

**QUESTIONS AND ANSWERS ABOUT EXCHANGING
ATLANTIC RICHFIELD COMPANY COMMON STOCK FOR
BP AMOCO AMERICAN DEPOSITARY SHARES (“ADS SHARES”)
AND ABOUT BOOK-ENTRY OWNERSHIP**

1. What are American Depositary Shares and American Depositary Receipts?

An American Depositary Share (“ADS share”) is a US dollar denominated form of equity ownership in a non-US company. It represents a specified number of foreign shares on deposit at a custodian bank in the issuer’s home country and carries the corporate and economic rights of these underlying, foreign shares.

An American Depositary Receipt (“ADR”) is a certificate representing ownership of a certain number of ADS shares. The term “ADR” is sometimes used to refer to ADS shares.

2. How many shares of Atlantic Richfield Company (“ARCO”) did I own when the combination became effective?

Your ARCO common share balance is printed on the enclosed Exchange Election Form.

3. How many BP Amoco ADS shares will I receive as a result of the combination?

For every one (1) share of common stock of ARCO surrendered, you are entitled to receive 1.64 BP Amoco ADS shares. You will receive only whole ADS shares. If applicable, any fractional ADS share to which you would otherwise be entitled will be paid to you by check.

Example: A shareholder who owns 120 shares of ARCO common stock prior to the combination effective date.

Entitlement:

BP Amoco ADS shares

120.00	ARCO shares of common stock
<u>X 1.64</u>	Conversion rate
196.80	BP Amoco ADS shares

Distribution:

196 ADS shares
US\$ cash for 0.80 fractional ADS share

4. How do I exchange my ARCO common shares for BP Amoco ADS shares?

First you will need to sign and mail the enclosed Exchange Election Form, in return for which you will receive a statement showing the number of whole BP Amoco ADS shares that you own. A check for the value of any fractional BP Amoco ADS share will be enclosed with your statement.

Your new BP Amoco ADS shares will be held in book-entry form through the Direct Registration System (“DRS”) and your ownership will be evidenced by a statement. For a further description of book-entry, please refer to question number 6 of this document.

5. How do I fill out the Exchange Election Form?

If you want your BP Amoco ADS shares to be issued in the same name as your existing ARCO common stock, you should sign the Exchange Election Form where it says “Shareholder sign here”. Sign your name exactly as it appears on your Exchange Election Form. Joint accounts require the signatures of all owners on the Exchange Election Form.

If you want your new BP Amoco ADS shares to be issued in another name, follow the preceding instructions. In addition, mark box 4 on the front of the Exchange Election Form and then complete the “Change of Ownership” section on the back of the Exchange Election Form. Make sure that all of the current registered holders sign the “Change of Ownership” section. You must also obtain a “Medallion Signature Guarantee” by a financial institution such as a commercial bank, a trust company, a national bank, a credit union or a brokerage firm that participates in a “Medallion Program”. *Please be aware that a Notary Public seal is not sufficient.* If you are signing on behalf of another person, please enclose the appropriate legal documentation. For further assistance you may call the Exchange Agent, Morgan Guaranty, toll-free at 1 (877)-272-4321.

6. What is DRS?

DRS stands for “Direct Registration System” and is a book-entry, statement based method evidencing share ownership.

Your BP Amoco ADS shares will be held for you in book-entry form by Morgan Guaranty. You will receive a book-entry statement that reflects the number of ADS shares registered in your name on BP Amoco’s records. No physical certificate will be issued to you unless you request one.

7. Why will BP Amoco ADS shares be issued in book-entry and what are the benefits to me?

The transition to book-entry ownership is similar to the move many banks made several years ago from passbook savings accounts to statement-based accounts. Book-entry ownership has been encouraged by both the Securities and Exchange Commission and the New York Stock Exchange.

- Book-entry eliminates the problems associated with paper documents, such as the need for and expense of safe storage and replacement of lost certificates.
- Book-entry allows for electronic transactions, such as ownership transfers, through the ADR Depository bank or through your bank or broker.
- Book-entry eliminates the requirement for physical movement of ADS shares at time of sale and the accompanying potential for loss.
- Book-entry reduces the costs associated with the issuance and delivery of physical ADRs.
- Your name and address are registered on BP Amoco’s records, so that you will promptly receive dividend payments, proxy materials and other company communications.

8. How will I receive dividends on BP Amoco ADS shares held in book-entry?

Cash dividends will be sent to you in the manner you previously selected (i.e., via check, electronic transfer or, for Dividend Reinvestment participants, reinvested in additional BP Amoco ADS shares). Stock dividends, if any, will be credited to your account and a subsequent book-entry statement will be sent to you to notify you of the additional BP Amoco ADS shares that have been credited to your account. Participants in the BP Amoco Direct Access Plan will either have their dividends reinvested or delivered through an electronic funds transfer.

