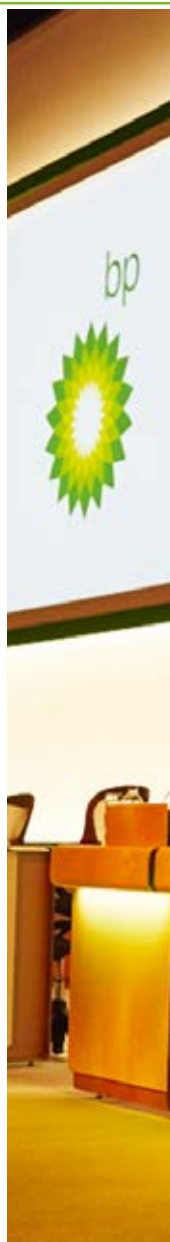


Notice of BP Annual General Meeting 2016



bp.com/agm

How to vote

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at bp.com/evoting or by returning a paper voting card if you received one.



See notes on pages 14-15.

How to attend

ExCeL is accessible on public transport via the Docklands Light Railway. **This year the AGM will be held on the south side of ExCeL, please use Entrance S6.**

Please bring your admission card and check the notes on page 16 to see what documentation will be required.

If you are bringing a guest you must let us know in advance.



See notes and map on pages 16-17.

How to order paper copies

You can order a paper copy of this notice or any other company report at bp.com/papercopies. Copies will also be available at the AGM.



See contact details on page 21.

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This is an important document and requires your immediate attention.

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

The registered office of BP p.l.c. is 1 St James's Square, London SW1Y 4PD, UK. Tel: +44 (0)20 7496 4000.
Registered in England and Wales No. 102498

Chairman's letter



Your votes do matter.
The board recommends
that you support each
of the resolutions.



Carl-Henric Svanberg



Dear shareholder

I look forward to welcoming you at BP's 107th Annual General Meeting (AGM), at ExCeL London on Thursday 14 April 2016. The meeting will start at 11.30am. As in previous years, we will be discussing BP's strategy and our performance in 2015. For a detailed review of the year, please see the *BP Annual Report and Form 20-F 2015* at bp.com/annualreport.

The business of the meeting comprises resolutions that we regularly bring to shareholders. We have appointed two new directors during the year, and they are standing for formal election. We look forward to introducing them to the meeting.

The remuneration report is once again presented showing implementation of the remuneration policy approved by shareholders in 2014. The policy has a duration of three years and we will be bringing a new policy to the next AGM in 2017.

The board is recommending shareholders support all 21 resolutions before the meeting.

The number of shareholders who hold their shares through brokers and nominees continues to grow. As those shareholders' names do not appear on our register, additional documentation is required for them to attend the AGM. Details can be found in the notes and also at bp.com/corprep.

BP regularly reviews ways to improve communication with shareholders and make it more efficient. For some years now we have been using web communication for the majority of shareholders to invite them to view corporate materials online.

From 2017 we will no longer send paper proxy cards to shareholders unless specifically requested to do so. We will be contacting all shareholders soon to offer the opportunity to opt in for paper proxy cards in the future.

Online voting is quicker and more secure than paper votes, and saves BP time and resources in processing the vote. If you have not already done so, I ask you to visit the BP Share Centre at mybpshares.com and provide an email address for future communications.

Your votes do matter. Information about how to vote and attend the meeting is given on pages 14-19 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to seeing you at ExCeL.

Carl-Henric Svanberg
Chairman
4 March 2016

Notice of meeting

Notice of meeting and resolutions to be proposed

Notice is hereby given that the 107th 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 14 April 2016, commencing at 11.30am, for the transaction of the following business.

The board considers that resolutions 1 to 21 are in the best interests of the company and its shareholders as a whole and recommends that you vote in favour of these resolutions.

Resolution 1 Report and accounts

To receive the annual report and accounts for the year ended 31 December 2015

See notes on page 4.

Resolution 2 Directors' remuneration report

To receive and approve the directors' remuneration report contained within the annual report and accounts for the year ended 31 December 2015.

See notes on page 4.

Resolution 3 To re-elect Mr R W Dudley as a director.

See biography on page 5.

Resolution 4 To re-elect Dr B Gilvary as a director.

See biography on page 5.

Resolution 5 To re-elect Mr P M Anderson as a director.

See biography on page 6.

Resolution 6 To re-elect Mr A Boeckmann as a director.

See biography on page 6.

Resolution 7 To re-elect Admiral F L Bowman as a director.

See biography on page 7.

Resolution 8 To re-elect Mrs C B Carroll as a director.

See biography on page 7.

Resolution 9 To re-elect Mr I E L Davis as a director.

See biography on page 8.

Resolution 10 To re-elect Professor Dame Ann Dowling as a director.

See biography on page 8.

Resolution 11 To re-elect Mr B R Nelson as a director.

See biography on page 9.

Resolution 12 To elect Mrs P R Reynolds as a director.

See biography on page 9.

Resolution 13 To elect Sir John Savers as a director.

See biography on page 10.

Resolution 14 To re-elect Mr A B Shilston as a director.

See biography on page 10.

Resolution 15 To re-elect Mr C-H Svanberg as a director.

See biography on page 11.

Resolution 16

Reappointment of auditors

To reappoint Ernst & Young LLP as auditors from the conclusion of the 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 12.

Resolution 17

Political donations and political expenditure

To authorize, for the purposes of Part 14 of the Companies Act 2006, the company and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the company:

- a. to make political donations, to political parties or independent electoral candidates, not exceeding £100,000 in total;
- b. to make political donations to political organizations other than political parties, not exceeding £100,000 in total; and
- c. to incur political expenditure, not exceeding £100,000 in total, in each case as such terms are defined in Part 14 of the Companies Act 2006.

This authority shall continue for the period ending on the date of the annual general meeting to be held in 2017.

See notes on page 12.

Resolution 18

Directors' authority to allot shares (Section 551)

To renew, for the period ending on the date of the annual general meeting in 2017 or 14 July 2017, 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 551 amount of \$3,081 million.

See notes on pages 12-13.

Resolution 19

Special resolution: directors' authority to allot shares (Section 561)

To renew, for the period ending on the date of the annual general meeting in 2017 or 14 July 2017, 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; and
- b. otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 561 amount of \$462 million.

See notes on pages 12-13.

Resolution 20

Special resolution: share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares with a nominal value of \$0.25 each in the company, provided that:

- a. the company does not purchase under this authority more than 1.8 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 the higher of (i) 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the market purchases made under this authority will be carried out.

In 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 2017 or 14 July 2017, 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 13.

Resolution 21

Special resolution: notice of general meetings

To authorize the calling of general meetings of the company (not being an annual general meeting) by notice of at least 14 clear days.

See notes on page 13.

Note: Resolutions 1 to 18 inclusive will be proposed as ordinary resolutions. For each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 19 to 21 inclusive will be proposed as special resolutions. For each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

By order of the board.

David J Jackson
Company secretary
4 March 2016

Notes to resolutions

Notes to resolution 1

Reports and accounts

The board of directors will present its reports and the accounts for the year ended 31 December 2015, as contained in the *BP Annual Report and Form 20-F 2015* (bp.com/annualreport).

