

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

【提出日】 令和8年1月30日

【会社名】 ビーピー・ピーエルシー  
(BP p.l.c.)

【代表者の役職氏名】 会長 アルバート・マニフォールド  
(Chair, Albert Manifold)  
暫定最高経営責任者 キャロル・ハウル  
(Interim chief executive officer, Carol Howle)

【本店の所在の場所】 英国 SW1Y 4PD ロンドン セント・ジェームズ・スクウェア 1  
(1 St James's Square, London, SW1Y 4PD, UK)

【代理人の氏名又は名称】 弁護士 庭野 議 隆

【代理人の住所又は所在地】 東京都千代田区大手町一丁目1番1号 大手町パークビルディング  
アンダーソン・毛利・友常法律事務所外国法共同事業

【電話番号】 03(6775)1000

【事務連絡者氏名】 弁護士 澁谷 優大  
同 餅原 波音  
同 大谷 雅  
同 姫野 愛実

【連絡場所】 東京都千代田区大手町一丁目1番1号 大手町パークビルディング  
アンダーソン・毛利・友常法律事務所外国法共同事業

【電話番号】 03(6775)1000

【縦覧に供する場所】 該当なし

- (注) 1 本書において、「当社」とは別途明記されない限り、ビーピー・ピーエルシーのことをいう。「グループ会社」とは、当社、その時々における当社の子会社、およびその他の当社の関連会社で当社がグループ会社として指定するものをいう。
- 2 別段の記載がない限り、本書において「ドル」または「\$」と表示されている金額はすべて米ドル建ての金額を表わしている。便宜上、日本円への換算は、2026年1月13日の株式会社三菱UFJ銀行による対顧客電信直物売買相場の仲値である1ドル=158.28円のレートで行われている。  
別段の記載がない限り、本書において「ポンド」または「£」と表示されている金額はすべて英ポンド建ての金額を表わしている。便宜上、日本円への換算は、2026年1月13日の株式会社三菱UFJ銀行による対顧客電信直物売買相場の仲値である1ポンド=213.20円のレートで行われている。
- 3 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

(Notes):

1. In this document, unless the context requires otherwise, "Company" means BP p.l.c. "Group Companies" means the Company, its subsidiaries from time to time and any other company which is associated with the Company and is designated by the Company as a member of the Group Companies.
2. Unless otherwise provided, all monetary amounts indicated "dollars" or "\$" in this document are amounts in U.S. dollars. For the convenience of Japanese readers, conversion into Japanese yen has been made at the exchange rate of \$1.00 = Yen 158.28 (Mean of the Telegraph Transfer Spot Selling and Buying Exchange Rates published by MUFG Bank, Ltd. on 13<sup>th</sup> January 2026).  
  
Unless otherwise provided, all monetary amounts indicated "pounds" or "£" in this document are amounts in UK pounds. For the convenience of Japanese readers, conversion into Japanese yen has been made at the exchange rate of £1.00 = Yen 213.20 (Mean of the Telegraph Transfer Spot Selling and Buying Exchange Rates published by MUFG Bank, Ltd. on 13<sup>th</sup> January 2026).
3. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the arithmetic sum of the figures.

## 1 【提出理由】

当社は、シェアセーブUKプラン2021（下記「2 報告内容 [Remark]」参照）に基づき当社の発行する新株予約権証券の本邦以外の地域における募集について、金融商品取引法第24条の5第4項ならびに企業内容等の開示に関する内閣府令第19条第1項および第2項第1号の規定に基づき、以下のとおり本外国会社臨時報告書を提出する。

## 2 【報告内容】

### (I) Securities to be Issued in 2022

#### (a) Type and Name of Securities to be Issued (i.e., Granted):

Share Purchase Warrant Certificates ("Securities")

#### (b) Number of Securities to be Issued:

5,119,474 in total

#### (c) Offering Price per Security:

£0 (Yen 0)

The Securities will be issued (i.e., granted) to the Eligible Employees (defined in the Remarks as below) outside Japan. Employees are granted a specific number of options and pay for these options over 3 or 5 years.

#### (d) Aggregate Offering Price and Aggregate Amount of Payment upon Exercise of the Securities ("Exercising Price"):

##### (i) Aggregate Offering Price:

£0 (Yen 0)

##### (ii) Aggregate Exercising Price:

£17,769,048.0 (approx. Yen 3,788,361,034)

**(e) Type, Contents and Number of Underlying Shares of the Securities:**

Type: Ordinary Share of BP p.l.c. with par value of \$0.25 ("Shares") (approx. Yen 40) each, in registered form

Number: 5,119,474 shares in total

Contents: Holders of Ordinary Shares shall have one vote for each share of Ordinary Share.

