

Reconciliation of GAAP to Non-GAAP Financial Measures
Third Quarter Ended May 1, 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								
May 1, 2016								
May 3, 2015								
% Change								
(millions)	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales	
Americas Simple Meals and Beverages	\$ 999	\$ 7	\$ —	\$ 1,006	\$ 1,030	(3)%	(2)%	
Global Biscuits and Snacks	608	10	—	618	623	(2)%	(1)%	
Campbell Fresh	263	—	(25)	238	247	6%	(4)%	
Total Net Sales	\$ 1,870	\$ 17	\$ (25)	\$ 1,862	\$ 1,900	(2)%	(2)%	

Nine Months Ended								
May 1, 2016								
May 3, 2015								
% Change								
(millions)	Net Sales, as Reported	Impact of Currency	Impact of Acquisitions	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales	
Americas Simple Meals and Beverages	\$ 3,538	\$ 51	\$ —	\$ 3,589	\$ 3,641	(3)%	(1)%	
Global Biscuits and Snacks	1,942	97	—	2,039	2,014	(4)%	1%	
Campbell Fresh	794	—	(76)	718	734	8%	(2)%	
Total Net Sales	\$ 6,274	\$ 148	\$ (76)	\$ 6,346	\$ 6,389	(2)%	(1)%	

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 third quarter of fiscal 2016, the company incurred losses of \$54 million in Costs and expenses (\$34 million after tax, or \$.11 per share) due to mark-to-market adjustments. Year-to-date, the company incurred losses of \$175 million in Costs and expenses (\$110 million after tax, or \$.35 per share) due to mark-to-market adjustments. In the third quarter and nine-month period of fiscal 2015, the company incurred losses of \$26 million in Costs and expenses (\$16 million after tax, or \$.05 per share). For the year ended August 2, 2015, the company incurred losses 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 third quarter of fiscal 2016, the company recorded Restructuring charges of \$2 million and implementation costs and other related costs of \$13 million in Administrative expenses related to these initiatives (aggregate impact of \$9 million after tax, or \$.03 per share). Year-to-date, the company recorded Restructuring charges of \$35 million and implementation costs and other related costs of \$35 million in Administrative expenses related to the fiscal 2015 initiatives. The company also recorded a reduction to 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 \$42 million, or \$.14 per share. In the third quarter and nine-month period of fiscal 2015, the company recorded Restructuring charges of \$9 million and implementation costs of \$9 million in Administrative expenses related to the fiscal 2015 initiatives (aggregate impact of \$11 million after tax, or \$.04 per share). For the year ended August 2, 2015, the company recorded Restructuring charges of \$102 million and implementation costs of \$22 million in Administrative expenses related to the fiscal 2015 initiatives (aggregate impact of \$78 million after tax, or \$.25 per share).
- (3) In the third quarter of fiscal 2016, the company recorded a gain of \$25 million in Other expenses/(income) (\$.08 per share) from a settlement of a claim related to the Kelsen acquisition.

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

	Three Months Ended						Adjusted Percent Change
	May 1, 2016			May 3, 2015			
	As reported	Adjustments ^(a)	Adjusted	As reported	Adjustments ^(a)	Adjusted	
(millions, except per share amounts)							
Gross margin	\$ 660	\$ 32	\$ 692	\$ 682	\$ 14	\$ 696	(1)%
Gross margin percentage	35.3%		37.0%	35.9%		36.6%	
Marketing and selling expenses	228	(9)	219	213	(4)	209	
Administrative expenses	154	(22)	132	142	(15)	127	
Research and development expenses	31	(4)	27	30	(2)	28	
Other expenses / (income)	(23)	25	2	3	—	3	
Restructuring charges	2	(2)	—	9	(9)	—	
Earnings before interest and taxes	\$ 268	\$ 44	\$ 312	\$ 285	\$ 44	\$ 329	(5)%
Interest, net	28	—	28	28	—	28	
Earnings before taxes	\$ 240	\$ 44	\$ 284	\$ 257	\$ 44	\$ 301	
Taxes	55	26	81	78	17	95	
Effective income tax rate	22.9%		28.5%	30.4%		31.6%	
Net earnings attributable to Campbell Soup Company	\$ 185	\$ 18	\$ 203	\$ 179	\$ 27	\$ 206	(1)%
Diluted net earnings per share attributable to Campbell Soup Company	\$.59	\$.06	\$.65	\$.57	\$.09	\$.66	(2)%

^(a)See following table for additional information.

