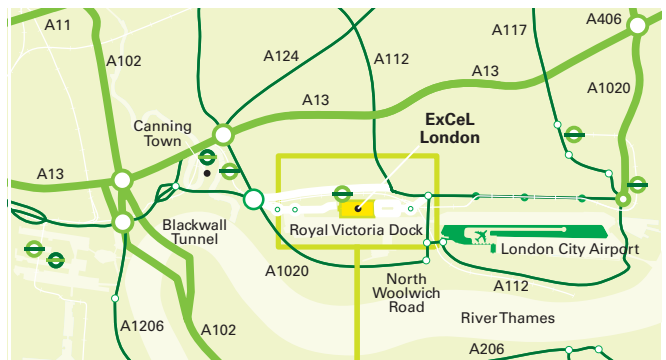
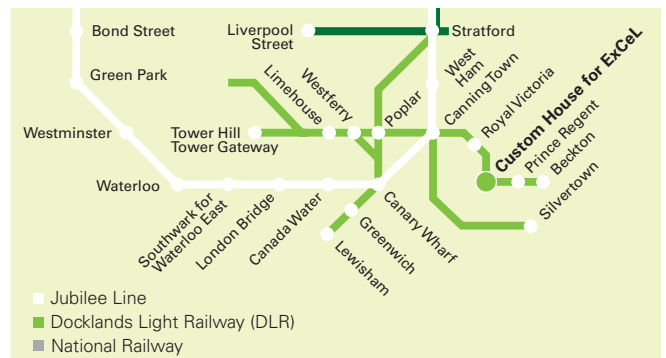
Underground car parking in the purple and orange car parks is available onsite at ExCeL (coins and credit cards only) and there are signposts and car park attendants to help direct drivers. There is also a multi-storey car park (where you can pay with cash or credit cards at the venue or credit card payments only at the multi-storey car park) five minutes' walk from the west entrance to ExCeL and an open-space car park (cash or credit cards) a few minutes' walk from the east entrance. The west entrance is the nearest entrance for the AGM.

Special needs

Access to ExCeL 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 for further information. See page 26 for contact details.

By air

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



- 2,114 spaces available
- 1,600 spaces available in underground car park
- Underground station
- Docklands Light Railway (DLR)

The meeting at ExCeL

Security

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

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

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

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

Registration

Please remember to bring your admission card with you. If you are an ADS holder coming to the meeting and hold ADSs in a street name, you should bring a letter of identification from your bank or broker confirming your holding (*see page 24 for further information*). If you are attending as a corporate representative, you will need to bring your admission card with you and the letter of representation appointing you as corporate representative (*see page 24 for further information*).

Asking a question at the meeting

Please let us know at Registration if you wish to ask a question during the meeting, so that you can be seated near a microphone.

Special needs

We have sign language interpreters at the meeting and headsets are available for the deaf or hard of hearing. If you are in a wheelchair or in need of help from a companion, please let us know at Registration so that we can assist you.



Children

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

Guests

The AGM is a meeting of shareholders and requires an admission card to gain entry to the meeting. However, at the discretion of the company and subject to sufficient seating capacity, a shareholder may enter with one guest, provided that the shareholder and their guest register to enter the meeting at the same time.

Cloakrooms

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

The business of the meeting

The AGM is an opportunity to put your ownership into action. BP holds the AGM following the close of every financial year in order to conduct necessary formal business, address the governance of your company and give consideration to its strategic progress. The formal resolutions to be put to the meeting are detailed in the pages that follow.



Photograph from the BP AGM 2007

Notice of meeting and resolutions to be proposed

Notice is hereby given that the ninety-ninth Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday 17 April 2008, commencing at 11.30 a.m., for the transaction of the following business.

Resolution 1 – Report and accounts

To receive the report of the directors and the accounts for the year ended 31 December 2007.

See notes on page 11.

Resolution 2 – Directors' remuneration report

To approve the directors' remuneration report for the year ended 31 December 2007.

See notes on page 11.

Resolution 3

To re-elect Mr A Burgmans as a director.

See biography on page 12.

Resolution 4

To elect Mrs C B Carroll as a director.

See biography on page 12.

Resolution 5

To re-elect Sir William Castell as a director.

See biography on page 13.

Resolution 6

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

See biography on page 13.

Resolution 7

To elect Mr G David as a director.

See biography on page 14.

Resolution 8

To re-elect Mr E B Davis, Jr as a director.

See biography on page 14.

Resolution 9

To re-elect Mr D J Flint as a director.

See biography on page 15.

Resolution 10

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

See biography on page 15.

Resolution 11

To re-elect Dr A B Hayward as a director.

See biography on page 16.

Resolution 12

To re-elect Mr A G Inglis as a director.

See biography on page 16.

Resolution 13

To re-elect Dr D S Julius as a director.

See biography on page 17.

Resolution 14

To re-elect Sir Tom McKillop as a director.

See biography on page 17.

Resolution 15

To re-elect Sir Ian Prosser as a director.

See biography on page 18.

Resolution 16

To re-elect Mr P D Sutherland as a director.

See biography on page 18.

Resolution 17 – Reappointment of auditors

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

See notes on page 19.

Resolution 18 – Articles of Association

To adopt as the new Articles of Association of the company the draft Articles of Association as set out in the document produced to the meeting and, for the purposes of identification, signed by the chairman.

See notes on pages 19-20.

Resolution 19 – Share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

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

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

This authority shall continue for the period ending on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier, provided that, if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the company may complete such purchases.