Notes to resolution 2

Directors' remuneration report

At the 2014 AGM shareholders approved the board's remuneration policy. The remuneration policy is not required to be approved at this year's AGM. It will be put to shareholders again no later than the company's AGM in 2017. Shareholders are invited to approve the directors' remuneration report on the implementation of the policy. This may be found in the *BP Annual Report and Form 20-F 2015* (bp.com/annualreport).

The report gives details of the directors' remuneration for the year ended 31 December 2015. It includes a description of the remuneration committee's composition, remit and activities, the components of the executive directors' remuneration, and the non-executive directors' fees. The vote on the directors' remuneration report is advisory.

The company's auditors, Ernst & Young, have audited those parts of the directors' remuneration report that are required to be audited and their report may be found in the *BP Annual Report and Form 20-F 2015* (bp.com/annualreport).

Notes to resolutions 3-15

Election and re-election of directors

All directors of the company are required by the Articles of Association to retire and offer themselves for re-election at each annual general meeting (AGM).

In accordance with this requirement Mr P M Anderson, Mr A Boeckmann, Admiral F L Bowman, Mrs C B Carroll, Mr I E L Davis, Professor Dame Ann Dowling, Mr R W Dudley, Dr B Gilvary, Mr B R Nelson, Mr A B Shilston and Mr C-H Svanberg retire and offer themselves for re-election as directors.

Mrs P R Reynolds and Sir John Sawers offer themselves for election as directors, having been appointed by the board since the last AGM.

Antony Burgmans will step down from the board at the conclusion of the 2016 AGM after 12 years of service as a non-executive director.

Phuthuma Nhleko will step down from the board at the conclusion of the 2016 AGM after 5 years of service due to his external business commitments.

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

The nomination committee keeps the mix of knowledge, skills and experience of the board under regular review (in consultation with the chairman's committee) and seeks to ensure an orderly succession of directors. It also monitors the outside directorships and broader commitments of the non-executive directors (including time commitments).

The nomination committee's recommendations for the election or re-election of directors are set out in the notes on each director, as are descriptions of the directors' skills and the committees upon which they serve. The ages of the directors shown in the notes are correct as of 4 March 2016.

The chairman's committee led by Andrew Shilston, the senior independent director, evaluated the chairman's performance during the year. In respect of each of the other non-executive directors, the board has fully considered whether each director is free from any relationship that could materially interfere with the exercise of his or her independent judgement. The board has determined that each of these non-executive directors is considered to be independent.

All directors are recommended by the board for election.

Resolution 3 Mr R W Dudley



Group chief executive

Tenure

Appointed to the board 6 April 2009

Outside interests

Non-executive director of Rosneft

Member of Tsinghua Management University Advisory Board, Beijing, China

Member of BritishAmerican Business International Advisory Board

Member of UAE/UK CEO Forum

Member of the Emirates Foundation Board of Trustees

Member of the World Economic Forum (WEF) International Business Council

Chair of the WEF Oil and Gas Climate Initiative

Member of the Russian Geographical Society Board of Trustees

Fellow of the Royal Academy of Engineering

Age 60 Nationality American

Career

Bob Dudley became group chief executive on 1 October 2010.

Bob joined Amoco Corporation in 1979, working in a variety of engineering and commercial posts. Between 1994 and 1997, he worked on corporate development in Russia. In 1997, he became general manager for strategy for Amoco and in 1999, following the merger between BP and Amoco, was appointed to a similar role in BP.

Between 1999 and 2000, he was executive assistant to the group chief executive, subsequently becoming group vice president for BP's renewables and alternative energy activities. In 2002, he became group vice president responsible for BP's upstream businesses in Russia, the Caspian region, Angola, Algeria and Egypt.

From 2003 to 2008, he was president and chief executive officer of TNK-BP. On his return to BP in 2009 he was appointed to the BP board and oversaw the group's activities in the Americas and Asia. Between 23 June and 30 September 2010, he served as the president and chief executive officer of BP's Gulf Coast Restoration Organization in the US. He was appointed a director of Rosneft in March 2013 following BP's acquisition of a stake in Rosneft.

Reasons for re-election to the board

Bob Dudley has spent his whole career in the oil and gas industry. He has held senior management roles in Amoco and BP and as the chief executive officer of TNK-BP from 2003 to 2008.

Over the five years that he has been group chief executive, Bob has transformed BP into a safer, stronger and simpler business. By focusing the group's approach on value not volume and operating through a set of consistent values, Bob has guided BP's recovery to a position of greater resilience, to enable it to continue delivering results in an uncertain economic environment.

Bob Dudley's performance has been considered and evaluated by the chairman's committee.

Resolution 4 Dr B Gilvary



Chief financial officer

Tenure

Appointed to the board 1 January 2012

Outside interests

Visiting professor at Manchester University

External advisor to director general (spending and finance),

HM Treasury Financial Management Review Board

Nominated for appointment by the AGM as a non-executive director of L'Air Liquide S.A. from May 2016

Member of the 100 Group Committee

GB Age Group triathlete

Age 54 Nationality British

Career

Dr Brian Gilvary was appointed chief financial officer on 1 January 2012.

He joined BP in 1986 after obtaining a PhD in mathematics from the University of Manchester. Following a variety of roles in the Upstream, Downstream and trading in Europe and the US, he became Downstream's chief financial officer and commercial director from 2002 to 2005. From 2005 to 2009 he was chief executive of the integrated supply and trading function, BP's commodity trading arm. In 2010 he was appointed deputy group chief financial officer with responsibility for the finance function.

He was a director of TNK-BP over two periods, from 2003 to 2005 and from 2010 until the sale of the business and acquisition of Rosneft equity in 2013.

Brian will also take on accountability for integrated supply and trading and shipping during 2016.

Reasons for re-election to the board

Dr Brian Gilvary has spent his entire career with BP. He has a strong knowledge of finance and trading, a deep understanding of BP's assets and businesses and has very broad experience of the business as a whole.

Brian has been instrumental in transforming BP's capital structure and operational costs during its recovery and as it adjusts to a low oil price environment, while ensuring the group is capable of meeting new opportunities going forward.

Brian Gilvary's performance has been evaluated by the group chief executive and considered by the chairman's committee.

Resolution 5 Mr P M Anderson



Independent non-executive director

Tenure

Appointed 1 February 2010

Board and committee activities

Chair of the safety, ethics and environment assurance committee (SEEAC); member of the geopolitical, Gulf of Mexico, nomination and chairman's committees

Outside interests

No external appointments

Age 70 Nationality American

Career

Paul Anderson was formerly chief executive at BHP Billiton and Duke Energy, where he also served as chairman of the board. Having previously been chief executive officer and managing director of BHP Limited and then BHP Billiton Limited and BHP Billiton Plc, he rejoined these latter two boards in 2006 as a non-executive director, retiring in January 2010. Previously he served as a non-executive director of BAE Systems PLC and on a number of boards in the US and Australia, and was also chief executive officer of Pan Energy Corp.

Reasons for re-election to the board

Paul Anderson has spent his career in the energy industry working with global organizations, and brings the skills of a experienced chairman and chief executive officer to the board. As chairman of the SEEAC since 2012, he has maintained the board's focus on safety and broader non-financial issues. This year he has worked with Brendan Nelson to integrate the oversight of the SEEAC with that of the audit committee, to provide a cohesive and robust overview of business risks.

His experience of business in the US and its regulatory environment has greatly assisted the work of the Gulf of Mexico committee and is an asset to the geopolitical committee.

