

**Reconciliation of GAAP to Non-GAAP Financial Measures**  
**Third Quarter Ended May 3, 2015**

Campbell Soup Company uses certain non-GAAP financial measures as defined by the Securities and Exchange Commission in certain communications. These non-GAAP financial measures are measures of performance not defined by accounting principles generally accepted in the United States and should be considered in addition to, not in lieu of, GAAP reported measures.

**Organic Net Sales**

Organic net sales exclude the impact of acquisitions, currency and presenting revenue on a net basis in connection with a new business model in Mexico in fiscal 2014. The company believes that organic net sales improves the comparability of year-to-year results. A reconciliation of net sales as reported to organic net sales follows.

Three Months Ended							
(millions)	May 3, 2015			April 27, 2014	% Change		
	Net Sales, as Reported	Impact of Currency	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales	
U.S. Simple Meals	\$ 630	\$ —	\$ 630	\$ 672	(6)%	(6)%	
Global Baking and Snacking	555	37	592	564	(2)%	5%	
International Simple Meals and Beverages	175	22	197	186	(6)%	6%	
U.S. Beverages	187	—	187	190	(2)%	(2)%	
Bolthouse and Foodservice	353	1	354	358	(1)%	(1)%	
<b>Total Net Sales</b>	<b>\$ 1,900</b>	<b>\$ 60</b>	<b>\$ 1,960</b>	<b>\$ 1,970</b>	<b>(4)%</b>	<b>(1)%</b>	

Year-to-date								
(millions)	May 3, 2015					April 27, 2014	% Change	
	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Impact of Net Accounting	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales
U.S. Simple Meals	\$ 2,425	\$ —	\$ —	\$ —	\$ 2,425	\$ 2,426	—%	—%
Global Baking and Snacking	1,822	68	(7)	—	1,883	1,812	1%	4%
International Simple Meals and Beverages	558	46	—	4	608	592	(6)%	3%
U.S. Beverages	524	—	—	—	524	539	(3)%	(3)%
Bolthouse and Foodservice	1,060	4	—	—	1,064	1,047	1%	2%
<b>Total Net Sales</b>	<b>\$ 6,389</b>	<b>\$ 118</b>	<b>\$ (7)</b>	<b>\$ 4</b>	<b>\$ 6,504</b>	<b>\$ 6,416</b>	<b>—%</b>	<b>1%</b>

### **Items Impacting Gross Margin and Earnings**

The company believes that financial information excluding certain transactions that are not considered to be part of the ongoing business improves the comparability of year-to-year results. Consequently, the company believes that investors may be able to better understand its gross margin and earnings results excluding these transactions.

The following items impacted gross margin and/or earnings:

- (1) In the third quarter of fiscal 2015, the company incurred charges associated with its recently-announced initiatives to implement a new enterprise design that better aligns with its strategy, to reduce costs and to streamline its organizational structure. The company commenced a voluntary employee separation program and recorded pre-tax restructuring charges of \$9 million related to the program for severance and benefits-related costs. The company also incurred pre-tax charges of \$9 million recorded in Administrative expenses related to the implementation of the initiatives. The aggregate after-tax impact of restructuring charges and implementation costs was \$11 million, or \$.04 per share, on earnings from continuing operations.

In fiscal 2014, the company implemented initiatives to streamline its salaried workforce in North America and its workforce in the Asia Pacific region; restructure manufacturing and streamline operations for its soup and broth business in China; improve supply chain efficiency in Australia; and reduce overhead across the organization. The year-to-date 2014 impact was pre-tax restructuring charges of \$34 million (\$19 million after tax, or \$.06 per share, in earnings from continuing operations attributable to Campbell Soup Company). For the year ended August 3, 2014, the company recorded pre-tax restructuring charges of \$54 million (\$33 million after tax, or \$.10 per share, in earnings from continuing operations attributable to Campbell Soup Company).

In fiscal 2013, the company implemented initiatives to improve its U.S. supply chain cost structure and increase asset utilization across its U.S. thermal plant network; expand access to manufacturing and distribution capabilities in Mexico; improve its Pepperidge Farm bakery supply chain cost structure; and reduce overhead in North America. The year-to-date 2014 impact was pre-tax restructuring charges of \$1 million and restructuring-related costs of \$2 million in Cost of products sold (aggregate impact of \$2 million after tax, or \$.01 per share, on earnings from continuing operations). For the year ended August 3, 2014, the company recorded pre-tax restructuring charges of \$1 million and restructuring-related costs of \$3 million in Cost of products sold (aggregate impact of \$3 million after tax, or \$.01 per share, on earnings from continuing operations).