See notes on page 20.

Resolution 20 – Directors' authority to allot shares (Section 80)

To renew, for the period ending on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of \$1,586 million.

See notes on page 21.

Resolution 21 – Directors' authority to allot shares (Section 89)

To renew, for the period ending on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot equity securities wholly for cash (a) in connection with a rights issue; (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 89 Amount of \$238 million.

See notes on page 21.

Note

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

By order of the board

David J Jackson

Company Secretary
22 February 2008

Notes for ordinary and preference shareholders, ADS holders, employee share plan participants and indirect investors can be found on pages 22-25.

Notes on resolutions

The board recommends you vote for resolutions 1 to 21 inclusive

NOTES TO RESOLUTION 1

Report and accounts

The board of directors will present its report and the accounts for the year ended 31 December 2007.

NOTES TO RESOLUTION 2

Directors' remuneration report

The directors' remuneration report is contained in *BP Annual Report and Accounts 2007* on pages 64-73. It complies with requirements of the Companies Act 1985 (as amended) for a report on the remuneration of all directors, both executive and non-executive.

The executive directors' remuneration part of the report was prepared by the remuneration committee and the non-executive

directors' remuneration part by the company secretary on behalf of the board. Relevant sections of information are subject to audit.

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

A summary of the directors' remuneration report can be found on pages 30-31 of *BP Annual Review 2007*.

NOTES TO RESOLUTIONS 3-16

Re-election of directors

As required by the company's Articles of Association, Mr A Burgmans, Sir William Castell, Mr I C Conn, Mr E B Davis, Jr, Mr D J Flint, Dr B E Grote, Dr A B Hayward, Mr A G Inglis, Dr D S Julius, Sir Tom McKillop, Sir Ian Prosser and Mr P D Sutherland retire and offer themselves for re-election as directors. Mrs C B Carroll and Mr G David offer themselves for election as directors.

The nomination committee of the board has as one of its tasks the identification, evaluation and recommendation of candidates for election or re-election as directors.

During the current year, the nomination committee carried out a detailed review of the core requirements for

a non-executive director on the BP board and considered, in the light of the company's business and strategy, the capabilities and expertise needed on the board, both present and future. Included within this review was the present and future membership of the board's committees. As a result the board has put in place a process for the orderly succession of board members.

In respect of each of the non-executive directors, the board has conducted an appropriate due diligence exercise to determine whether a director is free from any relationship with the executive management of BP that could materially interfere with the exercise of his or her independent judgement.



RESOLUTION 3

Mr A Burgmans

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

He joined Unilever, one of the world's leading suppliers of foods, household and personal care products, in 1972, holding a succession of marketing and sales posts in the Netherlands, Indonesia and Germany between 1972 and 1988, and was chairman of PT Unilever Indonesia from 1988 until 1991.

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

Mr Burgmans is chairman of the supervisory board of Mauritshuis in The Hague. He is also a member of the supervisory board of Akzo Nobel NV and the supervisory board of AEGON.

Mr Burgmans was born in 1947.

Proposal for re-election

Mr Burgmans brings broad international experience to the board and also substantial expertise in marketing and process industries. He continues to make a significant contribution to the work of the safety, ethics and environment assurance committee. Having satisfied itself of Mr Burgmans' independence, the board recommends his re-election as a non-executive director.



RESOLUTION 4

Mrs C B Carroll

Cynthia Carroll was appointed a non-executive director of BP on 6 June 2007. She is a member of the chairman's committee.

Mrs Carroll started her career with Amoco, based in Denver, Colorado, as a petroleum geologist in oil exploration.

In 1989, she joined Alcan, working in the business development group of the rolled products division in Cleveland, Ohio before moving to Louisville, Kentucky in 1991 to become vice-president/general manager of Alcan foil products. In 1996, she was appointed managing director of Aughinish Alumina Limited, a subsidiary of Alcan Aluminium Limited, in Ireland. In 1998, she became president of bauxite, alumina and specialty chemicals and in 2002 was appointed president and chief executive officer of Alcan's primary metals group and an officer of Alcan, Inc. in Montreal, Canada.

Mrs Carroll was appointed as chief executive of Anglo American plc, the global mining group, in March 2007. She is also a director of Anglo Platinum Limited and De Beers s.a.

Mrs Carroll was born in 1956.

Proposal for election

Mrs Carroll has substantial experience of the global extractive industries. Mrs Carroll will join the safety, ethics and environment assurance committee shortly. The board is satisfied of Mrs Carroll's independence and recommends her election as a non-executive director.



RESOLUTION 5

Sir William Castell

Sir William Castell was appointed a non-executive director of BP in 2006. He is a member of the chairman's, the audit and the safety, ethics and environment assurance committees.

Sir William spent his early career with The Wellcome Foundation, holding various positions including head of Wellcome Biotechnology and head of finance and administration for continental Europe, Africa and Asia. In 1986, he was appointed commercial director of Wellcome plc.

In 1989, he left Wellcome to join Amersham plc as chief executive. Following Amersham's acquisition by General Electric in 2004, Sir William became president and chief executive officer of GE Healthcare, the global medical diagnostics and biosciences business of the General Electric Company, of which he was also a vice chairman and a director. He retired from GE Healthcare in 2006. Sir William remains a director of the General Electric Company.

Sir William was appointed as a member of the board of governors of the Wellcome Trust in 2006, subsequently becoming its chairman.

He was born in 1947 and was knighted in 2000. In 2004, he received the honour Lieutenant of the Royal Victorian Order for services to the Royal Family.

Proposal for re-election

Sir William brings substantial scientific experience to the board. His broad experience of US operations is particularly relevant. He continues to make significant contributions to the safety, ethics and environment assurance committee and to the audit committee. Having satisfied itself of Sir William's independence, the board recommends his re-election as a non-executive director.



RESOLUTION 6

Mr I C Conn

Iain Conn was appointed to the board of BP in 2004. He became chief executive of BP's refining and marketing business on 1 June 2007, following three years as group executive officer, strategic resources. He also has regional responsibility for Europe, southern Africa and Asia Pacific.

He joined BP oil international in 1986, working in a variety of roles in commercial refining and oil trading and in corporate headquarters before moving to BP exploration in Colombia in 1996.

At the end of 1997, he became senior vice president of BP oil in the US, responsible for retail and commercial marketing operations, refining and supply. On the merger between BP and Amoco, in January 1999 he moved to become vice president of BP Amoco exploration's mid-continent business unit.

At the end of 2000, he returned to London as group vice president and a member of the refining and marketing segment's executive committee with responsibility for BP's marketing business in Asia, Russia, Africa and Latin America. In 2001, he took over responsibility for BP's marketing operations in

Europe and for the integration of Veba Oel. From 2002 until 2004, he was chief executive of BP petrochemicals.

Mr Conn is a non-executive director of Rolls-Royce Group plc, chairman of the advisory board of the Imperial College London Tanaka Business School and a member of the advisory board of the Center for China in the World Economy at Tsinghua University.

Mr Conn was born in 1962.

Proposal for re-election

Mr Conn's performance has been evaluated by the group chief executive and considered by the chairman's committee, as a result of which the board recommends Mr Conn's re-election as an executive director.



RESOLUTION 7

Mr G David

George David was appointed a non-executive director of BP on 11 February 2008.

Mr David began his career in The Boston Consulting Group before joining the Otis Elevator Company in 1975. He held various roles in Otis and later in United Technologies Corporation (UTC), following Otis's merger with UTC in 1977. In 1992 he became UTC's chief operating officer and was subsequently appointed UTC's chief executive officer in 1994. He became president of UTC in 1992 and chairman in 1997.

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

He was born in 1942. He was awarded the Order of Friendship from the Russian Federation in 1999 and admitted to the French Légion d'Honneur in 2002.

Proposal for election

Mr David has substantial experience of global business through his career with UTC, together with an important US perspective. The board is satisfied of Mr David's independence and recommends his election as a director.



RESOLUTION 8

Mr E B Davis, Jr

Erroll Davis was appointed a non-executive director of BP in 1998, having been a member of the Amoco board since 1991. He is a member of the chairman's, the audit and the remuneration committees.

Mr Davis spent his early career on the corporate financial staffs of Ford Motor Company and Xerox Corporation, subsequently joining the former Wisconsin Power and Light Co. in 1978 as vice president – finance. In 1982, he was named vice president – finance and public affairs and, in 1984, he was promoted to executive vice president and was elected to the board of directors. He became president in 1987 and chief executive officer in 1988. In 1990, he was also named president and chief executive officer of WPL Holdings, the parent company of Wisconsin Power and Light Co.

He was named Alliant Energy's president and chief executive officer when the company was first formed in 1998, and was appointed chairman in 2000. He relinquished the appointments of president and chief executive officer in 2005, continuing as chairman of Alliant Energy until 1 February 2006, when he left to become chancellor of the University System of Georgia.

He is a member of the board of directors of General Motors Corporation and Union Pacific Corporation. In 2004, he was elected to the board of the US Olympic committee and chairs its audit committee.

In 2004, Mr Davis was awarded the James E Steward Award by the American Association of Blacks in Energy for his achievement and leadership in the energy field.

Mr Davis was born in 1944.

Proposal for re-election

Mr Davis has relevant expertise within the capital-intensive and engineering areas of business, as well as a strong financial background. He has very broad experience of business operations in the US. While Mr Davis has served on the board since 1998, the board is satisfied of his independence, and therefore recommends his re-election as a non-executive director.



RESOLUTION 9

Mr D J Flint

Douglas Flint was appointed to the board of BP as a non-executive director in 2005. He is a member of the chairman's and the audit committees.

He began his career with Peat Marwick Mitchell & Co. (now KPMG), where he trained as a chartered accountant. He was appointed a partner in 1988. While at KPMG, Mr Flint specialized in banking, multinational financial reporting, treasury and securities trading operations, group reorganizations and litigation support.

In 1995, Mr Flint joined the HSBC Group as group finance director of HSBC Holdings plc.

He was chairman of the Financial Reporting Council's review of the Turnbull Guidance on Internal Control and served on the Accounting Standards Board and the Standards Advisory Council of the International Accounting Standards Board between 2001 and 2004. He also served on the Shipley Working Group on Public Disclosure and co-chaired the Group of Thirty Report on Enhancing Public Confidence in Financial Reporting.

Mr Flint was born in 1955 and was awarded a CBE in 2006.

Proposal for re-election

Mr Flint continues to demonstrate a breadth of business experience against a strong financial background, particularly in the work of the audit committee. Having satisfied itself of Mr Flint's independence, the board recommends his re-election as a non-executive director.



RESOLUTION 10

Dr B E Grote

Byron Grote was appointed to the board of BP as an executive director in 2000 and became chief financial officer in 2002, following two years as chief executive of BP chemicals. He also has accountability for BP's regional presence in the Americas and the group's integrated supply and trading activities.

