

Requisition by shareholders under section 376 of the Companies Act of 1985 for giving notice of an intended Special Resolution for the circulation of a statement on the matter referred to in the proposed Special Resolution at the BP p.l.c. 2004 Annual General Meeting.

To the directors of BP:

We, the undersigned, being not less than 100 members holding shares in the Company on which there has been paid up an average sum, per member, of not less than 100 pounds, hereby require you, in accordance with section 376 of the Companies Act 1985, to give to members of the Company entitled to receive notice of the next Annual General Meeting notice of the following Special Resolution being a resolution which may properly be moved and is intended to be moved at that meeting, and to circulate to the members receiving notice the annexed statement with respect to the matters referred to in the proposed Special Resolution:

Special Resolution

RESOLVED, shareholders instruct the company to prepare a report disclosing, as appropriate, how the company analyses and takes steps to control significant risks to shareholder value from operating in protected and sensitive areas, including IUCN Management Categories I-IV and Marine Management Categories I-V; World Heritage Sites; and national parks, monuments, and wildlife refuges. These risks include operating, financial, and reputation risks to the business in general, the ability to attract and retain high quality staff, and the impact on BP's effort in building its reputation as a good corporate citizen. The report should be available to investors by the 2005 Annual General Meeting.

NAME: Larry Fahn, Sierra Club President

ADDRESS: 311 California Street, Suite 510, San Francisco, CA 94104, USA

ORGANIZATIONAL AFFILIATION (if any): Sierra Club

NUMBER OF SHARES: 10

SHARE CERTIFICATE NUMBER: NA – Held in street name of Charles Schwab

SIGNED:

Supporting Statement

“I think the real issue is whether business should have an active or a passive role in confronting the environmental challenges we all face. Should companies simply wait and obey the environmental legislation and regulations which are being enacted in response to public concern or should they take the initiative?” – Lord John Browne, Group Chief Executive, BP.

Shareholder value and protected areas

BP increasingly recognizes the value of integrating biodiversity conservation into upstream oil and gas development. It is one of four energy companies to have joined the Energy & Biodiversity Initiative (EBI), a partnership designed to, among other things, “minimize harm to biodiversity.”

BP acknowledges that biodiversity is being lost at an alarming rate and there is a need to preserve the remaining species of plants and animals. In 2000, BP began developing Biodiversity Action Plans to assess the impact of oil and gas exploration and production on biodiversity. While the tenants of such plans are admirable, we do not believe that oil and gas drilling can be done without harming biodiversity. The findings of a recent report by the U.S. National Academies of Science, which catalogued the cumulative impacts of oil industry operations on Alaska’s North Slope, is but one reminder of the problems associated with oil and gas drilling in sensitive ecosystems.

As shareholders that share BP’s core values, we feel that an essential element of any biodiversity conservation strategy must be to refrain from operating in designated protected areas. These areas are essential for sustaining biodiversity and are often the last refuge for endangered species.

As shareholders, we believe there is a need to study, disclose, and report on the possible impact to our company’s value from decisions to do business in protected areas. This study should specifically examine the implications of a policy of refraining from drilling in or transporting product through such areas, including: IUCN Management Categories I-IV and Marine Management Categories I-V; World Heritage Sites; and national parks, monuments, and wildlife refuges, such as the Arctic National Wildlife Refuge and the Borjomi-Kharagauli National Park in Georgia.

In light of the recent decision by one of our competitors to adopt a no-go policy in World Heritage Sites, we believe that the business case for such a policy requires examination. As shareholders who value BP’s brand values, we do not wish to see our company fall behind its competitors in regards to implementing sustainable development into its business practices. Therefore, we believe the report is necessary in order to examine the relationship between BP’s core values and the principles underlying a policy to avoid operating in protected areas.

The threats to biodiversity posed by the development of oil resources in protected areas are significant. For instance, the coastal plain, to which the vast Porcupine River Caribou herd migrates each spring to give birth and raise its young, is the biological heart of the Arctic

National Wildlife Refuge. The U.S. Department of Interior estimates that oil and gas drilling in the coastal plain would result in major adverse impacts to the caribou, damaging or displacing up to forty percent of the herd. Development would threaten denning areas for polar bears and disturb the fragile ecosystem of the coastal plain, which also serves as crucial habitat for musk oxen and at least 135 bird species that gather there for breeding, nesting and migratory activities.

Drilling would also harm the Gwich'in, Native Americans who have lived near the Arctic Refuge for thousands of years. The Gwich'in, which means "people of the caribou," depend on the caribou for food, clothing and as a link to their traditional way of life.

In Georgia, BP has decided to build a section of the Baku-Tblisi-Ceyhan pipeline through the buffer zone of the Borjomi-Kharagauli National Park in Georgia and through the park's managed reserve. The area crossed by the pipeline is of high conservation value, and is part of the migration routes for large mammals such as brown bears.

The Borjomi-Kharagauli National Park, the first national park in the Caucasus, is home to springs that produce Borjomi Mineral Water. Any spill or accident in the area could pollute this delicate water system and jeopardize the livelihoods of the people involved in this region's key export industry.

The purpose of the special resolution

Preserving sensitive ecosystems and protected areas is in line with BP's core value system and will enhance the company's image with consumers, employees, and investors. Voting for the special resolution would show that shareholders want BP to maintain and enhance its status as an industry leader in the field of corporate and environmental responsibility, and to further integrate such work into its business models.

Our resolution focuses on BP's ability to communicate, to its shareholders and potential investors, the business case for its position on these issues and how such a position creates rather than destroys share value.

BP's success is, to a large degree, due to its ability to attract and retain quality employees. These employees represent significant resources for BP. We believe there is a risk of our company losing current and potential employees over drilling in the Refuge and other protected areas. For example, Ecopledge.com has collected thousands of signatures from students pledging not to work for BP until the company states that it will not operate in the Arctic Refuge. As shareholders, we feel that BP is in danger of falling behind its competitors if it does not take steps to proactively adhere to its brand values.

We firmly believe that this report will add value to the company through further analysis of the aspects of risk exposure. It will be a major step forward in achieving the company's goal of going 'beyond' its peers, and becoming a leading energy provider without damaging the environment.

The petitioners ask BP shareholders to vote YES to this proposal.