

Investor code:

Event code:



Proxy Form for BP p.l.c. Annual general meeting

I appoint as my proxy the chairman of the annual general meeting to attend and vote for me at the annual general meeting on Thursday, 10 April 2014 at 11.30 am and at any adjournment of the meeting.

or I appoint
as my proxy

DO NOT SIGN HERE

Write the name of your proxy here if you are not appointing the chairman. Your proxy may be anyone of your own choice and does not have to be a shareholder.

If you would like to appoint more than one proxy please contact the BP Registrar, Capita; contact details are overleaf.

To instruct your proxy how to vote on the resolutions, mark the relevant boxes with an X as shown. 

Please note a 'vote withheld' is not a vote under English law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a Resolution.

The board considers that resolutions 1-24 are in the best interests of the company and its shareholders as a whole and recommends that you vote in favour of these resolutions.

The Resolutions

	FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD
1 To receive the directors' annual report and accounts.	☐	☐	☐	16 To re-elect Mr A B Shilston as a director.	☐	☐	☐
2 To receive and approve the directors' remuneration report.	☐	☐	☐	17 To re-elect Mr C-H Svanberg as a director.	☐	☐	☐
3 To receive and approve the directors' remuneration policy.	☐	☐	☐	18 To reappoint Ernst & Young LLP as auditors to authorize the directors to fix their remuneration.	☐	☐	☐
4 To re-elect Mr R W Dudley as a director.	☐	☐	☐	19 To approve the renewal of the Executive Directors' Incentive Plan.	☐	☐	☐
5 To re-elect Mr I C Conn as a director.	☐	☐	☐	20 To determine the limit for the aggregate remuneration of the non-executive directors.	☐	☐	☐
6 To re-elect Dr B Gilvary as a director.	☐	☐	☐	21 To give limited authority to allot shares up to a specified amount.	☐	☐	☐
7 To re-elect Mr P M Anderson as a director.	☐	☐	☐	22 Special resolution: to give authority to allot a limited number of shares for cash free of pre-emption rights.	☐	☐	☐
8 To re-elect Admiral F L Bowman as a director.	☐	☐	☐	23 Special resolution: to give limited authority for the purchase of its own shares by the company.	☐	☐	☐
9 To re-elect Mr A Burgmans as a director.	☐	☐	☐	24 Special resolution: to authorize the calling of general meetings (excluding annual general meetings) by notice of at least 14 clear days.	☐	☐	☐
10 To re-elect Mrs C B Carroll as a director.	☐	☐	☐				
11 To re-elect Mr G David as a director.	☐	☐	☐				
12 To re-elect Mr I E L Davis as a director.	☐	☐	☐				
13 To re-elect Professor Dame Ann Dowling as a director.	☐	☐	☐				
14 To re-elect Mr B R Nelson as a director.	☐	☐	☐				
15 To re-elect Mr F P Nhleko as a director.	☐	☐	☐				

Fold Here



SIGN HERE

Signature of shareholder, attorney or an authorized officer of a corporate shareholder or its common seal.

	/ /	
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Date

Daytime telephone number.

This will only be used if your instructions are not clear.



BP p.l.c. Annual general meeting

10 April 2014



Dear Shareholder,

I am pleased to invite you to BP's 105th annual general meeting. The meeting will be held at ExCeL, London on Thursday, 10 April 2014. The meeting will start at 11.30 am.

The resolutions and notes explaining them are set out in the *BP Notice of Meeting 2014*. Please read this document carefully before voting. You can download a copy of the notice and all corporate reports at bp.com/agm.

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. The board recommends that you support each of the resolutions.

You can vote online at bp.com/evoting. You will need your investor code printed at the top of the form overleaf.

On behalf of the board, I look forward to welcoming you to BP's annual general meeting 2014.

Carl-Henric Svanberg

Chairman

26 February 2014

< The proxy form can be found overleaf

Instructions for completing the proxy form >

BP p.l.c. Annual General Meeting 2014

Admission Card

10 April 2014

If you are attending in person, please bring this card with you.

BP's 105th annual general meeting will be held at ExCeL, London on Thursday, 10 April 2014 and will start at 11.30 am.

For those appointing a proxy: please notify the BP Registrar, Capita. You can do this using the attached proxy form or online at bp.com/evoting or, where appropriate, through CREST so as to reach Capita by 5.30 pm on Tuesday, 8 April 2014. If your proxy is not the chairman, complete the proxy card and return it to the BP Registrar, Capita, and then complete this admission card and give it to your proxy to bring to the meeting.

I have appointed to attend/vote on my behalf. Please admit him/her to the meeting.

For those appointing a corporate representative: please notify the BP Registrar (as above). Please complete this card and ask the appointed corporate representative to bring it to the meeting together with the letter of representation appointing them as a corporate representative.

Please admit as our corporate representative.

Proxies and corporate representatives must bring photographic proof of identity.

Go Digital

Manage your shares online at the BP Share Centre

Register Online

The BP Share Centre allows you to easily and securely manage your shares. Use your BP investor code (IVC) and register at www.mybpshares.com.