Resolution 6 Mr A Boeckmann



Independent non-executive director

Tenure

Appointed 24 July 2014

Board and committee activities

Member of the safety, ethics and environment assurance (SEEA), Gulf of Mexico, remuneration and chairman's committees

Outside interests

Non-executive director of Sempra Energy and Archer Daniels Midland

Age 67 Nationality American

Career

Alan Boeckmann retired as non-executive chairman of Fluor Corporation in February of 2012, ending a 35-year career with the company. Between 2002 and 2011, he held the post of chairman and chief executive officer and was president and chief operating officer from 2001 to 2002. His tenure with the company included responsibility for global operations. As chairman and CEO, he refocused the company on engineering, procurement, construction and maintenance services.

After graduating from the University of Arizona with a degree in electrical engineering, he joined Fluor in 1974 as an engineer and worked in a variety of domestic and international locations, including South Africa and Venezuela.

Alan was previously a non-executive director of BHP Billiton and the Burlington Santa Fe Corporation and has served on the boards of the American Petroleum Institute and the National Petroleum Council. He was also a board member and trustee of the Eisenhower Medical Center in Rancho Mirage, California and the Advisory Board of Southern Methodist University's Cox School of Business.

He led the formation of the World Economic Forum's 'Partnering Against Corruption' Initiative in 2004.

Reasons for election to the board

Alan Boeckmann has been a chairman and chief executive officer in the worldwide engineering and construction industry and in the energy sector. He brings deep experience to the board and in his roles on the SEEAC and Gulf of Mexico committee, not only from his profession as an engineer but also of international project management and procurement.

Alan joined the remuneration committee in 2015.

Resolution 7 Admiral F L Bowman



Independent non-executive director

Tenure

Appointed 8 November 2010

Board and committee activities

Member of the SEEA, geopolitical, Gulf of Mexico and chairman's committees

Outside interests

President of Strategic Decisions, LLC.

Director of Morgan Stanley Mutual Funds and Naval and Nuclear Technologies, LLP

Age 71 Nationality American

Career

Frank L Bowman served for more than 38 years in the US Navy, rising to the rank of Admiral. He commanded the nuclear submarine *USS City of Corpus Christi* and the submarine tender *USS Holland*. After promotion to flag officer, he served on the joint staff as director of political-military affairs and as the chief of naval personnel. He served over eight years as director of the Naval Nuclear Propulsion Program where he was responsible for the operations of more than 100 reactors aboard the US navy's aircraft carriers and submarines. He holds two masters degrees in engineering from the Massachusetts Institute of Technology.

After his retirement as an Admiral in 2004, he was president and chief executive officer of the Nuclear Energy Institute until 2008. He served on the BP Independent Safety Review Panel and was a member of the BP America External Advisory Council. He was appointed Honorary Knight Commander of the British Empire in 2005. He was elected to the US National Academy of Engineering in 2009.

Frank is a member of the CNA military advisory board and has participated in studies of climate change and its impact on national security.

Additionally he was co-chair of a National Academies study investigating the implications of climate change for naval forces.

Reasons for re-election to the board

Frank Bowman brings exceptional experience in safety issues arising from his time with the US Navy and the Nuclear Energy Institute, coupled with direct knowledge of BP safety goals from his work on the BP Independent Safety Review Panel. He also has a broad perspective of systems and of people from the many other roles throughout his career.

He has built on this with on the Gulf of Mexico and SEEA committees since 2010 and his background and experience of US and global political and regulatory systems are valuable assets to the geopolitical committee.

Resolution 8 Mrs C B Carroll



Independent non-executive director

Tenure

Appointed 6 June 2007

Board and committee activities

Member of the SEEA, geopolitical and nomination and chairman's committees

Outside interests

Chair of Vedanta Resources Holding Ltd

Non-executive director of Hitachi Ltd

Age 59 Nationality American

Career

Cynthia began her career as a petroleum geologist with Amoco Production company in Denver, Colorado, after completing a masters degree in geology. In 1989 she joined Alcan (Aluminum Company of Canada) and ran a packaging company, led a global bauxite, alumina and speciality chemicals business and later was president and chief executive officer of the Primary Metal Group, responsible for operations in more than 20 countries. In 2007 she became chief executive of Anglo American plc, the global mining group, operating in 45 countries with 150,000 employees, and was chairman of De Beers s.a. and Anglo Platinum Limited. She stepped down from these roles in April 2013.

Reasons for re-election to the board

Cynthia Carroll has led multiple large complex global businesses in the extractive industries. This has required deep strategic and operational involvement. In leading these businesses a high level of interaction with governments, the media, special interest groups and other stakeholders has been needed.

Cynthia is an experienced former chief executive who has spent all of her career in the extractive industries, having trained as a petroleum geologist. Her leadership experience related to enhancing safety in the mining industry brings a strong contribution to the work of the SEEAC, as does her understanding of business strategy in an industry with a long capital return cycle. Her international experience with governments is an asset to the geopolitical committee.

Resolution 9 Mr I E L Davis



Independent non-executive director

Tenure

Appointed 2 April 2010

Board and committee activities

Chair of the Gulf of Mexico committee; member of the remuneration, nomination and chairman's committees

Outside interests

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

Age 64 Nationality British

Career

Ian Davis is senior partner emeritus of McKinsey & Company. He was a partner at McKinsey for 31 years until 2010 and served as chairman and managing director between 2003 and 2009.

Ian has a MA in Politics, Philosophy and Economics from Balliol College, University of Oxford.

Reasons for re-election to the board

Ian Davis brings the skills of a managing director with significant financial and strategic experience to the board. He has worked with and advised global organizations and companies in a wide variety of sectors including oil and gas and the public sector, enabling him to draw on knowledge of diverse issues and outcomes to assist the board. His role in the Cabinet Office, from which he stepped down in March 2016, gives him a unique perspective on government affairs.

He has chaired the Gulf of Mexico committee since its formation and has led the board's oversight of the response in the Gulf.

Resolution 10 Professor Dame Ann Dowling



Independent non-executive director

Tenure

Appointed 3 February 2012

Board and committee activities

Chair of the remuneration committee; member of the SEEA, nomination and chairman's committees

Outside interests

President of the Royal Academy of Engineering
Deputy vice-chancellor and professor of Mechanical Engineering at the University of Cambridge
Member of the Prime Minister's Council for Science and Technology
Non-executive director of the Department for Business, Innovation & Skills (BIS)

Age 63 Nationality British

Career

Dame Ann Dowling is a deputy vice-chancellor at the University of Cambridge, where she was appointed a professor of mechanical engineering in the department of engineering in 1993. She was head of the department of engineering at the University of Cambridge from 2009 to 2014. Her research is in fluid mechanics, acoustics and combustion, and she has held visiting posts at MIT and at Caltech. She was appointed director of the University Gas Turbine Partnership with Rolls-Royce in 2001, and chairman in 2009. Between 2003 and 2008 she chaired the Rolls-Royce propulsion and power systems advisory board and now chairs BP's technical advisory committee.

She is a fellow of the Royal Society and the Royal Academy of Engineering and a foreign associate of the US National Academy of Engineering and the French Academy of Sciences. She has honorary degrees from nine universities, including the University of Oxford, Imperial College London and the KTH Royal Institute of Technology, Stockholm.

She was elected President of the Royal Academy of Engineering in September 2014. In December 2015 she was appointed to the Order of Merit, which is in the sole gift of the Queen and limited to just 24 members.

