

**Reconciliation of GAAP to Non-GAAP Financial Measures**  
**Fiscal Year Ended July 28, 2013**

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.

**Net Debt**

The company believes that net debt is a non-GAAP measure that provides additional meaningful comparisons between the company's financial position at July 28, 2013 and July 29, 2012, and also a useful perspective on the financial condition of the business. Interest income earned on cash and cash equivalents partially offsets interest expense on debt. Cash and cash equivalents are available to repay outstanding debt upon maturity.

The table below summarizes information on total debt and cash and cash equivalents:

(millions)	July 28, 2013	July 29, 2012
<b>Short-term borrowings</b>	\$ 1,909	\$ 786
<b>Long-term debt</b>	2,544	2,004
<b>Total debt</b>	\$ 4,453	2,790
<b>Less: Cash and cash equivalents</b>	(333)	(335)
<b>Net debt</b>	\$ 4,120	\$ 2,455

**Organic Net Sales**

The company believes that organic net sales, which exclude the impact of acquisitions and currency, improves the comparability of year-to-year results. A reconciliation of net sales as reported to organic net sales follows. On August 12, 2013, the company announced that it is in final and exclusive negotiations for the potential sale of its simple meals business in Europe. The results of the business are reported as discontinued operations.

(millions)	Three Months Ended							
	July 28, 2013				July 29, 2012	% Change		
	Net Sales, as Reported	Impact of Currency	Impact of Acquisition	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales	
<b>U.S. Simple Meals</b>	\$ 493	\$ —	\$ (14)	\$ 479	\$ 461	7%	4%	
<b>Global Baking and Snacking</b>	570	13	—	583	556	3%	5%	
<b>International Simple Meals and Beverages</b>	187	4	—	191	200	(7)%	(5)%	
<b>U.S. Beverages</b>	173	—	—	173	181	(4)%	(4)%	
<b>Bolthouse and Foodservice</b>	300	—	(185)	115	121	148%	(5)%	
<b>Total Net Sales</b>	\$ 1,723	\$ 17	\$ (199)	\$ 1,541	\$ 1,519	13%	1%	
<b>Net sales included in discontinued operations</b>	\$ 98				\$ 94			
<b>Combined Net Sales</b>	\$ 1,821				\$ 1,613	13%		

Year Ended

(millions)	July 28, 2013				July 29, 2012	% Change	
	Net Sales, as Reported	Impact of Currency	Impact of Acquisition	Organic Net Sales	Net Sales, as Reported	Net Sales, as Reported	Organic Net Sales
U.S. Simple Meals	\$ 2,849	\$ —	\$ (14)	\$ 2,835	\$ 2,726	5%	4%
Global Baking and Snacking	2,273	10	—	2,283	2,193	4%	4%
International Simple Meals and Beverages	869	3	—	872	872	—%	—%
U.S. Beverages	742	—	—	742	774	(4)%	(4)%
Bolthouse and Foodservice	1,319	—	(756)	563	610	116%	(8)%
<b>Total Net Sales</b>	<b>\$ 8,052</b>	<b>\$ 13</b>	<b>\$ (770)</b>	<b>\$ 7,295</b>	<b>\$ 7,175</b>	<b>12%</b>	<b>2%</b>
Net sales included in discontinued operations	\$ 532				\$ 532		
<b>Combined Net Sales</b>	<b>\$ 8,584</b>				<b>\$ 7,707</b>	<b>11%</b>	

**Items Impacting Earnings**

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

The following items impacted earnings:

- (1) In the fourth quarter of fiscal 2013, the company recorded pre-tax restructuring charges of \$20 million and restructuring-related costs of \$10 million in Cost of products sold associated with 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 aggregate impact of the restructuring initiatives was \$19 million after tax or \$.06 per share on earnings from continuing operations. The aggregate impact of the restructuring initiatives on fiscal 2013 was pre-tax restructuring charges of \$51 million and restructuring-related costs of \$91 million in Cost of products sold (aggregate impact of \$90 million after tax or \$.28 per share on earnings from continuing operations).