9. I’m a Canadian resident, how will I receive dividends?

Resident Canadian shareholders of BP Amoco ADS shares will receive their dividends in Canadian dollars. These shareholders can opt to receive their dividends in US dollars upon proper notification to Morgan Guaranty.

10. *How often will I receive a statement confirming my book-entry BP Amoco ADS shares?*

A statement will be generated every time there is activity in your account. At a minimum you will receive a summary statement following the end of each calendar year detailing all activity which has taken place during the year. ADS holders who receive quarterly dividend checks will find notification of book-entry ADS share balances on their dividend check stubs.

11. *What should I do if I prefer to receive a stock certificate?*

You may obtain a BP Amoco ADR certificate for all or a portion of your BP Amoco ADS shares by completing the form attached to your book-entry statement or by contacting BP Amoco's transfer agent, Morgan Guaranty, toll-free at 1 (877)-638-5672 after your shares have been exchanged. A BP Amoco ADR certificate will be mailed to you within 72 hours of the receipt of your request.

12. *What will happen if I don't return my Exchange Election Form?*

During the first 42 days starting from the combination effective date you will not receive BP Amoco ADS shares and account statement, nor will you receive dividend payments or be able to vote the BP Amoco ADS shares issuable to you in the combination if your properly executed Exchange Election Form is not received. After this initial 42 day period your shares will automatically be exchanged.

Also note that prior to completion of the exchange process your BP Amoco dividends, if any, will accrue without interest for your account. Under US regulations, this income is taxable and will be reported to the IRS for the year in which the dividend is payable. These dividends will be paid to you upon completion of the exchange of your ARCO shares.

13. *What will my dividend reinvestment option be if I'm currently in the ARCO Dividend Reinvestment Plan?*

Your dividend reinvestment option will be established in the BP Amoco Direct Access Plan in a manner that resembles your previous election to the closest extent possible. As receipt of a dividend check is not an option in the BP Amoco Direct Access Plan, any shareholder who receives a check in the ARCO Dividend Reinvestment Plan will automatically have

their dividends fully reinvested into BP Amoco ADS shares upon exchange. If you would prefer to receive some or all of your dividends in the form of cash, you will need to supply us with your electronic funds transfer instructions to change your dividend option accordingly.

14. *When can I expect to receive my BP Amoco book-entry statement?*

You should receive a statement showing your ownership of BP Amoco ADS shares approximately **7 to 10 business days** after receipt by the Exchange Agent of your properly executed Exchange Election Form.

If you have not received your statement by that time, you should call Morgan Guaranty toll-free at 1 (877)-272-4321.

15. *What should I do if I need another Exchange Election Form?*

You may call Morgan Guaranty toll-free at 1 (877)-272-4321 and request another Exchange Election Form.

16. *Will I be able to keep my current ARCO account and account number?*

No, your current ARCO account will be closed and a new account will be opened for your BP Amoco ADS shares. Your new account number will appear on your book-entry statement.

17. *What are the tax consequences of the combination and the share exchange to me as an ARCO shareholder?*

The exchange of ARCO shares for BP Amoco ADS shares in the combination is generally on a tax-free basis for US Federal Income Tax purposes. However, any gains on cash received instead of fractional BP Amoco ADS shares would be subject to tax.

Please consult your tax advisor for any further assistance in preparing your tax return.

18. *What do I do if my address has changed or if my Tax ID Number is wrong?*

Please correct the information on the front of the Exchange Election Form and return the properly executed Form in the enclosed return envelope. The information will be updated on your new account.

19. What do I do if I hold ARCO shares with a broker or custodian bank?

Your broker or bank will handle the exchange of your ARCO common shares for BP Amoco ADS shares. Please contact your broker or bank for verification.

20. As an ARCO shareholder, can I elect to receive BP Amoco Ordinary Shares instead of BP Amoco ADS shares?

Yes. During the first 42 days starting from the combination effective date, ARCO common shareholders will have the option to receive all or a portion of their entitlement in the form of BP Amoco Ordinary Shares instead of ADS shares.

For every one (1) share of common stock of ARCO surrendered, shareholders will be entitled to receive 1.64 BP Amoco ADS shares. Every one (1) BP Amoco ADS share represents six (6) BP Amoco Ordinary Shares. Shareholders may elect to receive their ADS entitlement in the form of Ordinary Shares. Ordinary Shares will only be delivered in lots of 6 Ordinary Shares. If applicable, any fractional shares to which you would otherwise be entitled will be paid by check in US dollars.

Example: A shareholder who owns 120 shares of ARCO common stock prior to the combination effective date.

