

【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2月13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
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【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2月10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=156.17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2月10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=213.59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 156.17 (Mean of the Telegraph Transfer Spot Selling and Buying Exchange Rates published by MUFG Bank, Ltd. on 10th February 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 213.59 (Mean of the Telegraph Transfer Spot Selling and Buying Exchange Rates published by MUFG Bank, Ltd. on 10th February 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、シェアマッチUKプラン（下記「2 報告内容 [Remarks] 1.」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】

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

Share Purchase Warrant Certificates ("Securities")

(b) Number of Securities to be Issued:

197,159 shares in total

(c) Offering Price per Security:

£0 (Yen 0)

(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:

£941,729.96 (approx. Yen 201,144,102)

(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. Yen39) each, in registered form

Number: 447,458 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 (defined in the Remarks 2. as below):

£4.7765 (approx. Yen 1,020) per Security

(g) Exercise Period of the Securities (defined in the Remarks 3. as below):

10th February 2026

(h) Conditions for Exercise of the Securities:

The Shares acquired by the Participants (defined in the Remarks 1. as below) are held on the Participant's behalf for three years by the BP Share Plan Trustees Limited, which is a legal entity wholly owned by the Company.

(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 (defined in the Remarks 1. as below)

(l) Name of Underwriters:

N/A

(m) Area in Which Offering will be Made:

United Kingdom

(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: £941,729.96 (approx. Yen 201,144,102)

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

Net Amount of Payment: £941,729.96 (approx. Yen 201,144,102) 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) (defined in the Remarks 4. as below):

10th February 2026

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

N/A

(q) Total Amount of Share Capital (as of 30th June 2025):

\$4,139 million (approx. Yen 646,380,803,511)

(r) Number of Issued Shares (as of 30th 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]

1. This offering is based on the "Rules of the BP ShareMatch Plan", as last amended on 12th May 2022 (the "Plan"), which was approved by the Company's shareholders on 19th April 2001 and adopted by its Board of Directors on 31st May 2001, respectively, and was last renewed by the Company's shareholders on 12th May 2022 and so adopted by the Board of Directors on 1st September 2022, respectively.
Under the Plan, the Eligible Employees (defined as below) who will participate in the Plan (the "Participant") will purchase the Shares that can be purchased by his/her contribution at the Share Purchase Price as determined by the Plan. These Shares are called "Partnership Shares". Additionally, the number of shares calculated at the rate that BP arbitrarily sets according to the number of Partnership Shares will be provided to the Participant for free. These shares are called "Matching Shares". Therefore, the Participant will receive Partnership Shares and Matching Shares by using his/her contribution following the close of the Offer Period. The Participating Companies (defined as below) bear the cost of purchasing the Matching Shares.
*"Participating Companies" mean the Group Companies which participate in the Plan, as determined by the Directors (defined as below).
*"Directors" mean the board of directors of the Company or a duly authorized committee of it or any person with the delegated authority of that committee
*An "Eligible Employee" means any person who
 - (i) is an employee of a Participating Company;
 - (ii) is paying UK income tax on their salary
2. "Exercise Price per Security" is the amount paid by the Participant as his/her contribution at the end of the previous month of the date of grant.
3. "Exercise Period of the Securities" is the date when the Shares are awarded. If the Participant does not withdraw from the Plan, he/she is deemed to exercise the Securities.
4. "Date of Issuance" means date as the date when the Shares are awarded.

以上