



BP p.l.c

Terms of reference

Terms applicable to all board  
committees

## Authorisations

A committee may, at its absolute discretion:

- Seek any information or assistance from any bp employee to deliver its purpose and responsibilities.
- Obtain independent legal, financial, accounting or other professional advice on any matter, at the company's expense, if it believes it is necessary to do so.
- Request any employee of the group to attend a meeting, as and when required.
- Visit any bp site or place of business, subject to regulatory and safety restrictions.

## Engagement

The committee chair should attend the annual general meeting to answer any shareholder questions on the committee's activities. In addition, the committee chair should routinely engage with shareholders and, as appropriate, be available to respond to shareholders on significant matters relating to the committee's purpose and responsibilities.

The committee chair is responsible for maintaining a dialogue with key stakeholders involved in bp's governance, including the board chair, other independent non-executive directors, the chief executive officer, the chief financial officer, the company secretary and, where applicable, the external audit lead partner and/or internal audit.

## Membership

All committee memberships will be reviewed at least every three years, led by the board chair and in consultation with the people and governance committee. Appointments are for periods of up to three years and may be extended for up to two additional three-year periods, provided members continue to be independent (or in the case of the chair of the board was independent on appointment).

## Company secretary

The company secretary, or their nominee, acts as the secretary of the committee, delivering information and papers in a timely manner to enable the committee to conduct a full and proper consideration of the issues and preparing minutes of the meeting.

## Notice of meetings

Meetings are called by the secretary of the committee at the request of the relevant committee chair or any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, will be made available to each member of the relevant committee and any other person required to attend, no later than five working days before the date of the meeting.

Supporting papers will be sent to committee members and to other attendees, as appropriate, at the same time.

Meeting agendas are prepared by the committee secretary in collaboration with the relevant committee chair and contributors, as applicable.

## Other matters

Each committee will:

- Have access to sufficient resources in order to carry out its duties, including access to the company secretary's office for advice and assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code and published guidance, the requirements of the UK Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.
- Oversee any investigation of activities that fall within its terms of reference, or otherwise as requested by the board.
- Work and liaise with all other board committees.
- Conduct a periodic evaluation of the committee's performance.
- Review terms of reference, at least annually, to confirm they enable it to function effectively and recommend any changes it considers necessary to the board for approval.