He joined The Standard Oil Company of Ohio in 1979 and, in 1985, became director of planning for The Standard Oil Company's mining subsidiary, Kennecott. In 1986, he was appointed vice president, retail marketing.

In 1988, Dr Grote became commercial vice president for BP's Alaskan North Slope production activities. In 1989, he was appointed commercial general manager of BP exploration, based in London. He became group treasurer and chief executive officer of BP finance in 1992, directing the global finance operations of the BP group. In 1994, he took up the position of regional chief executive in Latin America. He returned to London in 1995 to take up his appointment as deputy chief executive officer of BP exploration.

He became group chief of staff in 1997, with responsibility for a number of corporate areas, including strategy, technology, IT, investor relations and solar. Following the merger of BP and Amoco, in 1999 he was appointed executive vice president, exploration and production. Between 1999 and 2000, he was responsible for directing the acquisition of ARCO and managing the integration of its operations into BP.

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

Dr Grote was born in 1948.

Proposal for re-election

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



RESOLUTION 11

Dr A B Hayward

Tony Hayward was appointed to the board of BP in 2003 and became group chief executive on 1 May 2007. From 2003 until 2007, he was chief executive officer of BP's exploration and production segment.

He joined BP in 1982 and, following a series of technical and commercial roles in BP exploration in London, Aberdeen, Glasgow, France and China, in 1992, he moved to Colombia as exploration manager. In 1995, he became president of the BP group in Venezuela.

In 1997, Dr Hayward returned to London as a director of BP exploration and in 1999, following the merger of BP and Amoco, he became a group vice president and a member of the upstream executive committee. He was appointed group treasurer in 2000, where his responsibilities included global treasury operations, corporate finance and mergers and acquisitions. He was appointed an executive vice president in 2002, becoming chief executive officer for exploration and production later that year.

He is a non-executive and senior independent director of Corus Group plc and was a member of Citibank's advisory board between 2000 and 2003.

Dr Hayward was born in 1957.

Proposal for re-election

Dr Hayward's performance has been evaluated and considered by the chairman's committee, as a result of which the board recommends his re-election as an executive director.



RESOLUTION 12

Mr A G Inglis

Andy Inglis was appointed to the board of BP on 1 February 2007, becoming chief executive of BP's exploration and production segment, responsible for the group's assets and operational activities relating to the discovery and production of hydrocarbons. He also has regional responsibility for Russia, the Caspian, the Middle East, North and West Africa, Canada, the Caribbean and South America, Indonesia and Vietnam.

Mr Inglis joined BP in 1980, working on various North Sea projects. Following a series of commercial roles in BP exploration, in 1994 he became manager for the Kuparuk field in Alaska, returning to London in 1996 as chief of staff, exploration and production. From 1997 until 1999, he was responsible for leading BP's activities in the deepwater Gulf of Mexico.

In 1999, following the merger of BP and Amoco, he was appointed vice president, US western gas business unit. In 2004, he became executive vice president and deputy chief executive of exploration and production with responsibility for BP's growth areas, including Azerbaijan, Angola, Algeria, the deepwater Gulf of Mexico, Egypt, Trinidad and the Asia-Pacific region.

He was appointed a non-executive director of BAE Systems plc in June 2007.

Mr Inglis was born in 1959.

Proposal for re-election

Mr Inglis's performance since his appointment has been evaluated by the group chief executive and considered by the chairman's committee, as a result of which the board recommends his re-election as an executive director.



RESOLUTION 13

Dr D S Julius

DeAnne Julius was appointed a non-executive director of BP in 2001. She is chairman of the remuneration committee and a member of the chairman's and the nomination committees.

After receiving her PhD, Dr Julius began her career in 1975 as a project economist with the World Bank in Washington, where her work included oil and gas projects in a number of Asian and African countries. Between 1983 and 1986, she was managing director of Logan Associates, Inc., a small consulting group and, in 1986, she became director of the International Economics Programme at the Royal Institute of International Affairs (Chatham House).

She was chief economist at the Royal Dutch Shell Group in London from 1989 until 1993 and then, between 1993 and 1997, chief economist at British Airways PLC. In 1995, she became chairman of British Airways Pension Investment Management Ltd.

Between 1997 and 2001, Dr Julius was an independent member of the Bank of England's Monetary Policy Committee. Since 2001, she has held a variety of non-executive appointments and, in 2003, she was appointed chairman of the Royal Institute of International Affairs.

She is a non-executive director of Roche Holdings SA.

Dr Julius was born in 1949 and was awarded a CBE in 2002.

Proposal for re-election

Dr Julius brings a breadth of financial, economic and business experience to the work of the board and continues to make an important contribution as chairman of the remuneration committee. Having satisfied itself of Dr Julius's independence, the board recommends her re-election as a non-executive director.



RESOLUTION 14

Sir Tom McKillop

Sir Tom was appointed a non-executive director of BP in 2004. He is a member of the chairman's, the remuneration and the safety, ethics and environment assurance committees.

Following post-doctorate research work in chemistry in Paris, Sir Tom joined ICI's corporate research laboratory in 1969, where his research covered synthetic chemistry, quantum mechanics and molecular biology. In 1975, he joined ICI's pharmaceuticals division as head of natural products research.

In 1978, he returned to France as research director of ICI's French pharmaceuticals division. On his return to the UK, he held a number of positions in ICI Pharmaceuticals in chemistry and research and development between 1980 and 1989. In 1989, he became technical director of ICI Pharmaceuticals with international responsibility for research, development and production.