Once registered, you can:

- provide your email address to receive email communications instead of paper copies;
- provide your bank details to receive cash dividends directly into your bank account instead of cheques; or
- choose to receive your dividends by way of additional shares instead of cash under the BP Scrip Dividend Programme (terms and conditions can be found at bp.com/scrip).

At the BP Share Centre, you can also:

- look at your share balance and dividend payment history;
- update your account with changes to your details (eg. email and postal addresses, bank accounts); and
- vote your shares for the AGM.

Further information

For more information on managing your shares, dividends, communication and frequently asked questions, please visit bp.com/shareholders or www.mybpshares.com/FAQs.



Getting to the AGM

ExCeL London, One Western Gateway,
Royal Victoria Dock, London E16 1XL

Date

Thursday, 10 April 2014

Time

Registration desks open at 10 am

Meeting starts at 11.30 am

Refreshments

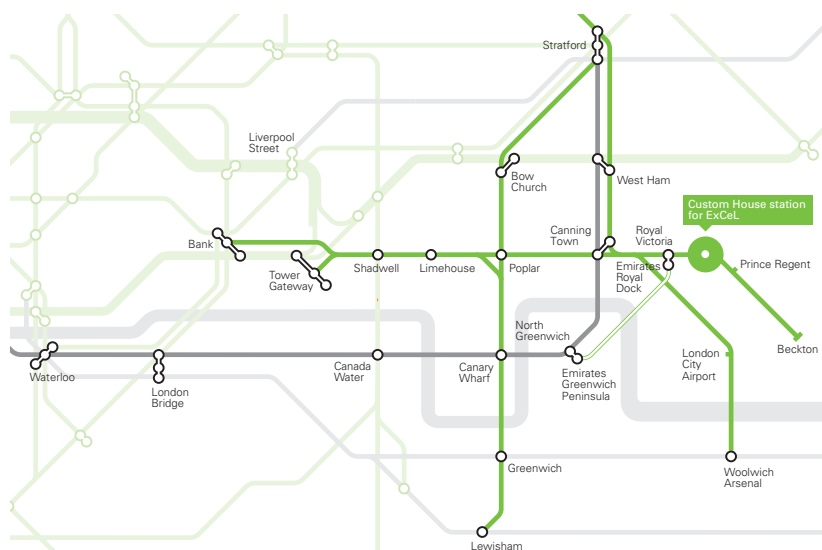
Tea and coffee will be available from 10.15 am

Lunch will be available from 1.30 pm

Security

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. Please do not bring suitcases, large bags or rucksacks. If you do so we may ask you to leave the item in the cloakroom.

Cameras and recording equipment are not permitted. Anyone attempting to take photos, film, record or publicise the proceedings by electronic means may be asked to leave. Please switch off any mobile phones or other electronic communication equipment before the meeting begins.



— Jubilee Line — Docklands Light Railway (DLR)
— Tube — Emirates Air Line
— National Rail

 see the **BP Notice of Meeting 2014** for full information at bp.com/notice

How to appoint a proxy

 Visit bp.com/evoting

Alternatively you can complete the form overleaf and return it in the enclosed reply paid envelope.

- 1 To instruct the chairman to vote your shares according to your wishes sign the form and mark X in the relevant voting boxes.
- 2 To instruct the chairman to vote your shares at his discretion sign the form and leave the voting boxes blank.
- 3 To instruct someone else to vote for you according to your wishes write his/her name in the box provided, sign the form and mark X in the relevant voting boxes.
- 4 To instruct someone else to vote for you at his/her discretion write his/her name in the box provided, sign the form and leave the voting boxes blank.

What next?

Check again that you have signed your proxy form and return it to the BP Registrar, Capita Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in the enclosed prepaid envelope. If the form has been signed on your behalf by your attorney, they should return it as stated above, along with a certified copy of the relevant power of attorney appointing them.

By what date

- To vote at the AGM, your name must appear on the register of members by 5.30 pm on Tuesday, 8 April 2014.
- To appoint your proxy, the BP Registrar must receive your proxy appointment by 5.30 pm on Tuesday, 8 April 2014.

Remember

- If you do not indicate how your proxy is to vote on any particular matter, he/she will decide whether, and if so how, to vote on it.
- Your proxy must attend the AGM to vote, so if you are not appointing the chairman, please give your admission card to your proxy and tell him/her what to do.
- All votes cast as a 'vote withheld' will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

Problems

If you need assistance, please call the BP Registrar, Capita, on freephone 0800 701 107 inside the UK or +44 203 170 3678 from outside the UK.

This form does not contain sufficient information to allow for a full understanding of the proposals contained in the *BP Notice of Meeting 2014* (the Notice) and should not be regarded as a substitute for reading the Notice.

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 inform your bank, stockbroker or other agent through whom the sale or transfer was effected so that the purchaser or transferee can obtain a proxy card from the BP Registrars, Capita.