The Ordinary Shares are issued subject to every statute or statutory instrument for the time being in force and affecting the Company (the "Statutes") and the articles of association as amended from time to time (the "Articles") and rank *pari passu* in all respects save as provided by, or pursuant to, the Statutes or the Articles.

**(f) Exercise Price per Security:**

£3.47 (approx. Yen 740) per Security

**(g) Exercise Period of the Securities:**

That portion of each Security that has vested will be exercisable during the period beginning on September 2025 and ending on February 2026, and the period beginning on September 2027 and ending on February 2028.

**(h) Conditions for Exercise of the Securities:**

**(i) Exercise**

Except where exercise is permitted as described in item (iii) below, a Security can only be exercised:

(a) during the Exercise Period as set forth in the above (g); and

(b) so long as the holder of Securities ("Securityholder") is a director or employee of a Participating Company (defined in the Remarks as below).

**(ii) Lapse**

A Security will lapse on the earliest of:

(a) the date the Securityholder ceases to be a director or employee of a Participating Company, unless any of the provisions of (iii) below apply;

(b) the date on which the Securityholder gives, or is deemed to give, notice that he intends to stop paying contributions;

(c) the expiry of any period specified in item (iii) below; or

(d) Exercise Period, to the extent unexercised unless item (iii)-3 below applies (Death).

**(iii) Exercise and Lapse - Exceptions to the General Rules**

There are exceptions to the item (ii)(a). For (iii)-1 through (iii)-7, Securities can be exercised for a certain period. Detailed conditions to each case are provided in the BP ShareSave UK Plan 2021 ("Plan").

(iii)-1 Cessation of employment

(iii)-2 Employment with an Associated Company

(iii)-3 Death

(iii)-4 Specified Age

(iii)-5 Takeovers

(iii)-6 Company Reconstructions

(iii)-7 Winding-up

(iii)-8 Reorganisations and mergers

(iii)-9 Loss of Ownership

**(i) Amount to be Capitalized on Share Capital of Newly Issued Shares Issuable upon Exercise of the Securities:**

N/A

**(j) Transfer of the Securities:**

Not Transferable

**(k) Method of Issuance:**

Allotment to the Eligible Employees

**(l) Name of Underwriters:**

N/A

**(m) Area in Which Offering will be Made:**

Europe/ Asia/ Americas/ Africa/ Middle East/ Australasia

**(n) Amount of Subscription Money from New Issuance and Use and Scheduled Timing of Expenditure of Proceeds:**

**(i) Amount of Subscription Money from New Issuance:**

Total Amount of Payment: £17,769,048.0 (approx. Yen 3,788,361,034)

Estimated Amount of Issuance Expenses: £0 (Yen 0)

Net Amount of Payment: £17,769,048.0 (approx. Yen 3,788,361,034) in total

**(ii) Use of Proceeds:**

Use as working capital

**(iii) Scheduled Timing of Expenditure of Proceeds:**

Not fixed

**(o) Date of Issuance (i.e. Grant)**

28<sup>th</sup> June 2022

**(p) Name of Stock Exchange on Which the Securities will be Listed:**

N/A

**(II) Securities to be Issued in 2023**

**(a) Type and Name of Securities to be Issued (i.e., Granted):**

Share Purchase Warrant Certificates ("Securities")

**(b) Number of Securities to be Issued:**

6,866,671 in total

**(c) Offering Price per Security:**

£0 (Yen 0)

The Securities will be issued (i.e., granted) to the Eligible Employees (defined in the Remarks as below) outside Japan. Employees are granted a specific number of options and pay for these options over 3 or 5 years.

**(d) Aggregate Offering Price and Aggregate Amount of Payment upon Exercise of the Securities ("Exercising Price"):**

**(i) Aggregate Offering Price:**

£0 (Yen 0)

**(ii) Aggregate Exercising Price:**

£26,152,502.8 (approx. Yen 5,575,713,597)

**(e) Type, Contents and Number of Underlying Shares of the Securities:**

Type: Ordinary Share of BP p.l.c. with par value of \$0.25 ("Shares") (approx. Yen 40) each, in registered form

Number: 6,866,671 shares in total

Contents: Holders of Ordinary Shares shall have one vote for each share of Ordinary Share.

The Ordinary Shares are issued subject to every statute or statutory instrument for the time being in force and affecting the Company (the "Statutes") and the articles of association as amended from time to time (the "Articles") and rank *pari passu* in all respects save as provided by, or pursuant to, the Statutes or the Articles.