Following the demerger of Zeneca Group PLC from ICI PLC, in 1994 he became chief executive officer of Zeneca Pharmaceuticals and, in 1996, he was appointed to the board of Zeneca Group PLC as an executive director. Sir Tom was chief executive of AstraZeneca PLC from the merger of Astra AB and Zeneca Group PLC in 1999 until 2005.

Sir Tom is chairman of The Royal Bank of Scotland Group plc and a non-executive director of Almirall Prodesfarma. He is a fellow of the Royal Society, president of The Science Council and a trustee of the Council for Industry and Higher Education.

Sir Tom was born in 1943 and knighted in 2002.

Proposal for re-election

Sir Tom brings capabilities and expertise within the areas of international business and, in particular, engineering, science and technology. Sir Tom is a member of the remuneration and the safety, ethics and environment assurance committees. Having satisfied itself of Sir Tom's independence, the board recommends his re-election as a non-executive director.



RESOLUTION 15

Sir Ian Prosser

Sir Ian joined the board of BP as a non-executive director in 1997 and was appointed deputy chairman in 1999. He is the senior independent director, the chairman of the audit committee and a member of the chairman's, the nomination and the remuneration committees.

Sir Ian qualified in 1967 as a chartered accountant with Cooper Brothers (now PricewaterhouseCoopers LLP) and was admitted as a fellow of the Institute of Chartered Accountants in England and Wales in 1967.

In 1969, he joined Bass Charrington Ltd, later Bass PLC. He was appointed finance director in 1978, group managing director in 1984 and chairman and chief executive in 1987, the position he retained until becoming executive chairman in 2000. At the end of 2003, he retired from the chairman's role and the board of what was then Intercontinental Hotels Group PLC, the company having sold its brewing interests in 2000 and demerged its hotels and soft drinks interests from its pub business in 2003.

He is also the senior independent non-executive director of GlaxoSmithKline plc and a non-executive director of the Sara Lee Corporation. He is a member of the CBI President's committee.

Sir Ian was born in 1943 and knighted in 1995.

Proposal for re-election

Sir Ian, as deputy chairman, continues to make a substantial contribution to the work of the board and its committees. As chairman of the audit committee, he has provided strong leadership during a challenging period. While Sir Ian has served on the board since 1997, the board is satisfied that he remains independent and recommends his re-election as a non-executive director.



RESOLUTION 16

Mr P D Sutherland

Peter Sutherland was appointed chairman of BP in May 1997, having been a non-executive director and deputy chairman since July 1995.

A barrister, Mr Sutherland is a bencher of the Middle Temple in London and an honorary bencher of the King's Inns in Dublin. He practised at the Bar from 1969 to 1981, when he was appointed Attorney General of Ireland. He was also admitted to practise before the Supreme Court of the United States of America.

In 1984, he was nominated by the Government of Ireland as a Commissioner of the European Communities. He was a Commissioner with responsibility for Competition Policy from 1985 until 1989. Subsequently, in 1992, he chaired the committee that reported to the European Commission on the functioning of the Internal Market (the Sutherland Report).

In 1989, Mr Sutherland became chairman of Allied Irish Banks plc and joined the BP board in 1990. He relinquished these appointments in 1993 when he became director-general of the General Agreement on Tariffs and Trade (GATT). He was subsequently director-general of the World Trade Organization until 1995.

He is non-executive chairman of Goldman Sachs International and is a non-executive director of The Royal Bank of Scotland Group plc. In 2007, he became a member of the advisory group to President Barroso, the president of the European Commission, on energy and climate change issues. In January 2008, he was appointed Chairman of the London School of Economics Court and Council.

Mr Sutherland was born in 1946 and was awarded an honorary knighthood in 2004.

Proposal for re-election

As chairman, Mr Sutherland has been central to the work of the board, its relations with shareholders and its important relationship with Tony Hayward and his executive team. Mr Sutherland's performance was evaluated by other members of the chairman's committee. The board has confirmed its full support for Mr Sutherland in his role as chairman. The board recommends his re-election as a non-executive director.

Notes to resolution 17 – Reappointment of auditors

The appointment of Ernst & Young LLP as auditors of the company terminates at the conclusion of the annual general meeting. They have advised their willingness to stand for re-election as auditors of the company until the conclusion of the annual general meeting in 2009. The directors recommend their reappointment and seek authority to fix their remuneration. Further details regarding the auditors can be found in the board performance report on pages 74-80 of *BP Annual Report and Accounts 2007*.

Notes to resolution 18 – Articles of Association

It is proposed in resolution 18 to adopt new articles of association (the 'New Articles'). These are intended to replace the company's current Articles of Association (the 'Current Articles'). The main reason for the New Articles is to take account of changes in UK company law brought about by the Companies Act 2006 (the 'Act').

The company is proposing the adoption of the New Articles rather than amendments to the Current Articles due to the extent of the changes.

The principal changes being proposed in the New Articles are summarized below. Other changes, which are of a minor, technical or clarifying nature, have not been noted. A clean copy of the New Articles and a copy marked up to show changes from the Current Articles are available for inspection as noted on page 26 and at www.bp.com/articlesofassociation.

1. Approach to the amendments

Those provisions in the Current Articles that may conflict with the Act are to be amended within the parameters permitted by the Act. The New Articles depart from the provisions of the Act where the company thinks it appropriate and the Act so permits. The opportunity has also been taken to endeavour to bring clearer language into the New Articles. The main changes made to reflect this approach are detailed below.