Three Months Ended

	May 1, 2016				May 3, 2015		
	Mark-to-market (1)	Restructuring charges, implementation costs and other related costs (2)	Claim settlement (3)	Adjustments	Mark-to-market (1)	Restructuring charges and implementation costs (2)	Adjustments
(millions, except per share amounts)							
Gross margin	\$ 32	\$ —	\$ —	\$ 32	\$ 14	\$ —	\$ 14
Marketing and selling expenses	(9)	—	—	(9)	(4)	—	(4)
Administrative expenses	(9)	(13)	—	(22)	(6)	(9)	(15)
Research and development expenses	(4)	—	—	(4)	(2)	—	(2)
Other expenses / (income)	—	—	25	25	—	—	—
Restructuring charges	—	(2)	—	(2)	—	(9)	(9)
Earnings before interest and taxes	\$ 54	\$ 15	\$ (25)	\$ 44	\$ 26	\$ 18	\$ 44
Interest, net	—	—	—	—	—	—	—
Earnings before taxes	\$ 54	\$ 15	\$ (25)	\$ 44	\$ 26	\$ 18	\$ 44
Taxes	20	6	—	26	10	7	17
Net earnings attributable to Campbell Soup Company	\$ 34	\$ 9	\$ (25)	\$ 18	\$ 16	\$ 11	\$ 27
Diluted net earnings per share attributable to Campbell Soup Company	\$.11	\$.03	\$ (.08)	\$.06	\$.05	\$.04	\$.09

Nine Months Ended

	May 1, 2016			May 3, 2015			Adjusted Percent Change
	As reported	Adjustments ^(a)	Adjusted	As reported	Adjustments ^(a)	Adjusted	
(millions, except per share amounts)							
Gross margin	\$ 2,234	\$ 113	\$ 2,347	\$ 2,220	\$ 14	\$ 2,234	5%
Gross margin percentage	35.6%		37.4%	34.7%		35.0%	
Marketing and selling expenses	677	(26)	651	695	(4)	691	
Administrative expenses	456	(61)	395	408	(15)	393	
Research and development expenses	86	(10)	76	83	(2)	81	
Other expenses / (income)	(14)	25	11	14	—	14	
Restructuring charges	32	(32)	—	9	(9)	—	
Earnings before interest and taxes	\$ 997	\$ 217	\$ 1,214	\$ 1,011	\$ 44	\$ 1,055	15%
Interest, net	83	—	83	78	—	78	
Earnings before taxes	\$ 914	\$ 217	\$ 1,131	\$ 933	\$ 44	\$ 977	
Taxes	270	90	360	284	17	301	
Effective income tax rate	29.5%		31.8%	30.4%		30.8%	
Net earnings attributable to Campbell Soup Company	\$ 644	\$ 127	\$ 771	\$ 649	\$ 27	\$ 676	14%
Diluted net earnings per share attributable to Campbell Soup Company*	\$ 2.07	\$.41	\$ 2.48	\$ 2.07	\$.09	\$ 2.15	15%

^(a)See following table for additional information.

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

Nine Months Ended

	May 1, 2016				May 3, 2015		
	Mark-to-market (1)	Restructuring charges, implementation costs and other related costs (2)	Claim settlement (3)	Adjustments	Mark-to-market (1)	Restructuring charges and implementation costs (2)	Adjustments
(millions, except per share amounts)							
Gross margin	\$ 113	\$ —	\$ —	\$ 113	\$ 14	\$ —	\$ 14
Marketing and selling expenses	(26)	—	—	(26)	(4)	—	(4)
Administrative expenses	(26)	(35)	—	(61)	(6)	(9)	(15)
Research and development expenses	(10)	—	—	(10)	(2)	—	(2)
Other expenses / (income)	—	—	25	25	—	—	—
Restructuring charges	—	(32)	—	(32)	—	(9)	(9)
Earnings before interest and taxes	\$ 175	\$ 67	\$ (25)	\$ 217	\$ 26	\$ 18	\$ 44
Interest, net	—	—	—	—	—	—	—
Earnings before taxes	\$ 175	\$ 67	\$ (25)	\$ 217	\$ 26	\$ 18	\$ 44
Taxes	65	25	—	90	10	7	17
Net earnings attributable to Campbell Soup Company	\$ 110	\$ 42	\$ (25)	\$ 127	\$ 16	\$ 11	\$ 27
Diluted net earnings per share attributable to Campbell Soup Company	\$.35	\$.14	\$ (.08)	\$.41	\$.05	\$.04	\$.09

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

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