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[Delayed] BP Capital Markets 89FF Tender Offer Indicative Results

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RNS Number : 6256E
BP Capital Markets PLC
25 November 2026

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BP Capital Markets p.l.c. and BP Capital Markets B.V. each announces indicative results of its tender offers for certain series of its Euro and GBP Senior Notes and Hybrid Notes (as applicable)

25 November 2026.

On 17 November 2026:

(a) BP Capital Markets p.l.c. (**BPCM UK**) announced separate invitations to holders of its outstanding (i) €2,250,000,000 Perpetual Subordinated Non-Call 9 Fixed Rate Reset Notes (ISIN: XS2193662728) (the **EUR NC2029 Notes**); (ii) £400,000,000 Perpetual Subordinated Non-Call 5.25 Fixed Rate Reset Notes (ISIN: XS2943715164) (the **GBP NC2029 Notes**); (iii) €750,000,000 Perpetual Subordinated Non-Call 7 Fixed Rate Reset Notes (ISIN: XS2940455897) (the **EUR NC2031 Notes** and, together with the EUR NC2029 Notes and the GBP NC2029 Notes, the **Hybrid Notes**); (iv) €1,250,000,000 1.573 per cent. Guaranteed Notes due 2027 (ISIN: XS1190974011) (the **February 2027 Notes**); (v) €1,100,000,000 0.831 per cent. Guaranteed Notes due 2027 (ISIN: XS1992931508) (the **November 2027 Notes**); (vi) €1,000,000,000 2.519 per cent. Guaranteed Notes due 2028 (ISIN: XS2135799679) (the **April 2028 Notes**); (vii) €900,000,000 1.594 per cent. Guaranteed Notes due 2028 (ISIN: XS1851278777) (the **July 2028 Notes**); (viii) €650,000,000 1.637 per cent. Guaranteed Notes due 2029 (ISIN: XS1637863546) (the **June 2029 Notes**); (ix) €1,100,000,000 1.231 per cent. Guaranteed Notes due 2031 (ISIN: XS1992927902) (the **May 2031 Notes**); and (x) €1,250,000,000 2.822 per cent. Guaranteed Notes due 2032 (ISIN: XS2135801160) (the **April 2032 Notes**), each guaranteed by BP p.l.c. (the **Parent**); and

(b) BP Capital Markets B.V. (**BPCM Netherlands** and, together with BPCM UK, the **Offerors** and each an **Offeror**) announced separate invitations to holders of its outstanding (i) €750,000,000 3.773 per cent. Guaranteed Notes due 2030 (ISIN: XS2620585658) (the **May 2030 Notes**); and (ii) €800,000,000 3.360 per cent. Guaranteed Notes due 2031 (ISIN: XS2902720171) (the **September 2031 Notes** and, together with the February 2027 Notes, the November 2027 Notes, the April 2028 Notes, the July 2028 Notes, the June 2029 Notes, the May 2030 Notes, the May 2031 Notes and the April 2032 Notes, the **Senior Notes**, and the Hybrid Notes and Senior Notes together the **Notes** and each a **Series**), each guaranteed by the Parent,

to tender their Notes for purchase by the relevant Offeror for cash (each such invitation an **Offer** and together the **Offers**).

The Offers expired at 4.00 p.m. (London time) on 24 November 2026 (the **Expiration Deadline**) and the Offerors now announce the indicative results of the Offers.

The Offers were made on the terms and subject to the conditions contained in the tender offer memorandum dated 17 November 2026 (the **Tender Offer Memorandum**) prepared by the Offerors. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

Indicative Series Acceptance Amounts and intention to redeem all remaining EUR NC2029 Notes and GBP NC2029 Notes

Hybrid Notes

BPCM UK announces that, in the event that it decides to accept valid tenders of Notes of any Series of Hybrid Notes pursuant to the relevant Offer(s), it expects to:

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(a) accept all valid tenders of the EUR NC2029 Notes in full, amounting to €1,891,077,000 in aggregate nominal amount of the EUR NC2029 Notes. As the aggregate nominal amount of the EUR NC2029 Notes expected to be accepted for purchase pursuant to the relevant Offer exceeds the 75 per cent. threshold for the purposes of BPCM UK's Substantial Repurchase Event redemption option (as further described in the Tender Offer Memorandum), BPCM UK announces that it currently intends to exercise such option in respect of all of the EUR NC2029 Notes which remain outstanding after the Settlement Date, notice in respect of which will be given pursuant to and in accordance with the terms and conditions of the EUR NC2029 Notes; and

(b) set the applicable Hybrid Notes Series Acceptance Amount for each of the GBP NC2029 Notes and the EUR NC2031 Notes at approximately the levels shown in the table below, and accordingly:

(i) expects to accept all valid tenders of the GBP NC2029 Notes in full. As the aggregate nominal amount of the GBP NC2029 Notes expected to be accepted for purchase pursuant to the relevant Offer exceeds the 75 per cent. threshold for the purposes of BPCM UK's Substantial Repurchase Event redemption option (as further described in the Tender Offer Memorandum), BPCM UK announces that it currently intends to exercise such option in respect of all of the GBP NC2029 Notes which remain outstanding after the Settlement Date, notice in respect of which will be given pursuant to and in accordance with the terms and conditions of the GBP NC2029 Notes; and

(ii) does not propose to accept any EUR NC2031 Notes for purchase pursuant to the relevant Offer.

