Appendix 1B

Application for Admission to the ASX Official List (ASX Debt Listing)

Name of entity

BP Capital Markets p.l.c.

ABN/ARBN

N/A

Date of this form

10 October 2024

We (the entity named above) apply for admission to the +official list of ASX Limited (ASX) as an ASX Debt Listing and for +quotation of the following +securities (or such other number of +securities as we may notify to ASX prior to the commencement of +quotation):

	Number	+*Class (quoted only)*
Estimated maximum number and +class of +securities to be quoted on ASX at the commencement of quotation on ASX	A$400,000,000 5.439 per cent. Notes due 28 August 2034 A$600,000,000 4.751 per cent. Notes due 28 August 2029	Senior unsecured debt securities

By giving this form to ASX, we agree to the matters set out in Appendix 1B of the ASX Listing Rules.

Notes:

1. *If the entity seeking admission is a trust, the application should be in the form "[Name of responsible entity of trust] in its capacity as responsible entity of [Name of trust]".*
2. *An entity seeking admission to the official list as an ASX Debt Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Debt Listing) published on the ASX website.*

Information Form and Checklist

(ASX Debt Listing)

Name of entity

BP Capital Markets p.l.c.

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Debt Listing.

Note: by giving an Appendix 1B *Application for Admission to the ASX Official List (ASX Debt Listing)* to ASX, the entity is taken to have warranted that all of the information and documents it has given, or will give, to ASX in connection with its admission to the official list and the quotation of its securities are, or will be, accurate, complete and not misleading. It also indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty (see Appendix 1B of the ASX Listing Rules).

The information and documents referred to in this Information Form and Checklist (including any annexures to it) are covered by the warranty and indemnity mentioned above.

Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.

If an applicant is admitted to the Official List of ASX, this Information Form and Checklist will be released on the Market Announcements Platform at the time of admission.

Part 1 – Key Information

Instructions: *please complete each applicable item below. If an item is not applicable, please mark it as "N/A".*

Corporate details[1]

Legal name[2]	BP Capital Markets p.l.c.	
Trading name		
Date of incorporation or establishment	14 December 1976	
Place of incorporation or establishment	Country	United Kingdom
	State (Province, County, etc.)	England and Wales
All Australian registration numbers (as appropriate)	ABN	
	ACN	
	ARSN	
	ARBN	
Foreign incorporation reference number,[3] if applicable	1290444	

1 If the entity applying for admission to the official list is a trust, provide details of the trust. Details of the trustee or responsible entity (as applicable) should be separately provided below under the heading 'Trustee/Responsible Entity details'. Otherwise, provide details of the company or other corporate entity that is the issuer of the debt securities.

2 As registered with ASIC, if applicable. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment, if applicable.

3 The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

Legal entity identifier (LEI),[4] if applicable	549300CRVT18MXX0AG93
Address of registered office in place of incorporation or establishment	Chertsey Road, Sunbury on Thames, Middlesex, TW16 7BP, United Kingdom
Main business activity	BP Capital Markets p.l.c. (**BPCM**) acts as a finance company issuing debt securities and commercial paper on behalf of BP p.l.c. and its subsidiaries and affiliates (**BP Group**). The development of the company is largely determined by the financing requirements of BP Group companies both in the UK and abroad.
Country where main business activity is mostly carried on	United Kingdom
Other exchanges on which the entity is listed[5]	London Stock Exchange
Street address of principal administrative office	Chertsey Road, Sunbury on Thames, Middlesex, TW16 7BP, United Kingdom
Postal address of principal administrative office	Chertsey Road, Sunbury on Thames, Middlesex, TW16 7BP, United Kingdom
Telephone number of principal administrative office	+44 (0)1932 762000
Email address for investor enquiries	debrir@bp.com
Website URL	BPCM does not maintain a website. The website of BP p.l.c. is www.bp.com.

Board and senior management details[6]

Full name and title of chairperson of directors	N/A
Full names of all existing directors	Carlos Tomas De La Pena Bethencourt Jayne Angela Hodgson Gary Antony Admans
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of CEO/managing director	Murray Auchincloss

4 The LEI is a standard identifier that provides verified data on legal entities registered on a centralised system, the Global LEI System. Providing a LEI is voluntary. If the entity does not have a LEI leave this field blank. For Issuers who choose to voluntarily provide their LEI (where available), ASX will record and link the LEI of the issuer to each International Securities Identification Number (ISIN) allocated to financial instruments issued by that issuer and quoted on ASX. ASX will also provide the ISIN-LEI mapping to the Association of National Numbering Agencies (ANNA) Service Bureau (ASB) for the purpose of the ISIN-LEI mapping initiative, and this information will then be made publicly available on both the ANNA and Global Legal Entity Identifier Foundation (GLEIF) websites. Once publically available, any person may use the LEI information (including the ISIN-LEI mapping data) for any purpose without restriction.