- (2) In fiscal 2014, the company recognized pension settlement charges associated with a U.S. pension plan. The settlements resulted from the level of lump sum distributions from the plan's assets in 2014, primarily due to the closure of the facility in Sacramento, California. In the third quarter of fiscal 2014, the company recognized a pre-tax pension settlement charge in Cost of products sold of \$18 million (\$11 million after tax, or \$.03 per share, in earnings from continuing operations). In fiscal 2014, the company recognized pre-tax pension settlement charges in Cost of products sold of \$22 million (\$14 million after tax, or \$.04 per share, in earnings from continuing operations).
- (3) On October 28, 2013, the company completed the sale of its simple meals business in Europe. The results of the business were reported as discontinued operations. In fiscal 2014, the company recorded a loss of \$9 million (\$6 million after tax, or \$.02 per share) on foreign exchange forward contracts used to hedge the proceeds from the sale of the European simple meals business. The loss was included in earnings from continuing operations. In addition, the company recorded tax expense of \$7 million (\$.02 per share) in earnings from continuing operations associated with the sale. In fiscal 2014, the company recognized an after-tax gain of \$72 million (\$.23 per share) in earnings from discontinued operations.

The following tables reconcile financial information, presented in accordance with GAAP, to financial information excluding certain transactions:

(millions, except per share amounts)	<b>Three Months Ended</b>		Percent Change
	<b>May 3, 2015</b>	April 27, 2014	
<b>Gross margin, as reported</b>	<b>\$ 682</b>	\$ 676	
Add: Pension settlement charge (2)	—	18	
<b>Adjusted Gross margin</b>	<b>\$ 682</b>	\$ 694	(2)%
<b>Adjusted Gross margin percentage</b>	<b>35.9%</b>	35.2%	
<b>Earnings before interest and taxes, as reported</b>	<b>\$ 287</b>	\$ 292	
Add: Restructuring charges and implementation costs (1)	<b>18</b>	—	
Add: Pension settlement charge (2)	—	18	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 305</b>	\$ 310	(2)%
<b>Interest, net, as reported</b>	<b>\$ 28</b>	\$ 30	
<b>Adjusted Earnings before taxes</b>	<b>\$ 277</b>	\$ 280	
<b>Taxes on earnings, as reported</b>	<b>\$ 77</b>	\$ 79	
Add: Tax benefit from restructuring charges and implementation costs (1)	7	—	
Add: Tax benefit from pension settlement charge (2)	—	\$ 7	
<b>Adjusted Taxes on earnings</b>	<b>\$ 84</b>	\$ 86	
<b>Adjusted effective income tax rate</b>	<b>30.3%</b>	30.7%	
<b>Earnings from continuing operations, as reported</b>	<b>\$ 182</b>	\$ 183	
Deduct: Net loss from noncontrolling interests	—	(1)	
<b>Earnings from continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ 182</b>	\$ 184	
Add: Net adjustment from restructuring charges and implementation costs (1)	<b>11</b>	—	
Add: Net adjustment from pension settlement charge (2)	—	11	
<b>Adjusted Earnings from continuing operations attributable to Campbell Soup Company</b>	<b>\$ 193</b>	\$ 195	(1)%
<b>Diluted earnings per share - continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ .58</b>	\$ .58	
Add: Net adjustment from restructuring charges and implementation costs (1)	<b>.04</b>	—	
Add: Net adjustment from pension settlement charge (2)	—	.03	
<b>Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company*</b>	<b>\$ .62</b>	\$ .62	—%

\*The sum of the individual per share amounts may not add due to rounding.

