THE GAP, INC. CONSOLIDATED BALANCE SHEETS

| (\$ and shares in millions except par value) | Fe | bruary 3, 2018 | January 28, 2017 | | |
|--|----|-------------------|---------------------|-------|--|
| ASSETS | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | \$ | 1,783 | \$ | 1,783 | |
| Merchandise inventory | | 1,997 | | 1,830 | |
| Other current assets | | 788 | | 702 | |
| Total current assets | | 4,568 | | 4,315 | |
| Property and equipment, net | | 2,805 | | 2,616 | |
| Other long-term assets | | 616 | | 679 | |
| Total assets | \$ | 7,989 | \$ | 7,610 | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | |
| Current liabilities: | | | | | |
| Current maturities of debt | \$ | _ | \$ | 65 | |
| Accounts payable | | 1,181 | | 1,243 | |
| Accrued expenses and other current liabilities | | 1,270 | | 1,113 | |
| Income taxes payable | | 10 | | 32 | |
| Total current liabilities | | 2,461 | | 2,453 | |
| Long-term liabilities: | | | | | |
| Long-term debt | | 1,249 | | 1,248 | |
| Lease incentives and other long-term liabilities | | 1,135 | | 1,005 | |
| Total long-term liabilities | | 2,384 | | 2,253 | |
| Commitments and contingencies (see Notes 11 and 15) | | | | | |
| Stockholders' equity: | | | | | |
| Common stock \$0.05 par value | | | | | |
| Authorized 2,300 shares for all periods presented; Issued and Outstanding 389 and 399 shares | | 19 | | 20 | |
| Additional paid-in capital | | 8 | | 81 | |
| Retained earnings | | 3,081 | | 2,749 | |
| Accumulated other comprehensive income | | 36 | | 54 | |
| Total stockholders' equity | | 3,144 | | 2,904 | |
| Total liabilities and stockholders' equity | \$ | 7,989 | \$ | 7,610 | |
| | | | | | |

See Accompanying Notes to Consolidated Financial Statements

THE GAP, INC. CONSOLIDATED STATEMENTS OF INCOME

| | Fiscal Year | | | | | | | | |
|--|-------------|--------|----|--------|------|--------|--|--|--|
| (\$ and shares in millions except per share amounts) | | 2017 | | 2016 | 2015 | | | | |
| Net sales | \$ | 15,855 | \$ | 15,516 | \$ | 15,797 | | | |
| Cost of goods sold and occupancy expenses | | 9,789 | | 9,876 | | 10,077 | | | |
| Gross profit | | 6,066 | | 5,640 | | 5,720 | | | |
| Operating expenses | | 4,587 | | 4,449 | | 4,196 | | | |
| Operating income | | 1,479 | | 1,191 | | 1,524 | | | |
| Interest expense | | 74 | | 75 | | 59 | | | |
| Interest income | | (19) | | (8) | | (6) | | | |
| Income before income taxes | | 1,424 | | 1,124 | | 1,471 | | | |
| Income taxes | | 576 | | 448 | | 551 | | | |
| Net income | \$ | 848 | \$ | 676 | \$ | 920 | | | |
| Weighted-average number of shares—basic | | 393 | | 399 | | 411 | | | |
| Weighted-average number of shares—diluted | | 396 | | 400 | | 413 | | | |
| Earnings per share—basic | \$ | 2.16 | \$ | 1.69 | \$ | 2.24 | | | |
| Earnings per share—diluted | \$ | 2.14 | \$ | 1.69 | \$ | 2.23 | | | |