Reasons for re-election to the board

Dame Ann Dowling is an internationally respected leader in engineering research and the practical application of new technology in industry. The department of engineering at Cambridge University that she led is one of the leading centres for engineering research worldwide, and her contribution has been widely recognized by universities around the world. She chairs BP's technical advisory committee and makes a significant contribution to the work of the SEEA.

Dame Ann became chair of the remuneration committee in 2015 and has spent time with key shareholders to ensure comprehensive consideration to the work of the committee.

Resolution 11 Mr B R Nelson



Independent non-executive director

Tenure

Appointed 8 November 2010

Board and committee activities

Chair of the audit committee; member of the chairman's and nomination committees

Outside interests

Non-executive director and chairman of the group audit committee of The Royal Bank of Scotland Group plc
Member of the Financial Reporting Review Panel

Age 66 Nationality British

Career

Brendan Nelson is a chartered accountant. He was made a partner of KPMG in 1984. He served as a member of the UK board of KPMG from 2000 to 2006, subsequently being appointed vice chairman until his retirement in 2010. At KPMG International he held a number of senior positions including global chairman, banking and global chairman, financial services.

He served for six years as a member of the Financial Services Practitioner Panel and in 2013 was the president of the Institute of Chartered Accountants of Scotland.

Reasons for re-election to the board

Brendan Nelson's career in audit and finance makes him ideally suited to chair the audit committee and to act as its financial expert. He held a range of senior leadership roles at KPMG giving him broad management and business experience. His specialism in the financial services industry allows him to contribute insight into the challenges faced by global businesses by regulatory frameworks.

Brendan brings related input from his role as the chair of the audit committee of a major bank and as a member of the Financial Reporting Review Panel.

Resolution 12 Mrs P R Reynolds



Independent non-executive director

Tenure

Appointed 14 May 2015

Board and committee activities

Member of the audit and chairman's committees

Outside interests

Non-executive director of BAE Systems Ltd, TransCanada Corporation and Siluria Technologies

Age 59 Nationality American

Career

Paula Rosput Reynolds was the former chairman, president and chief executive officer of Safeco Corporation, a Fortune 500 property and casualty insurance company that was acquired by Liberty Mutual Insurance Group in 2008. She also served as Vice Chair and Chief Restructuring Officer for American International Group (AIG) for a period after the US government became the financial sponsor from 2008 to 2009.

Previously, Paula was an executive in the energy industry. She was chairman, president and chief executive officer of AGL Resources Inc., an operator of natural gas infrastructure in the US. Prior to this, she led a subsidiary of Duke Energy Corporation that was a merchant operator of electricity generation. She commenced her energy career at PG&E Corp.

She currently chairs the board of the Fred Hutchinson Cancer Research Center in Seattle, Washington. In 2014 Paula was awarded the National Association of Corporate Directors (US) Lifetime Achievement Award.

Reasons for election to the board

Paula Rosput Reynolds has had a long career leading global companies in the energy and financial sectors. Her experience with international and US companies gives her insight into strategic and regulatory issues, and her financial background is an asset to the audit committee.

Paula has led several groups through restructuring and mergers so can contribute knowledge and experience to the board considering simplification and value creation.

Resolution 13 Sir John Sawers



Independent non-executive director

Tenure

Appointed 14 May 2015

Board and committee activities

Member of the SEEA, geopolitical and chairman's committees
Becomes chair of the geopolitical committee at the conclusion of the 2016 AGM

Outside interests

Chairman and partner of Macro Advisory Partners LLP
Visiting professor at King's College London
Governor, Ditchley Foundation

Age 60 Nationality British

Career

John Sawers spent 36 years in public service in the UK, working on foreign policy, international security and intelligence.

John was Chief of the Secret Intelligence Service, MI6, from 2009 to 2014, a period of international upheaval and growing security threats as well as closer public scrutiny of the intelligence agencies. Prior to that, the bulk of his career was in diplomacy, representing the British government around the world and leading negotiations at the UN, in the European Union and in the G8. He was the UK ambassador to the United Nations (2007-09), political director and main board member of the Foreign Office (2003-07), special representative in Iraq (2003), ambassador to Egypt (2001-03) and foreign policy advisor to the Prime Minister (1999-2001). Earlier in his career, he was posted to Washington, South Africa, Syria and Yemen.

John is now chairman of Macro Advisory Partners, a firm which advises clients on the intersection of policy, politics and markets.

Reasons for election to the board

Sir John Sawers' deep experience of international political and commercial matters is an asset to the board in navigating the complex issues faced by a modern global company. His management of reform at MI6 also complements BP's focus on value and simplification.

As a former UK government representative, Sir John brings knowledge and skills related to analysing and negotiating on a worldwide basis, which are invaluable to the geopolitical and SEEA committees.

Resolution 14 Mr A B Shilston



Senior independent non-executive director

Tenure

Appointed 1 January 2012

Board and committee activities

Member of the audit, geopolitical, remuneration, nomination and chairman's committees

Outside interests

Chairman of the Morgan Advanced Materials plc
Non-executive director of Circle Holdings plc

Age 60 Nationality British

Career

Andrew Shilston trained as a chartered accountant before joining BP as a management accountant. He subsequently joined Abbott Laboratories before moving to Enterprise Oil plc in 1984 at the time of flotation. In 1989 he became treasurer of Enterprise Oil and was appointed finance director in 1993. After the sale of Enterprise Oil to Shell in 2002, in 2003 he became finance director of Rolls-Royce plc until his retirement in December 2011.

He has served as a non-executive director on the board of Cairn Energy plc where he chaired the audit committee.

Reasons for re-election to the board

Andrew Shilston is a highly knowledgeable director with wide experience from roles both in finance, from several positions as a chief financial officer, and in the oil and gas industry in general. His deep understanding of commercial issues has assisted the board in its work in overseeing the group's strategy and in particular the evaluation of capital projects, while his financial skills are an asset to both the audit and remuneration committees.

As senior independent director he has overseen the evaluation of the chairman and led the external evaluation of the board in 2015.

Resolution 15

Mr C-H Svanberg



Chairman

Tenure

Appointed 1 September 2009

Board and committee activities

Chair of the nomination and chairman's committees; attends the geopolitical, Gulf of Mexico, SEEA and remuneration committees

Outside interests

Chairman of AB Volvo

Age 63 Nationality Swedish

Career

Carl-Henric Svanberg became chairman of the BP board on 1 January 2010.

He spent his early career at Asea Brown Boveri and the Securitas Group, before moving to the Assa Abloy Group as president and chief executive officer.

From 2003 until 31 December 2009, when he left to join BP, he was president and chief executive officer of Ericsson, also serving as the chairman of Sony Ericsson Mobile Communications AB. He was a non-executive director of Ericsson between 2009 and 2012. He was appointed chairman and a member of the board of AB Volvo in April 2012.

He is a member of the External Advisory Board of the Earth Institute at Columbia University and a member of the Advisory Board of Harvard Kennedy School. He is also the recipient of the King of Sweden's medal for his contribution to Swedish industry.

Reasons for re-election to the board

Carl-Henric Svanberg is a highly experienced leader of global corporations. He has served as both chief executive officer and chairman to high profile businesses, giving him a deep understanding of international strategic and commercial issues. His experience allows him to co-ordinate the diverse range of knowledge and skills provided by the board.

Carl-Henric's performance has been evaluated by the chairman's committee, led by Andrew Shilston.

