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## Campbell soup company annual report 2014

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SCHEDULE 14A Proxy Statement In accordance with Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.), the party that filed the registrant x other than the registrant Select the appropriate item: Preliminary proxy Arbitration statement confidential, only to the Commission (pursuant to Rules 14a to 6(e)(2) of the Rules of Procedure) x final statement of credentials in accordance with Articles 240.14a to 12 (name of registrant as defined in its Charter) (Declaration of power of attorney for a person or applications) , if non-registrant) Payment of the filing fee (Check the appropriate box): x No payment is required for the table below in accordance with Rules 14a to 6(f)(1) and 0 to 11 (1) of the Exchange Act For each class of securities, to which the transaction applies: (2) Total number of securities to which the transaction applies; (3) Unit price or other underlying value of the transaction calculated in accordance with Rule 0-11 of the Monetary Code (please indicate the amount for which the filing fee is calculated and stated , how it is determined); (4) Proposed maximum transaction value: (5) Total payment paid; 1 Payment previously made with pre-materials. Check box if part of the payment is offset in accordance with Exchange Act 0-11(a)(2) and identifies the declaration for which the offsetting fee was previously paid. Specify the previous notification by registration statement number or form or schedule and its date of submission. (1) Amount previously paid; (2) form, Schedule or registration statement No; (3) Filing party; (4) Date submitted: Table of Contents Announcement of 2014 Annual Meeting and Proxy Campbell Soup Company Wednesday, November 19, 2014 at 4:00 p.m. Eastern Time Campbell Soup Company, 1 Campbell Place, Camden, New Jersey 08103 Table of Contents Campbell Soup Company 1 Campbell Place Camden, New Jersey 08103-1799 856-342-4800 October 1, 2014 Annual General Meeting will be held on Wednesday, November 19, 2014 at 4 p.m. Eastern TIME AGENDA 2. Ratify the appointment of an independent registered public accounting firm. 3. Take the advisory vote on executive compensation. 4. Re-approve Campbell Soup Company's annual incentive scheme. 5. Acts on other matter duly imported before the meeting. Shareholders have the right to receive an invitation to the meeting and vote on 22 September 2014. This year, the Company has again decided to give access to its proxy materials, including its annual report, to certain shareholders, depending on the number of shares held by the shareholder, and including certain participants in the company's savings plan, via the Internet instead of mailing that shareholder copies of the material. The Company believes that this decision will reduce the amount of paper needed to produce materials and the or approximately October 3, 2014, the Company will begin sending internet availability of proxy material (proxy notice) to certain shareholders and sending its proxy materials to the shareholders referred to in the proxy notice (www.envisionreports.com/cpb). On October 3, 2014 or approximately October 3, 2014, the Company will also begin submitting a proxy and attached proxy card to the remaining shareholders. If you do not own the share in your own name, you can read the notice and proxy statement of the Company's Annual General Meeting and its annual report including Form 10-K of the financial year ended August 3, 2014, www.edocumentview.com/cpb. Your voice is important. To represent as many shares as possible, vote by internet or phone or sign. DATE AND RETURN TO THE ACCOMPANYING ENVELOPE (see proxy card or e-proxy notice for instructions). By order of the Board of Directors Kathleen M. Gibson Vice President and Business Secretary Important note. As of September 22, 2014, Shareholders may participate in the Annual Meeting 2014. Shareholders wishing to participate must register in advance to obtain an entrance ticket. Access to the meeting requires an entrance ticket and a photo ID issued by the state. If you plan to participate, see page 53 for more information on pre-registration and access to the 2014 Annual Meeting. Table of Contents Table of Contents ( 1) Refers to the item to be voted on at the meeting. Shareholders may receive free copies of the Company's Annual Report on Form 10-K for the year ended August 3, 2014, code of conduct and ethics, corporate governance, and the board's four Standing Committees' workbooks free of charge as follows: (1) writing to Investor Relations, Campbell Soup Company, 1 Campbell Place, Camden, NJ 08103-1799; 2) playing 1-800-840-2865; or (3) send an email to the company's Investor Relations Department investorrelations@campbellsoup.com. These documents are also available on the company's website at www.campbellsoupcompany.com. Shareholders are decided to receive future distributions of annual reports and proxy documents in electronic delivery and vote electronically for Campbell shares. To take advantage of this service, you need to use an e-mail account and an Internet browser. Register by selecting Materials delivery www.campbellsoupcompany.com the investor center section. If your shares are registered in your name, you will be asked to enter your account number printed on your dividend check or dividend reinvestment statement. If your shares are held by an intermediary, you will need your account number with the broker. Table of Contents Item 1 Election of the Board Of Directors The Board of Directors recommends that all candidates be voted on In accordance with the rules, the Board of Directors (Board of Directors) determines the number of the Board of Directors of the company. The Board currently has 16 members. The members of the Board of Directors are elected until the next annual shareholders' meeting and until their successor has been elected and they must be qualified. Leaders shall be elected on the basis of the diversity of votes cast. The administrative committee is responsible for examining, reviewing and evaluating the qualifications of the candidates for board members and for assessing the contributions and contributions of directors eligible for re-election. It is also responsible for recommending that the candidates for the Board of Directors be approved and that the shareholders' annual meeting be appointed. Director Qualification The Management Committee considers that a candidate for the Board of Directors should at least: - be a very honest person; - have the ability to exercise independent judgment; - undertake to act in the interests of all shareholders; - adhere to exemplary business and professional behavioral standards; - have the skills and discretion to carry out the duties and responsibilities of the Director; - be willing and willing to spend appropriate time and attention on the fulfillment of the director's duties; - are not conflicts of interest arising from other relationships or obligations; and - is the ability to make an active, objective and constructive contribution to board and committee meetings. In addition, the Committee considers that the Board of Directors should jointly reflect an appropriate diversity of ideas, background and experience and involve directors who reasonably developed from the responsibilities and responsibilities of directors of a public company. - competent in the consumer products industry, business, marketing, finance and accounting; - respected in business; - knowledge of general economic trends; and - knowledge of good corporate governance standards and practices. All candidates considered to be leadership candidates for the Board of Directors as a possible recommendation of the Management Committee shall be assessed on the basis of the minimum qualifications listed above. In the light of the vacancies, the Management Committee shall also examine the overall composition of the Management Board in order to determine whether it would be desirable to add a Director with one or more of the additional skills or characteristics listed above to improve the effectiveness of the Management Board and whether applicants with other specific experience or expertise should be sought at that time. Leadership candidates from 14 current leaders have been re-nominated. Under the government's pension age policy, no leader can stand for re-election if he or she was at least 72 at the time of the election. The Board of Directors approved a limited exception to this practice to allow Paul R. Charron, who currently chairs the board and has reached the age of 72, to stand for re-election in November 2014 to ensure continuity in board leadership. Edmund Since the annual meeting, Carpenter and Charlotte C. Weber have reached the age of 72 and will retire on November 19, 2014. When Carpenter and Weber retire, the board aims to change the company's decisions to reduce the size of the board to 14 directors. All candidates are independent leaders except Ms. Morrison. If the candidate is unable or unwilling to act, the election of the person appointed by the Management Board shall also be put to the vote. The board knows no reason why no candidate could or would not act. Unless otherwise stated in the proxy, the credentials shall be voted on in the selection of the candidates named below. 