

ADDENDUM TO BOARD GOVERNANCE PRINCIPLES

ADDITIONAL CORPORATE GOVERNANCE TERMS

In addition to having adopted the Board Governance Principles the Board has confirmed that, pursuant to a stipulation of settlement agreement with shareholders, it will take the actions specified below.

1. Shareholder Involvement and Governance

BP will enhance its dialogue with Shareholders on corporate governance issues by holding at least one meeting each year with a number of the top 20 Shareholders, hosted by the BP Chairman, with the Senior Independent Director and Chairs of relevant Board Committees attending if available.

The Board's Chairman's Committee will review annually the Principles and in so doing may seek the views of appropriate external advisers to include canvassing the views of a number of the top 20 Stockholders.

For purposes of this Addendum, "Shareholders" includes ADR holders.

2. Board Awareness

BP recognizes that a further understanding of the businesses in which the BP Group is involved assists Non-executive Directors in contributing to Board discussions particularly relating to strategy.

To assist the Non-executive Directors further in this regard, BP will develop and review a program of visits to some of the BP Group's operating sites for the Board and individual BP Directors. The Board will report annually in the BP Governance Report on the sites visited.

3. Remuneration

BP operates an Executive Directors' Incentive Plan ("EDIP") as part of the long-term remuneration of Executive Directors. Awards of shares under the EDIP are based upon performance over a three-year period.

In assessing performance, comparative total shareholder return is measured against a comparative group of the "oil majors" and a ranking produced. The Board Remuneration Committee ("RemCo") then considers the resulting award and has the discretion to increase or decrease that award based upon its assessment of the events over the three-year period. The RemCo can determine to make no change to the award.

The Board will disclose in the annual BP Directors Remuneration Report the principles that the RemCo took into consideration and describe the process used in determining an award that the RemCo makes under the EDIP, which will include BP's operational health, safety and environmental performance.

Should appropriate long-term operational process safety metrics be developed then BP will include those metrics in the performance measurement of future EDIPs that are presented to the shareholders for their approval and, following the adoption of such metrics, the RemCo will use them in its annual determination of awards under such future EDIPs.

4. Shareholder Resolutions at the Annual General Meeting

The Companies Act 2006 has brought UK law into line with the procedures used by BP, contained in its current Articles, for determining, with reference to the time when compliant shareholder resolutions and accompanying statements are received, who should bear the cost of circulation of such resolutions and statements. The Act now requires a company to bear the cost where a compliant resolution/statement is received before the end of the financial year preceding the Annual General Meeting.

BP agrees to bear the cost of a compliant resolution/statement received prior to January 21 in any given year (which agreement is set out in BP's new Articles following shareholder approval on 17 April 2008).

BP is prepared to webcast its Annual General Meeting so long as it is feasible to do so.

BP will consult with appropriate external advisers to determine what, if any, impediments exist for holders of American Depository Shares putting resolutions to the Annual General Meeting and should impediments exist, establish whether any remedies can be found and implement such remedies as are considered feasible, effective and otherwise appropriate.