In fiscal 2012, the company recorded pre-tax restructuring charges of \$7 million (\$4 after tax or \$.01 per share) in earnings from continuing operations associated with initiatives announced in June 2011 to improve supply chain efficiency, reduce overhead costs across the organization, and exit the Russian market. The company recorded pre-tax restructuring charges of \$3 million (\$2 million after tax or \$.01 per share) in earnings from discontinued operations associated with the initiatives.

- (2) In the fourth quarter of fiscal 2012, the company announced its intent to acquire Bolthouse Farms. In the first quarter of fiscal 2013, the company incurred transaction costs of \$10 million (\$7 million after tax or \$.02 per share) associated with the acquisition, which closed on August 6, 2012. In the fourth quarter of fiscal 2012, the company incurred transaction costs of \$5 million (\$3 million after tax or \$.01 per share) associated with the acquisition. The costs are included in earnings from continuing operations.
- (3) The Bolthouse Farms and Plum Inc. contributed \$14 million to earnings before interest and taxes in the fourth quarter of fiscal 2013. For the year ended July 28, 2013, the acquisitions contributed \$60 million to earnings before interest and taxes.
- (4) On August 12, 2013, the company announced that it is in final and exclusive negotiations for the potential sale of its simple meals business in Europe. The results of the business are reported as discontinued operations. In the fourth quarter of fiscal 2013, the company recorded an impairment charge on the intangible assets of this business of \$396 million (\$263 million after tax or \$.83 per share) in earnings from discontinued operations. In addition, the company

recorded \$18 million in tax charges (\$.06 per share) in earnings from discontinued operations representing taxes on the difference between the book value and tax basis of the business.

The tables below 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>July 28, 2013</b>	July 29, 2012	
<b>Gross margin, as reported</b>	<b>\$ 623</b>	\$ 593	
Add: Restructuring-related costs (1)	<b>10</b>	—	
<b>Adjusted Gross margin</b>	<b>\$ 633</b>	\$ 593	7%
<b>Adjusted Gross margin percentage</b>	<b>36.7%</b>	39.0%	
<b>Earnings before interest and taxes, as reported</b>	<b>\$ 178</b>	\$ 203	
Add: Restructuring charges and related costs (1)	<b>30</b>	—	
Add: Acquisition transaction costs (2)	—	5	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 208</b>	\$ 208	—%
<b>Interest, net, as reported</b>	<b>\$ 30</b>	\$ 25	
<b>Adjusted Earnings before taxes</b>	<b>\$ 178</b>	\$ 183	
<b>Taxes on earnings, as reported</b>	<b>\$ 33</b>	\$ 54	
Add: Tax benefit from restructuring charges and related costs (1)	<b>11</b>	—	
Add: Tax benefit from acquisition transaction costs (2)	—	2	
<b>Adjusted Taxes on earnings</b>	<b>\$ 44</b>	\$ 56	
<b>Adjusted effective income tax rate</b>	<b>24.7%</b>	30.6%	
<b>Net Earnings from continuing operations, as reported</b>	<b>\$ 115</b>	\$ 124	
Deduct: Net loss from noncontrolling interests	<b>(2)</b>	(2)	
<b>Net Earnings from continuing operations attributable to Campbell Soup Company</b>	<b>\$ 117</b>	\$ 126	
Add: Net adjustment from restructuring charges and related costs (1)	<b>19</b>	—	
Add: Net adjustment from acquisition transaction costs (2)	—	3	
<b>Adjusted Net earnings from continuing operations</b>	<b>\$ 136</b>	\$ 129	5%
<b>Net earnings (loss) from discontinued operations, as reported</b>	<b>\$ (275)</b>	\$ 1	
Add: Net impairment on European business (4)	<b>263</b>	—	
Add: Tax expense on book and tax differences (4)	<b>18</b>	—	
<b>Adjusted Net earnings from discontinued operations</b>	<b>\$ 6</b>	\$ 1	
<b>Adjusted Net earnings attributable to Campbell Soup Company</b>	<b>\$ 142</b>	\$ 130	9%
<b>Diluted earnings per share - continuing operations, as reported</b>	<b>\$ .37</b>	\$ .39	
Add: Net adjustment from restructuring charges and related costs (1)	<b>.06</b>	—	
Add: Net adjustment from acquisition transaction costs (2)	—	.01	
<b>Adjusted Diluted earnings per share - continuing operations</b>	<b>\$ .43</b>	\$ .40	8%
<b>Diluted earnings (loss) per share - discontinued operations, as reported</b>	<b>\$ (.87)</b>	\$ —	
Add: Net impairment on European business (4)	<b>.83</b>	—	
Add: Tax expense on book and tax differences (4)	<b>.06</b>	—	
<b>Adjusted Diluted earnings per share - discontinued operations</b>	<b>\$ .02</b>	\$ —	