The Act is, in many instances, more prescriptive than the previous legislation giving less discretion to companies to adopt their own policies and procedures in some areas. The Current Articles have been drafted to take advantage of this flexibility. As a consequence in certain cases the New Articles now simply refer to the Act requirements to determine certain issues, e.g. length of notice to convene meetings.

2. Shares

The provisions in the Current Articles relating to authorities under Sections 80 and 89 Companies Act 1985 (to allot shares and to issue shares irrespective of pre-emption rights) will be modified under the New Articles to remove redundant provisions, so that in each case the amount of the authority in question shall be as stated in the relevant resolution passed at a general meeting of the company.

3. Convening extraordinary and annual general meetings

Certain of the provisions in the Current Articles dealing with the convening of general meetings and the length of notice required

to convene general meetings are being removed in the New Articles as these matters are now subject to express provisions in the Act.

The provisions in the Current Articles dealing with who is entitled to receive notice of general meetings are being amended to conform to the new provisions in the Act. In addition, the provisions in the Current Articles dealing with the security of meetings are being amended to make plain the current position that attendance at a general meeting is subject to any actions the company may be required to take to maintain the security, safety and good order of the meeting.

4. Proxies and corporate representatives

The provisions in the Current Articles permitting the appointment of proxies by means of electronic communications are also being clarified in relation to the appointment of a proxy by means of a CREST uncertificated proxy instruction (for shares that are uncertificated shares). This has led to a number of detailed changes and the introduction of a number of new definitions.

5. Directors' interests in contracts

The Current Articles provide that a director can be a party to, or interested in, a transaction or arrangement with the company or in which the company is interested provided that the director has declared the nature and extent of the director's interest. The New Articles contain a new provision that will be effective from 1 October 2008, which continues to allow directors' interests in contracts that are disclosed but which has been amended slightly to bring it into line with the Act.

6. Directors' conflicts of interests

The Act sets out directors' general duties, which largely codify the existing law but include some important changes. Under the Act, from 1 October 2008, a director must avoid a situation where a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organization.

The Act allows directors of public companies to authorize conflicts and potential conflicts, where appropriate, if a company's articles of association contain a provision to this effect. The Act also allows articles of association to contain other provisions for the authorization of directors' conflicts of interest so as to avoid directors finding themselves in breach of a duty.

The New Articles give the directors authority to approve such situations and include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when directors decide whether to authorize a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision, the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorization if they think this is appropriate.

It is also proposed that the New Articles should contain

provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict or potential conflict of interest arises. These provisions will only apply where the situation giving rise to the potential conflict has previously been authorized by the directors. It is the board's intention to report annually on the company's compliance with its procedures for ensuring that the board's powers to authorize conflicts have operated effectively.

7. Age of directors on appointment

The Current Articles provide that a person may be ineligible for appointment as a director or their continuation in office may be inappropriate, on account of the director's age. This provision has been removed as it could now contravene the Employment Equality (Age) Regulations 2006.

8. Co-Chairman

The Current Articles contain a provision for the appointment by the directors of one of their number as Co-Chairman. As this provision is no longer required, it has been removed from the New Articles.

9. Service of notices and documents

Various provisions of the Act that came into force in January 2007 enabled companies to communicate with members by electronic and/or website communications if the company had the necessary authorization. A resolution was passed at last year's annual general meeting to permit the company to take advantage of these new provisions. The New Articles now contain amendments to reflect this, which will supercede the resolution.

The Act provides that, in the absence of a provision in the company's articles to the contrary, then the agreement or consent of all the joint holders of the company's shares is required for the delivery of a notice, documents or information to be made in a particular manner. The New Articles will provide that the agreement of the first named joint holder in the register of members shall be sufficient.

Notes to resolution 19 – Share buyback

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

Resolution 19 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought. The directors will exercise this authority only when to do so would be in the best interests of shareholders generally. The authority will expire at the conclusion of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier. Shares which are purchased by the company must either be cancelled or held in treasury. Treasury shares are shares in the company that are owned by the company itself. Once shares are held in treasury, the directors may dispose of them in accordance with the relevant legislation by:

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

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

Under the authority granted by shareholders, the company repurchased 395,417,252 shares in the period from the last annual general meeting to 31 December 2007.

For information, as at 19 February 2008, there were options outstanding over 353 million ordinary shares, representing 1.85% of the company's ordinary issued share capital (excluding treasury shares). If the authority given by resolution 19 were to be fully used, these would then represent 2.06% of the company's ordinary issued share capital (excluding treasury shares). The company has no warrants in issue in relation to its shares.

**Notes to resolutions 20 and 21 –
Directors' authority to allot shares**

Both the Current and the New Articles permit the directors to allot shares and other securities, in accordance with Section 80 of the Companies Act 1985, up to an amount authorized by the shareholders in general meeting. If the New Articles are adopted pursuant to resolution 18 then the relevant authority contained in the New Articles will be activated by resolution 20 and so will apply. If the New Articles are not adopted the existing authority contained in the Current Articles will be continued by the resolution. At this annual general meeting, the directors are seeking authority to allot shares up to a maximum of \$1,586 million. This is the 'Section 80 Amount' and is equal to 33.3% of the company's issued share capital (excluding treasury shares) as at 19 February 2008.

The directors are also seeking authority to allot shares for cash and to dispose of treasury shares, other than by way of a rights issue, up to a maximum of \$238 million, without having to offer such shares to existing shareholders. This is the 'Section 89 Amount' and is equal to 5% of the company's issued share capital (excluding treasury shares) as at 19 February 2008. As in the case of the Section 80 authority, if the New Articles are adopted pursuant to resolution 18 then the relevant authority in the New Articles will be activated by resolution 21 and so will apply. Similarly if the New Articles are not adopted the existing authority contained in the Current Articles will be continued by the resolution.

The directors have no present intention of exercising the authorities beyond their use in connection with the disposal of treasury shares in accordance with the relevant legislation (see *notes to resolution 19*).

As at 22 February 2008, the company held 1,939,152,418 treasury shares, which represents 10.19% of the company's issued ordinary share capital (excluding treasury shares).

The Companies Act 1985 provides that a company may not hold treasury shares in excess of 10% of the nominal value of its issued ordinary share capital (including treasury shares). On this basis, the company holds treasury shares equal to 9.24% of its issued ordinary share capital, which is within the Companies Act requirement. This percentage figure (9.24%) under the Companies Act requirement differs from that previously referred to (10.19%), which is disclosed in compliance with the Listing Rules. This difference arises because the calculation of treasury shares under the relevant provision of the Companies Act requires the inclusion of treasury shares as part of the issued ordinary share capital while the calculation under the Listing Rules requires that treasury shares be excluded.

The authorities sought by resolutions 20 and 21 are similar to authorities granted at the last annual general meeting, which expire at the conclusion of this year's annual general meeting. The extent of the authorities follows the guidelines issued by institutional investors.

The authorities will expire on the date of the annual general meeting in 2009 or 16 July 2009, whichever is the earlier.

Shareholder notes

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

Ordinary and preference shareholders

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

If you are an ordinary shareholder or a preference shareholder you may attend, speak and vote your shares at the AGM if your name is on the Register of Members at 5.30 p.m. on Tuesday 15 April 2008. Your voting entitlement will depend on the number of shares that you hold at that time. If you are attending the meeting in person, please bring your admission card to avoid delay at Registration.

Members' right to appoint a proxy

As a member (meaning a registered shareholder), you may appoint a proxy or proxies to attend, speak and vote at the AGM on your behalf. You may appoint the chairman of the meeting or a proxy of your own choice, who need not be a member of the company. If you cannot attend the meeting, you can appoint your proxy to vote your shares either using the hard copy proxy form or online at www.bp.com/evoting. Our Registrar must receive your proxy appointments and instructions by 5.30 p.m. on Tuesday 15 April 2008. If you are appointing someone other than the chairman of the meeting as your proxy, please ask them to bring your completed admission card with them to the meeting to avoid delay at Registration.

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

Completing proxy cards and poll cards

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

Appointments of and instructions to proxies

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

If more than one proxy is to be appointed to attend the meeting to represent individual interests and vote accordingly, please call the Shareholder Helpline on 0800 701107 or on +44 (0)121 415 7005 from outside the UK.

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

Changes to proxy voting instructions

Changes to written proxy voting instructions for the chairman must be made in writing and signed by the shareholder. To change your online voting instruction go to www.bp.com/evoting and submit your new instructions. The voting instruction received last will be the one that is followed. To be certain that changes are accepted, they must be received by our Registrar by 5.30 p.m. on Tuesday 15 April 2008. The directors have laid down procedures to resolve any uncertainty about changes to proxy voting instructions submitted after that time. Their decision will

be final. Alternatively, shareholders wishing to change their proxy voting instructions may do so by attending the meeting in person and voting.

Multiple proxy instructions

If the company receives multiple proxy instructions from the sole holder of shares, the instruction received last will be used. However, if a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

Joint shareholders

Joint shareholders may attend the meeting. Any one shareholder may sign a proxy form or poll card on behalf of all joint shareholders. If more than one joint shareholder fills in a proxy form or poll card, the most recent voting instruction of the shareholder named first on our Register of Members will be accepted, however that instruction is given.

Nominee shareholders

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

CREST

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Equiniti (ID 7RA01) by 5.30 p.m. on Tuesday 15 April 2008. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Powers of attorney

If you have given a power of attorney over your shares, you must ensure that the power of attorney has been deposited with our Registrar by 5.30 p.m. on Tuesday 15 April 2008. Persons voting under a power of attorney must do so by using the hard copy proxy form.

Corporate representatives

Due to changes recently introduced by the Act, an issue has arisen relating to the appointment of multiple corporate representatives. The Act allows a corporate shareholder to appoint more than one corporate representative and all of those representatives can attend and speak at the meeting. However, there is real doubt under the Act as to whether multiple corporate representatives are able to use their powers to vote in different ways. **These changes do not affect the ability of corporate shareholders to appoint multiple proxies with different voting instructions. Given the current uncertainties, corporate shareholders are encouraged to appoint proxies wherever possible.**

In light of these issues, if multiple corporate representatives are appointed, arrangements will be put in place at the meeting to enable the voting intentions of all the corporate representatives who attend the meeting to be taken into account. **Corporate representatives who represent the same corporate shareholder are urged to follow these procedures as failure to do so will lead to their votes being treated as not having been exercised if multiple corporate representatives for the same shareholder vote in different ways.**

The arrangements will involve one of the corporate representatives of a corporate shareholder acting as the designated corporate representative (DCR), who will complete and submit a poll card. The other corporate representatives of that corporate shareholder will complete direction cards setting out their voting instructions. When the DCR submits his or her poll card, the voting instructions of all the other corporate representatives are given effect on the polls in accordance with the direction cards submitted by them.