Notes to resolution 16

Reappointment of auditors

Recommendation for reappointment

The appointment of Ernst & Young LLP as auditors of the company terminates at the conclusion of the annual general meeting. They have indicated their willingness to stand for reappointment as auditors of the company until the conclusion of the annual general meeting in 2017.

The directors recommend their reappointment and seek authority to fix their remuneration. The board delegates to the audit committee the authority to determine the auditors' remuneration.

Performance

The effectiveness of the audit process was evaluated by the audit committee through two surveys – one completed by committee members only and the second by those BP personnel affected by the audit. The surveys used a set of criteria to measure the auditors' performance against the quality commitment set out in their annual audit plan. This included the robustness of the audit process, independence and objectivity, quality of delivery, quality of people and service and value added advice. Overall the 2015 evaluation concluded that the external auditor performance was effective and had either improved or remained consistent in key areas with the previous year.

Independence

The committee considers the reappointment of the external auditor each year before making a recommendation to the board and shareholders. It assesses the independence of the external auditor on an ongoing basis and the external auditor is required to rotate the lead audit partner every five years and other senior audit staff every seven years. No partners or senior staff associated with the BP audit may transfer to the group. The current lead partner has been in place since the start of 2013.

Fees

The audit committee reviews the fee structure, resourcing and terms of engagement for the external auditor annually. Fees paid to the external auditor for the year were \$51 million (2014 \$53 million), of which 6% was for non-assurance work (see Financial statements – Note 35). Non-audit or non-audit related assurance fees were \$3 million (2014 \$5 million). The \$2-million reduction in non-audit fees relates primarily to decreases in tax advisory and other assurance services. Non-audit or non-audit related assurance services consisted of tax compliance services, tax advisory services, other assurance services and services relating to corporate finance transactions. The audit committee is satisfied that this level of fee is appropriate in respect of the audit services provided and that an effective audit can be conducted for this fee.

Audit tender

During the year the audit committee reviewed the group's position on its audit services contract and examined a number of options regarding the timing of tendering for BP's external audit, including the mandatory rotation of the group's audit firm, taking into account the UK Corporate Governance Code and the reforms of the audit market by the Competition and Markets Authority (CMA) and the European Union.

The committee intends that the audit contract will be put out to tender in 2016 so that a decision can be taken and communicated to shareholders at BP's AGM in 2017. It is expected that the new audit services contract would be effective from 2018.

Notes to resolution 17

Political donations and political expenditure

Part 14 of the Companies Act 2006 (the Act) contains restrictions on companies making political donations or incurring political expenditure. It is the policy of the company not to make, and indeed the company does not make, donations to political organizations or incur political expenditure in the ordinary sense and has no intention of using the authority for this purpose.

The Act defines those terms in a way that is capable of a very wide interpretation. As a result, it is possible that activities that form part of the normal relationship between the company and bodies concerned with policy review and law reform, or the representation of the business community or sections of it, or the representation of other communities or special interest groups, may be included within the restrictions.

To allow these activities to continue and to avoid the possibility of inadvertently contravening the Act, the company is seeking authority under this resolution to allow the company or any of its subsidiaries to fund donations or incur expenditure up to a limit of £100,000 per annum for each category of donation or expenditure as set out in the resolution. This authority is sought for a period of one year, until the date of the annual general meeting in 2017.

Notes to resolutions 18 and 19

Directors' authority to allot shares

General explanation

These resolutions seek limited authority from shareholders for the company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing shareholders. They enable it to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

The Investment Association share capital management guidelines (the IA guidelines) confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine. The company has taken authority for the full amount in prior years and seeks to do so again this year under resolution 18.

This authority being sought in resolution 19 to allot shares without first offering them to existing shareholders is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the Pre-emption Principles). The Pre-emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or capital investment.

Information about resolutions 18 and 19

In relation to resolution 18, the directors are seeking authority to allot shares of up to a maximum nominal amount of \$3,081 million. This is the 'Section 551 Amount' and is equal to 66.6% (i.e. two thirds) of the company's issued ordinary share capital (excluding treasury shares) as at 18 February 2016, being the latest practicable date prior to the publication of this notice. In accordance with the IA guidelines, one half of that Section 551 Amount (equal to one third of the company's issued ordinary share capital, excluding treasury shares, as at 18 February 2016) will be applied (if at all) to fully pre-emptive rights issues only.

In relation to resolution 19, 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 nominal amount of \$462 million, without having to offer such shares to existing shareholders. This is the 'Section 561 Amount' and is equal to 10% of the company's issued ordinary share capital (excluding treasury shares) as at 18 February 2016. For Listing Rule purposes, where treasury shares have to be included, the Section 561 Amount is equal to 9.19 % of the company's issued ordinary share capital (including treasury shares) as at 18 February 2016.

For information, as at 18 February 2016, the company held 1,623,065,291 treasury shares, which represents 8.78% of the company's issued ordinary share capital (excluding treasury shares).

The authorities conferred pursuant to resolutions 18 and 19 will expire on the date of the annual general meeting in 2017 or 14 July 2017, whichever is the earlier.

Intentions concerning resolutions 18 and 19

In accordance with the Pre-emption Principles, the board confirms in relation to resolution 19 and the Section 561 Amount that:

- a. it intends that any use of the authority in excess of 5% of the company's issued ordinary share capital would be only in connection with an acquisition or specified capital investment; and
- b. it does not intend to issue shares for cash representing more than 7.5% of the company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with shareholders.

For this purpose, an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The directors have no present intention of exercising these authorities.

Notes to resolution 20

Share buyback

General explanation

Share buybacks are a way of returning cash to shareholders. Shareholders are asked at each annual general meeting for authority to carry out share buybacks, in order that the company may do so when the directors believe it is in the best interests of shareholders.

Shares that are purchased by the company must either be cancelled or held in treasury. Once shares are held in treasury, the directors may only dispose of them in accordance with the relevant legislation by:

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

Recent buyback activity

The company did not buy back any shares in 2015.

Information about resolution 20

Authority is sought in resolution 20 to purchase up to 10% of the issued ordinary share capital of the company, continuing the authority granted by the shareholders at previous annual general meetings.

Resolution 20 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought, in accordance with the Act and applicable regulations.

For information, as at 18 February 2016, there were options outstanding over 68,028,152 ordinary shares, representing 0.37% of the company's issued ordinary share capital (excluding treasury shares). If the authority given by resolution 20 were to be fully used, in addition to the authority that currently exists, these would then represent 0.46% of the company's issued ordinary share capital (excluding treasury shares). The company has no warrants in issue in relation to its shares. The authority will expire at the conclusion of the annual general meeting in 2017 or on 14 July 2017, whichever is the earlier.

Intentions concerning resolution 20

The directors will exercise the authority conferred pursuant to resolution 20 only when to do so would be in the best interests of shareholders generally.

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

Notes to resolution 21

Notice of general meetings

Under provisions in the Act, listed companies must call general meetings (other than an annual general meeting) on at least 21 clear days' notice unless the company:

- a. has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an approval resolution at its most recent annual general meeting; and
- b. offers the facility for shareholders to vote by electronic means accessible to all shareholders.

To enable the company to utilize the shorter notice period of 14 days for calling such general meetings, shareholders are being asked to approve this resolution. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If granted, this authority will be effective until the company's next annual general meeting.

