



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\$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)

This Supplementary Prospectus (the “Supplementary Prospectus”, which definition shall also include all information incorporated by reference herein) to the Prospectus dated 2 July 2019, as supplemented by the supplementary prospectuses dated 7 November 2019, 5 March 2020 and 1 April 2020 (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which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC, as amended or superseded, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “FSMA”) and is prepared in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.\$40,000,000,000 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 2020 results announcement of the BP Group published on 28 April 2020 (the “First Quarter 2020 Results”);
- (ii) to update the litigation statement, the significant change statement and the material adverse change statement of the Issuer and the BP Group; and
- (iii) to update the Prospectus for an increase in the aggregate principal amount of Notes that may be outstanding under the Programme at any one time,

each as further described below.

1. Incorporation by reference of the First Quarter 2020 Results

The First Quarter 2020 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:

	Page Reference
Highlights, Financial summary	1
Outlook	2
Group headlines	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. Increase in the Programme Limit

With effect from 13 May 2020, the aggregate principal amount of Notes that may be outstanding under the Programme at any one time was increased from US\$30,000,000,000 (or the equivalent in any other currency) (the “Original Programme Limit”) to US\$40,000,000,000 (or the equivalent in any other currency) (the “New Programme Limit”).

All references in the Prospectus to the Original Programme Limit shall be deemed to be amended and replaced by references to the New Programme Limit accordingly.

3. General Information

Save as disclosed in the First Quarter 2020 Results in the sections entitled “Outlook” on page 2, “Upstream – Outlook” on page 6 and “Downstream – Outlook” on page 8 of the First Quarter 2020 Results, there has been no significant change in the financial or trading position of the BP Group since 31 March 2020.

Save as disclosed in the First Quarter 2020 Results, which describes the adverse impact on the demand for the BP Group's products from the COVID-19 pandemic coupled with pre-existing supply and demand factors and the operational impact on the BP Group caused by the COVID-19 pandemic (in particular, as described in the sections entitled “Outlook” on page 2, “Upstream – Outlook” on page 6 and “Downstream – Outlook” on page 8 of the First Quarter 2020 Results), there has been no material adverse change in the prospects of the Guarantor since 31 December 2019.

Save as disclosed in the First Quarter 2020 Results, which describes the adverse impact on the demand for the BP Group's products from the COVID-19 pandemic coupled with pre-existing supply and demand factors and the operational impact on BP Group caused by the COVID-19 pandemic (in particular, as described in the sections entitled “Outlook” on page 2, “Upstream – Outlook” on page 6 and “Downstream – Outlook” on page 8 of the First Quarter 2020 Results), there has been no significant change in the financial or trading position of

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

Save as disclosed in the section entitled “Legal Proceedings” on pages 319 to 320 of the Annual Report 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.

4. Other information

The Prospectus, this Supplementary Prospectus and the First Quarter 2020 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. The First Quarter 2020 Results 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.