While a corporate shareholder is entitled to appoint any corporate representative as the DCR, it is recommended that the corporate shareholder appoint the chairman of the meeting as its DCR. If more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting or any other of its corporate representatives as its DCR, a DCR should be nominated from those corporate representatives who attend. That DCR will vote on a poll and the other corporate representatives will give voting directions to the DCR.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman of the meeting is being appointed as the DCR, as recommended above.

Corporate shareholders wishing to send one or more representatives to the AGM should complete an admission card for each corporate representative, filling in the name of the representatives on the admission card. Each representative should bring a completed admission card to the meeting. Each representative should also bring to the meeting a letter of representation appointing him or her as a corporate representative and including, where relevant, the appointment

of the chairman of the meeting as the DCR. To avoid delay at Registration, corporate shareholders may wish to consider registering the intention for any representative to attend with the Registrar, by faxing a copy of the completed admission card and representation letter to Equiniti on 01903 833168. It is also recommended that, due to the new arrangements, your representative(s) should arrive at Registration as early as possible on the day of the meeting to enable all relevant formalities to be completed. A dedicated corporate representatives desk will be clearly indicated. Corporate shareholders may also appoint proxies and vote by using the enclosed proxy form or online at www.bp.com/evoting or through CREST (see page 23).

ADS holders

ADS registered holders

If you hold BP ADSs directly, your name will appear on the register of JPMorgan Chase Bank (the 'Depositary') and you are referred to as a 'registered holder'. Registered holders at the close of business on 4 April 2008 EST will be entitled to attend, speak and vote at the AGM. If you do not plan to attend the meeting, you are entitled to appoint a proxy to attend, speak and vote on your behalf.

If you want the Depositary to vote your shares at the meeting, you may provide your voting instructions to the Depositary via the internet, by telephone or by sending in a completed US voting instruction card, as described on that card. Voting instructions must be received by the Depositary by 11.59 p.m. EST on 13 April 2008 for electronic instructions and by noon EST on 15 April 2008 for paper voting forms.

If you wish to appoint someone as your proxy to attend and vote at the meeting, rather than giving voting instruction to the Depositary, please contact the Depositary immediately on +1 877 638 5672 to obtain the appropriate form. You will need to complete the form with the name of your proxy, sign it and return it to the Depositary to be received before noon EST on 15 April 2008. Further instructions will be included with the form. You will also need to give the US voting instruction card to your appointee to bring to the AGM, along with proof of his/her identity. Proxies not notified to the Depositary may be denied access to the meeting.

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

ADS street name holders

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

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

Employee share plan participants

Ordinary share plans

If you hold shares under a BP employee share plan, you are entitled to instruct the share plan trustee(s) to vote on your behalf at the AGM.

If you have previously registered to give your voting instructions online, you will receive an e-mail explaining how you can give the trustee(s) your instruction. If you are not registered to vote online you will receive a paper Form of Direction with which to instruct the trustee(s).

All BP share plan participants are entitled to attend the AGM. If you attend you can still vote in advance by instructing the trustee(s) as above. Alternatively, you may wish to vote in person on the day but to do this you will need to make prior arrangements by contacting Computershare Investor Services PLC no later than Wednesday 9 April on +44 (0)870 703 6207. To gain entrance to the AGM please bring proof of your identity and register at the ADS holders desk.

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

ADS plan participants

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

Plan Participants at the close of business on 4 April 2008 EST are entitled to attend and speak at the AGM but may not vote at the AGM except as validly appointed proxies for registered holders. If you wish to vote, whether you plan to attend the AGM or not, you should direct the trustee of your Plan how you wish to vote your ADSs.

You may direct the trustee to vote your shares via the internet, by telephone or by sending in a completed US proxy form, as described on that form. The trustee will then instruct the Depositary to vote your plan shares in accordance with your instructions. Voting instructions must be received by the Depositary by 11.59 p.m. EST on 13 April 2008 for electronic instructions and by noon EST on 14 April 2008 for voting cards. If your directions are not received by the appointed times for transmission to the Plan trustee, the trustee is authorized to vote the ADSs allocable to you under the Plan at its sole direction.

Indirect investors

Following the implementation of Part 9 of the Act, there are a number of rights that may now be available to indirect investors of BP, including the right to be nominated by the registered holder to receive general shareholder communications direct from the company.

The rights of indirect investors who have been nominated to receive communications from the company in accordance with section 146 of the Act ('nominated persons') do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. For specific rights of registered ADS holders please see page 24.

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.

Key information and contacts

Documents available for inspection

The following documents are available for inspection during normal business hours at 1 St James's Square, London SW1Y 4PD, UK, and will be at ExCeL from 10 a.m. on 17 April 2008 until the conclusion of the AGM:

- Copies of directors' service contracts with the company.
- A copy of the Current Articles of Association together with a copy of the New Articles of Association to be adopted pursuant to resolution 18, marked to show the changes proposed from the Current Articles and a clean copy of the New Articles.

BP Registrar

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
UK
Freephone: 0800 701107

or +44 (0)121 415 7005 from outside the UK

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

BP Employee Share Plans

Computershare Investor Services PLC
PO Box 82
The Pavilions
Bridgwater Road
Bristol
BS99 7NH
UK

Tel: 0870 703 6207

or +44 (0)870 703 6207 from outside the UK

BP ADS Depository

JPMorgan Chase Bank
PO Box 358408
Pittsburgh, PA 15252-8408
US

Tel: +1 201 680 6630

Toll-free in US and Canada: +1 877 638 5672

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

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

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