1 Table of Contents Personal data on the experience, competence and skills of the leadership candidates are below. Paul R. Charron Paul R. Charron, 72, was elected to the Board of Directors in 2003 and became Chairman of the Board in August 2009. Mr. Charron has a wealth of experience as a board director and a seasoned director of global consumer products companies. In 1995, he became ceo of Liz Claiborne Inc., who served as vice chairman and chief operating officer the previous year. He was elected chairman of the company in May 1996 and retired as chairman and CEO in 2006. He served as a senior advisor at Warburg Pincus, a global private equity firm, since 2008 in 2012. Earlier in his career, Charron served as vice president of VF Corporation, a major manufacturer of publicly held clothing. Prior to joining VF in 1988, he was ceo of Brown & Bigelow, Minnesota. He also served as Sales and Marketing Director at Cannon Mills Company and in marketing management positions at General Foods Corporation. Charron started his business career with Procter & Gamble's brand management organization. Bennett Dorrance Bennett Dorrance, 68, was elected to the board in 1989. Dorrance co-chairs the Management Committee and is also a member of the Compensation and Organizations Committee. He is ceo and co-founder of DMB Associates, a real estate development company headquartered in Phoenix, Arizona, specializing in large master-designed communities. Dorrance has served on the board of Insight Enterprises, Inc. since 2004 and is also president of several privately owned companies and partnerships. In addition to real estate development and operational management expertise, Dorrance has extensive knowledge of the history, organization and culture of Campbell soup company. As a significant shareholder, a descendant of the founder of the company and a director who has served on the Board of Directors for 25 years, he brings to the proceedings and decisions a long-term, highly engaged shareholder's perspective board of directors. Lawrence C. Karlson Lawrence C. Karlson, 71, was elected to the Board of Directors in November 2009. He serves on the Audit Committee and the Committee on Economic and Business Development. He is a private investor and previously worked as an independent consultant for industrial and technology companies. Karlson has served on cdi corp.'s board since 1989 and H & E Equipment Services, Inc. since 2005. Karlson has extensive management, operational and management experience both in his business career and in his service in management positions for numerous private and public companies in the United States and Europe. He was chairman and CEO of Berwind Financial Corporation from 2001 to 2004. Karlson began his career at Fisher & Porter Co., where he held several growing positions, including director and director of U.S. operations. In 1983, Karlson founded Nobel Electronics, an instrument-making company that subsequently merged with Pharos AB, where he was a director and took over as CEO. In 1990, Pharos acquired Spectra Physics. He served as director and non-executive chairman of the successor company Spectra Physics AB until his retirement. 2 Table of Contents Randall W. Larrimore Randall W. Larrimore, 67, was elected to the Board of Directors in 2002. He is co-chair of the Management Committee and also serves on the Compensation and Association Committee. Since 1997, he has been director of Olin Corporation, where he currently chairs the Management Committee and is a member of the Audit Committee and compensation committee. Larrimore brings Campbell strong leadership expertise, business expertise, board experience and considerable knowledge of consumer marketing and the packaged goods industry. From 2003 to 2005, he was ceo of Olin Corporation. From 1997 to 2002, he served as CEO and wholesaler and distributor of office products as president of United Stationers, Inc. Prior to joining United Stationers, Larrimore was ceo of MasterBrand Industries, Inc., a subsidiary of Fortune Brands, Inc. He also served as chairman and CEO of Master Lock Company and chairman of Moen Incorporated. He served as ceo of Beatrice Home Specialties from 1983 to 1988 (before fortune brands acquired it) and held executive positions at PepsiCo, including pepsi-cola italy's ceo position. Earlier in his career, Larrimore worked as a senior consultant for McKinsey & Company and worked in brand management with Richardson-Vicksi, now part of Procter & Gamble. Marc B. Lautenbach Marc B. Lautenbach, 53, was elected to the Board of Directors on June 11, 2014. He has been ceo of Pitney Bowes Inc. and a board member of Pitney Bowes Inc. since December 2012. Mr. brings significant operational, marketing, sales and product development experience to the Company's Board of Directors. He has extensive experience working with a wide range of customers and customers, as well as significant international experience. Prior to joining Pitney Bowes, Lautenbach worked for 27 years in senior positions at IBM, most recently as CEO of North America, IBM Global Business Services. During his tenure at IBM, he was America's head coach since 2005 in 2010. Prior to that, he served as Vice President of Global Small and Medium-sized Business from 2000 to 2005 and Vice President of Asia-Pacific Small and Medium Enterprises from 1998 to 2000. Mary Alice Dorrance Malone Mary Alice Dorrance Malone, 64, was elected to the board in 1990 and currently serves on the Compensation and Organizational Committee and the Finance and Business Development Committee. Malone is director of horse breeding and performance centers in Coatesville, Pennsylvania, and Ocala, Florida, founded in 1976 by Iron Spring Farm, Inc. Malone is an entrepreneur, a private investor and an official of several private companies. He also serves on the boards of several nonprofits and actively participates in various charities. Ms. Malone is interested in health and wellbeing issues and brings valuable information to the government in this area. He is a descendant of the company's founder, a major shareholder and a director who has worked for more than 20 years, and has extensive knowledge of the company's history, organization and culture, as well as from the perspective of a long-term, highly engaged shareholder. Sara Mathew Sara Mathew, 59, was elected to the Board of Directors in 2005. Mathew is chairman of the Audit Committee and also serves on the Management Committee. He has been president of Freddie Mac since December 2013 and president of Avon Products, Inc. since January 2014. He is also a member of the Zurich International Advisory Council. Mathew previously served as president of The Dun & Bradstreet Corporation from 2008 to October 2013. Ms. Mathew brings Campbell valuable insight and experience in global business and finance matters. He was chairman and CEO of Dun & Bradstreet Corporation from July 2010 to October 2013. Previously, he held several other executive positions at Dun & Bradstreet, including ceo from January 2010 to July 2010; Managing Director and Chief Operating Officer 2007-2009; President of the United States 2006-2007; Chairman of International in 2006; and CFO 2001-2007. In his previous career as an 18-year-old at Procter & Gamble, he held several executive positions, the most recent being vice president for Australia, Asia and India. 3 Table of Contents Denise M. Morrison Denise M. Morrison, 60, has served as President Ceo of Campbell Soup Company since August 2011 and as a member of the Board since October 2010. Morrison has served on the board of MetLife, Inc. since February 2014 and previously on the board of Goodyear Tire and Rubber Company from 2005 to 2011. Morrison has over 35 years of experience in the consumer packaging industry. He joined Campbell in April 2003 as vice president and head of global sales/customer, and was appointed President of Campbell USA in 2005. He served as Vice President of North American Soup, Sauces and Beverages from October 2007 to September 2010 and vice president from October 2010 until the ceo position. From 1995 to 2003, he worked at Kraft Foods and Nabisco, most recently vice president and general manager of Snacks and Confections at Kraft Foods. Morrison began his career at Procter & Gamble in 1975 and later worked at PepsiCo in trade and business development and nestle USA, where he held senior marketing and sales positions. Charles R. Perrin Charles R. Perrin, 69, was elected to the Board of Directors in 1999. Perrin is a member of the Compensation and Association Committee and the Economic and Business Development Committee. He has served on the board of Abercrombie & Fitch since January 2014 and was ceo of Warnaco Group, Inc. from March 2004 to February 2013. Perrin brings significant experience and perspective to the Board of Directors in consumer marketing, business and the packaged goods industry. In January 1998, he became Vice Chairman and Chief Operating Officer of Avon Products, Inc. and served as the company's CEO from June 1998 to November 1999. From 1994 to 1996, he served as chairman and CEO of Duracell International, Inc. He joined Duracell in 1985 as President of Duracell USA and later held several other executive positions, including ceo and CEO of Duracell International, Inc. from 1992 to 1994. He previously worked at Chesebrough-Pond's, Inc., where he held executive positions and served as head of the Packaged Food Department. Mr. Perrin started his career at general foods corporation. A. Barry Rand A. Barry Rand, 69, was elected to the board in 2005 and serves on the Audit Committee and the Management Committee. Rand served as ceo of AARP, the nation's largest nonprofit, from April 2009 until September 1, 2014. He has been president of Agilent Technologies, Inc. since 2000 and is also a member of the Howard University Board of Directors. Rand brings a strong combination of organizational and operational leadership skills and board management experience to the Company's Board of Directors. Since 2003 in 2005, he was chairman of Aspect, a leading provider of contact center solutions for corporate customers. During the same period, he also served as chairman and CEO of Equitank, which manages the cash ordering process for Fortune 500 companies. Rand served as chairman and CEO of Avis Group Holdings, Inc. from 1999 to 2001. He made his previous career as a 30-year-old CEO at Xerox Corporation and quit as vice president of global operations. Nick Shreiber Nick Shreiber, 65, was elected to the board in July 2009 and serves on the Audit Committee and the Management Committee. Shreiber brings strong international and operational experience to the Board of Directors, which has over 30 years of experience in management in both line management and management consulting. In 2005, he made an 18-year career with tetra pak Group, the world's leading supplier of food packaging and processing solutions, in the last five, for which he served as CEO. He was previously a partner at McKinsey & Co., where he spent eight years in charge of engagement with major Customers in Europe and Latin America in various industrial and service sectors. Shreiber served on the board of Radiant Systems, Inc. in 2011 and currently serves on the board of North Highland, an international management consulting firm. In addition to his board work, Shreiber guides business leaders in management, organization and strategy issues. 4 Table of Contents Tracey T. Travis Tracey T. Travis, 52, was elected to the Board of Directors in November 2011 and serves on the Audit Committee and the Finance and Business Development Committee. He is currently vice president and CFO of Estée Lauder Companies Inc., to which he was appointed in August 2012. Travis served as president of Jo-Anne Stores, Inc. from 2003 to 2011. Travis has valuable business experience and special strengths in financial management and reporting, brand building and operational management. Before taking up his current position at Estée Lauder, he served as CFO of Ralph Lauren Corporation from 2005 to July 2012 and CFO of Limited Brands, Inc. from 2002 to 2004. As of 2001, he was CFO of Intimate Brands, Inc., a division of Limited Brands. Travis served as CFO of American National Can Beverage Americas Group from 1999 to 2001 and held various executive positions at PepsiCo and Pepsi Bottling Group from 1989 to 1999. He began his engineering career at General Motors Corporation in 1983 and continued to work in various financial roles. Archbold D. van Beuren Archbold D. van Beuren, 57, was elected to the Board of Directors in November 2009. Van Beuren serves on the Audit Committee and the Committee on Economic and Business Committee. Van Beuren brings extensive operational management skills and extensive knowledge of the company, its customers, products and the food industry to the Board of Directors. He began his 26-year-old career at Campbell in 1983 as an associate marketing manager and held various positions of growing responsibility, including the president of Godiva Chocolatier; Head of Department of North American Foodservice business and the Company's Canadian, Mexican and Latin American business; and Chief Vice President - Global Sales and Chief Customer Officer from 2007 until retirement from Campbell until October 1, 2009. Van Beuren began his career as an analyst at Belden & Associates Investments in 1979 and in 1980 joined Triton Press, where he was sales and marketing manager. Van Beuren serves on the board of Bissell Company, Inc. He's a descendant of the company's founder. Les C. Vinney Les C. Vinney, 65, was elected to the Board of Directors in 2003. Vinney is chairman of the Compensation and Association Committee and also serves on the Finance and Business Development Committee. Vinney retired as ceo of STERIS Corporation in 2007. He has been president of Patterson Companies, Inc. since 2008 and has served on the Board of Directors of the Federal Reserve Bank of Cleveland from 2005 to 2010. Vinney brings extensive experience and perspective to the board in the fields of accounting, finance and business. After joining STERIS Corporation in 1999 as Vice President and CFO, he was elected ceo of the company from 2000 to 2007. Vinney served as a senior advisor to STERIS since 2007 in 2009. Prior to joining STERIS, Vinney worked for Goodrich Corporation, of which he became CFO in 1991 and held consecutive management positions until he was in 2098 in 1998. Prior to joining Goodrich, Vinney held several management and financial management positions with Engelhard Corporation. He began his career at Exxon Corporation in 1972 in financial management. 5 Table of Contents Security Ownership of directors and CEOs The following table provides information on beneficial ownership information on the balance sheet date (unless otherwise specified) of each director and director candidate, each designated CEO identified in the summary fiscal compensation table included in this proxy statement, and all directors and CEOs as a group of directors and CEOs. The table also shows Campbell's share units, which will be credited to each person's deferred compensation account after the previously earned compensation deferral. Additional units of shares are credited to deferred compensation accounts when dividends are paid. Individuals are in complete danger Campbell's stock units with their postponed compensation accounts. The table also shows the undrestated, postponed restricted units issued to directors in accordance with the company's long-term incentive plan. Units of shares in deferred compensation accounts and unretired restricted share units issued under the long-term incentive plan do not have voting rights, but the persons have a financial share of those units. Number of shares The number of shares on which option companies are based, the number of shares held in the first holding(s) number of shares in Campbell The calculated number of restricted units of shares Total Edmund M. Carpenter 36 067 19 656 55 723 17 834 0 73 557 Paul R. Charron 18 369 10 336 28 705 5 200 0 85 905 Bennett Dorrance b) 4 6 2 92 965 37 029 46 329 994 24 240 0 46 354 234 Lawrence C. Karlson 17 239 0 17 239 Randall W. Larrimore 19 243 19 656 38 899 0 0 38 899 Marc B. Lautenbach 1 433 0 1 433 0 0 1 433 Mary Alice D. Malone(c) 53,191,978 19,656 53,211,634 49,131 0 53,260,765 Sara Mathew 0 10,336 10,336 42,004 0 52,340 Denise M. Morrison 214,479 0 214,479 25,607 282,393 522,479 Charles R. Perrin 0 0 43,708 0 43,708 A. Barry Rand 0 0 27,936 0 27,936 Nick Shreiber 19,689 0 19,689 0 0 19,689 Tracey T. Travis 9,258 0 9,258 0 9,258 Archbold D. van Beuren(d) 17,919,068 0 17,919,068 23,585 0 17,942,653 Les C. Vinney 56,244 0 56,244 6,065 0 62,309 Charlotte C. Weber(e) 12,538,280 10,336 12,548,616 39,445 0 12,588,061 Mark R. Alexander 118,446 0 118,446 10,065 85,028 213,539 Carlos J. Barroso 3,396 0 3,396 0 26,597 29,993 Anthony P. DiSivestro 64,023 0 64,023 17,323 38,508 119,854 Ellen Orrn Kaden 211,199 0 211,199 58,485 94,217 363,901 B. Craig Owens(f) 72,301 0 72,301 5,761 109,689 187,751 TOTAL\* 130,915,138 127,005 131,042,143 461 ,994,818,244,132,322,381 \* Total includes all directors , nominees for directors, appointed CEOs and other executives as a group (26 persons) who jointly own 42.1% of the outstanding shares in Campbell shares and ceos may acquire beneficial ownership because of the option companies you currently own. All listed persons own less than 1% of the company's outstanding shares, except: % OutstandingShares Bennett dorrance 14.7% Mary Alice D. Malone 16.9% Archbold D. van Beuren 5.7% Charlotte C. Weber 4.0% b) Bennett Dorrance is grandson of John T. Dorrance (company founder), brother of Mary Alice D. Malone and first cousin of Charlotte C. Weber. The shareholding does not include 1,105,142 shares held by their children's trust or 82,028 held by DFE Partners, for which he denies effective corporate governance. The shareholding includes 22,919,355 shares that are pledged to banks as collateral for loans. Over the past 12 months, Dorrance reduced the amount of the pledge 27,819,355 shares to 22,919,355 shares, shares, 4,900,000 shares, or 17.6%. Over the past 24 months, Mr. Dorrance has reduced 10,650,000 shares, or 31.7%, in pledged shares. See also Main owners below. 6 Table of Contents (d) Mary Alice D. Malone is the granddaughter of John T. Dorrance, sister of Bennett Dorrance, and cousin of Charlotte C. Weber. The shareholding does not include 1,094,325 shares owned by trusts for his children, of which Malone is not a trustee and for which he denies effective corporate governance. See also Main owners below. (d) Archbold D. van Beuren is the grandson of John T. Dorrance. As of September 22, 2014, the shareholding includes 17,023,498 shares held by the Voting Rights Foundation (as defined below under Main Owners), of which he has voting rights as voting rights. The shareholding also includes 871,470 shares, of which he has exclusive voting rights and disposal rights. The shareholding does not include 180,000 shares held by his wife's foundation, of which he denies effective corporate governance. See also Main owners below. (e) Charlotte C. Weber is the granddaughter of John T. Dorrance and cousin of Bennett Dorrance and Mary Alice D. Malone. The shareholding includes 1,300,000 shares that have been put into the bank to secure a revolving loan. Over the past 24 months, Weber has reduced the number of shares subject to pledge arrangements by 10,000 shares. (f) As of May 1, 2014, B. Craig Owens' shareholding is the valid date on which he retired as Vice President - CFO and Ceo, and the last day he was ceo of the company. Safety of certain actual owners Ownership of certain de facto owners on September 22, 2014, on a record day of the meeting, was out and eligible to vote was 314,293,061 Campbell shares, each with one class and each with one vote. The holders of the majority of shares outstanding and entitled to vote present in person or represented by proxy shall have a quo quo quay at the meeting. Main shareholders Details more than 5% of the remaining Campbell share owners as of the date of recording the meeting as follows: Name/Address Amount/Nature of Ownership Percentage of Remaining Stock Bennett Dorrance DMB Associates 7600 E. Doubletree Ranch Road Scottsdale, AZ 85258 46 292 965 (1) 14.7% Mary Alice D. Malone Iron Spring Farm, Inc. 75 Old Stottsville Road Coatesville, PA 19320 53 131 978 (2) 16.9% Archbold D. van Beuren and David C. Patterson, voting trustee of the Large Shareholders' Voting Rights Foundation, dated June 2, 1990, as amended (Voting Trust), and related parties 23,392, 486 (3) 7.4% c/o Brandywine Trust Company 7234 Lancaster Pike Hockessin, DE 19307 (4) See note b on page 6. (2) Candidate for Director. See note c on page 7. (3) Archbold D. van Beuren is the candidate for director. View (d) on page 7. As of 22 September 2019, the total quantity indicated above shall be: 2014, and includes 17,023,498 shares held by voting trusts (5.4% of outstanding shares) and 6,368,988 non-voting trust shares held by Voting Trust participants or persons close to them, a total of 23,392,486 shares of 7.4% of outstanding shares). The participants of the Voting Rights Foundation have certain rights to withdraw shares deposited with a trustee entitled to vote, including the right to withdraw those shares prior to the annual or special meeting of the company's shareholders, the selling power used above refers to the power to direct the sale of shares; in some cases, it does not include the power to control how the proceeds from the sale can be used. The Voting Foundation was formed by certain descendants of the late John T. Dorrance (and spouses, confidantes and related foundations). Participants have announced that they will form a way for Voting Trust to work together on issues that may affect the company's business in order to achieve its goal of maximizing the value of its shares. The voting trustee acts on behalf of the participants in contacts with the Company's Board of Directors. Participants believe that the right to vote can also facilitate communication between the Board of Directors and the participants. (4) Under the Voting Rights Agreement, a voting trustee shall vote on all shares held by a voting trust, and two of the three trustees entitled to vote must accept the decision. Voting Trust will continue until 1 January 2024 unless it is terminated or extended earlier. Unless otherwise stated, the information provided above concerning the main shareholders is based on the company's share information and information provided to the company by the holders as of the end of the meeting. 