**(f) Exercise Price per Security:**

£3.91 (approx. Yen 834) per Security

**(g) Exercise Period of the Securities:**

That portion of each Security that has vested will be exercisable during the period beginning on September 2026 and ending on February 2027, and the period beginning on September 2028 and ending on February 2029.

**(h) Conditions for Exercise of the Securities:**

(i) Exercise

Except where exercise is permitted as described in item (iii) below, a Security can only be exercised:

- (a) during the Exercise Period as set forth in the above (g); and
- (b) so long as the holder of Securities ("Securityholder") is a director or employee of a Participating Company (defined in the Remarks as below).

(ii) Lapse

A Security will lapse on the earliest of:

- (a) the date the Securityholder ceases to be a director or employee of a Participating Company, unless any of the provisions of (iii) below apply;
- (b) the date on which the Securityholder gives, or is deemed to give, notice that he intends to stop paying contributions;
- (c) the expiry of any period specified in item (iii) below; or
- (d) Exercise Period, to the extent unexercised unless item (iii)-3 below applies (Death).

(iii) Exercise and Lapse - Exceptions to the General Rules

There are exceptions to the item (ii)(a). For (iii)-1 through (iii)-7, Securities can be exercised for a certain period. Detailed conditions to each case are provided in the BP ShareSave UK Plan 2021 ("Plan").

(iii)-1 Cessation of employment

(iii)-2 Employment with an Associated Company

(iii)-3 Death

(iii)-4 Specified Age

(iii)-5 Takeovers

(iii)-6 Company Reconstructions

(iii)-7 Winding-up

(iii)-8 Reorganisations and mergers

(iii)-9 Loss of Ownership

(i) **Amount to be Capitalized on Share Capital of Newly Issued Shares Issuable upon Exercise of the Securities:**

N/A

(j) **Transfer of the Securities:**

Not Transferable

**(k) Method of Issuance:**

Allotment to the Eligible Employees

**(l) Name of Underwriters:**

N/A

**(m) Area in Which Offering will be Made:**

Europe/ Asia/ Americas/ Africa/ Middle East/ Australasia

**(n) Amount of Subscription Money from New Issuance and Use and Scheduled Timing of Expenditure of Proceeds:**

**(i) Amount of Subscription Money from New Issuance:**

Total Amount of Payment: £26,152,502.8 (approx. Yen 5,575,713,597)

Estimated Amount of Issuance Expenses: £0 (Yen 0)

Net Amount of Payment: £26,152,502.8 (approx. Yen 5,575,713,597) in total

**(ii) Use of Proceeds:**

Use as working capital

**(iii) Scheduled Timing of Expenditure of Proceeds:**

Not fixed

**(o) Date of Issuance (i.e. Grant)**

21<sup>st</sup> June 2023

**(p) Name of Stock Exchange on Which the Securities will be Listed:**

N/A

**(III) Securities to be Issued in 2024**

**(a) Type and Name of Securities to be Issued (i.e., Granted):**

Share Purchase Warrant Certificates ("Securities")

**(b) Number of Securities to be Issued:**

10,333,900 in total

**(c) Offering Price per Security:**

£0 (Yen 0)

The Securities will be issued (i.e., granted) to the Eligible Employees (defined in the Remarks as below) outside Japan. Employees are granted a specific number of options and pay for these options over 3 or 5 years.

**(d) Aggregate Offering Price and Aggregate Amount of Payment upon Exercise of the Securities ("Exercising Price"):**

**(i) Aggregate Offering Price:**

£0 (Yen 0)

**(ii) Aggregate Exercising Price:**

£40,310,089.1 (approx. Yen 8,594,110,996)

**(e) Type, Contents and Number of Underlying Shares of the Securities:**

Type: Ordinary Share of BP p.l.c. with par value of \$0.25 ("Shares") (approx. Yen 40) each, in registered form

Number: 10,333,900 shares in total

Contents: Holders of Ordinary Shares shall have one vote for each share of Ordinary Share.

The Ordinary Shares are issued subject to every statute or statutory instrument for the time being in force and affecting the Company (the "Statutes") and the articles of association as amended from time to time (the "Articles") and rank *pari passu* in all respects save as provided by, or pursuant to, the Statutes or the Articles.

**(f) Exercise Price per Security:**

£3.90 (approx. Yen 831) per Security

**(g) Exercise Period of the Securities:**

That portion of each Security that has vested will be exercisable during the period beginning on September 2027 and ending on February 2028, and the period beginning on September 2029 and ending on February 2030.

