

**Reconciliation of GAAP to Non-GAAP Financial Measures**  
**Second Quarter Ended January 31, 2016**

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**

The company believes that organic net sales, which exclude the impact of currency and acquisitions, improves the comparability of year-to-year results. A reconciliation of net sales as reported to organic net sales follows.

**Three Months Ended**

(millions)	January 31, 2016				February 1, 2015	% Change	
	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales
<b>Americas Simple Meals and Beverages</b>	\$ 1,237	\$ 22	\$ —	\$ 1,259	\$ 1,278	(3)%	(1)%
<b>Global Biscuits and Snacks</b>	682	33	—	715	700	(3)%	2%
<b>Campbell Fresh</b>	282	—	(25)	257	256	10%	—%
<b>Total Net Sales</b>	<b>\$ 2,201</b>	<b>\$ 55</b>	<b>\$ (25)</b>	<b>\$ 2,231</b>	<b>\$ 2,234</b>	<b>(1)%</b>	<b>—%</b>

**Six Months Ended**

(millions)	January 31, 2016				February 1, 2015	% Change	
	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales
<b>Americas Simple Meals and Beverages</b>	\$ 2,539	\$ 44	\$ —	\$ 2,583	\$ 2,611	(3)%	(1)%
<b>Global Biscuits and Snacks</b>	1,334	87	—	1,421	1,391	(4)%	2%
<b>Campbell Fresh</b>	531	—	(51)	480	487	9%	(1)%
<b>Total Net Sales</b>	<b>\$ 4,404</b>	<b>\$ 131</b>	<b>\$ (51)</b>	<b>\$ 4,484</b>	<b>\$ 4,489</b>	<b>(2)%</b>	<b>—%</b>

**Items Impacting Gross Margin and Earnings**

The company believes that financial information excluding certain items 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 fiscal 2016, the company changed the method of accounting for the recognition of actuarial gains and losses for defined benefit pension and postretirement plans and the calculation of expected return on pension plan assets. Historically, actuarial gains and losses associated with benefit obligations were recognized in Accumulated other comprehensive loss in the Consolidated Balance Sheets and were amortized into earnings over the remaining service life of participants to the extent that the amounts were in excess of a corridor. Under the new policy, actuarial gains and losses will be recognized immediately in the Consolidated Statements of Earnings as of the measurement date, which is typically the end of the fiscal year, or more frequently if an interim remeasurement is required. In addition, the company will no longer use a market-related value of plan assets, which is an average value, to determine the expected return on assets but rather will use the fair value of plan assets. The company excludes the impact of the

mark-to-market adjustments resulting from these accounting changes in evaluating performance. These changes in accounting policy have been retrospectively applied to all periods presented. In the second quarter of fiscal 2016, the company incurred a pre-tax gain of \$7 million in Costs and expenses (\$4 million after tax, or \$.01 per share) due to mark-to-market adjustments. Year-to-date, the company incurred pre-tax charges of \$121 million in Costs and expenses (\$76 million after tax, or \$.24 per share) due to mark-to-market adjustments. For the year ended August 2, 2015, the company incurred pre-tax charges of \$138 million in Costs and expenses (\$87 million after tax, or \$.28 per share) due to mark-to-market adjustments.

- (2) In fiscal 2015, the company implemented a new enterprise design and initiatives to reduce costs and to streamline its organizational structure. In the second quarter of fiscal 2016, the company recorded pre-tax restructuring charges of \$12 million related to these initiatives. The company also incurred pre-tax charges of \$7 million recorded in Administrative expenses related to these initiatives. In the second quarter of fiscal 2016, the company also recorded a reduction to pre-tax restructuring charges of \$3 million related to the fiscal 2014 initiative to improve supply chain efficiency in Australia. The aggregate after-tax impact of restructuring charges, implementation costs and other related costs was \$10 million, or \$.03 per share. Year-to-date, the company recorded pre-tax restructuring charges of \$33 million related to the fiscal 2015 initiatives. The company also incurred pre-tax charges of \$22 million recorded in Administrative expenses related to these initiatives. The company also recorded a reduction to pre-tax restructuring charges of \$3 million related to the fiscal 2014 initiative to improve supply chain efficiency in Australia. The aggregate after-tax impact of restructuring charges, implementation costs and other related costs was \$33 million, or \$.11 per share. For the year ended August 2, 2015, the company recorded pre-tax restructuring charges of \$102 million related to the fiscal 2015 initiatives. The company also incurred pre-tax charges of \$22 million recorded in Administrative expenses related to these initiatives. The aggregate after-tax impact of restructuring charges and implementation costs was \$78 million, or \$.25 per share.