7 Table of Contents Corporate Governance The Board of Directors is responsible for monitoring the competence and integrity of the company's business and its management in order to serve the long-term interests of shareholders. The Board of Directors considers that sound corporate governance is essential for the diligent and efficient fulfillment of its supervisory responsibilities. Corporate Governance Standards Campbell first published corporate governance standards in its proxy in 1992. The company's current corporate governance standards are set out in Annex A. Appendix A also sets out procedures for the persons concerned to convey concerns to the Board of Directors and the Audit Committee. Director Independence The standards adopted by the Board of Directors to assess the independence of Campbell directors are set out in Annex A and appear in the administrative section of the company's website www.campbellsoupcompany.com. The standards for determining the independence of a director (Standards) describe the different relationships that may be between the director and the company and define the thresholds at which relationships are nicely essential. The Board of Directors considers that the Director is independent if (i) there is no relationship that dissed the Director in accordance with the guidance referred to in paragraphs 1 and 2, and (ii) the Board of Directors has decided, on the basis of all relevant facts and circumstances, that any other relationship between the Director and the Company that is not covered by Paragraphs 1 and 2 of the Standards is not material. In any event, where the Board makes the latter decision, the relationship is published in the proxy statement and as the basis for the Board's calculation that it is not material. The Board of Directors has determined that there is no relationship between the company and the candidate for director listed in this proxy, except Ms. Morrison, which affects or undermines the candidate's independence as a director. Each of the following directors and leadership candidates is independent of the rules of the New York Stock Exchange and the standard set out in Annex A: Edmund M. Carpenter Charles R. Perrin Paul R. Charron A. Barry Rand Bennett Dorrance Nick Shreiber Lawrence C. Karlson Tracey T. Travis Randall W. Larrimore, Co-Chairman A. Barry Rand Bennett Dorrance Mary Alice D. Malone Sara Mathew Nick Shreiber Randall W. Larrimore responsible for managing the operations of the Board of Directors and its committees and for giving advice to the CEO on behalf of the Board of Directors. 8 Table of Contents According to the Rules of the Board of Directors, the Board of Directors had set up four standing committees from the date of registration: the Audit Committee, the Compensation and the Finance and Enterprise Development Committee and the Administrative Committee. Each standing committee shall have a charter which shall be examined annually by the Committee. The Administrative Committee shall review the proposed amendments to the Working Base Of any Standing Committee and shall be approved by the Board of Directors. The Charters of the Committees are available in the administrative section of the company's website at www.campbellsoupcompany.com. All members of the Audit Committee, the Compensation and Organizations Committee, and the Management Committee are independent directors as defined in the Rules of the New York Stock Exchange and the standards set out in Appendix A. All members of the Audit Committee also meet the independence requirements of the members of the Audit Committee set out in the SEC rules. The Board of Directors has decided that Sara Mathew is the financial expert of the Audit Committee as defined in the SEC rules. Each member of the Compensation and Association Committee as a non-employee manager as defined in Section 16b-3 of the Securities Exchange Act 1934 and as an external director within the meaning of Section 162(m) of the Internal Income Act. Membership of the Standing Committee on 1 October 2014 was as follows: Audit Compensation and Organization Finance and Corporate Development Governance Sara Mathew, Chairman Les C. Vinney, Chairman Edmund M. Carpenter, Chairman Bennett Dorrance, Co-Chair Lawrence C. Karlson Edmund M. Carpenter Lawrence C. Karlson Randall W. Larrimore, Co-Chairman A. Barry Rand Bennett Dorrance Mary Alice D. Malone Sara Mathew Nick Shreiber Randall W. Larrimore





their remuneration until the end of their management relationship. Leaders participate in the same plan as the leaders. See pages 40–41 for a description of the essential terms of the postponed compensation plan and supplementary pension scheme. Share ownership requirements According to the Company's Corporate Governance Standards, directors must own at least 2,000 Campbell shares within one year of the election and 6,000 shares within three years of the election. Additional arrangements The Company pays or provides (or reimburses managers for out-of-pocket expenses) for transportation, hotel, food and other incidental expenses related to attending board and committee meetings or attending director training programs and other director-oriented or training meetings. In addition, non-employee directors are eligible to participate in the Company's charitable gift program, under which the Company pays up to \$3,000 a year in donations to educational institutions and certain other charities on a one-to-one basis. Section 2 Ratification of the appointment of an independent registered public accounting firm Your Board of Supervisors recommends a vote in favour of this proposal Power of Attorney, unless otherwise specified, shall be voted in favour of the resolution on the ratification of the audit committee's activities, appointing certified auditors of PricewaterhouseCoopers LLP (PwC) as an independent registered public accounting firm to conduct an audit of the financial statements and the effectiveness of the company's financial reporting internal control for the financial year 2015. The members of the Board of Directors serving on the Audit Committee are listed on page 9 under the title Committee Structure of the Board of Directors. The vote required for ratification shall be a majority of the votes cast. If the decision is rejected or if PwC refuses to act or is unable to act, or if his employment is terminated, the Audit Committee appoints other auditors whose extension of the employment relationship after the 2015 Annual General Meeting requires shareholder ratification. PwC representatives are at the 2014 Annual Meeting to issue a statement if they so wish and answer questions. During the 2014 tax year 2014, PwC also looked at separate of the company's foreign subsidiaries and provided the company with audit and non-audit services in connection with SEC filings, quarterly financial statements, debt offers, accounting consultations, audits of retirement plans, reports of other agreed procedures, tax audits and tax subsidiaries, and transfer pricing. 47 Table of Contents Section 3 Advisory vote on executive compensation Your Supervisory Board recommends a vote in favour of this proposal The 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act requires shareholders to be given the opportunity to cast an advisory (non-binding) vote on executive compensation. This vote, commonly referred to as a say-on-pay vote, allows shareholders to express their views on designated executive officer (NEO) compensation during the financial year. The shareholder votes are not intended to address any particular item in the compensation program, but to process the remuneration of Campbell's management as stated in this proxy in accordance with SEC rules. As described in detail in the compensation discussion and analysis published on page 17, Campbell offers a comprehensive compensation package designed to attract, motivate and retain the level of talent needed to deliver successful business performance in absolute and relative to competition. Campbell's compensation program is designed to connect to a payroll company, business unit, and individual performance. The objective of the management compensation programme is: · the financial interests of the company's new organisations must be reconciled with those of its shareholders, both in absolute and relative to competition; · the compensation program should be designed to attract, motivate and retain the level of talent needed to deliver successful business performance in absolute and relative to competition; · the level of compensation based on individual and business unit performance, management potential and organisational responsibility level. Individual performance is categorized based on proven leadership skills, goal achievement, business unit or operational accounts and personal contributions. The Compensation and Organizational Committee shall review annually the company's compensation strategy, principles and practices, including the payment of remuneration between fixed compensation elements and incentive awards, and the design of incentive plans to ensure that they achieve the desired objectives. Campbell's executive compensation program reflects many best practices in administration and management compensation, such as: · all members of the Compensation and Association Committee are independent within the meaning of nyse listing standards · compensation and organisation conduct and receive advice from an independent compensation consultant who does not provide management services · Campbell reviews the risk profile of his compensation programmes annually and maintains risk mitigators such as incentive fee limits, the use of a number of performance measures in incentive schemes and share ownership guidelines; · Campbell maintains an insider trading policy that prohibits management from engaging in derivative or hedging transactions in Campbell's securities and has a policy that prohibits directors and directors from tying up shares in the future · Campbell removed the change in gross tax increases on control excise duties for new participants who are in the process of varying control agreements after 1 January 2011; · Campbell has share ownership guidelines for directors and directors that promote the alignment of their interests with shareholder interests; · Campbell's annual incentive plan is designed to provide annual bonus payments to its new market conditions on the basis of performance-based and fiscal 2014 annual incentive payments, and the Compensation and Organizational Committee used four measuring ranges related to the company's financial, marketplace, operational and strategic objective during the year to assess performance · The risk for new organisations is a significant part of the compensation based on the achievement of the performance targets of the annual incentive payments and the performance targets of the long-term incentives; and 48 Table of Contents · The company's guidance and operating principles for performance bonuses, which combine pay with earnings, the payment of strategic earnings-financed units with a profit limitation for the financial year 2013–2014 was 35% of the target amount due to adjusted net sales and adjusted earnings per share during the performance period, and the AIP pool for the financial year 2014 was financed by 75% of the target amount because the result was balanced against the targets of the scorecard. When making the 2014 government compensation decisions, in particular the decision to finance pool AIP with 75 % of the target, the Committee stated: · challenging environment for packaged food companies; · revenue of \$8.268 billion and adjusted earnings per share of \$2.53 remained at the scorecard targets set at the beginning of the fiscal year, but were in line with the company's revised guidance; · Bothouse Farms business sales growth driven by brand building investment and expanded distribution; · Promoting the growth of key emerging markets in China led by Kellogg Group and expanding the business of sweet biscuits in Indonesia; · Successful sale of Europe's simple meals business; · responsible cost control throughout the organisation; · meaningful actions to lay the foundations for expansion into faster-growing spaces such as packed fresh, e-commerce, direct consumption channels and emerging markets. Read the full compensation debate and from page 17 and check out the 2014 account compensation tables starting on page 30 for more information about Campbell's executive compensation programs, including details of tax year 2014 compensation for new competition agencies. See Appendix B, which discusses eps adjustments and results reconciliation in accordance with generally accepted accounting principles. The Board of Directors asks shareholders to support Campbell's executive remuneration, as detailed in this proxy statement. The Compensation and Organizational Committee and the Board of Directors believe that the compensation program will effectively implement Campbell's compensation principles and practices, achieve the company's compensation targets and align the interests of the neons and shareholders. Thus, the Board of Directors asks shareholders to vote bindingly on the resolution adopted at for the following 2014 AGM: RESOLVED that Campbell Soup Company shareholders will advisably approve compensation paid to Campbell Soup Company's designated CEOs, as announced in a 2014 proxy statement in accordance with the Safety and Exchange Commission's compensation rules, including compensation discussion and analysis, management compensation tables, and related narrative discussion of Campbell's executive compensation, as stated in this proxy, shall be deemed to be approved by shareholders if it receives more votes against than for the proxy. The FOR then against votes. Abvoted and the abvoted of intermediaries are not counted by the votes cast in this proposal. This vote on executive compensation is advisory and therefore does not bind the Campbell Soup Company, the Compensation and Organizational Committee or the Board of Directors and is not construed as reversing the decision of the Company or the Board of Directors or creating or implying a change in the company or board of directors or additional positions of trust. 49 Table of Contents Section 4 Reassigning Campbell Soup Company's Annual Incentive Plan Your Supervisory Board recommends voting in favour of this proposal The Campbell Soup Company's Annual Incentive Plan (AIP), an annual bonus program, has been in place for 57 years. Shareholders first approved AIP at the 1957 Annual Meeting and most recently at the 2009 Annual Meeting. AIP shall be re-submitted to shareholders for approval at least every five years. At the 2014 Annual Meeting, the AIP application will be submitted for re-approval and will be received if a majority of the votes cast at the meeting support the proposal. Abvoted and the abvoted of intermediaries are not counted by the votes cast in this proposal. Unless otherwise stated in the power of attorney, the credentials shall be put to the vote for approval. The AIP submitted for re-approval at the 2014 Annual Meeting for shareholder approval is essentially the same as AIP approved at the 2009 Annual Meeting, and minor administrative changes have been made to the definitions. Deferred compensation plan and Eligible employee. The full text of the AIP is set out in Appendix C and should be referred to so that its terms of use can be fully described. AIP's purpose is to attract, motivate and retain high-level employees, as well as to provide meaningful individual incentives and group incentives in the company and its subsidiaries. AIP is decided by the Compensation and Organizational Committee of the Board of Directors. The Committee shall have the discretion to select eligible employees who may be awarded prizes and to determine the total number of prizes on the basis of measures based on competitive compensation practices and company performance, selected from time to time by the Committee. The Committee shall also determine the total amount of bonus pool available to all participants. Approximately 1 715 key personnel are entitled to incentive compensation under the AIP. Payments made to designated executive officials in accordance with the AIP are shown in the summary compensation table on page 30. AIP will also be discussed in the substitution debate and analysis on pages 21–23. The Committee and the Board of Directors shall be prohibited from making prizes for the financial year during which no cash dividend is paid on Campbell's shares, with the exception of the supervisory change described on pages C-5 to C-7. Each year, the Committee shall award individual prizes to executive officials in accordance with the performance targets set by the Committee at the beginning of the financial year. For employees covered under Section 162(m) of the Internal Revenue Act, the performance targets are defined in one or more of the following performance criteria, as deemed appropriate by the Committee: earnings per share, net result, operating result, unit amount, turnover, market share, balance sheet measures, income, financial performance, cash flow, cash flow, cash return on assets, equity, return on equity or return on capital. The Committee shall disregard or revoke the impact of certain extraordinary amounts, such as restructuring costs, profits or losses, on business performance, changes in tax or accounting legislation or on the impact of a merger or acquisition when determining the achievement of the performance targets of those persons. The Committee may reduce (but not increase) the amount paid to those persons on the basis of additional considerations, as the Committee may decide at its own discretion. For prizes that are not intended to meet Section 162(m) of the Internal Revenue Act, the Committee may establish performance targets on the basis of performance criteria deemed appropriate by others. No participant can be awarded a prize or prizes that exceed \$5 million in a single fiscal year. The performance targets used in the financial year 2014 are described on pages 22–23. Prizes payable under the AIP shall be paid in cash unless approved by the Committee share rewards, limited units or unlimited share units in accordance with the long-term incentive plan approved by the company's shareholders. In all financial years in which control changes (as described on pages C–C–7), each participant whose employment relationship ends before the end of such a financial year (other than for any reason) or who is employed by the Company on the last day of such a financial year shall be entitled to a fee greater than (1) the participant's target award for such financial year or (2) the average of the fees paid to such participant in accordance with the AIP prior to the financial year in which the control changes. If the participant's employment has ended before the end of the financial year, the amount of the award shall be determined by the Committee on the basis of certain performance criteria that are not currently determined. It is not possible to determine the amounts currently received by any AIP participant. In September 2014, the following amounts were awarded to the NEOs, all executive officers as a group, and all non-executive officer participants as a group under the AIP for fiscal 2014 performance: Denise M. Morrison \$ 1,102,500 Anthony P. DiSilvestro \$ 299,250 B. Craig Owens \$ 451,173 Mark R. Alexander \$ 405,007 Carlos J. Barroso \$ 274,950 Ellen Oran Kaden \$ 548,888 All executive officers as a group \$ 4,437,623 All non-executive officer participants as a group \$ 37,371,567 Securities Authorized for Issuance Under Equity Compensation Plans The following table provides information about the Company's stock that could have been