5 If more than one, indicate which is the entity's home exchange.

6 If the entity applying for admission to the official list is a trust, enter the board and senior management details for the responsible entity or trustee of the trust (as applicable).If items 28 and 29 of Part 2 of this Information Form and Checklist are applicable to the entity, enter the board and senior management details for the trust manager (however described) appointed by the trustee or responsible entity (as applicable) of the trust.

Email address of CEO/managing director	murray.auchincloss@bp.com
Full name and title of CFO	Kate Thomson
Email address of CFO	Kate.Thomson@uk.bp.com
Full name and title of company secretary	Sunbury Secretaries Limited
Email address of company secretary	N/A

Third party company secretarial service provider details (if applicable)[7]

Service provider entity name[8]	Sunbury Secretaries Limited	
All Australian registration numbers (as appropriate)	ABN	
	ACN	
	ARBN	
Foreign incorporation reference number,[9] if applicable	07158629	
Place of incorporation or establishment	Country	United Kingdom
	State (Province, County, etc.)	England and Wales
Address	1 Chamberlain Square Cs, Birmingham, United Kingdom, B3 3AX	

ASX compliance contact details[10]

Full name and title of ASX contact(s)	Gary Admans
Business address of ASX contact(s)	25 North Colonnade, London E14 5HZ, United Kingdom
Business phone number of ASX contact(s)	+44 (0)203 683 0901
Mobile phone number of ASX contact(s)	+44 (0)7768 030310
Email address of ASX contact(s)	gary.admans@ec1.bp.com

7 Please provide these details if the entity seeking admission has engaged an external entity to provide company secretarial services to it.

8 As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment.

9 The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

10 Under Listing Rule 1.8 Condition 9, a listed entity must appoint a person responsible for communication with ASX on Listing Rule matters. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Investor relations contact details

Full name and title of person responsible for investor relations	Lisa Libchard
Business phone number of person responsible for investor relations	+44 (0)203 683 5644
Email address of person responsible for investor relations	lisa.libchard@se1.bp.com

Auditor details[11]

Full name of auditor	Deloitte LLP

Registry details[12]

Name of securities registry	Citigroup Pty Limited
Address of securities registry	Level 23, 2 Park Street, Sydney, NSW, 2000
Phone number of securities registry	+61 2 8225 4305
Fax number of securities registry	
Email address of securities registry	N/A
Type of sub-registers the entity will operate[13]	

Key dates

Annual financial year end date	31 December
Months in which interest is usually paid (or is intended to be paid), if applicable	

Trustee/Responsible Entity details

Name of trustee/responsible entity[14]	N/A	
All Australian registration numbers (as appropriate)	ABN	
	ACN	
	ARBN	

11 In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences.

12 If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

13 For example, CHESS and issuer sponsored sub-registers (see Guidance Note 29 section 3.11).

14 As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment.

Foreign incorporation reference number,[15] if applicable		
Place of incorporation or establishment	Country	
	State (Province, County, etc.)	
Legal entity identifier (LEI), if applicable[16]		
Address		
Full names of the members of the compliance committee of the responsible entity, if applicable		

Trust Manager details

Name of trust manager, if applicable[17]	N/A	
All Australian registration numbers (as appropriate)	ABN	
	ACN	
	ARBN	
Foreign incorporation reference number,[18] if applicable		
Place of incorporation or establishment	Country	
	State (Province, County, etc.)	
Legal entity identifier (LEI), if applicable[19]		
Address		

Entities incorporated or established outside Australia – additional details

Name[20] of the entity's Australian agent for service of process	BP Australia Pty Ltd	
	ABN	53 004 085 616

[15] The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

[16] Refer to footnote 5 above for further details regarding LEIs.

[17] As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment.

[18] The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

[19] Refer to footnote 5 above for further details regarding LEIs.

[20] As registered with ASIC.

All Australian registration numbers of entity's Australian agent for service of process (as appropriate)	ACN	004 085 616
Place of incorporation or establishment of the entity's Australian agent for service of process	Country	Australia
	State (Province, County, etc.)	Victoria
Address of the entity's Australian agent for service of process	Level 17, 717 Bourke Street, Docklands, Victoria, 3008	
If the entity has or intends to have a certificated sub-register for quoted securities, the location of the Australian sub-register		
Address of registered office in Australia (if any)	Level 17, 717 Bourke Street, Docklands, Victoria, 3008	

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: *please indicate in the "Location/Confirmation" column for each item below where the information or document referred to in that item is to be found (e.g. in the case of information, the specific page reference in the relevant document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed"" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".*