Entitlement:

BP Amoco Ordinary Share Calculation

120.00	ARCO shares of common stock
<u>X 1.64</u>	Conversion rate
196.80	BP Amoco ADS share entitlement
196.00	Full ADS share entitlement
<u>X 6.00</u>	Ratio
1,176.00	Ordinary Share entitlement

Distribution:

1,176 Ordinary Shares
US \$ cash for 0.80 Fractional ADS share

21. Are six (6) Ordinary Shares of BP Amoco worth more than one (1) ADS share of BP Amoco?

No, as every one (1) BP Amoco ADS share represents six (6) BP Amoco Ordinary Shares and can be converted into Ordinary Shares, subject to transaction costs. At any point in time, however, there are likely to be insignificant differences between the quoted market prices of 1 ADS share and of 6 Ordinary Shares.

22. What are the benefits of electing ADS shares Vs. Ordinary Shares?

ADS shares trade in the US and Canada on the New York, Chicago, Pacific, and Toronto Stock Exchanges under the symbol BPA. ADS shares pay dividends in US dollars.

Ordinary Shares trade primarily in the United Kingdom and pay dividends in pounds sterling. They do not trade on a US exchange. US resident holders may have difficulties trading Ordinary Shares and may incur additional costs in cashing a pound sterling dividend check. Ordinary Shares cannot be held in the BP Amoco Direct Access Plan.

Shareholders who elect to receive Ordinary Shares will incur United Kingdom stamp duty reserve tax if they convert their Ordinary Shares into American Depositary Shares at a later date.

Shareholders who elect to receive American Depositary Shares at the inception of the combination will not have to pay United Kingdom stamp duty reserve tax. This will be paid by BP Amoco.

ADS shares are designed in particular for individual shareholders who are resident in the US and Canada.

23. What should I do if I want ADS shares and not Ordinary Shares?

To receive ADS shares and not Ordinary Shares, you need to check box 3a on the front of the Exchange Election Form. If no box is checked, you will receive ADS shares by default.

24. What should I do if I want Ordinary Shares and not ADS shares?

If you want to receive all or some of your entitlement in the form of BP Amoco Ordinary Shares, you must check box 3b on the front of the Exchange Election Form. You must then fill out the “Ordinary Share Election and Delivery Instructions” section on the back of the Exchange Election Form. In this section you must indicate the number of full ADS shares you elect to receive in ADS share form and/or in Ordinary Share form. The total number of ADS shares that you are entitled to can be obtained from item number 2 on the front of the Exchange Election Form. You must also complete the “Delivery Instructions” section for your Ordinary Shares. This form must be received, properly completed, by Morgan Guaranty no later than May 29, 2000.

25. In what form can BP Amoco Ordinary Shares be held?

BP Amoco Ordinary Shares can be held in certificated form or in CREST. CREST is the UK electronic system for holding securities. In order to hold shares in CREST, a shareholder must have a pre-established account with CREST.

26. Are there any differences in the registration requirements for holding BP Amoco Ordinary Shares?

Yes, the requirements for the registration of UK Ordinary Shares are very different from registration of shares in the US. Some of the requirements are as follows:

- Shareholder(s) name(s) must be shown in full (i.e., no initials allowed).
- Only individuals or corporate bodies can be registered. Unincorporated bodies, such as clubs or associations, cannot be accepted for registration purposes as they do not have a legal personality, (e.g., we would not know who should sign subsequent transfer instructions). The shares of an unincorporated organization would instead need to be registered in the personal names of the joint officers of the organization.
- Joint holders are restricted to four (4) in number.
- In addition to the shareholder(s) name(s), any account designation which includes reference to Trust, Trustee, Pension, Fund, Scheme, Society, Incorporated Bank, Charity, Club, Association, Nominee or Will will be rejected (e.g., “Trustee of John Smith Trust” is not acceptable).

- Only the address of the first holder needs to be stated. It must be complete and conform to current postal instructions.

If a registration is unacceptable for any reason, the shareholder will be responsible for giving amended registration details upon request. The shareholder is responsible for any delays associated with these amendments.

27. If I own Atlantic Richfield Company preference shares (\$3.00 or \$2.80), how do I convert these shares into BP Amoco ADS shares?

Shareholders who wish to convert their preference shares into BP Amoco ADS shares should contact Morgan Guaranty toll-free at 1 (877) 638-5672 for conversion instructions.

28. Whom should I contact if I have additional questions about the exchange of ARCO shares?

You may contact the Exchange Agent, Morgan Guaranty Trust Company of New York, by mail at:

Morgan Guaranty Trust Company of New York
Corporate Reorganization
P.O. Box 842007
Boston, MA 02284-2007

or call toll-free at 1 (877)-272-4321.

Service representatives are available Monday through Friday, 8:30 a.m. to 8:00 p.m. Eastern Standard Time.

