

**Reconciliation of GAAP to Non-GAAP Financial Measures**  
**Fiscal Year Ended August 2, 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 currency, acquisitions, presenting revenue on a net basis in connection with a new business model in Mexico in fiscal 2014, and the additional week 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)	August 2, 2015						August 3, 2014	% Change	
	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Estimated Impact of 53rd Week	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales	
U.S. Simple Meals	\$ 505	\$ —	\$ —	\$ 36	\$ 541	\$ 518	(3)%	4%	
Global Baking and Snacking	553	37	—	42	632	628	(12)%	1%	
International Simple Meals and Beverages	142	21	—	15	178	188	(24)%	(5)%	
U.S. Beverages	165	—	—	12	177	184	(10)%	(4)%	
Bolthouse and Foodservice	328	4	(10)	24	346	334	(2)%	4%	
<b>Total Net Sales</b>	<b>\$ 1,693</b>	<b>\$ 62</b>	<b>\$ (10)</b>	<b>\$ 129</b>	<b>\$ 1,874</b>	<b>\$ 1,852</b>	<b>(9)%</b>	<b>1%</b>	

**Year Ended**

(millions)	August 2, 2015						August 3, 2014	% Change	
	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Impact of Net Accounting	Estimated Impact of 53rd Week	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales
U.S. Simple Meals	\$ 2,930	\$ —	\$ —	\$ —	\$ 36	\$ 2,966	\$ 2,944	—%	1%
Global Baking and Snacking	2,375	105	(7)	—	42	2,515	2,440	(3)%	3%
International Simple Meals and Beverages	700	67	—	4	15	786	780	(10)%	1%
U.S. Beverages	689	—	—	—	12	701	723	(5)%	(3)%
Bolthouse and Foodservice	1,388	8	(10)	—	24	1,410	1,381	1%	2%
<b>Total Net Sales</b>	<b>\$ 8,082</b>	<b>\$ 180</b>	<b>\$ (17)</b>	<b>\$ 4</b>	<b>\$ 129</b>	<b>\$ 8,378</b>	<b>\$ 8,268</b>	<b>(2)%</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. Fiscal 2014 included 53 weeks. Consequently, the company believes that investors may be able to better understand its gross margin and earnings results excluding these transactions and the estimated impact of the 53rd week.

The following items impacted gross margin and/or earnings:

- (1) In fiscal 2015, the company incurred charges associated with its initiatives to implement a new enterprise design that better aligns with its strategy, to reduce costs and to streamline its organizational structure. In the fourth quarter of fiscal 2015, the company recorded pre-tax restructuring charges of \$93 million related to these initiatives. The company also incurred pre-tax charges of \$13 million recorded in Administrative expenses related to the implementation of the new organizational structure and cost reduction initiatives. The aggregate after-tax impact of restructuring charges and implementation costs was \$67 million, or \$.21 per share, on earnings from continuing operations. In fiscal 2015, the company recorded pre-tax restructuring charges of \$102 million related to these initiatives. The company also incurred pre-tax charges of \$22 million recorded in Administrative expenses related to the implementation of the new organizational structure and cost reduction initiatives. The aggregate after-tax impact of restructuring charges and implementation costs was \$78 million, or \$.25 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. In the fourth quarter of fiscal 2014, the company recorded pre-tax restructuring charges of \$20 million (\$14 million after tax, or \$.04 per share, in earnings from continuing operations). In fiscal 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. In the fourth quarter of fiscal 2014, the company recorded restructuring-related costs of \$1 million in Cost of products sold (\$1 million after tax in earnings from continuing operations). In fiscal 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 fourth quarter of fiscal 2014, the company recognized a pre-tax pension settlement charge in Cost of products sold of \$4 million (\$3 million after tax, or \$.01 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.
- (4) Fiscal 2015 had 52 weeks and Fiscal 2014 had 53 weeks. The fourth quarter of fiscal 2015 had 13 weeks and the fourth quarter of fiscal 2014 had 14 weeks. The estimated impact of the additional week in fiscal 2014 was \$37 million on earnings before interest and taxes, \$2 million on interest, net, and \$25 million (\$.08 per share) on earnings from continuing operations attributable to Campbell Soup Company.

The following tables reconcile financial information, presented in accordance with GAAP, to financial information excluding certain transactions and the estimated impact of the 53rd week:

(millions, except per share amounts)	<b>Three Months Ended</b>		Percent Change
	<b>August 2, 2015</b>	August 3, 2014	
<b>Gross margin, as reported</b>	<b>\$ 612</b>	\$ 631	
Add: Restructuring-related costs (1)	—	1	
Add: Pension settlement charge (2)	—	4	
<b>Adjusted Gross margin</b>	<b>\$ 612</b>	\$ 636	(4)%
<b>Adjusted Gross margin percentage</b>	<b>36.1%</b>	34.3%	
<b>Earnings before interest and taxes, as reported</b>	<b>\$ 128</b>	\$ 234	
Add: Restructuring charges and related costs/implementation costs (1)	<b>106</b>	21	
Add: Pension settlement charge (2)	—	4	
Deduct: Impact of 53rd week (4)	—	(37)	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 234</b>	\$ 222	5%
<b>Interest, net, as reported</b>	<b>\$ 27</b>	\$ 30	
Deduct: Impact of 53rd week (4)	—	(2)	
<b>Adjusted Interest, net</b>	<b>\$ 27</b>	\$ 28	
<b>Adjusted Earnings before taxes</b>	<b>\$ 207</b>	\$ 194	
<b>Taxes on earnings, as reported</b>	<b>\$ 33</b>	\$ 69	
Add: Tax benefit from restructuring charges and related costs/implementation costs (1)	<b>39</b>	6	
Add: Tax benefit from pension settlement charge (2)	—	1	
Deduct: Tax expense from impact of 53rd week (4)	—	(10)	
<b>Adjusted Taxes on earnings</b>	<b>\$ 72</b>	\$ 66	
<b>Adjusted effective income tax rate</b>	<b>34.8%</b>	34.0%	
<b>Earnings from continuing operations, as reported</b>	<b>\$ 68</b>	\$ 135	
Deduct: Net loss from noncontrolling interests	—	(2)	
<b>Earnings from continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ 68</b>	\$ 137	
Add: Net adjustment from restructuring charges and related costs/implementation costs (1)	<b>67</b>	15	
Add: Net adjustment from pension settlement charge (2)	—	3	
Deduct: Net adjustment from impact of 53rd week (4)	—	(25)	
<b>Adjusted Earnings from continuing operations attributable to Campbell Soup Company</b>	<b>\$ 135</b>	\$ 130	4%
<b>Diluted earnings per share - continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ .22</b>	\$ .43	
Add: Net adjustment from restructuring charges and related costs/implementation costs (1)	<b>.21</b>	.05	
Add: Net adjustment from pension settlement charge (2)	—	.01	
Deduct: Net adjustment from impact of 53rd week (4)	—	(.08)	
<b>Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company</b>	<b>\$ .43</b>	\$ .41	5%

(millions, except per share amounts)	Year Ended		Percent Change
	August 2, 2015	August 3, 2014	
<b>Gross margin, as reported</b>	\$ 2,805	\$ 2,898	
Add: Restructuring-related costs (1)	—	3	
Add: Pension settlement charges (2)	—	22	
<b>Adjusted Gross margin</b>	<b>\$ 2,805</b>	<b>\$ 2,923</b>	(4)%
<b>Adjusted Gross margin percentage</b>	<b>34.7%</b>	<b>35.4%</b>	
<b>Earnings before interest and taxes, as reported</b>	<b>\$ 1,095</b>	<b>\$ 1,192</b>	
Add: Restructuring charges and related costs/implementation costs (1)	124	58	
Add: Pension settlement charges (2)	—	22	
Add: Loss on foreign exchange forward contracts (3)	—	9	
Deduct: Impact of 53rd week (4)	—	(37)	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 1,219</b>	<b>\$ 1,244</b>	(2)%
<b>Interest, net, as reported</b>	<b>\$ 105</b>	<b>\$ 119</b>	
Deduct: Impact of 53rd week (4)	—	(2)	
<b>Adjusted Interest, net</b>	<b>\$ 105</b>	<b>\$ 117</b>	
<b>Adjusted Earnings before taxes</b>	<b>\$ 1,114</b>	<b>\$ 1,127</b>	
<b>Taxes on earnings, as reported</b>	<b>\$ 299</b>	<b>\$ 347</b>	
Add: Tax benefit from restructuring charges and related costs/implementation costs (1)	46	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)	
Deduct: Tax expense from impact of 53rd week (4)	—	(10)	
<b>Adjusted Taxes on earnings</b>	<b>\$ 345</b>	<b>\$ 358</b>	
<b>Adjusted effective income tax rate</b>	<b>31.0%</b>	<b>31.8%</b>	
<b>Earnings from continuing operations, as reported</b>	<b>\$ 691</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>\$ 691</b>	<b>\$ 737</b>	
Add: Net adjustment from restructuring charges and related costs/implementation costs (1)	78	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	
Deduct: Net adjustment from impact of 53rd week (4)	—	(25)	
<b>Adjusted Earnings from continuing operations attributable to Campbell Soup Company</b>	<b>\$ 769</b>	<b>\$ 775</b>	(1)%
<b>Earnings from discontinued operations, as reported</b>	<b>\$ —</b>	<b>\$ 81</b>	
Deduct: Gain on sale of European business (3)	—	(72)	
<b>Adjusted Earnings from discontinued operations</b>	<b>\$ —</b>	<b>\$ 9</b>	
<b>Adjusted Net earnings attributable to Campbell Soup Company</b>	<b>\$ 769</b>	<b>\$ 784</b>	(2)%
<b>Diluted earnings per share - continuing operations attributable to Campbell Soup Company, as reported</b>	<b>\$ 2.21</b>	<b>\$ 2.33</b>	
Add: Net adjustment from restructuring charges and related costs/implementation costs attributable to Campbell Soup Company (1)	.25	.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: Net adjustment from impact of 53rd week (4)	—	(.08)	
<b>Adjusted Diluted earnings per share - continuing operations attributable to Campbell Soup Company*</b>	<b>\$ 2.46</b>	<b>\$ 2.45</b>	<b>—%</b>
<b>Diluted earnings per share - discontinued operations, as reported</b>	<b>\$ —</b>	<b>\$ .26</b>	
Deduct: Gain on sale of European business (3)	—	(.23)	
<b>Adjusted Diluted earnings per share - discontinued operations</b>	<b>\$ —</b>	<b>\$ .03</b>	
<b>Diluted net earnings per share attributable to Campbell Soup Company, as reported</b>	<b>\$ 2.21</b>	<b>\$ 2.59</b>	
Add: Net adjustment from restructuring charges and related costs/implementation costs attributable to Campbell Soup Company (1)	.25	.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)	
Deduct: Net adjustment from impact of 53rd week (4)	—	(.08)	
<b>Adjusted Diluted net earnings per share attributable to Campbell Soup Company*</b>	<b>\$ 2.46</b>	<b>\$ 2.48</b>	<b>(1)%</b>

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