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist are provided both in hard copy and in electronic form in one or more folders and/or in any other appropriate electronic form containing consecutively numbered and titled documents (e.g. 'Attachment 1 – Certificate of Incorporation', 'Attachment 2 – ASX Online Agreement', etc.), together with a document index. Where this Checklist indicates that an original document is required, ASX will also accept a certified copy of the relevant document.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

Key supporting documents

Nº	Item	Location/Confirmation
1.	Entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	**Provided with submission**
2.	Executed ASX Online agreement with ASX confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.8 Condition 10)[21]	**Provided with submission**
3.	A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	N/A
4.	Please either enter "Confirmed" in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or attach a statement explaining the circumstances and state the location of that statement	BPCM was admitted to the official list on 16 October 2012 and delisted on 21 November 2019 at the request of BPCM under Listing Rule 17.11 following the maturity of all remaining notes of BPCM

[21] An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

Nº	Item	Location/Confirmation
5.	Payment for the initial listing fee[22]	Confirmed
6.	If required by ASX, a legal opinion from a reputable Australian law firm which is satisfactory to ASX and which confirms that the debt securities to be quoted are "financial products" as defined in the Corporations Act (Listing Rule 1.8 Condition 1 and Guidance Note 29 section 3.3)	N/A

Capital structure

7.	A table showing the existing and proposed debt securities in the capital structure of the entity, broken down as follows: (a) the number and class of each debt security and each convertible debt security currently on issue; and (b) the number and class of each debt security and each convertible debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and (c) the resulting total number of each class of debt security and convertible debt security proposed to be on issue at the date the entity is admitted to the official list. Note: This applies whether the securities are to be quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.	Provided with submission
8.	For each class of securities referred to in the table mentioned in item 7, the terms applicable to those securities Note: This should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).	Provided with submission
9.	Where any class of securities referred to in the table mentioned in item 7 is constituted under, or is the subject of, a trust deed,[23] that trust deed	N/A

Other information

10.	A brief history of the entity	BP Capital Markets p.l.c. (formerly BP Capital Limited, BP Capital p.l.c. and BP Amoco Capital p.l.c.) was incorporated as BP Capital Limited in England on 14 December 1976 as a private limited company under the Companies Act 1948 to 1967 (with registered number 1290444). On 30 June 1986, BP Capital Limited changed its name to BP Capital p.l.c. (as a result of its re-registration as a public limited company), to BP Amoco Capital p.l.c. on 2 March 1999 and to BP Capital Markets p.l.c on 8 May 2001.

[22] See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

[23] For example, a debenture trust deed or a security trust deed under which the trustee holds security for the holders of the debt securities or convertible debt securities in question.

Nº	Item	Location/Confirmation
11.	Details of the entity's existing activities and level of operations	BPCM acts as a finance company issuing debt securities and commercial paper on behalf of the BP Group. The development of the company is largely determined by the financing requirements of BP Group companies both in the UK and abroad. BPCM has no subsidiaries. BPCM's business is raising debt to be on-lent to the parent company and other members of the BP Group on a comparable basis. BPCM is accordingly dependent on the parent company and other members of the BP Group to service its loans.
12.	Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the debt securities to be quoted is included in or provided with this Information Form and Checklist	Confirmed

Entities applying for admission on the basis of their NTA (Listing Rule 1.8 Condition 3(a))

13.	Evidence that the entity[24] will have net tangible assets at the time of admission of at least $10 million	N/A
14.	Entity's accounts, together with any audit report or review,[25] for the last 2 full financial years	N/A

Entities applying for admission on the basis of a guarantor (Listing Rule 1.8 Condition 3(b))

15.	Evidence that the guarantor is a company that at the time of admission will have net tangible assets of at least $10 million	N/A
16.	Guarantor's accounts, together with any audit report or review,[26] for the last 2 full financial years	N/A
17.	An original executed undertaking by the guarantor to provide to ASX for release to the market the documents required to enable the entity to comply with Listing Rule 4.7A.1	N/A

Entities applying for admission on the basis of a credit rating (Listing Rule 1.8 Condition 3(c))

18.	Evidence that the debt securities for which the entity seeks quotation are rated at least "investment grade" by one of: (a) Moody's Investor Services Inc.; (b) Standard & Poors, Inc.; (c) Fitch, Inc.; or (d) any other credit rating agency advised to the market by ASX from time to time, or any of their subsidiaries	Provided with submission

[24] If the entity is applying in its capacity as the trustee of a trust, the trust must have net tangible assets of at least $10 million.

[25] If the accounts have not been audited or reviewed, the entity must tell ASX.

[26] If the accounts have not been audited or reviewed, the guarantor must tell ASX.