(millions, except per share amounts)	Year-to-Date		Percent Change
	May 3, 2015	April 27, 2014	
<b>Gross margin, as reported</b>	\$ 2,193	\$ 2,267	
Add: Restructuring-related costs (1)	—	2	
Add: Pension settlement charge (2)	—	18	
<b>Adjusted Gross margin</b>	\$ 2,193	\$ 2,287	(4)%
<b>Adjusted Gross margin percentage</b>	34.3%	35.6%	
<b>Earnings before interest and taxes, as reported</b>	\$ 967	\$ 958	
Add: Restructuring charges and related costs/implementation costs (1)	18	37	
Add: Pension settlement charge (2)	—	18	
Add: Loss on foreign exchange forward contracts (3)	—	9	
<b>Adjusted Earnings before interest and taxes</b>	\$ 985	\$ 1,022	(4)%
<b>Interest, net, as reported</b>	\$ 78	\$ 89	
<b>Adjusted Earnings before taxes</b>	\$ 907	\$ 933	
<b>Taxes on earnings, as reported</b>	\$ 266	\$ 278	
Add: Tax benefit from restructuring charges and related costs/implementation costs (1)	7	11	
Add: Tax benefit from pension settlement charge (2)	—	7	
Add: Tax benefit from loss on foreign exchange forward contracts (3)	—	3	
Deduct: Tax expense associated with sale of European business (3)	—	(7)	
<b>Adjusted Taxes on earnings</b>	\$ 273	\$ 292	
<b>Adjusted effective income tax rate</b>	30.1%	31.3%	
<b>Earnings from continuing operations, as reported</b>	\$ 623	\$ 591	
Deduct: Net loss from noncontrolling interests	—	(9)	
<b>Earnings from continuing operations attributable to Campbell Soup Company, as reported</b>	\$ 623	\$ 600	
Add: Net adjustment from restructuring charges and related costs/implementation costs (1)	11	26	
Deduct: Restructuring charges attributable to noncontrolling interest (1)	—	(5)	
Add: Net adjustment from pension settlement charge (2)	—	11	
Add: Net adjustment from loss on foreign exchange forward contracts (3)	—	6	
Add: Tax expense associated with sale of European business (3)	—	7	
<b>Adjusted Earnings from continuing operations attributable to Campbell Soup Company</b>	\$ 634	\$ 645	(2)%
<b>Earnings from discontinued operations, as reported</b>	\$ —	\$ 81	
Deduct: Gain on sale of European business (3)	—	(72)	
<b>Adjusted Earnings from discontinued operations</b>	\$ —	\$ 9	
<b>Adjusted Net earnings attributable to Campbell Soup Company</b>	\$ 634	\$ 654	(3)%
<b>Diluted earnings per share - continuing operations attributable to Campbell Soup Company, as reported</b>	\$ 1.98	\$ 1.90	
Add: Net adjustment from restructuring charges and related costs/implementation costs attributable to Campbell Soup Company (1)	.04	.07	
Add: Net adjustment from pension settlement charge (2)	—	.03	
Add: Net adjustment from loss on foreign exchange forward contracts (3)	—	.02	
Add: Tax expense associated with sale of European business (3)	—	.02	
<b>Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company</b>	\$ 2.02	\$ 2.04	(1)%
<b>Diluted earnings per share - discontinued operations, as reported</b>	\$ —	\$ .26	

Deduct: Gain on sale of European business (3)	—	(.23)	
<b>Adjusted Diluted earnings per share - discontinued operations</b>	<u>\$ —</u>	<u>\$ .03</u>	
<b>Diluted net earnings per share attributable to Campbell Soup Company, as reported</b>	<b>\$ 1.98</b>	<b>\$ 2.16</b>	
Add: Net adjustment from restructuring charges and related costs/implementation costs attributable to Campbell Soup Company (1)	<b>.04</b>	.07	
Add: Net adjustment from pension settlement charge (2)	—	.03	
Add: Net adjustment from loss on foreign exchange forward contracts (3)	—	.02	
Add: Tax expense associated with sale of European business (3)	—	.02	
Deduct: Gain on sale of European business (3)	—	(.23)	
<b>Adjusted Diluted net earnings per share attributable to Campbell Soup Company</b>	<u><b>\$ 2.02</b></u>	<u><b>\$ 2.07</b></u>	(2)%