Shareholder notes

Voting

Ordinary and preference shareholders

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at **5.30pm (BST) on Tuesday 12 April 2016**. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions by:

- Going to bp.com/evoting.
- Logging on to your account at www.mybpshares.com.
- Via CREST (see note opposite).
- Completing and returning the paper proxy card sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

If you appoint a person other than the chairman of the meeting to be your proxy, you will also need to give the admission card to your proxy to bring to the AGM, along with photographic proof of his/her identity.

Proxies not properly notified to the BP Registrar may be denied access to the meeting.

If you own shares jointly, any one shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the shareholder register will be followed.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the BP Registrar, Capita Asset Services, by **5.30pm (BST) on Tuesday 12 April 2016**.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

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

You can submit a new instruction online at any time before the date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper form or online at bp.com/evoting or via CREST.

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

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (euroclear.com/crest). 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 Capita Asset Services (ID RA10) by **5.30pm (BST) on Tuesday 12 April 2016**. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney has been deposited with the BP Registrar by **5.30pm (BST) on Tuesday 12 April 2016**.

ADS holders

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at **5.00pm Eastern Time (ET) on 19 February 2016**. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the meeting but want to vote – what can I do?

If you cannot attend you can instruct the depository, JPMorgan Chase, or any other person to vote on your behalf.

You can instruct the depository by going to proxydocs.com/bp, by telephone, or by completing and returning the paper ADS voting instruction card sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

If you wish to appoint someone as your proxy to attend and vote at the meeting, rather than giving voting instructions to the depository, please contact the depository immediately on +1 877 638 5672 to obtain the appropriate form. You will need to complete the form with the name of your proxy, sign and return it to the depository to be received before **12 noon ET on 12 April 2016**. Further instructions will be included with the form. You will also need to give the ADS voting instruction card to your proxy to bring to the AGM, along with proof of his/her identity. Proxies not notified to the depository may be denied access to the meeting.

By when do I have to submit my vote?

Paper voting instructions, including any amendments, must be received by the depository by **12 noon ET on 12 April 2016**.

Online and telephone instructions must be received by the depository by **11.59pm ET on 11 April 2016**.

If you miss these deadlines and wish to submit a new vote or amend an existing vote, you can do so by attending the meeting in person and voting.

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

You can submit a new instruction online at any time prior to the deadline for receipt of voting instructions. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold my shares in a street name – can I still vote?

You should contact your bank, broker or nominee for information on how to vote your ADSs.

If you wish to attend the AGM, you will need to bring with you evidence of your share ownership in the form of a currently dated letter from your bank or broker and photographic ID.

On verification of such evidence, you may attend the AGM but may not vote your shares at the AGM.

Employee share plan participants

I hold ordinary shares under a BP employee share plan or in a Vested Share Account (VSA) – how can I vote?

You are entitled to instruct the plan/account trustee(s)/nominee(s) to vote on your behalf at the AGM, for any shares held at **Thursday 7 April 2016**.

You can submit your instruction to the trustee(s)/nominee(s) using Computershare's e-voting website eproxyappointment.com using the voting number advised to you, or by completing and returning a form of direction if you have elected to receive paper documents.

Instructions must be received by Computershare for onward transmission to the trustee(s)/nominee(s) by **5.00pm (BST) on Thursday 7 April 2016**.

I hold ordinary shares under a BP employee share plan or in a VSA – can I attend the meeting?

All ordinary share plan participants and VSA holders are entitled to attend the AGM. If you wish to attend and vote at the meeting you must contact Computershare on (0)370 703 6207 by **5.00pm (BST) on Thursday 7 April 2016**, to be pre-registered and appointed as a proxy for the trustee(s)/nominee(s) who hold your shares on your behalf. If you are not pre-registered and appointed as a proxy you may be denied access to the meeting and will not be able to vote at the meeting. You must bring photographic identification to register at the meeting.

IMPORTANT: Whether or not you attend the meeting, if you have been appointed as a proxy in order to attend and vote at the meeting, any votes cast by you online or via a paper form of direction, will be disregarded.

I hold ADSs under a BP or subsidiary employee savings plan – how can I vote?

You are entitled to instruct the plan/account trustee to vote on your behalf at the AGM, for any shares held at **5.00pm ET on 19 February 2016**.

You may direct the trustee to vote your shares online using the depository's voting website at proxypush.com/bp, by telephone on 1-866-883-3882 or by sending in a completed ADS voting instruction card. The trustee will then instruct the depository to vote your plan shares in accordance with your instructions.

Voting instructions must be received by the depository by **11.59pm ET on 10 April 2016** for electronic instructions and by **12 noon ET on 11 April 2016** for paper voting forms. If your directions are not received by the appointed times for transmission to the plan trustee, the trustee is authorized to vote the ADSs allocable to you under the plan at its sole direction.

I hold ADSs under a BP or subsidiary employee savings plan – can I attend the meeting?

Plan participants at **5.00pm ET on 19 February 2016** are entitled to attend and speak at the AGM but may not vote at the AGM except as validly appointed proxies for registered holders. If you wish to vote, whether you intend to attend the AGM or not, you must direct the trustee of your plan how your ADSs should be voted as described above.

Shareholder notes continued

The meeting

Where and when will the meeting be held?

The meeting will be held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday 14 April 2016.

The meeting will start at 11.30am so please allow plenty of time to travel and to pass through security and registration processes. The doors will open at 10am.

Is the meeting at the same location as last year?

The meeting will be in a different section of ExCeL. You can use the same entrance as last year, but we will be situated on the south side instead of the north side. Look for entrance S6. There will be ushers on the concourse to guide you.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on pages 14 to 15. Any voting instructions you have validly given in advance will be counted at the meeting.

Parts of the meeting may be available to watch online after the meeting.

What documents do I need to bring?

Please bring your admission card, if you have one.

If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a print out.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their admission card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

What security measures should I expect?

You will be asked to pass through our security systems before entering the meeting. As in previous years this will involve security arches and all bags are subject to search. Due to the high volume of people attending the meeting, there may be a short wait.

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.

Anyone attempting to take photos, film or record the proceedings may be asked to leave.

Please switch off any mobile phones or other electronic communication equipment before the meeting begins.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified by them to the registrar by the appropriate deadline (see page 14). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to bring the letter with you to the meeting along with photographic proof of identity. **If you do not have such an appointment letter, or the registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.**

A sample of the type of letter we will accept can be found at bp.com/corprep. Please note that proxies and corporate representatives may not bring guests to the meeting.



May I bring a guest or a child?

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the company.

Registered shareholders wishing to bring a guest must notify us in advance. Ordinary and preference shareholders should contact the BP Registrar. ADS holders should contact the depository. Contact details are shown on page 21.

All guests must bring photographic proof of identity and enter the meeting at the same time as the shareholder.

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

We suggest that it is not appropriate to bring young children. There will be no crèche facilities at the meeting.

May I ask a question at the meeting?

Shareholders, proxies and corporate representatives have a right to ask questions in accordance with Section 319A of the Companies Act 2006. If you wish to ask a question please tell an usher on entry to the auditorium so that you can be seated near a microphone.

Please endeavour to keep your questions short and relevant to the resolution being discussed.

It is planned that members of the board and a number of senior executives will meet shareholders after the meeting.

Is it possible that I will be filmed?

The meeting, including question and answer sessions with shareholders, as well as background shots of those present in the auditorium will be recorded on film. Parts of this footage may be made available on the BP website after the meeting.