**(h) Conditions for Exercise of the Securities:**

**(i) Exercise**

Except where exercise is permitted as described in item (iii) below, a Security can only be exercised:

(a) during the Exercise Period as set forth in the above (g); and

(b) so long as the holder of Securities ("Securityholder") is a director or employee of a Participating Company (defined in the Remarks as below).

**(ii) Lapse**

A Security will lapse on the earliest of:

(a) the date the Securityholder ceases to be a director or employee of a Participating Company, unless any of the provisions of (iii) below apply;

(b) the date on which the Securityholder gives, or is deemed to give, notice that he intends to stop paying contributions;

(c) the expiry of any period specified in item (iii) below; or

(d) Exercise Period, to the extent unexercised unless item (iii)-3 below applies (Death).

**(iii) Exercise and Lapse - Exceptions to the General Rules**

There are exceptions to the item (ii)(a). For (iii)-1 through (iii)-7, Securities can be exercised for a certain period. Detailed conditions to each case are provided in the BP ShareSave UK Plan 2021 ("Plan").

(iii)-1 Cessation of employment

(iii)-2 Employment with an Associated Company

(iii)-3 Death

(iii)-4 Specified Age

(iii)-5 Takeovers

(iii)-6 Company Reconstructions

(iii)-7 Winding-up

(iii)-8 Reorganisations and mergers  
(iii)-9 Loss of Ownership

**(i) Amount to be Capitalized on Share Capital of Newly Issued Shares Issuable upon Exercise of the Securities:**

N/A

**(j) Transfer of the Securities:**

Not Transferable

**(k) Method of Issuance:**

Allotment to the Eligible Employees

**(l) Name of Underwriters:**

N/A

**(m) Area in Which Offering will be Made:**

Europe/ Asia/ Americas/ Africa/ Middle East/ Australasia

**(n) Amount of Subscription Money from New Issuance and Use and Scheduled Timing of Expenditure of Proceeds:**

**(i) Amount of Subscription Money from New Issuance:**

Total Amount of Payment: £40,310,089.1 (approx. Yen 8,594,110,996)

Estimated Amount of Issuance Expenses: £0 (Yen 0)

Net Amount of Payment: £40,310,089.1 (approx. Yen 8,594,110,996) in total

**(ii) Use of Proceeds:**

Use as working capital

**(iii) Scheduled Timing of Expenditure of Proceeds:**

Not fixed

**(o) Date of Issuance (i.e. Grant)**

26<sup>th</sup> June 2024

**(p) Name of Stock Exchange on Which the Securities will be Listed:**

N/A

**(IV) Securities to be Issued in 2025**

**(a) Type and Name of Securities to be Issued (i.e., Granted):**

Share Purchase Warrant Certificates ("Securities")

**(b) Number of Securities to be Issued:**

23,595,743 in total

**(c) Offering Price per Security:**

£0 (Yen 0)

The Securities will be issued (i.e., granted) to the Eligible Employees (defined in the Remarks as below) outside Japan. Employees are granted a specific number of options and pay for these options over 3 or 5 years.

- (d) **Aggregate Offering Price and Aggregate Amount of Payment upon Exercise of the Securities ("Exercising Price"):**
- (i) **Aggregate Offering Price:**
- £0 (Yen 0)
- (ii) **Aggregate Exercising Price:**
- £67,730,940.7 (approx. Yen 14,440,236,557)
- (e) **Type, Contents and Number of Underlying Shares of the Securities:**
- Type: Ordinary Share of BP p.l.c. with par value of \$0.25 ("Shares") (approx. Yen 40) each, in registered form
- Number: 23,595,743 shares in total
- Contents: Holders of Ordinary Shares shall have one vote for each share of Ordinary Share.
- The Ordinary Shares are issued subject to every statute or statutory instrument for the time being in force and affecting the Company (the "Statutes") and the articles of association as amended from time to time (the "Articles") and rank *pari passu* in all respects save as provided by, or pursuant to, the Statutes or the Articles.
- (f) **Exercise Price per Security:**
- £2.87 (approx. Yen 612) per Security
- (g) **Exercise Period of the Securities:**
- That portion of each Security that has vested will be exercisable during the period beginning on September 2028 and ending on February 2029, and the period beginning on September 2030 and ending on February 2031.
- (h) **Conditions for Exercise of the Securities:**
- (i) Exercise
- Except where exercise is permitted as described in item (iii) below, a Security can only be exercised:
- (a) during the Exercise Period as set forth in the above (g); and
- (b) so long as the holder of Securities ("Securityholder") is a director or employee of a Participating Company (defined in the Remarks as below).
- (ii) Lapse
- A Security will lapse on the earliest of:
- (a) the date the Securityholder ceases to be a director or employee of a Participating Company, unless any of the provisions of (iii) below apply;
- (b) the date on which the Securityholder gives, or is deemed to give, notice that he intends to stop paying contributions;
- (c) the expiry of any period specified in item (iii) below; or
- (d) Exercise Period, to the extent unexercised unless item (iii)-3 below applies (Death).
- (iii) Exercise and Lapse - Exceptions to the General Rules
- There are exceptions to the item (ii)(a). For (iii)-1 through (iii)-7, Securities can be exercised for a certain period. Detailed conditions to each case are provided in the BP ShareSave UK Plan 2021 ("Plan").
- (iii)-1 Cessation of employment
- (iii)-2 Employment with an Associated Company
- (iii)-3 Death
- (iii)-4 Specified Age