(millions, except per share amounts)	Year Ended August 3, 2014
<b>Gross margin, as reported</b>	<b>\$ 2,898</b>
Add: Restructuring-related costs (1)	3
Add: Pension settlement charges (2)	22
<b>Adjusted Gross margin</b>	<b>\$ 2,923</b>
<b>Adjusted Gross margin percentage</b>	<b>35.4%</b>
<b>Earnings before interest and taxes, as reported</b>	<b>\$ 1,192</b>
Add: Restructuring charges and related costs (1)	58
Add: Pension settlement charges (2)	22
Add: Loss on foreign exchange forward contracts (3)	9
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 1,281</b>
<b>Interest, net, as reported</b>	<b>\$ 119</b>
<b>Adjusted Earnings before taxes</b>	<b>\$ 1,162</b>
<b>Taxes on earnings, as reported</b>	<b>\$ 347</b>
Add: Tax benefit from restructuring charges and related costs (1)	17
Add: Tax benefit from pension settlement charges (2)	8
Add: Tax benefit from loss on foreign exchange forward contracts (3)	3
Deduct: Tax expense associated with sale of European business (3)	(7)
<b>Adjusted Taxes on earnings</b>	<b>\$ 368</b>
<b>Adjusted effective income tax rate</b>	<b>31.7%</b>
<b>Earnings from continuing operations, as reported</b>	<b>\$ 726</b>
Deduct: Net loss from noncontrolling interests	(11)
<b>Earnings from continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ 737</b>
Add: Net adjustment from restructuring charges and related costs (1)	41
Deduct: Restructuring charges attributable to noncontrolling interest (1)	(5)
Add: Net adjustment from pension settlement charges (2)	14
Add: Net adjustment from loss on foreign exchange forward contracts (3)	6
Add: Tax expense associated with sale of European business (3)	7
<b>Adjusted Earnings from continuing operations attributable to Campbell Soup Company</b>	<b>\$ 800</b>
<b>Earnings from discontinued operations, as reported</b>	<b>\$ 81</b>
Deduct: Gain on sale of European business (3)	(72)
<b>Adjusted Earnings from discontinued operations</b>	<b>\$ 9</b>
<b>Adjusted Net earnings attributable to Campbell Soup Company</b>	<b>\$ 809</b>
<b>Diluted earnings per share - continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ 2.33</b>
Add: Net adjustment from restructuring charges and related costs attributable to Campbell Soup Company (1)	.11
Add: Net adjustment from pension settlement charges (2)	.04
Add: Net adjustment from loss on foreign exchange forward contracts (3)	.02
Add: Tax expense associated with sale of European business (3)	.02
<b>Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company*</b>	<b>\$ 2.53</b>
<b>Diluted earnings per share - discontinued operations, as reported</b>	<b>\$ .26</b>
Deduct: Gain on sale of European business (3)	(.23)
<b>Adjusted Diluted earnings per share - discontinued operations</b>	<b>\$ .03</b>

<b>Diluted net earnings per share attributable to Campbell Soup Company, as reported</b>	<b>\$ 2.59</b>
Add: Net adjustment from restructuring charges and related costs attributable to Campbell Soup Company (1)	.11
Add: Net adjustment from pension settlement charges (2)	.04
Add: Net adjustment from loss on foreign exchange forward contracts (3)	.02
Add: Tax expense associated with sale of European business (3)	.02
Deduct: Gain on sale of European business (3)	(.23)
<b>Adjusted Diluted net earnings per share attributable to Campbell Soup Company*</b>	<b>\$ 2.56</b>
*The sum of the individual per share amounts may not add due to rounding.	

### Adjusted Base for Fiscal 2015 Guidance

The company believes that financial information excluding certain transactions that are not considered to be part of the ongoing business improves the comparability of year-to-year results. The previous tables reconcile financial information, presented in accordance with GAAP, to financial information excluding certain items. Fiscal 2014 included 53 weeks. Consequently, the company believes that investors may be able to better understand its fiscal 2015 performance excluding certain transactions and the estimated impact of the 53rd week. In establishing guidance for fiscal 2015, the adjusted fiscal 2014 results are revised to exclude the estimated impact of the 53rd week below:

(millions, except per share amounts)	<b>Year Ended August 3, 2014</b>
Net sales, as reported	<b>\$ 8,268</b>
Deduct: Impact of 53rd week	<b>(129)</b>
Adjusted Net sales base	<b>\$ 8,139</b>
Adjusted Earnings before interest and taxes	<b>\$ 1,281</b>
Deduct: Impact of 53rd week	<b>(37)</b>
Adjusted Earnings before interest and taxes base	<b>\$ 1,244</b>
Adjusted Earnings from continuing operations attributable to Campbell Soup Company	<b>\$ 800</b>
Deduct: Impact of 53rd week	<b>(25)</b>
Adjusted Earnings from continuing operations attributable to Campbell Soup Company base	<b>\$ 775</b>
Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company	<b>\$ 2.53</b>
Deduct: Impact of 53rd week	<b>(.08)</b>
Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company base	<b>\$ 2.45</b>