Nº Item	Location/Confirmation
19. Evidence that no credit rating agency (whether referred to in item 18 or otherwise) has issued a rating less than "investment grade" in relation to the debt securities for which the entity seeks quotation (Guidance Note 29, section 3.2)	BPCM confirms that, as far as it is aware, no credit rating agency (whether it is one of the nominated credit rating agencies or otherwise) has issued a rating less than "investment grade" in relation to the debt securities to be quoted.

Entities applying for quotation of retail debt securities

20. Prospectus for the offer of the retail securities, as lodged with ASIC (Listing Rule 1.8 Condition 4)	N/A
21. All material contracts referred to in the prospectus (including any underwriting agreement) plus the page reference in the prospectus where they are summarised	N/A

Entities applying for quotation of wholesale debt securities

22. Offer document or information memorandum to be issued to investors	Provided with submission
23. Documents setting out the terms of the securities (including, if there is a deed poll or trust deed for the securities, of the deed poll or trust deed) (Listing Rule 2.1 Condition 5)	Provided with submission
24. Any other transaction documents referred to in the offer document or information memorandum	Provided with submission

Entities applying for quotation of asset-backed securities

25. Evidence either that: (a) there is a security trustee or other independent person representing the interests of the holders of the asset-backed securities (Listing Rule 1.8 Condition 12(a)); or (b) if the issue of asset-backed securities is secured by equity securities, or options, warrants or other rights relating to equity securities, the equity securities: (i) are quoted on a stock exchange or traded on another regulated market; and (ii) do not constitute a majority interest or confer legal or management control of the companies that have issued them (Listing Rule 1.8 Condition 12(b))	N/A

Entities that are trusts

26. Evidence that the trustee or responsible entity of the trust (as applicable) is the issuer of the debt securities (Listing Rule 1.8 Condition 8(a))	N/A
27. Evidence that the trust is a special purpose trust constituted solely for the purpose of issuing the class or classes of debt securities to be quoted on ASX (Listing Rule 1.8 Condition 8(b))	N/A

Nº Item	Location/Confirmation
28. If the Appendix 1B *Application for Admission to the ASX Official List (Debt Listing)* given in connection with this document is given to ASX by or on behalf of a trust manager (however described) appointed by the trustee or responsible entity (as applicable) of the trust, evidence that the trust manager has the necessary authority: (a) to apply, on behalf of the trustee or responsible entity (as applicable), for admission of the trust as an ASX Debt Listing under Listing Rule 1.8 and the quotation of the securities proposed to be quoted; (b) to provide all information and documents it has given, or will give, to ASX in connection with the trust's admission to the official list and the quotation of the securities proposed to be quoted; and (c) to act on behalf of the trustee or responsible entity (as applicable) to comply with the Listing Rules that will apply from time to time in the event that the trust is admitted to the official list as an ASX Debt Listing[27]	N/A
29. If the ASX Online agreement given under item 2 is executed by a trust manager (however described) on behalf of the trustee or responsible entity (as applicable) of the trust, evidence that the trust manager has the necessary authority to execute the ASX Online agreement on behalf of the trustee or responsible entity	N/A
30. If the securities to be quoted on ASX are retail securities, evidence that the entity is a registered managed investment scheme or has an exemption from ASIC from that requirement (Listing Rule 1.8 Condition 8(c))	N/A

Entities incorporated or established outside of Australia

31. A legal opinion from a reputable law firm in the applicant's home jurisdiction which is satisfactory to ASX and which confirms that the applicant is validly existing in that jurisdiction and that the business it carries on complies with its constitution, the laws of that jurisdiction and, if it is listed on an overseas stock exchange, the listing rules (or their equivalent) of that exchange (Listing Rule 1.8 Condition 6 and Guidance Note 29 section 3.10)	Provided with submission
32. If the entity is a foreign company, evidence that the entity is registered as a foreign company carrying on business in Australia (Listing Rule 1.8 Condition 7)	Waiver request provided with submission
33. If the entity is a foreign trust, evidence that the responsible entity of the trust is registered as a foreign company carrying on business in Australia (Listing Rule 1.8 Condition 8(d))	N/A
34. If the securities are retail securities, confirmation that the entity's prospectus includes a clear statement of its place of incorporation or registration and a statement to the effect that: "As [*name of entity*] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [*insert name of governing legislation*] and [*insert name of corporate regulator administering that legislation*]." (Guidance Note 29 section 3.10)	N/A
35. If any class of debt securities which you are seeking to have quoted on ASX will not have CDIs issued over them, please obtain and provide an International Securities Identification Number (ISIN) for that class (ASX is not able to create a new ISIN for non-Australian issuers).	N/A

[27] Provision of the evidence referred to in item 28(c) does not relieve the trustee or responsible entity (as applicable) of its obligation under Listing Rule 19.11B(a) to ensure that the trust complies with the Listing Rules.

Further documents to be provided before admission to the official list

Please note that, in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.