- (iii)-5 Takeovers
- (iii)-6 Company Reconstructions
- (iii)-7 Winding-up
- (iii)-8 Reorganisations and mergers
- (iii)-9 Loss of Ownership

**(i) Amount to be Capitalized on Share Capital of Newly Issued Shares Issuable upon Exercise of the Securities:**

N/A

**(j) Transfer of the Securities:**

Not Transferable

**(k) Method of Issuance:**

Allotment to the Eligible Employees

**(l) Name of Underwriters:**

N/A

**(m) Area in Which Offering will be Made:**

Europe/ Asia/ Americas/ Africa/ Middle East/ Australasia

**(n) Amount of Subscription Money from New Issuance and Use and Scheduled Timing of Expenditure of Proceeds:**

**(i) Amount of Subscription Money from New Issuance:**

Total Amount of Payment: £67,730,940.7 (approx. Yen 14,440,236,557)

Estimated Amount of Issuance Expenses: £0 (Yen 0)

Net Amount of Payment: £67,730,940.7 (approx. Yen 14,440,236,557) in total

**(ii) Use of Proceeds:**

Use as working capital

**(iii) Scheduled Timing of Expenditure of Proceeds:**

Not fixed

**(o) Date of Issuance (i.e. Grant)**

26<sup>th</sup> June 2025

**(p) Name of Stock Exchange on Which the Securities will be Listed:**

N/A

**(V) Total Amount of Share Capital and Number of Issued Shares**

**(a) Total Amount of Share Capital (as of 30<sup>th</sup> June 2025):**

\$4,139 million (approx. Yen 655,072,378,178)

**(b) Number of Issued Shares (as of 30<sup>th</sup> June 2025):**

Ordinary Shares: 16,486,312,994 shares

8% Cumulative First Preference Shares: 7,232,838 shares

9% Cumulative Second Preference Shares: 5,473,414 shares

[Remarks]

This offering is based on the "BP ShareSave UK Plan 2021" approved by the Company's shareholders on 12<sup>th</sup> May 2022 and adopted by the Board of Directors of the Company ("Board of Directors") on 14<sup>th</sup> May 2021. The Plan is established and operated for the Eligible Employees (defined as below) of the Participating Companies in the world. Participating Companies mean the Group Companies which participate in the Plan.

\*An Eligible Employee means any person who

- (i) either is an employee of a Participating Company, or is director of a Participating Company who is required to devote to his duties a minimum number of hours (not exceeding 25) a week as the Directors\* may determine; \*"Directors" means the board of directors of the Company or a duly authorised committee of it or any person with the delegated authority of that committee.
- (ii) is chargeable to tax in respect of his office or employment under Case I of section 15 or section 21 of ITEPA (Income Tax (Earnings and Pensions) Act 2003 of the UK); and
- (iii) has such qualifying period (if any) of continuous service (not exceeding five years prior to the Date of Grant) as the Directors may from time to time determine.

On the applicable Date of Issuance, the Company shall grant the Eligible Employees the right (option) to buy common stocks of the Company. The Eligible Employees are not required to pay for the grant of any option. The Plan enables employees to make savings from their salary every month over a fixed period of either three or five years, as chosen by the participant ("Saving Period"). The Sterling amount that the Eligible Employees have decided to save is deducted directly from the portion of their salary which is paid in the UK. The maximum monthly saving contribution is £500. At the end of the Savings Period, the Eligible Employees receive a bonus representing the interest on their savings. During the Exercise Period, the Eligible Employees can use their savings plus the bonus to buy BP shares at the Exercise Price per Security (referred to in 2 (f) above). If the Eligible Employees do not want to buy the shares at the end of the Saving Period, they can withdraw all or part of the money saved, plus the bonus.

以上