issued under the Company's equity compensation plans as of August 3, 2014: Plan Category Number of Securities Authorized/OverExercise of Outstanding Options/Warrants and Rights(a) Weighted-Average Exercise Price/Outstanding Options/Warrants and Rights(b) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)(c) Equity Compensation Plans Approved by Security Holders(1) 4,255,886 \$ 28.33 8,759,729 Equity Compensation Plans Not Approved by Security Holders N/A N/A Total 4,255,886 \$ 28.33 8,759,729 (1) Column (a) represents stock options and limited stocks under the 2005 long-term incentive plan and the 2003 long-term incentive plan. Under the 2003 long-term plan, no additional prizes may be awarded. Future share rewards under the 2005 long-term incentive plan may be options, over-loss consideration fees, performance unit awards, limited shares, limited performance holdings, units or share awards. Column (b) represents only the weighted average training price of the options outside; the remaining restricted inventory units are not included in this calculation. Column c represents the maximum amount of future share rewards to be paid under the 2005 long-term incentive plan as of August 3, 2014. Submission of shareholder proposals Under Section 14a-8(e) of the Securities Exchange Act of 1934, shareholder proposals to be included in next year's proxy must be submitted in writing to the Company's Business Secretary at 1 Campbell Place, Camden, New Jersey 08103-1799 and must be received by June 3, 2015. Any proposal from shareholders submitted for consideration at next year's annual meeting but not submitted for inclusion in the proxy shall be submitted in writing to the Company's Business Secretary at 1 Campbell Place, Camden, New Jersey 08103-1799 and shall not be received until August 21, 2015 at the earliest and no later than September 20, 2015. A proposal submitted without the required notification shall not be considered to have been properly submitted in accordance with the company's law. A proposal received by the Company after September 20, 2015 is not considered to the Company in time in accordance with Rule 14a-4(c)(1). If the proposals have not been submitted properly or have been submitted in a timely manner, the Company will continue to have the discretion to vote on the nits received. In the case of duly submitted and timely proposals, the Company shall continue to have the discretion to vote on the attorneys it receives, provided that: (1) The Company includes in its proxy advice on the nature of the proposal and how it intends to exercise its voting rights; and (2) the advocate does not give a power of attorney. 51 Table of Contents Director and CEO Shareholding Reports Federal securities laws require company directors and executives, as well as persons who own more than 10 percent of the Company's shares, to report preliminary reports to the SEC and the New York Stock Exchange about changes in ownership of the company's securities. According to company information, in the financial year ended August 3, 2014, all of the company's CEOs, directors and more than 10 percent of the actual beneficiaries made all required applications in a timely manner. Other matters The Board of Directors does not know the other things that were picked up at the meeting. If other matters come before the meeting, the purpose of the Directors' Representative is to vote on such matters in accordance with his best estimate. Credentials and voting at the meeting The Board of Directors is to request proxy rights for the annual meeting of Campbell soup company on November 19, 2014. Shipping the company's world headquarters are 1 Campbell Place, Camden, New Jersey 08103-1799. Delegates registered to abstain on all matters to be dealt with by shareholders shall be treated as present at the meeting in order to determine the quorum, but shall not be counted by the votes cast in such matters. In addition, the non-votes of the intermediary are not counted by the votes cast. This offer of proxy is made on behalf of the Board of Directors with the authorization of the Board of Directors, and the costs are borne by the company. Proxy material is distributed to shareholders, and the Company's employees can communicate with shareholders about proxy servers, brokers, banks and other matters. All matters to be voted on at the meeting shall be decided by the majority of the votes cast. The Company's proxy material is distributed to shareholders, and the Company's employees can communicate with shareholders about proxy servers, brokers, banks and other matters. All matters to be voted on at the meeting shall be decided by the majority of the votes cast. The Company's proxy material is distributed to shareholders, and the Company's employees can communicate with shareholders about proxy servers, brokers, banks and other matters. All matters to be voted on at the meeting shall be decided by the majority of the votes cast. The Company's proxy material is distributed to shareholders, and the Company's employees can communicate with shareholders about proxy servers, brokers, banks and other matters. 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do not directly or indirectly own more than fifty per cent (50%) the combined voting rights of the company's outstanding voting rights resulting from such a share swap in proportion to their shareholding in the remaining voting rights immediately prior to such share exchange. Not to the above, control is not considered to be changed simply because 25 % (25 %) or several of the remaining voting rights papers ignited are acquired by (i) a trustee or other trust consideration under one or more employee benefits; companies operated by the company or its subsidiaries, (ii) companies which, immediately prior to such acquisition, are directly or indirectly owned by a shareholder of the Company in proportion to their holding in the company immediately prior to such acquisition, (iii) grandfather Dorrance Family Shareowner (as defined below) or (iv) a person who has acquired such voting securities directly from his grandfather, Dorrance Family Shareowner; but only if the person concerned has executed an agreement approved by two thirds of the Board of Directors under which that person has agreed that he (or they) will not add the beneficial owner (directly or indirectly) to 30 % or more of the remaining voting rights papers (standstill agreement) and only for the period during which that person has effectively and fully respected the standstill agreement. For the purposes of this Section, Grandfather Dorrance Family Shareowner shall at any time mean Dorrance Family Shareowner (hereinafter referred to as 'defined') which, or is then exclusively v), the actual beneficiary of voting rights owned by such a person on 25 January 1990; which are also effectively owned by other grandfather-owned Dorrance Family Shareowners, and (z) voting securities acquired after 25 January 1990 and originating directly from the Company or from another grandfather, Dorrance Family Shareowner, acquired by Dorrance Grandchild (as defined below), provided that the total amount of the voting security acquired by each dorrance grandchild must not exceed 5 % (5 %) securities with voting rights issued at the time of acquisition. Dorrance Family Shareowner, which or is the actual beneficiary of securities entitled to vote at that time, not defined in clauses v, w, x, y and z of the preceding sentence, is not a grandfather part-owner of the dorrance family in that class. For the purposes of this section, Dorrance Family Shareowners refers to persons who are descendants, believers and foundations of the late Dr. John T. Dorrance, parent, and/or such descendants. Dorrance's granddaughter refers to the late Dr. John T. Dorrance, Sr., for each particular grandchild, all of the following: such a grandchild, the descendants of the grandchild, and/or the spouses, confidantes and foundations of such a grandchild, and the descendants of such a grandchild. Notwithstanding the above, control shall not be considered to be changed solely because the person (The Underisite) has acquired more beneficial ownership than the acquisition of the voting rights loan has resulted in: by a company which, by reducing the amount of voting securities outstanding, increases the relative amount of the shares actually owned by the target person, provided that if control changes (but in respect of that sentence) as a result of the acquisition of the company, and after the Acquisition of the Company by The Subject, becomes the beneficial owner of all the additional voting rights papers that increase the percentage of the voting rights securities outstanding at that time that the subject usefully owns will be controlled. C-6 Table of Contents Not to the contrary, if the Company terminates a participant's employment without cause within one year prior to the change of control and such termination (1) has occurred at the request of a third party that has made a change of control or (2) otherwise occurred in connection with or in anticipation of a change in control, by a change in supervision and only by the date of the control change pursuant to This Article VIII immediately before the expiry date of such participant's employment. Because. For the purposes of this Article VIII only, "reason" means terminating a participant's employment relationship because he or she (a) has been convicted of an offence or (b) guilty of conduct which is demonstrably and materially harmful to the Campbell Group, financially or otherwise. No action or omission by an employee shall be considered unless he has acted or failed to act without good faith and without reasonable belief that his actions or omissions would be acting in the interests of the Campbell Group. § 8.3 Amendment to the Steering Prize. In each financial year in which control changes (Change to year of control), any eligible employee who is a participant immediately prior to the change of control (a) whose employment relationship with his employer terminates before the change of year of control for any reason (other than that of his employer) or (b) who is employed by the Company or a subsidiary on the last day of the change of control year, is entitled, in both cases, within thirty (30) days thereafter, to a cash payment greater than (x) his target prize for the change in