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

	<b>Three Months Ended</b>					
	<b>January 31, 2016</b>				<b>February 1, 2015</b>	
	<b>As reported</b>	<b>Mark-to-market (1)</b>	<b>Other (2)</b>	<b>Adjusted</b>	<b>As reported</b>	<b>Adjusted Percent Change</b>
(millions, except per share amounts)						
Gross margin	\$ 819	\$ 2	\$ —	\$ 821	\$ 743	10%
Gross margin percentage				37.3%	33.3%	
Marketing and selling expenses	223	3	—	226	239	
Administrative expenses	146	4	(7)	143	135	
Research and development expenses	23	2	—	25	25	
Other expenses	4	—	—	4	7	
Restructuring charges	9	—	(9)	—	—	
Earnings before interest and taxes	\$ 414	\$ (7)	\$ 16	\$ 423	\$ 337	26%
Interest, net	27	—	—	27	25	
Earnings before taxes	\$ 387	\$ (7)	\$ 16	\$ 396	\$ 312	
Taxes	122	(3)	6	125	90	
Effective income tax rate				31.6%	28.8%	
Net earnings attributable to Campbell Soup Company	\$ 265	\$ (4)	\$ 10	\$ 271	\$ 222	22%
Diluted net earnings per share attributable to Campbell Soup Company	\$ .85	\$ (.01)	\$ .03	\$ .87	\$ .71	23%

**Six Months Ended**

	January 31, 2016				February 1, 2015	Adjusted Percent Change
	As reported	Mark-to- market (1)	Other (2)	Adjusted	As reported	
(millions, except per share amounts)						
Gross margin	\$ 1,574	\$ 81	\$ —	\$ 1,655	\$ 1,538	8%
Gross margin percentage				37.6%	34.3%	
Marketing and selling expenses	449	(17)	—	432	482	
Administrative expenses	302	(17)	(22)	263	266	
Research and development expenses	55	(6)	—	49	53	
Other expenses	9	—	—	9	11	
Restructuring charges	30	—	(30)	—	—	
Earnings before interest and taxes	<u>\$ 729</u>	<u>\$ 121</u>	<u>\$ 52</u>	<u>\$ 902</u>	<u>\$ 726</u>	24%
Interest, net	55	—	—	55	50	
Earnings before taxes	<u>\$ 674</u>	<u>\$ 121</u>	<u>\$ 52</u>	<u>\$ 847</u>	<u>\$ 676</u>	
Taxes	215	45	19	279	206	
Effective income tax rate				32.9%	30.5%	
Net earnings attributable to Campbell Soup Company	<u>\$ 459</u>	<u>\$ 76</u>	<u>\$ 33</u>	<u>\$ 568</u>	<u>\$ 470</u>	21%
Diluted net earnings per share attributable to Campbell Soup Company	<u>\$ 1.47</u>	<u>\$ .24</u>	<u>\$ .11</u>	<u>\$ 1.82</u>	<u>\$ 1.50</u>	21%

(millions, except per share amounts)	Year Ended August 2, 2015
<b>Gross margin, as reported</b>	<b>\$ 2,782</b>
Add: Pension and postretirement benefit mark-to-market adjustments (1)	80
<b>Adjusted Gross margin</b>	<b>\$ 2,862</b>
<b>Adjusted Gross margin percentage</b>	<b>35.4%</b>
<b>Earnings before interest and taxes, as reported</b>	<b>\$ 1,054</b>
Add: Total pension and postretirement benefit mark-to-market adjustments (1)	138
Add: Restructuring charges and implementation costs (2)	124
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 1,316</b>
<b>Interest, net, as reported</b>	<b>\$ 105</b>
<b>Adjusted Earnings before taxes</b>	<b>\$ 1,211</b>
<b>Taxes on earnings, as reported</b>	<b>\$ 283</b>
Add: Tax benefit from total pension and postretirement benefit mark-to-market adjustments (1)	51
Add: Tax benefit from restructuring charges and implementation costs (2)	46
<b>Adjusted Taxes on earnings</b>	<b>\$ 380</b>
<b>Adjusted effective income tax rate</b>	<b>31.4%</b>
<b>Net earnings attributable to Campbell Soup Company, as reported</b>	<b>\$ 666</b>
Add: Net adjustment from total pension and postretirement benefit mark-to-market adjustments (1)	87
Add: Net adjustment from restructuring charges and implementation costs (2)	78
<b>Adjusted Net earnings attributable to Campbell Soup Company</b>	<b>\$ 831</b>
<b>Diluted net earnings per share attributable to Campbell Soup Company, as reported</b>	<b>\$ 2.13</b>
Add: Net adjustment from total pension and postretirement benefit mark-to-market adjustments (1)	.28
Add: Net adjustment from restructuring charges and implementation costs (2)	.25
<b>Adjusted Diluted net earnings per share attributable to Campbell Soup Company*</b>	<b>\$ 2.65</b>

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