



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)

US\$30,000,000,000

Debt Issuance Programme

Unconditionally and irrevocably guaranteed by

BP p.l.c.

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

This Supplementary Prospectus (the “Supplementary Prospectus”, which definition shall also include all information incorporated by reference herein) to the Prospectus dated 8 August 2018 (the “Prospectus”), which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC, as amended or superseded, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “FSMA”) and is prepared in connection with the U.S.\$30,000,000,000 Debt Issuance Programme (the “Programme”) established by BP Capital Markets p.l.c. (the “Issuer”) and unconditionally and irrevocably guaranteed by BP p.l.c. (“BP” 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.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplementary Prospectus is:

- (i) to incorporate by reference in the Prospectus the unaudited first quarter 2019 results announcement of the BP Group published on 30 April 2019 (the “First Quarter Results 2019”);
- (ii) to incorporate by reference in the Prospectus the audited financial statements of the BP Group for the financial year ended 31 December 2018, together with the audit report thereon;
- (iii) to supplement the Prospectus in respect of certain sections of the BP Annual Report and Form 20-F 2018 published on 29 March 2019 (the “Annual Report 2018”) relating to the Guarantor and its activities, as described in further detail below;
- (iv) to update the list of Directors of the Guarantor, as described in further detail below; and
- (v) to update the litigation statement, the significant change statement and the material adverse change statement of the Issuer and the BP Group, each as described in further detail below.

1. Incorporation by reference of the First Quarter Results 2019

The First Quarter Results 2019 shall be deemed to be incorporated in, and to form part of, the Prospectus, including the information set out at the following pages:

	Page Reference
Highlights, Financial summary, Group headlines	1 to 3
Group income statement	12
Condensed group statement of comprehensive income	13
Condensed group statement of changes in equity	14
Group balance sheet	15
Condensed group cash flow statement	16
Notes	17 to 23

2. Incorporation by reference of the audited financial statements of the BP Group for the financial year ended 31 December 2018, together with the audit report thereon

The audited consolidated financial statements of the BP Group for the financial year ended 31 December 2018, together with the audit report thereon, as set out on pages 114 to 200 of the Annual Report 2018 shall be deemed to be incorporated in, and to form part of, the Prospectus.

	Page Reference
Independent auditor's report on the Annual Report and Accounts to the members of BP p.l.c.	114 to 125
Reports of Independent Registered Public Accounting Firms	126 to 128
Group income statement	129
Group statement of comprehensive income	130
Group statement of changes in equity	131
Group balance sheet	132
Group cash flow statement	133
Notes	134 to 200

3. Supplement of certain information relating to the Guarantor and its activities

The following sections of the Annual Report 2018 shall be deemed to be incorporated in, and to form part of, the Prospectus: (i) pages 22 to 27 (inclusive) entitled "*Upstream*"; (ii) pages 28 to 33 (inclusive) entitled "*Downstream*"; (iii) pages 34 to 36 (inclusive) entitled "*Rosneft*"; (iv) pages 37 to 39 (inclusive) entitled "*Other businesses and corporate*"; (v) pages 210 to 237 (inclusive) entitled "*Supplementary information on oil and natural gas (unaudited)*"; (vi) pages 296 to 298 (inclusive) entitled "*Legal Proceedings*"; and (viii) pages 303 to 304 (inclusive) entitled "*Cautionary statement*".

4. Changes to the Directors of the Guarantor

On 1 January 2019, Helge Lund succeeded Carl-Henric Svanberg as Non-executive Chairman of the BP Group.

On 10 December 2018 and 5 February 2019, the Guarantor announced (respectively) that Alan Boeckmann and Admiral Frank L. Bowman will not be offering themselves for re-election as Non-executive Directors at the 2019 Annual General Meeting of the Guarantor due to be held on 21 May 2019.

On 10 December 2018, the Guarantor further announced that Paula Rosput Reynolds became a Non-executive Director of General Electric Company with effect from 7 December 2018.

5. General Information

There has been no significant change in the financial or trading position of the BP Group since 31 March 2019.

There has been no material adverse change in the prospects of the Guarantor since 31 December 2018.

There has been no significant change in the financial or trading position of the Issuer since 31 December 2017.

There has been no material adverse change in the prospects of the Issuer since 31 December 2017.

Save as disclosed in the section entitled “*Legal Proceedings*” on pages 296 to 298 of the Annual Report 2018 and the section entitled “*Legal Proceedings*” on page 31 of the First Quarter Results 2019, 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 Issuer, 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 Issuer or the Guarantor, as the case may be, or (in the case of the Guarantor) the BP Group.

6. Other information

The Prospectus, this Supplementary Prospectus and a copy of the Annual Report 2018 and the First Quarter Results 2019 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. A copy of the Annual Report 2018 and the First Quarter Results 2019 can also be found on the investor relations website of the Guarantor at 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 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 inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.