the year of supervision or (y) the average of the fees paid or payable under the plan for the last two financial years ending before the change in the surveillance year; hereinafter referred to as 'the prize'; provided, however, that the amount of the contract provided for in point (a) for each participant is multiplied by a fraction, the numerator of which shall be the number of calendar days from the change in the year of supervision, including its first day until the end of the participant's employment relationship, to which the denominator shall be: be 365; provided, however, that the prize paid to a participant party to an individual withdrawal agreement is deducted from the amount of the Pro Rata bonus payable under the withdrawal agreement (as defined in the Withdrawal Agreement). § 8.4 Extension of the plan. For a period of two (2) years after the change of control, the plan shall not be terminated or amended in any way (including, inter alia, limiting or limiting the participation or reward possibilities of the eligible employee) or the way in which the plan is managed shall be modified in a manner that adversely affects the level of participation or reward opportunities of the participant; provided, however, that the plan is amended where necessary in order to make appropriate adjustments (a) for any negative effects; which the costs and expenses incurred by the Company and its subsidiaries in connection with the change in control may have on the proceeds of the plan, and (b) any changes (including but not limited to changes in the corporate structure, recapitalisation and increased interest expenses resulting from the company's acquisition indebtedness) following the change in control in order to maintain the reward possibilities and performance targets for comparable performance as planned immediately prior to the change in control. § 8.5 Amendment or termination. This Article VIII shall never be amended or terminated if such amendment or denunciation would adversely affect the rights of participants in accordance with Article 10(1) of the plan. § 8.6 Amendment or dismissal prior to the change of control. Any change or termination of a contract prior to or in anticipation of a change in control (1) at the request of a third party who has notified its intention or taken reasonably calculated action in the event of a change in control or (2) otherwise in the event of or in anticipation of a change in supervision is neither insignificant nor affected. ARTICLE IX OTHER § 9.1 Unins alienated. The amounts to be paid under the plan shall in no way be foreseeable, transferred or voluntary or unintentional alienation. § 9.2 Applicable law. This plan shall be applied and interpreted in accordance with the laws of the State of New Jersey to the extent that it was not preceded by federal law. § 9.3 Invalidity. If, at its sole discretion, a participant entitled to any payment on that basis is incapable of obtaining the same age, illness or any incapacity or incompetence, the Committee may direct the employer to apply such payment directly in favour of such a person or to pay the C-7 table of contents to any person selected by the Committee to pay for the benefit of the same participant. Payments made pursuant to this Section shall be discharged in so far as: all the debts of the employer, the committee and the plan to the person for whom the payments are to be made. § 9.4 Trust arrangement. All benefits of the Plan are an unsecured promise to pay the Company. The plan is un funded and the benefits paid under it are paid only from the Company's general funds; however, nothing here prevents or prohibits the Company from establishing a fund or other arrangement to ensure the benefits to be paid under the Arrangement. C-8 Table of Contents INSTRUCTIONS AND MAP Campbell Soup Company World Headquarters 1 Campbell Place Camden, New Jersey 08103-1799 DIRECTIONS from North: - Take NJ Turnpike south EXIT 4 - Turn right after exit to turn rt. 73-north - Use the right lane - follow a short distance to Rt. 295-South - Drive 0.9 miles away - EXIT 34, Rt. 70-West - Follow Rt. 70-West 5 miles to Rt. 30-West - When you are in Rt. 30-West, use the right lane; less than three miles above is the sign Campbell Place - Turn sharply to the right and drive down the ramp while staying on the left - In the light turn left to the main entrance of campbell soup company at Philadelphia International Airport. - Follow Interstate 95-North to Delaware - Drive north to Delaware Memorial Bridge - After the toll, follow Rt. 295-North (look for signs in the state aquarium along the highway) - At the exit 26 road cracks; bear to the right, use the left lane while driving down the ramp and carry left at the bottom of the ramp and drive straight to rt. 676-North - At the bottom of wait whitman bridge (don't cross the bridge) Rt. 676-North starts in the right lane - Continue on rt. 676-north about 5 miles to exit 5A - At the bottom of the ramp, turn left at light 11. In another light, turn right to the main entrance of campbell soup company from Philadelphia International Airport. - Follow Interstate 95-North (about 10 miles) to Exit 22 - the sign says Central Philadelphia, Independence Hall, Callowhill Street - Go straight to the road sign at the bottom of the ramp (3rd &amp; Callowhill) - Continue in the left lane of Callowhill to 6th Street. - Turn left and follow the Benjamin Franklin Bridge. - Continue in the left lane, after toll booths (no toll), the road ahead is divided - bear to the left. - Follow Rt. 30 East (Admiral Wilson Blvd.) and move into the right lane as you continue for 4/10 miles. - Take the first exit from the right; There's a sign that says Memorial Avenue - make your first real memorial avenue. - Go straight to the first light over 11th St. and main entrance campbell soup company from 30th Street Train Station & Center City Philadelphia. - Follow Highway 676 and the exit of the Benjamin Franklin Bridge. - Take the exit and go to the left lane, turn right at the end of the ramp - Turn left from first to Benjamin Franklin Bridge - Continue in the left lane, after toll booths (no toll), the road ahead is divided - bear - Follow Rt. 30 East (Admiral Wilson Blvd.) and move into the right lane as you continue for 4/10 miles. - Take the first exit from the right; There's a sign that says Memorial Avenue - make your first real memorial avenue. - Go straight to the first light over 11th St. and main entrance to campbell soup company's table of contents Campbell Soup Company 1 Campbell Place, Camden, NJ 08103-1799 investor.campbellsoupcompany.com Table of Contents with Black Ink Mark Your Voice with X as shown in this example. Do not type outside the specified ranges. x Electronic voting instructions available 24 hours a day, 7 days a week! Instead of mailing your credentials, you can choose one of the voting methods described below to vote for your credentials. THE VALIDATION INFORMATION IS LOCATED UNDER THE TITLE BAR. Connections provided by the Internet or telephone must be received by 13:00 on .m 2014 .m 19 November 2014. Vote over the Internet • Go to www.envisionreports.com/cpb • Or scan the QR code on your smartphone • Follow the instructions on the Secure Website Vote by Phone • Call free of charge 1-800-652-VOTE (8683) in the US, US territories & Canada touchscreen phone • Follow the instructions in the recorded message q If you have not voted via the internet or phone, fold through the perforation, remove and return the accompanying letter envelope. q A Proposals - The Board of Directors recommends a vote for all candidates and paragraphs 2, 3 and 4. 1. Leadership election: 01 - Paul R. Charron 05 - Marc B. Lautenbach 09 - Charles R. Perrin 13 - Archbold D. van Beuren 02 - Bennett Dorrance 06 - Mary Alice D. Malone 10 - A. Barry Rand 14 - Les C. Vinney 03 - Lawrence C. Karlson 07 - Sara Mathew 11 - Nick Shreiber 04 - Randall W. Larrimore 08 - Denise M. Morrison 12 - Tracey T. Travis + 1 Mark here to vote for all candidates 01 02 03 04 05 06 07 1 08 09 10 11 12 13 14 13 14 13 14 - If you wish to withhold the vote of one or more candidates, tick the box to the left and the corresponding numbered box (es) to the right. 1.1.2010 1.12.2019. 2 v Ratification of the appointment of an independent registered public accounting firm. Three. Advisory vote on executive compensation. Four. Re-approval of campbell soup company's annual incentive scheme. B Change of address for non-voting items - Print a new address below. Use X to mark this box for pre-registration and to get a ticket to the meeting. C Authorized signatures - This section must be filled in in order for your vote to be counted. - Date and signature below Sign exactly as the name (name) appears here. Joint owners should sign. When you sign as a lawyer, executor, administrator, corporate official, guardian or guardian, enter a full title. Date (mm/mm/yyyy) - Print date below. Signature 1 - Keep the signature in the box. Signature 2 - Keep inside the box. Table of Contents Campbell Soup Company Annual Meeting will be held on November 19, 2014 at Campbell Soup Company, One Campbell Place, Camden, New Jersey 08103, 4:00 p.m.m. Eastern Time. DIRECTIONS from north: - Take NJ Turnpike South to exit 4 • After exit, turn right into the right lane Rt. 73-North • Use the right lane - follow a short distance to Rt. 295-South • Drive 1 mile to exit 34B., Rt. 70-West • Follow Rt. 70-West 5 miles to Rt. 30-West • When you're in Rt. 30-West, use the right lane; less than three miles above is the sign Campbell Place • Turn sharply right and drive down the ramp that remains on the left • In the light turn left to the main entrance of campbell soup company at Philadelphia International Airport. • Follow Interstate 95-North (about 10 miles) to exit 22 - the sign says Central Philadelphia, Independence Hall, Callowhill Street • Go straight to the road sign at the bottom of the ramp (3rd &amp; Callowhill) • Continue in the left lane of Callowhill to 6th Street • Turn left and follow Ben Franklin Bridge • Continue in the left lane, after toll booths (no toll) the road ahead will be divided - bear to left • Follow Rt. 30 East (Admiral Wilson Blvd.) and move into the right lane as you continue 4/10 miles • Take the first exit to the right; there's a sign that says Memorial Avenue - make your first right to Memorial Avenue • Go straight