We have also arranged for images to be taken throughout the premises for the duration of the event. These images may be used in future publications online or in print. If you attend the AGM in person, you may be included in images or in the recording of the meeting. Please note that the photographs and broadcast footage may be transferred outside the European Economic Area.

Do you have help for shareholders with special needs?

A dedicated hearing loop area will be available. If you are in a wheelchair or in need of help from a companion, please let us know at registration so that we can assist you.

What documents are available for inspection?

The following documents are available for inspection during normal business hours at 1 St James's Square, London SW1Y 4PD and will be at ExCeL London from 10am on 14 April 2016 until the conclusion of the AGM:

- Copies of directors' service contracts or letters of appointment with the company.

How can I vote at the meeting?

Shareholders, registered ADS holders and their proxies or corporate representatives will be given a poll card at registration. After opening the meeting, the chairman will put all the resolutions to the meeting and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close half an hour after the meeting ends.

How are the votes counted?

Voting on all substantive resolutions is by a poll, as required by the company's Articles of Association. In a global company such as ours, we think poll voting is the fairest approach. There will be no voting on the substantive resolutions by a show of hands.

In accordance with UK listing requirements, we have included a 'vote withheld' column on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by shareholders 'for' or 'against' or 'withheld' on each resolution will be published on *bp.com* by Monday 18 April 2016.



How to get to the AGM

The meeting will be held on the south side of ExCeL London at 11.30am on Thursday 14 April 2016.



If you have been sent an admission card please bring it with you. You will be asked to pass through our security systems before entering the meeting and all bags are subject to search.

By public transport

Tube and DLR

Take the Jubilee line tube to Canning Town and change on to the Docklands Light Railway bound for Beckton; alight at Custom House or Prince Regent for direct access to ExCeL London. There are lifts on the station platforms to the covered walkway to ExCeL London.

Mainline

The nearest mainline station is Liverpool Street; from there, travel to Stratford station in east London where you can take the Jubilee line to Canning Town and change on to the Docklands Light Railway.

River boats and Emirates Air Line (cable car)

The Emirates Air Line (cable car) connects ExCeL London and the O2 making it possible to travel by Thames Clipper between central London and the O2 and then by cable car across the Thames to ExCeL London. Thames Clipper departures are available from all major piers, including the O2, Greenwich, Canary Wharf, Tower, London Bridge, Embankment and Waterloo, every 20 minutes during peak hours (from 6am to 1am).

Special needs

Access to ExCeL London is along low-gradient ramps and walkways. All ramps are fitted with handrails and balustrades. Non-slip flooring is used throughout the building. The lifts have braille and tactile buttons at a suitable level to be reached by a wheelchair user. A limited number of car parking spaces suitable for disabled drivers is available; please contact ExCeL London for further information.

By road

When driving to ExCeL London follow signs for Royal Docks, City Airport and ExCeL. There is easy access from the M25, M11, A406 and A13. The postcode for sat nav purposes is E16 1DR. The venue is located outside the congestion charge zone but is included in the low emission zone.

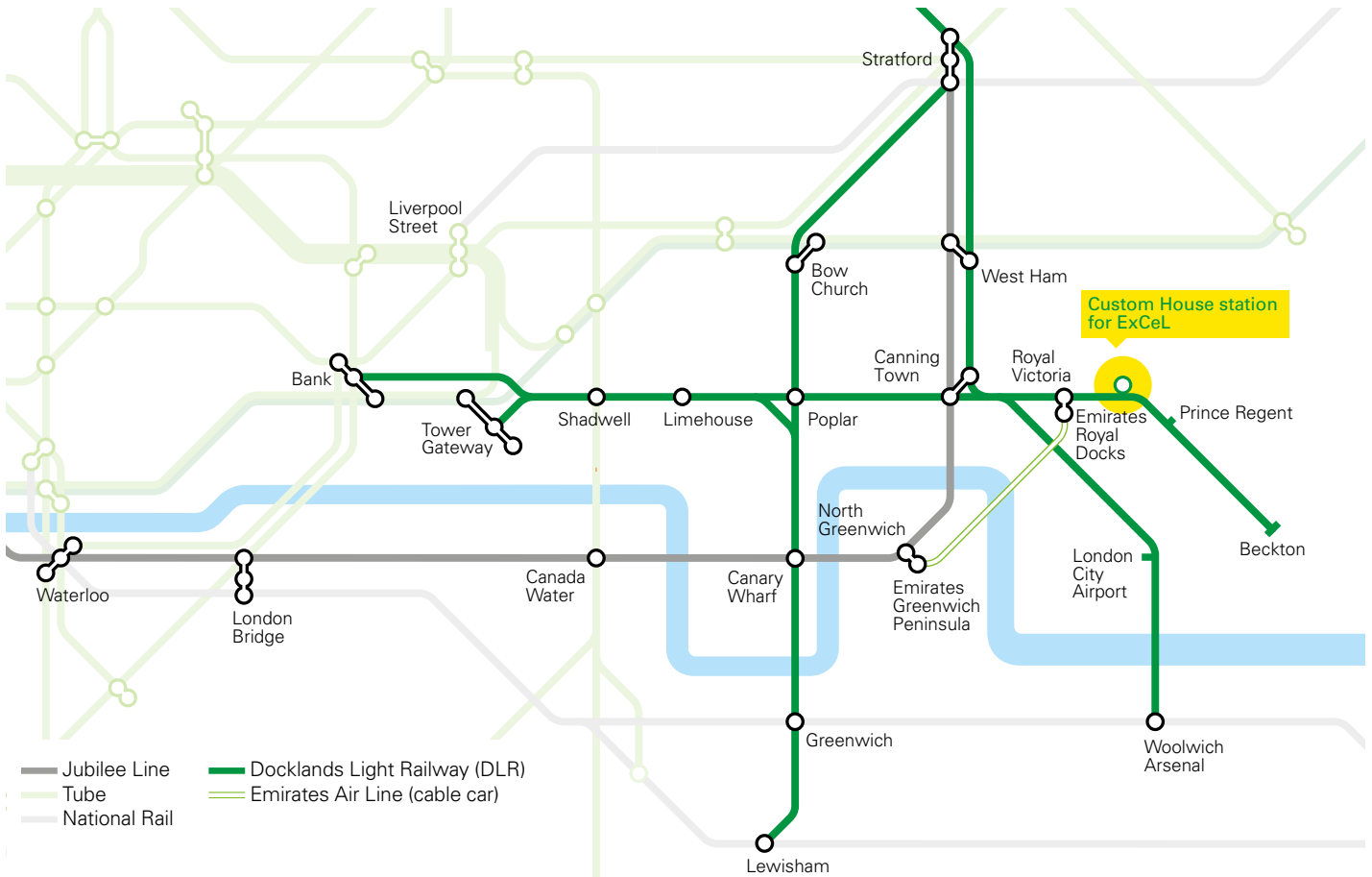
Parking

Underground car parking in the purple and orange car parks is available onsite at ExCeL London and there are signposts and car park attendants to help direct drivers. There is also a multi-storey car park five minutes' walk from the west entrance to ExCeL London. Parking charges apply and all car parks accept coins, notes and credit cards.