<b>Diluted net earnings (loss) per share attributable to Campbell Soup Company, as reported*</b>	\$	(.50)	\$	.40	
Add: Net adjustment from restructuring charges and related costs (1)		.06		—	
Add: Net adjustment from acquisition transaction costs (2)		—		.01	
Add: Net impairment on European business (4)		.83		—	
Add: Tax expense on book and tax differences (4)		.06		—	
<b>Adjusted Diluted net earnings per share attributable to Campbell Soup Company</b>	\$	<u>.45</u>	\$	<u>.41</u>	10%

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

(millions, except per share amounts)	Year Ended		Percent Change		
	July 28, 2013	July 29, 2012			
<b>Gross margin, as reported</b>	\$	2,912	\$	2,810	
Add: Restructuring-related costs (1)		91		—	
<b>Adjusted Gross margin</b>	\$	<u>3,003</u>	\$	<u>2,810</u>	7%
<b>Adjusted Gross margin percentage</b>		37.3%		39.2%	
<b>Earnings before interest and taxes, as reported</b>	\$	1,080	\$	1,155	
Add: Restructuring charges and related costs (1)		142		7	
Add: Acquisition transaction costs (2)		10		5	
<b>Adjusted Earnings before interest and taxes</b>	\$	<u>1,232</u>	\$	<u>1,167</u>	6%
<b>Interest, net, as reported</b>	\$	125	\$	106	
<b>Adjusted Earnings before taxes</b>	\$	<u>1,107</u>	\$	<u>1,061</u>	
<b>Taxes on earnings, as reported</b>	\$	275	\$	325	
Add: Tax benefit from restructuring charges and related costs (1)		52		3	
Add: Tax benefit from acquisition transaction costs (2)		3		2	
<b>Adjusted Taxes on earnings</b>	\$	<u>330</u>	\$	<u>330</u>	
<b>Adjusted effective income tax rate</b>		29.8%		31.1%	
<b>Net Earnings from continuing operations, as reported</b>	\$	680	\$	724	
Deduct: Net loss from noncontrolling interests		(9)		(10)	
<b>Net Earnings from continuing operations attributable to Campbell Soup Company</b>		<u>689</u>		<u>734</u>	
Add: Net adjustment from restructuring charges and related costs (1)		90		4	
Add: Net adjustment from acquisition transaction costs (2)		7		3	
<b>Adjusted Net earnings from continuing operations</b>	\$	<u>786</u>	\$	<u>741</u>	6%
<b>Net Earnings (loss) from discontinued operations, as reported</b>	\$	(231)	\$	40	
Add: Net adjustment from restructuring charges and related costs (1)		—		2	
Add: Net impairment on European business (4)		263		—	
Add: Tax expense on book and tax differences (4)		18		—	
<b>Adjusted Net earnings from discontinued operations</b>	\$	<u>50</u>	\$	<u>42</u>	19%
<b>Adjusted Net earnings attributable to Campbell Soup Company</b>	\$	<u>836</u>	\$	<u>783</u>	7%

