

## Final Terms

Final Terms dated 5 October 2007

### TNK-BP FINANCE S.A

Issue of U.S.\$1,100,000,000 7.875 per cent Notes due 13 March 2018

**Guaranteed by TNK-BP International Limited**

**as Series 6**

**under the**

*U.S.\$ 8,000,000,000 Guaranteed Debt Issuance Programme*

**Guaranteed by TNK-BP International Limited**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 5 October 2007 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the Luxembourg Stock Exchange.

- |     |  |  |
|-----|--|--|
| 1.  | (i) Issuer:  | TNK-BP Finance S.A.  |
|     | (ii) Guarantor:  | TNK-BP International Limited                                     |
| 2.  | Series Number:   | 6  |
| 3.  | Specified Currency or Currencies:                      | United States Dollars  |
| 4.  | Aggregate Nominal Amount of Notes admitted to trading: | U.S.\$1,100,000,000  |
| 5.  | Issue Price:   | 98.728 per cent of the Aggregate Nominal Amount                  |
| 6.  | Specified Denominations:                               | U.S.\$100,000 plus higher integral multiples of U.S.\$1,000      |
| 7.  | Issue Date:  | 10 October 2007  |
| 8.  | Maturity Date:   | 13 March 2018  |
| 9.  | Interest Basis:  | 7.875 per cent. fixed rate (further particulars specified below) |
| 10. | Redemption/Payment Basis:                              | Redemption at par  |

- |  |  |
|--|--|
| 11. Change of Interest or Redemption/Payment Basis:                        | Not Applicable                                     |
| 12. Put/Call Options:  | Not Applicable                                     |
| 13. (i) Status of the Notes:   | Senior, Registered                                 |
| (ii) Status of the Guarantee:  | Senior   |
| (iii) Date of Board approval for issuance of Notes and Guarantee obtained: | 28 September 2007 and 31 August 2007, respectively |
| 14. Method of distribution:  | Syndicated   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|--|---|
| 15. <b>Fixed Rate Note Provisions</b>  | Applicable  |
| (i) Rate[(s)] of Interest:   | 7.875 per cent. per annum payable semi-annually in arrear   |
| (ii) Interest Payment Date(s):   | 13 September and 13 March in each year from (and including) 13 March 2008 to (and including) 13 March 2018. In respect of the first interest period, interest will accrue from (and including) 10 October 2007 to (but excluding) 13 March 2008 |
| (iii) Fixed Coupon Amount:   | U.S.\$3,937.50 per U.S.\$100,000 in Nominal Amount, except with respect to the first interest payment period. The coupon amount for the first interest payment period will be U.S.\$ 3,346.875 per U.S.\$100,000 in Nominal Amount              |
| (iv) Broken Amount(s):   | Not Applicable  |
| (v) Day Count Fraction (Condition 19):   | 30/360  |
| (vi) Interest Determination Dates (Condition 19):                                      | Not Applicable  |
| (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable  |
| 16. <b>Floating Rate Note Provisions</b>   | Not Applicable  |
| 17. <b>Zero Coupon Note Provisions</b>   | Not Applicable  |
| 18. <b>Index-Linked Interest Note Provisions</b>                                       | Not Applicable  |
| 19. <b>Dual Currency Note Provisions</b>   | Not Applicable  |

## EXECUTION VERSION

### PROVISIONS RELATING TO REDEMPTION

- |  |                              |
|--|------------------------------|
| 20. <b>Call Option</b>   | Not Applicable               |
| 21. <b>Put Option</b>  | Not Applicable               |
| 22. <b>Final Redemption Amount of each Note</b>  | Principal Amount             |
| 23. <b>Early Redemption Amount</b>   |                              |
| (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(c)) or on event of default (Condition 10) and/or the method of calculating the same (if required or if different from that set out in the Conditions): | As set out in the Conditions |
| (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 6(c)):   | No                           |

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |   |  |
|---|--|
| 24. Form of Notes:  | Registered Notes<br>Global Notes exchangeable for Definitive Notes in the limited circumstances specified in the Global Note |
| 25. Financial Centre(s) (Condition 7) or other special provisions relating to Payment Dates:  | London   |
| 26. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable   |
| 27. Details relating to Instalment  | Not Applicable   |

**EXECUTION VERSION**

Notes

- 28. Redenomination, renominalisation and reconventioning provisions: Not Applicable
- 29. Consolidation provisions: Not Applicable
- 30. Other final terms: Not Applicable

**DISTRIBUTION**

- 31. (i) If syndicated, names of Managers: Credit Suisse Securities (Europe) Limited; UBS Limited
- (ii) Stabilising Manager(s) (if any): UBS Limited
- 32. If non-syndicated, name of Dealer: Not Applicable
- 33. Additional selling restrictions: Not Applicable

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Issuer's *U.S.\$8,000,000,000 Guaranteed Debt Issuance Programme* guaranteed by TNK-BP International Limited.

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: .....

Duly authorised



Signed on behalf of the Guarantor:

By: .....

Duly authorised

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Signed on behalf of the Issuer:

By: .....

Duly authorised

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Duly authorised

**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- |   |  |
|---|--|
| (i) Listing:  | Luxembourg   |
| (ii) Admission to trading:  | Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from 10 October 2007. |
| (iii) Estimate of total expenses related to admission to trading: | €6,025   |

**2. RATINGS**

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued have been rated:<br>S & P: BB+<br>Moody's: Baa2Fitch: BBB- |
|----------|---|

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

**5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |                                 |  |
|---------------------------------|--|
| (i) Reasons for the offer       | See "Use of Proceeds" in the Base Prospectus |
| (ii) Estimated net proceeds:    | US\$1,084,908,000                            |
| (iii) Estimated total expenses: | US\$2,061,500                                |

**6. YIELD**

- |                      |        |
|----------------------|--------|
| Indication of yield: | 8.059% |
|----------------------|--------|

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**7. OPERATIONAL INFORMATION**

ISIN Code (Reg S Notes):	XS0324963932
ISIN Code (Rule 144A Notes):	US87261GAF28
Common Code (Reg S Notes):	032496393
Common Code (Rule 144A Notes):	032535461
Rule 144A Notes CUSIP number:	87261GAF2
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Societe Anonyme or DTC and the relevant identification number(s):	Not Applicable
Delivery:	Delivery of the Reg S Notes against payment and delivery of the Rule 144A Notes free of payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable