

FINAL TERMS

26 February 2014

Final Terms dated 26 February 2014
BP Capital Markets p.l.c.
Issue of CNY1,000,000,000 3.65 per cent. Guaranteed Notes due 2019
Guaranteed by BP p.l.c.
under the US\$30,000,000,000
Debt Issuance Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Prospectus dated 14 August 2013, which, as supplemented by the Supplemental Prospectuses dated 5 November 2013 and 7 February 2014, constitutes a base prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Supplemental Prospectuses are available for viewing at the market news section of the London Stock Exchange website (www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html).

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|----|-----|-----------------------------------|--|
| 1. | (a) | Issuer: | BP Capital Markets p.l.c. |
| | (b) | Guarantor: | BP p.l.c. |
| 2. | (a) | Series Number: | 82 |
| | (b) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | Renminbi (CNY) |
| 4. | | Aggregate Nominal Amount: | |
| | (a) | Series: | CNY1,000,000,000 |
| | (b) | Tranche: | CNY1,000,000,000 |
| 5. | | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | CNY1,000,000 and integral multiples of CNY10,000 in excess thereof up to and including CNY1,990,000. No Notes in definitive form will be issued with a denomination above CNY1,990,000 |
| | (b) | Calculation Amount: | CNY10,000 |
| 7. | (a) | Issue Date: | 28 February 2014 |

	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 February 2019
9.	Interest Basis:	3.65 per cent. Fixed Rate (further particulars specified below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date Board approval for issuance of Notes and Guarantee obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	3.65 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	28 February and 28 August in each year, subject to adjustment in accordance with the Modified Following Business Day Convention, beginning on the Interest Payment Date falling on or nearest to 28 August 2014, except that the last Interest Payment Date shall be the Maturity Date
	(c) Fixed Coupon Amount(s):	Not Applicable
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/365 (Fixed)
	(f) Determination Date(s):	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call:	Not Applicable
18.	Investor Put:	Not Applicable
19.	Final Redemption Amount:	CNY10,000 per Calculation Amount
20.	Early Redemption Amount payable on redemption for taxation reasons or on	As per Condition 5(b) of the Terms and Conditions


event of default:

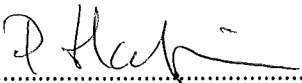
GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Form of Notes:
- (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only in the limited circumstances specified in the Permanent Global Note
 - (b) New Global Note: No
22. Financial Centre(s): Not Applicable
23. US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By: 
Duly authorised

By: 
Duly authorised

PART B

OTHER INFORMATION

1. LISTING

- (a) Admission to trading Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange with effect from 28 February 2014.
- (b) Estimate of total expenses related to admission to trading: £3,600

2. RATINGS

The Notes to be issued are expected to be rated:

S&P: A

Moody's: A2

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the Prospectus under the heading "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. YIELD

Indication of yield: 3.65 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

- (a) ISIN Code: XS1039685422
- (b) Common Code: 103968542
- (c) Any Clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, *société anonyme*, CMU and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery free of payment
- (e) Names and addresses of initial Paying Agents(s): Citibank, N.A., London Branch
Citigroup Centre
Canada Square
London E14 SLB

United Kingdom

Citigroup Global Markets Deutschland AG
German Agency and Trust Department
Reuterweh 16
60323 Frankfurt am Main
Germany

(f) Names and addresses of additional Paying Agents(s): Not Applicable