Notes	Indicative aggregate nominal amount of EUR NC2029 Notes accepted / Indicative Hybrid Notes Series Acceptance Amount
EUR NC2029 Notes	€1,891,077,000
GBP NC2029 Notes	£374,688,000
EUR NC2031 Notes	€0

Senior Notes – BPCM UK

BPCM UK announces that, in the event that it decides to accept valid tenders of Notes of any applicable Series of Senior Notes pursuant to the relevant Offer(s), it expects to set the applicable Senior Notes Series Acceptance Amounts at approximately the levels shown in the table below, and accordingly:

(a) expects to accept all valid tenders of the February 2027 Notes, the November 2027 Notes, the April 2028 Notes, the July 2028 Notes, the June 2029 Notes and the May 2031 Notes in full; and

(b) does not propose to accept any April 2032 Notes for purchase pursuant to the relevant Offer.

Priority Level	Notes	Indicative Senior Notes Series Acceptance Amount
1	February 2027 Notes	€270,305,000
1	November 2027 Notes	€71,761,000
1	April 2028 Notes	€323,449,000
1	July 2028 Notes	€133,700,000
1	June 2029 Notes	€237,488,000
2	May 2031 Notes	€263,181,000
2	April 2032 Notes	€0

Senior Notes – BPCM Netherlands

BPCM Netherlands announces that, in the event that it decides to accept valid tenders of Notes of any applicable Series of Senior Notes pursuant to the relevant Offer(s), it expects to set the applicable Senior Notes Series Acceptance Amounts at approximately the levels shown in the table below, and accordingly:

(a) expects to accept all valid tenders of the September 2031 Notes in full; and

(b) does not propose to accept any May 2030 Notes for purchase pursuant to the relevant Offer.

Priority Level	Notes	Indicative Senior Notes Series Acceptance Amount
2	May 2030 Notes	€0
2	September 2031 Notes	€258,356,000

Noteholders should note that the above is a non-binding indication of the levels at which the relevant Offeror expects to accept valid tenders of the EUR NC2029 Notes or set any Hybrid Notes

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Series Acceptance Amount or Senior Notes Series Acceptance Amount, as applicable.

Pricing and Settlement

In respect of each Series of Fixed Purchase Spread Notes, pricing for the relevant Offer(s) will take place at or around 11.00 a.m. (London time) today (the **Pricing Time**). As soon as reasonably practicable after the Pricing Time, the Offerors will announce whether either or both of the Offerors will accept valid tenders of Notes pursuant to all or any of the applicable Offers and, if so accepted, (i) the aggregate nominal amount of EUR NC2029 Notes so accepted and the Applicable EUR NC2029 Notes Amount, (ii) each Hybrid Notes Series Acceptance Amount, (iii) each Senior Notes Series Acceptance Amount, (iv) for each applicable Series of Fixed Purchase Spread Notes, the relevant Interpolated Mid-Swap Rate, Purchase Yield and Purchase Price, (v) any Scaling Factors that will be applied to tenders of Notes of any Series (other than the EUR NC2029 Notes), and (vi) the aggregate nominal amount of the Notes of any Series that will remain outstanding following settlement of the relevant Offer(s).

The Settlement Date in respect of any Notes accepted for purchase pursuant to the relevant Offers is expected to be 27 November 2026. Any Notes accepted for purchase pursuant to the relevant Offers will be cancelled.

Merrill Lynch International (Telephone: +44 20 7996 5420; Attention: Liability Management Team; Email: DG.LM-EMEA@bofa.com); **NatWest Markets Plc** (Telephone: +44 20 7678 5222; Attention: Liability Management; Email: NWMLiabilityManagement@natwestmarkets.com); **Standard Chartered Bank** (Telephone: +44 20 7885 8888; Attention: Liability Management; Email: liability_management@sc.com); and **Wells Fargo Securities Europe S.A.** (Telephone: +33 1 85 14 06 62 / +44 (0) 203 942 8553; Attention: Liability Management; Email: Olivier.gardella@wellsfargo.com; samuel.susman@wellsfargo.com; liabilitymanagementemea@wellsfargo.com) are acting as Dealer Managers for the Offers.

Kroll Issuer Services Limited (Telephone: + 44 20 7704 0880; Attention: David Shilson; Email: bp@is.kroll.com) is acting as Tender Agent for the Offers.

This announcement is released by the Offerors and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR) as it forms part of UK domestic law by virtue of the EUWA (UK MAR), encompassing information relating to the Offers described above. For the purposes of UK MAR and the Implementing Technical Standards, this announcement is made by Giles Horner, VP Corporate Finance at the Parent.

BPCM UK LEI Number: 549300CRVT18MXX0AG93

BPCM Netherlands LEI Number: 7245003VD7E4T30HJD24

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. The Offers have now expired and no offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offerors, the Parent, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

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