THE GAP, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

| Cash flows from operating activities: Net income \$ 848 \$ 676 \$ 920 Adjustments to reconcile net income to net cash provided by operating activities: 559 593 592 Depreciation and amortization 559 593 592 Amortization of lease incentives (60) (62) (65 Share-based compensation 87 76 76 Tax benefit from exercise of stock options and vesting of stock units — (4) 26 Excess tax benefit from exercise of stock options and vesting of stock units — (1) (28 Store asset impairment charges 28 107 54 Goodwill impairment charges — 71 — Mon-cash and other items 19 (4) (126 Changes in operating assets and liabilities: Merchandise inventory (142) 46 (6 Changes in operating assets and other long-term assets 33 54 13 Accounts payable (60) 142 46 (6 Abcounts payable in et of prepaid and other tax-related items (52) 19 <td< th=""><th colspan="3"></th><th colspan="8">Fiscal Year</th></td<> | | | | Fiscal Year | | | | | | | |
|--|---|----|-------|-------------|-------|------|--------|--|--|--|--|
| Net income S | (\$ in millions) | | 2017 | 2016 | | 2015 | | | | | |
| Adjustments to reconcile net income to net cash provided by operating activities: Depreciation and amortization Amortization of lease incentives (60) (62) (62) (62) (62) (63) Amortization of lease incentives (60) (62) (62) (63) Share-based compensation Tax benefit from exercise of stock options and vesting of stock units Excess tax benefit from exercise of stock options and vesting of stock units Excess tax benefit from exercise of stock options and vesting of stock units (1) (28) Store asset impairment charges (28) (30) (3 | Cash flows from operating activities: | | | | | | | | | | |
| Depreciation and amortization 559 593 59 | Net income | \$ | 848 | \$ | 676 | \$ | 920 | | | | |
| Amontization of lease incentives (60) (62) (62) Share-based compensation 87 76 76 Tax benefit from exercise of stock options and vesting of stock units — (4) 26 Excess tax benefit from exercise of stock options and vesting of stock units — (11) (28 Store asset impairment charges — 71 — Goodwill impairment charge — 71 — Non-cash and other items 19 (4) (126 Deferred income taxes 61 (5) 101 Changes in operating assets and liabilities: — — 71 Other current assets and other long-term assets 33 54 133 Accorused expenses and other current liabilities (90) 146 (47 Accrued expenses and other long-term liabilities 55 (20) 25 Net cash provided by operating activities: 55 (20) 25 Net cash provided by operating activities: — — — Purchases of property and equipment (731) (52 | Adjustments to reconcile net income to net cash provided by operating activities: | | | | | | | | | | |
| Share-based compensation 87 76 776 Tax benefit from exercise of stock options and vesting of stock units — (4) 26 Excess tax benefit from exercise of stock options and vesting of stock units — (1) (26 Store asset impairment charges 28 107 54 Goodwill impairment charge — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 71 — 72 72 — 71 10 12 46 10 12 46 10 12 46 42 42 42 42 | Depreciation and amortization | | 559 | | 593 | | 592 | | | | |
| Tax benefit from exercise of stock options and vesting of stock units — (4) 26 Excess tax benefit from exercise of stock options and vesting of stock units — (1) (28 Store asset impairment charges 28 107 54 Goodwill impairment charge — 71 — Non-cash and other items 19 (4) (126 Deferred income taxes 61 (54) 101 Changes in operating assets and liabilities: | Amortization of lease incentives | | (60) | | (62) | | (65) | | | | |
| Store asset impairment charges 28 107 54 | Share-based compensation | | 87 | | 76 | | 76 | | | | |
| Store asset impairment charges 28 107 54 Goodwill impairment charge — 71 — Non-cash and other items 19 (4) (126 Deferred income taxes 61 (54) 101 Changes in operating assets and liabilities: | Tax benefit from exercise of stock options and vesting of stock units | | _ | | (4) | | 26 | | | | |
| Goodwill impairment charge | Excess tax benefit from exercise of stock options and vesting of stock units | | _ | | (1) | | (28) | | | | |
| Non-cash and other items | Store asset impairment charges | | 28 | | 107 | | 54 | | | | |
| Deferred income taxes Catalogue Cata | | | _ | | 71 | | _ | | | | |
