



## **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)

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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 2 July 2019 (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which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC, as amended or superseded, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “FSMA”) and is prepared in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 second quarter and half year 2019 results announcement of the BP Group published on 30 July 2019 (the “Half Year 2019 Report”);
- (ii) to incorporate by reference in the Prospectus the unaudited third quarter 2019 results announcement of the BP Group published on 29 October 2019 (the “Third Quarter 2019 Results”);
- (iii) to update the list of Directors of the Guarantor, as described in further detail below; and
- (iv) 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.

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## 1. Incorporation by reference of the Half Year 2019 Report

The Half Year 2019 Report shall be deemed to be incorporated in, and to form part of, the Prospectus, including the information set out at the following pages:

	<b>Page Reference</b>
Highlights, Financial summary, Group headlines	1 to 12
Independent review report to BP p.l.c.	13
Group income statement	14
Condensed group statement of comprehensive income	15
Condensed group statement of changes in equity	16
Group balance sheet	17
Condensed group cash flow statement	18
Notes	19 to 26
Additional information	27 to 34
Legal proceedings	35
Glossary	35 to 38

## 2. Incorporation by reference of the Third Quarter 2019 Results

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

	<b>Page Reference</b>
Highlights, Financial summary, Group headlines	1 to 2
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 24

## 3. Changes to the Directors of the Guarantor

On 4 October 2019, the Guarantor announced that Bob Dudley will step down as Group Chief Executive of the BP Group and will step down from the board of Directors of the Guarantor following delivery of the BP Group's 2019 full year results on 4 February 2020 and will retire on 31 March 2020.

On 4 October 2019, the Guarantor further announced that Bernard Looney will succeed Bob Dudley as Group Chief Executive of the BP Group and join the board of the Guarantor on 5 February 2020.

## 4. General Information

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There has been no significant change in the financial or trading position of the BP Group since 30 September 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 2018.

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

Save as disclosed in (i) the section entitled “*Legal Proceedings*” on pages 296 to 298 of the Annual Report 2018, (ii) the section entitled “*Legal Proceedings*” on page 35 of the Half Year 2019 Report and (iii) the section entitled “*Legal Proceedings*” on page 32 of the Third Quarter 2019 Results, 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.

## **5. Other information**

The Prospectus, this Supplementary Prospectus, the Half Year 2019 Report and the Third Quarter 2019 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 Half Year 2019 Report and the Third Quarter 2019 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 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.