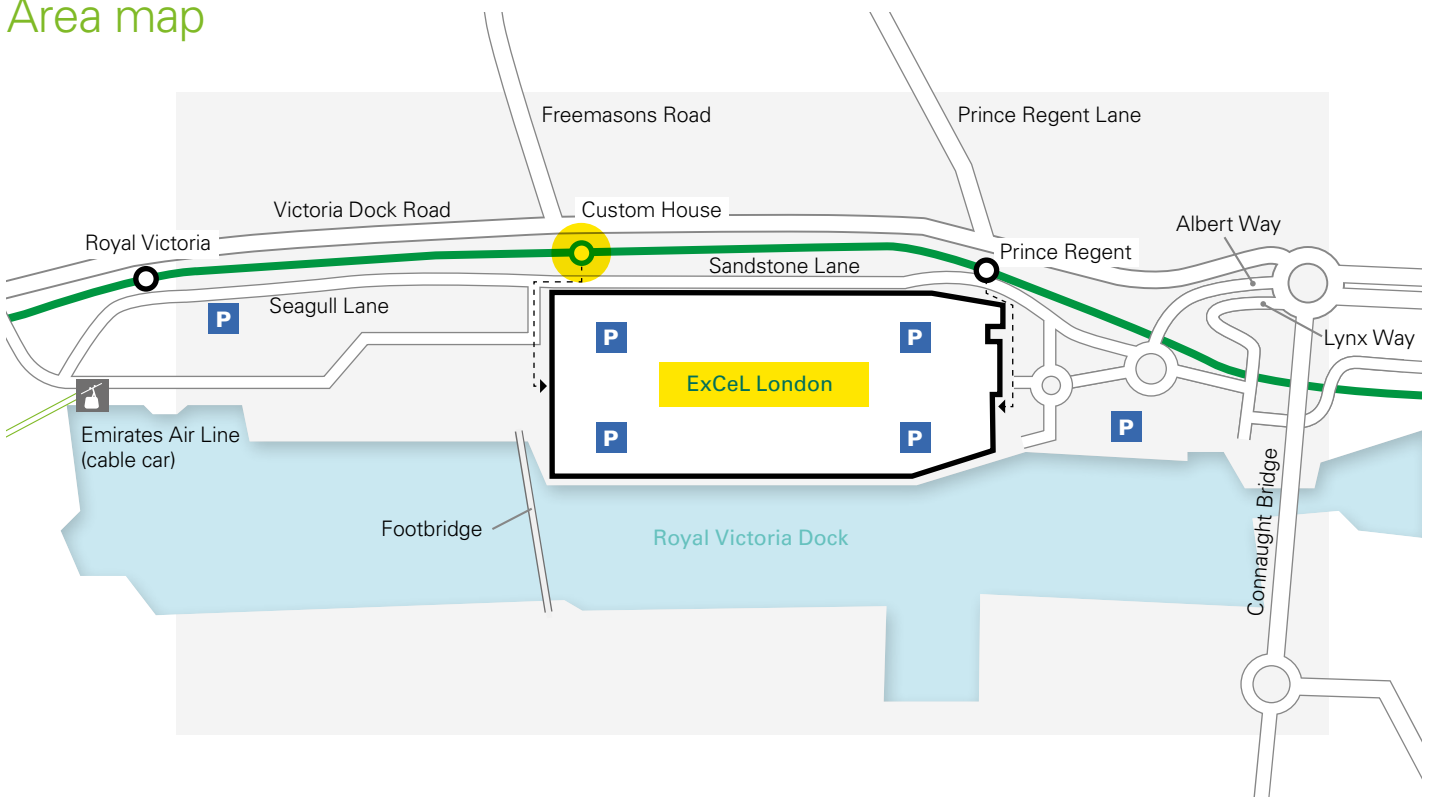
 ExCeL London contact details see page 21.

 For maps, parking tariffs and further information please visit excel-london.co.uk/visiting-excel

Public transport map



Area map



Other information

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

Information rights

Under the Companies Act 2006 (the Act), there are a number of rights that may be available to indirect investors of BP, including the right to be nominated by the registered holder to receive general shareholder communications direct from the company.

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

If you have been so nominated to receive general shareholder communications direct from BP, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration issues) must continue to be directed to your existing contact at your investment manager, custodian or broker. BP cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where BP is exercising one of its powers under the Act and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in Section 527 of the Act can require the company to publish a statement on its website setting out any matter relating to (1) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (2) any circumstances connected with an auditor of the company ceasing to hold office since the last annual general meeting, that the members propose to raise at the meeting. The company cannot require the members requesting the publication to pay its expenses in connection with the publication. The company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Act can require the company: (1) to give, to members of the company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and (2) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met, and provided that the request is received by the company not later than six clear weeks before the meeting or if later, the time at which notice is given of the meeting.

Adoption of FRS 101

With effect from 1 January 2015, as required by the Financial Reporting Council (FRC), the company has changed its accounting framework from previously extant United Kingdom Generally Accepted Accounting Practice (UK GAAP) to FRS 101 Reduced Disclosure Framework (FRS 101) (as issued by the FRC). FRS 101 permits entities that otherwise apply the recognition, measurement and disclosure requirements of International Financial Reporting Standards to adopt a reduced level of disclosure for their individual financial statements. The company is proposing that the disclosure exemptions available under FRS 101 (paragraphs 7A to 9) be adopted for its individual financial statements for financial years ending on or after 31 December 2016.

The framework permitted by FRS 101 reduces disclosures covering a wide range of topics including cash flow statements, financial instruments, fair value measurement, share-based payments and related party transactions. A brief narrative summary of the disclosure exemptions adopted under FRS 101 will be disclosed in the notes to the individual financial statements of the company. The company's individual financial statements will still be prepared to meet the requirements of the UK Companies Act 2006, including giving a true and fair view of the company's assets, liabilities, financial position and profit or loss. The consolidated statements of the BP group will continue to be prepared in accordance with European Union-adopted International Financial Reporting Standards and applicable laws and are unaffected by this new accounting framework.

A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in BP p.l.c. may object to the company using the disclosure exemptions as permitted by FRS 101 by notifying the company secretary in writing at the address of the company given on page 21 by the close of business on 4 April 2016.

Total voting rights and share capital

As at 18 February 2016 (the latest practicable date before the publication of this notice) the issued share capital of BP p.l.c. comprised 18,485,705,682 ordinary shares (excluding treasury shares) par value US\$0.25 per share, each with one vote; and 12,706,252 preference shares par value £1 per share with two votes for every £5 in nominal capital held.

The total number of voting rights in BP p.l.c. is 18,490,788,182.

Updates to this number are released via the Regulatory News Service on the last trading day of each month, and can be viewed online at bp.com/news.

Contact details

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For copies of BP's publications, see back cover.



BP's corporate reporting suite includes information about our financial and operating performance, sustainability performance and also on global energy trends and projections.



Annual Report and Form 20-F 2015

Details of our financial and operating performance in print and online. Published in March.
bp.com/annualreport



Strategic Report 2015

A summary of our financial and operating performance in print and online. Published in March.
bp.com/annualreport



BP Energy Outlook 2016 edition

Projections for world energy markets, considering the global economy, population, policy and technology. Published in February.
bp.com/energyoutlook



Sustainability Report 2015

Details of our sustainability performance with additional information online. Published in March.
bp.com/sustainability



Financial and Operating Information 2011-2015

Five-year financial and operating data in PDF and Excel format. Published in April.
bp.com/financialandoperating



Statistical Review of World Energy 2016

An objective review of key global energy trends. Published in June.
bp.com/statisticalreview

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