

Company Number: 8298838

MONDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BP AUSTRALIA SWAPS MANAGEMENT LIMITED

(the "**Company**")

Circulated on *2 November* 2018 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Resolutions**").

SPECIAL RESOLUTIONS

"(a) **THAT** pursuant to section 641(1)(a) of the Act (i) the issued share capital of the Company be reduced from US\$5,890,194,847 to US\$4,077,694,847, by cancelling and extinguishing 1,812,500,000 ordinary shares of US\$1.00 each in the share capital of the Company which shall reduce the issued share capital to 4,077,694,847 ordinary shares of US\$1.00 each (the "**Reduction**"); (ii) subject to the registration of the Reduction with Companies House, the amount of US\$1,450,000,000 be paid up as a capital payment to the Company's sole shareholder, BP International Limited pursuant to section 641(4) of the Act; and (iii) subject to the registration of the Reduction with Companies House, the amount of US\$362,500,000 be credited to the capital redemption reserve.

(b) **THAT** subject thereto, the Directors be and are hereby authorised and instructed to do all acts and things and to execute and deliver all such documents as they may, in their absolute discretion, consider necessary or desirable directly or indirectly in connection with the Resolutions".

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



for and on behalf of

BP INTERNATIONAL LIMITED

Dated: 2 November 2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. *Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.*
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.