to the first light over 11th St. and the main entrance to Campbell Soup Company from the south: • Follow Interstate 95-North delaware • Drive north to Delaware Memorial Bridge • After toll, follow Rt. 295-North (find State Aquarium signage along the highway) • EXIT 26 tie splits: Bear to the right, use the left lane driving down the ramp and bear to the left at the bottom of the ramp and drive straight to rt. 676-North • At the bottom of wait whitman bridge (don't cross the bridge) Rt. 676-North starts in the right lane • Continue on 676-North about 5 miles to exit 5A • at the bottom of the ramp, turn left of the light at 11th St. St. • Turn right at the second light to the main entrance of campbell soup company at 30th Street Train Station & Center City Philadelphia. • Follow Interstate 676-East to the exit of the Ben Franklin Bridge • Turn to the exit and go to the left lane, turn right at the end of the ramp • Turn to the first left onto the Ben Franklin Bridge • Continue in the left lane, after the toll booths (no toll), the road ahead will be divided - carry left • Follow Rt. 30 East (Admiral Wilson Blvd.) and move to the right lane as you continue 4/10 miles • Take the first exit on the right; There's a sign that says Memorial Avenue. • Go directly to the first light above 11th St. and Campbell Soup Company's main entrance q if you haven't voted over the Internet or phone, fold through the hole ITY, remove and restore the included bottom q Proxy - CAMPBELL SOUP COMPANY At the Annual Meeting held on behalf of the Board of Directors on behalf of the Board of Directors on 19 November 2014, the Undersigned hereby appoints Denise M. Morrison or, in her absence, Ellen O. Kaden or, if both are not, Kathleen M. Gibson and both of them, the credentials having full jurisdiction over each, vote on all shares that the signatories hold voting rights at the Campbell Soup Company Shareholders' Annual Meeting to be held at Campbell Soup Company, One Campbell Place, Camden, New Jersey on 08103, 4.m p.m., East Time on November 19, 2014, and its possible deferrals on all pre-meeting matters, including those mentioned on the reverse of this paragraph. If the undersigned participates in a participant in the Campbell Soup Company 401(K) Pension Plan (Plan), the undersigned shall order the trustee of the plan to vote on all shares in Campbell Soup Company Stock in the plan account of the signatory at the aforementioned annual meeting and any postponements therof in all pre-meeting matters, including the proposals mentioned on the reverse side of the plan. If the address has changed, tick the appropriate box on the back of the card. Your shares will be voted on in accordance with the recommendations of the Board of Directors (or, in the case of shares held in the Plan, the trustee shall be voted on at the discretion of the trustee), unless otherwise specified in which case they will be voted on. If you wish to vote in accordance with the government's recommendations, sign only the other side; boxes do not need to be marked. If you do not vote by phone or the Internet, fold and return your credentials without delay with the accompanying envelope. Table of Contents Voting by Internet • Go to www.envisionreports.com/cpb • Or scan the QR code on your smartphone • Follow the instructions described on the secure website Important notice of availability of proxy material for campbell soup company shareholders' annual meeting to be held on November 19, 2014 in accordance with securities and exchange commission rules, you will receive this notice that proxy materials for the annual shareholder meeting are available on the Internet. Follow the steps below to view the material and vote online or request a copy of paper or email. The items to be voted on and the location of the annual meeting are on the back. Your voice is important! This communication provides only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to use and review all important information contained in the proxy material before voting. The proxy and annual report to shareholders, including Form 10-K, are available at: Easy Online Access - A Convenient Way to View Proxy Materials and Vote When you go online to view the materials, you can also vote for your shares. Step 1: Go www.envisionreports.com/cpb if you want Step 2: Click Cast Your Vote or Request Materials. Step 3: Follow the onscreen instructions to sign in. Step 4: Make your choice on each screen according to the instructions to select delivery options and vote. When you go online, you can also help the environment by agreeing to receive electronic delivery of future materials. Obtain a copy of the proxy material - If you want to receive a copy of these documents in paper or e-mail, you must request one. You will be charged to request a copy. Ask for a copy on or before 7 November 2014 as directed to ensure that delivery is as early as possible. 01VVYG Table of Contents Campbell Soup Company Annual Meeting will be held on November 19, 2014 at Campbell Soup Company, One Campbell Place, Camden, New Jersey 08103, 4.m. The proposals to be voted on at the meeting are listed below together with the government's recommendations. The Government recommends a vote for all candidates and paragraphs 2, 3 and 4. 1. Leadership election: 01 - Paul R. Charron 02 - Bennett Dorrance 03 - Lawrence C. Karlson 04 - Randall W. Larrimore 05 - Marc B. Lautenbach 06 - Mary Alice D. Malone 07 - Sara Mathew 08 - Denise M. Morrison 09 - Charles R. Perrin 10 - A. Barry Rand 11 - Nick Shreiber 12 - Tracey T. Travis 13 - Archbold D. van Beuren 14 - Les C. Vinney 2. Ratification of the appointment of an independent registered public accounting firm. 3. Advisory vote on executive compensation. 4. Re-approval of Campbell Soup Company's annual incentive scheme. NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTIFICATION. If you want to vote for your shares, you must vote online or request a hard copy of the proxy material to obtain a proxy card. If you want to attend a meeting and vote at a meeting, see www.envisionreports.com/cpb for pre-registration to get an entrance ticket. When voting on the Internet, you can request a ticket if you are interested in attending the annual meeting. DIRECTIONS from the north: Take the NJ Turnpike South to exit 4. When you're gone, turn right onto rt. 73-north. Use the right lane and follow Rt. 73 a short distance from Rt. 295-South. Take Rt. 295-South mile from exit 34, Rt. 70-West. Follow Rt. 70-West 5 miles to Rt. 30-West. When you are in Rt. 30-West, use the right lane; There's a sign with Campbell Place less than two miles away. Turn right and drive down the ramp, stay on the left. Turn left of the light to the main entrance of the Campbell Soup Company. From the south: Follow Interstate 95-North to Delaware; Over the Delaware Memorial Bridge. After the toll, follow Rt. 295-North (look for signs of a state aquarium along the highway). At the exit 26 road cracks; Bear to the right, use the left lane to drive down the ramp. Bear left at the bottom of the ramp and drives straight to Rt. 676-North. At the bottom of wait whitman bridge (don't cross the bridge) Rt. starts in the right lane. Continue on RT. 676-North about 3 miles to exit 5A. Turn left at the bottom of the ramp at light 11th St. In the second light, turn right to the main entrance of the Campbell Soup Company. From Philadelphia International Airport: Follow Interstate 95-North (about 10 miles) to Exit 22: The sign says Central Philadelphia, Independence Hall, Callowhill Street. Stay at direct traffic lights at the bottom of the ramp (3rd & Callowhill) and continue in the left lane of Callowhill St. to 6th Street. Turn left on 6th Street and follow Ben Franklin Bridge. Continue in the left lane, after the toll booths (no toll), the road ahead will be divided - bear to the left. Follow Rt. 30 East (Admiral Wilson Blvd.) and move into the right lane as you continue for 4/10 miles. Take the first exit from the right; There's a sign that says Memorial Avenue - make your first real Memorial Avenue. Go straight to the first light at 11th St. and main entrance Campbell Soup Company. From 30th Street Train Station & Center City Philadelphia: Follow Interstate 676-East to the exit of the Ben Franklin Bridge. Go to the exit and go to the left lane, turn right at the end of the ramp and turn first left onto the Ben Franklin Bridge. Continue in the left lane, after the toll booths (no toll), the road ahead will be divided - bear to the left. Follow Rt. 30 East (Admiral Wilson Blvd.) and move into the right lane as you continue for 4/10 miles. Take the first exit from the right; There's a sign that says Memorial Avenue - make your first real Memorial Avenue. Go straight to the first light at 11th St. and main entrance Campbell Soup Company. To order a copy of the proxy material and select a future shipping option: Hard copies: Current and future paper delivery requests can be sent using the phone, Internet, or e-mail options below. E-mail copies: Current and future email delivery requests must be delivered over the Internet as described below. If you request an e-mail copy of current materials, you will receive an email with a link to the material. NOTE: You must use the number on the back of the shaded bar when requesting relay material. g Internet - Go to www.envisionreports.com/cpb. Click Vote or request material. Follow the instructions to log in and order a paper or email copy of the current meeting material and send your preferences to email or paper deliveries of future meeting materials. g Phone - Call us free of charge 1-866-641-4276 using a touchscreen phone and follow the instructions to log in and order a paper copy of material by post for the current meeting. You can also send a preference to get a hard copy for upcoming meetings. g Email - Send an email investorvote@computershare.com with Proxy Materials Campbell Soup Company in the subject line. message with your full name and and and the number located on the shaded bar bar in the reverse bar, and in the email, tell them that you want a copy of the current meeting material. You can also tell that you want to get a hard copy for upcoming meetings. In order to facilitate delivery, all requests for paper copy of proxy material must be received by 7 November 2014. 01VVYG 01VVYG

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