<b>Diluted earnings per share - continuing operations, as reported</b>	\$ 2.17	\$ 2.29	
Add: Net adjustment from restructuring charges and related costs (1)	.28	.01	
Add: Net adjustment from acquisition transaction costs (2)	.02	.01	
<b>Adjusted Diluted earnings per share - continuing operations*</b>	<b>\$ 2.48</b>	<b>\$ 2.31</b>	7%
<b>Diluted earnings (loss) per share - discontinued operations, as reported</b>	\$ (.73)	\$ .12	
Add: Net adjustment from restructuring charges and related costs (1)	—	.01	
Add: Impairment on European business (4)	.83	—	
Add: Tax expense on book and tax differences (4)	\$ .06	\$ —	
<b>Adjusted Diluted earnings per share - discontinued operations</b>	<b>\$ .16</b>	<b>\$ .13</b>	23%
<b>Diluted net earnings per share attributable to Campbell Soup Company, as reported</b>	\$ 1.44	\$ 2.41	
Add: Net adjustment from restructuring charges and related costs (1)	.28	.02	
Add: Net adjustment from acquisition transaction costs (2)	.02	.01	
Add: Net impairment on European business (4)	.83	—	
Add: Tax expense on book and tax differences (4)	.06	—	
<b>Adjusted Diluted net earnings per share attributable to Campbell Soup Company*</b>	<b>\$ 2.64</b>	<b>\$ 2.44</b>	8%

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

#### **Adjusted Earnings Before Interest and Taxes on a Combined Basis (Continuing Operations and Discontinued Operations)**

(millions, except per share amounts)	Three Months Ended		Percent Change
	July 28, 2013	July 29, 2012	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 208</b>	<b>\$ 208</b>	
Earnings (loss) before interest and taxes included in discontinued operations	(387)	—	
Add: Impairment on European business (4)	396	—	
<b>Adjusted Earnings before interest and taxes - discontinued operations</b>	<b>\$ 9</b>	<b>\$ —</b>	
<b>Adjusted Combined earnings before interest and taxes</b>	<b>\$ 217</b>	<b>\$ 208</b>	4%

(millions, except per share amounts)	Year Ended		Percent Change
	July 28, 2013	July 29, 2012	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 1,232</b>	<b>\$ 1,167</b>	
Earnings (loss) before interest and taxes included in discontinued operations	(331)	57	
Add: Restructuring charges (1)	—	3	
Add: Impairment on European business (4)	396	—	
<b>Adjusted Earnings before interest and taxes - discontinued operations</b>	<b>\$ 65</b>	<b>\$ 60</b>	
<b>Adjusted Combined earnings before interest and taxes</b>	<b>\$ 1,297</b>	<b>\$ 1,227</b>	6%

**Adjusted Earnings Before Interest and Taxes Excluding Acquisitions**

(millions, except per share amounts)	Three Months Ended		Percent Change
	July 28, 2013	July 29, 2012	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 208</b>	<b>\$ 208</b>	
Deduct: Bolthouse and Plum earnings (3)	<b>(14)</b>	—	
<b>Adjusted Earnings before interest and taxes, less acquisition</b>	<b>\$ 194</b>	<b>\$ 208</b>	<b>(7)%</b>

(millions, except per share amounts)	Year-to-Date		Percent Change
	July 28, 2013	July 29, 2012	
<b>Adjusted Earnings before interest and taxes</b>	<b>\$ 1,232</b>	<b>\$ 1,167</b>	
Deduct: Bolthouse and Plum earnings (3)	<b>(60)</b>	—	
<b>Adjusted Earnings before interest and taxes, less acquisition</b>	<b>\$ 1,172</b>	<b>\$ 1,167</b>	<b>—%</b>