

**THIRD RENEWAL OF RETENTION AGREEMENT  
FOR  
BP Ordinary Shares Litigation (State Law)**

This Third Renewal of Retention Agreement (this “**Renewal**”) is entered into by and between the Ohio Attorney General (the “**Attorney General**”) and Dyer, Garofalo, Mann & Schultz L.P.A. (the “**Outside Counsel**”), effective as of July 1, 2019.

**RECITALS**

WHEREAS, the Attorney General is the chief law officer for the State of Ohio and, as such, is the legal representative of the State; and

WHEREAS, the Attorney General, pursuant to Ohio Revised Code Section 109.07, is empowered to appoint special counsel to represent the State of Ohio in civil actions, criminal prosecutions, or other proceedings in which the State is a party or directly interested; and

WHEREAS, the purpose of this Renewal is to set forth the terms for the appointment and retention of Outside Counsel; and

WHEREAS, the Attorney General desires to engage Outside Counsel to provide legal representation to the Ohio Public Employees Retirement System, the State Teachers Retirement System of Ohio, the School Employees Retirement System of Ohio, and the Ohio Police and Fireman Pension Fund (all collectively, the “**Client**”), with such representation including all preparation for, settlement of, and/or actual litigation arising from alleged improper or fraudulent practices or actions or statements or omissions or other wrongful conduct or inaction of BP Plc and/or its officers, directors, affiliates, or other related entities, as related to any actual or potential state law claims as initially filed in the Cuyahoga County Court of Common Pleas (collectively referred to as the “**Litigation**”).

WHEREAS, the Attorney General retained Outside Counsel for the Litigation pursuant to the Retention Agreement dated June 30, 2012, June 26, 2013, and June 19, 2014, as renewed by the First Renewal dated July 1, 2015 and the Second Renewal dated July 1, 2017 (together, the “**Retention Agreement**”); and

WHEREAS, the current term of the Retention Agreement expires on June 30, 2019, and the Attorney General would like to reappoint Outside Counsel to an additional term to begin July 1, 2019.

NOW THEREFORE, in consideration for the mutual promises and covenants set forth herein and for other valuable consideration, the Attorney General and Outside Counsel (each individually a “**Party**” and collectively the “**Parties**”) hereby agree as follows:

The undersigned represent that they are authorized to enter into this Renewal. The undersigned acknowledge they have read and understand all terms set forth herein. By affixing their signatures below, the Parties evidence their intent to be bound hereto.

**OHIO ATTORNEY GENERAL**

By: 

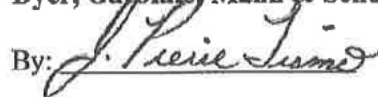
Name: J. Shawn Busken

Title: Director of Outside Counsel

Date: 11 / 2 / 20

**OUTSIDE COUNSEL**

**Dyer, Garofalo, Mann & Schultz**

By: 

Name: J. Pierre Tismo, Esq.

Title: Litigation Managing Partner

Date: 11/02/2020