



## **BP CAPITAL MARKETS p.l.c.**

(Incorporated as a public limited company in England and Wales under the Companies Act 1948 with registered number 1290444)

## **BP CAPITAL MARKETS B.V.**

(Incorporated as a limited liability company in the Netherlands with registered number 80003354)

**US\$40,000,000,000**

### **Debt Issuance Programme**

**Unconditionally and irrevocably guaranteed by**

## **BP p.l.c.**

(Incorporated in England under the Companies (Consolidation) Act 1908 registered number 102498)

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This Supplementary Prospectus (the "Supplementary Prospectus", which definition shall also include all information incorporated by reference herein) to the Prospectus dated 8 August 2025, which comprises a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") and the regulations made under the EUWA (as amended or superseded, the "UK Prospectus Regulation"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the U.S.\$40,000,000,000 Debt Issuance Programme (the "Programme") established by BP Capital Markets p.l.c. ("BPCM UK") and BP Capital Markets B.V. ("BPCM Netherlands") (each, an "Issuer" and together, the "Issuers") and unconditionally and irrevocably guaranteed by BP p.l.c. ("BP" or the "Guarantor").

This Supplementary Prospectus has been approved by the United Kingdom Financial Conduct Authority (the "FCA"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuers or the Guarantor.

Unless the context requires otherwise, terms defined in the Prospectus have the same meanings when used in this Supplementary Prospectus. This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and all documents which are incorporated herein or therein by reference.

Each of BP, BPCM UK, BPCM Netherlands accepts responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of BP, BPCM UK and BPCM Netherlands, the information contained in this Supplementary Prospectus is in accordance with the facts and the Supplementary Prospectus makes no omission likely to affect its import.

The purpose of this Supplementary Prospectus is:

- (i) to incorporate by reference in the Prospectus the unaudited third quarter 2025 results announcement of the BP Group published on 4 November 2025 (the "Third Quarter 2025 Results");
- (ii) to update the list of Directors of BPCM UK and BPCM Netherlands; and
- (iii) to update the litigation, the significant change and the material adverse change statements of the Issuers and the BP Group in the Prospectus,

each as further described below.

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## 1. Incorporation by reference of the Third Quarter 2025 Results

The Third Quarter 2025 Results shall be deemed to be incorporated by reference in, and to form part of, the Prospectus, including the information set out at the following pages:

Financial summary, Highlights	Pages 1 to 2
Financial results	Page 3
Outlook & Guidance	Page 5
Group income statement	Page 13
Condensed group statement of comprehensive income	Page 14
Condensed group statement of changes in equity	Page 15
Group balance sheet	Page 16
Condensed group cash flow statement	Page 17
Notes	Pages 18 to 23

## 2. Changes to the Directors of BPCM UK and BPCM Netherlands

Gary Admans resigned as a Director of BPCM UK with effect from 12 September 2025 and BPCM Netherlands with effect from 1 September 2025. Giles Horner was appointed as a Director of BPCM UK with effect from 12 September 2025 and BPCM Netherlands with effect from 1 September 2025.

## 3. General Information

There has been no significant change in the financial position or financial performance of the BP Group since 30 September 2025.

There has been no material adverse change in the prospects of the Guarantor since 31 December 2024.

There has been no significant change in the financial position or financial performance of BPCM UK since 31 December 2024.

There has been no material adverse change in the prospects of BPCM UK since 31 December 2024.

There has been no significant change in the financial position or financial performance of BPCM Netherlands since 31 December 2024.

There has been no material adverse change in the prospects of BPCM Netherlands since 31 December 2024.

Save as disclosed in note 33 entitled "*Contingent liabilities and legal proceedings*" to BP's audited consolidated financial statements for the financial year ended 31 December 2024 on pages 217 to 219 (inclusive) of the Annual Report 2024, there are no, and have not been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuers, the Guarantor or any of their respective subsidiaries, as the case may be, is aware), during the 12 months preceding the date of this Supplementary Prospectus, which may have, or have in the recent past had, significant effects on the financial position or profitability of the Issuers or the Guarantor, as the case may be, or (in the case of the Guarantor) the BP Group.

## 4. Other information

The Prospectus, this Supplementary Prospectus and the Third Quarter 2025 Results will be available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange plc at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html). The Third Quarter 2025 Results can also be found on the investor relations website of the Guarantor at [www.bp.com/en/global/corporate/investors.html](http://www.bp.com/en/global/corporate/investors.html).

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplementary Prospectus except where such information or other documents are specifically incorporated by reference in, or attached to, this Supplementary

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Prospectus. Any non-incorporated parts of a document referred to herein are either not relevant for an investor or are otherwise covered elsewhere in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference in the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated by reference in the Prospectus, the statements in this Supplementary Prospectus will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.