

FINAL TERMS

Prohibition of Sales to EEA Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC, as amended ("**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended or superseded (the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 7 May 2019

BP Capital Markets p.l.c.

Legal entity identifier (LEI): 549300CRVT18MXX0AG93

Issue of €1,100,000,000 0.831 per cent. Guaranteed Notes due 2027

Guaranteed by BP p.l.c.

under the US\$30,000,000,000

Debt Issuance Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Prospectus dated 8 August 2018, and the Supplemental Prospectus dated 30 April 2019, which together constitute a base prospectus for the purposes of Directive 2003/71/EC, as amended or superseded (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Supplemental Prospectus are available for viewing at the market news section of the London Stock Exchange website (www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html).

1 (a) Issuer: BP Capital Markets p.l.c.

	(b) Guarantor:	BP p.l.c.
2	(a) Series Number:	110
	(b) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“€”)
4	Aggregate Nominal Amount:	
	(a) Series:	€1,100,000,000
	(b) Tranche:	€1,100,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	(a) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
	(b) Calculation Amount:	€1,000
7	(a) Issue Date:	8 May 2019
	(b) Interest Commencement Date:	Issue Date
8	Maturity Date:	8 November 2027
9	Interest Basis:	0.831 per cent. Fixed Rate (further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	Date Board approval for issuance of Notes and Guarantee obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	0.831 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	8 November in each year, commencing on 8 November 2019, up to and including the Maturity Date There will be a short first coupon from (and including) the Interest Commencement Date to (but excluding) 8 November 2019 (the “ Short First Coupon ”)
	(c) Fixed Coupon Amount(s):	€9,141,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes represented by a Global Note or Global Certificate) and €8.31 per Calculation Amount (applicable to the Notes in definitive form) (other than in respect of the Short First Coupon, as to which see 14(d) below)

(d) Broken Amount(s):	In respect of the Short First Coupon, €4,609,000 per Aggregate Nominal Amount of the Notes (applicable to the Notes represented by a Global Note or Global Certificate) and €4.19 per Calculation Amount (applicable to the Notes in definitive form), payable on the Interest Payment Date falling on 8 November 2019
(e) Day Count Fraction:	Actual/Actual (ICMA)
(f) Determination Date(s):	8 November in each year
(g) Business Centre:	Not Applicable
(h) Business Day Convention:	Not Applicable
15 Floating Rate Note Provisions	Not Applicable
16 Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17 Issuer Call:	Not Applicable
18 Issuer Maturity Call	Not Applicable
19 Make-Whole Redemption by the Issuer	Not Applicable
20 Investor Put:	Not Applicable
21 Final Redemption Amount:	€1,000 per Calculation Amount
22 Early Redemption Amount payable on redemption for taxation reasons or on event of default:	As per Condition 5(b)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23 Form of Notes:	
(a) Form:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note
(b) New Global Note:	Yes
24 Financial Centre(s):	London
25 US Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
26 Prohibition of Sales to EEA Retail Investors:	Applicable
27 Prohibition of Sales to Belgian Consumers:	Applicable

Signed on behalf of the Issuer:

By: P. Halpa
Duly authorised

Signed on behalf of the Guarantor:

By: P. Halpa
Duly authorised

PART B - OTHER INFORMATION

1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange with effect from 8 May 2019.
- (ii) Estimate of total expenses related to admission to trading: £4,560

2 RATINGS

The Notes to be issued are expected to be rated:

S&P: A-

Moody's: A1

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the Prospectus under the heading "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4 YIELD

Indication of yield: 0.831 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

- (i) ISIN: XS1992931508
- (ii) Common Code: 199293150
- (iii) CMU Instrument Number: Not Applicable
- (iv) CFI: DTFXFB, as updated, as set out on the website of the Association of National Numbering Agencies ("ANNA") or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
- (v) FISN: BP CAPITAL MARK/1EMTN 20271108, as updated, as set out on the website of the Association of National Numbering Agencies ("ANNA") or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
- (vi) Any Clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A., CMU and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment

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|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (viii) Names and addresses of initial Paying Agents(s): | <p>Citibank, N.A., London Branch
 Citigroup Centre
 Canada Square
 London E14 5LB
 United Kingdom</p> <p>Citigroup Global Markets Deutschland AG
 German Agency and Trust Department
 Reuterweg 16
 60323 Frankfurt am Main
 Germany</p> |
| (ix) Names and addresses of additional Paying Agents(s): | Not Applicable |
| (x) Intended to be held in a manner which would allow Eurosystem eligibility: | <p>Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.</p> |