| Changes in operating assets and liabilities: Merchandise inventory (142) 46 (6 Other current assets and other long-term assets 33 54 133 Accounts payable (90) 146 (47 Accrued expenses and other current liabilities 34 76 (41 Income taxes payable, net of prepaid and other tax-related items (52) 19 (24 Lease incentives and other long-term liabilities 55 (20) 25 Net cash provided by operating activities 1,380 1,719 1,594 Cash flows from investing activities: (731) (524) (726 Net cash used for investing activities (66 — — Other (3) (5) (4 Net cash used for investing activities (668) (529) (730 Cash flows from financing activities — — — Proceeds from issuance of debt — — — 400 Payments of debt — — — 400 Repurchases of c | Non-cash and other items | | 19 | | (4) | | (126 | | | | |
| Merchandise inventory (142) 46 (6 Other current assets and other long-term assets 33 54 133 Accounts payable (90) 146 (47 Accrued expenses and other current liabilities 34 76 (41 Income taxes payable, net of prepaid and other tax-related items (52) 19 (24 Lease incentives and other long-term liabilities 55 (20) 25 Net cash provided by operating activities 1,380 1,719 1,594 Cash flows from investing activities: 70 1,380 1,719 1,594 Cash flows from investing activities: 726 1,380 1,719 1,594 Insurance proceeds related to loss on property and equipment 66 — — — Other (3) (52) (730 (524) (726 Insurance proceeds related to loss on property and equipment 66 — — — Other (668) (529) (730 (24 (252) (730 Cash flows from financing activitie | Deferred income taxes | | 61 | | (54) | | 101 | | | | |
| Other current assets and other long-term assets 33 54 133 Accounts payable (90) 146 (47 Accrued expenses and other current liabilities 34 76 (41 Income taxes payable, net of prepaid and other tax-related items (52) 19 (22 Lease incentives and other long-term liabilities 55 (20) 25 Net cash provided by operating activities 55 (20) 25 Cash flows from investing activities (731) (524) (726 Purchases of property and equipment (66 — — Purchases of property and equipment (66 — — Other (3) (5) (4 Net cash used for investing activities (668) (529) (730 Cash flows from financing activities — — — 400 Cash flows from insuance of debt — — — 400 Payments of debt — — — 400 Payments of debt (67) (421) (21 | Changes in operating assets and liabilities: | | | | | | | | | | |
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| Accrued expenses and other current liabilities 34 76 (41 Income taxes payable, net of prepaid and other tax-related items (52) 19 (24 Lease incentives and other long-term liabilities 55 (20) 25 (20) (25 (20) (25 (20) (25 (20) (25 (20) (25 (25 (20) (25 (2 | Other current assets and other long-term assets | | 33 | | 54 | | 133 | | | | |
| Income taxes payable, net of prepaid and other tax-related items 55 20 25 Lease incentives and other long-term liabilities 55 (20) 25 Net cash provided by operating activities 1,380 1,719 1,594 Cash flows from investing activities: Purchases of property and equipment 66 6 60 Other (731) (524) (726 Insurance proceeds related to loss on property and equipment 66 6 60 Other (3) (5) (4) Net cash used for investing activities (668) (529) (730 Cash flows from financing activities: Proceeds from issuance of debt 667 (421) (21 Proceeds from issuances under share-based compensation plans 30 29 65 Withholding tax payments related to vesting of stock units (18) (19) (69 Excess tax benefit from exercise of stock options and vesting of stock units (361) (367) (377 Other - 1 (28 Cash dividends paid (361) (367) (377 Other - 1 (28 Cash dividends paid (361) (367) (377 Other - 1 (18 Net cash used for financing activities (731) (777) (990 Effect of foreign exchange rate fluctuations on cash and cash equivalents - 413 (148 Cash and cash equivalents at beginning of period 1,783 1,370 1,515 Cash and cash equivalents at end of period 1,783 1,370 1,515 Cash and cash equivalents at end of period 1,783 1,783 1,370 Non-cash investing activities: Purchases of property and equipment not yet paid at end of period 77 56 81 Supplemental disclosure of cash flow information: Cash paid for interest during the period 78 82 78 Cash paid for interest during the period 78 82 78 Cash paid for interest during the period 78 82 78 Cash paid for interest during the period 78 82 78 Cash paid for interest during the period 78 82 78 Cash paid for interest during the period 78 78 78 Cash paid for interest during the period 78 78 78 Cash paid for interest during | Accounts payable | | (90) | | 146 | | (47) | | | | |
| Lease incentives and other long-term liabilities 55 (20) 25 Net cash provided by operating activities 1,380 1,719 1,594 Cash flows from investing activities: ************************************ | Accrued expenses and other current liabilities | | 34 | | 76 | | (41) | | | | |
| Net cash provided by operating activities 1,380 1,719 1,594 Cash flows from investing activities: 726 Purchases of property and equipment (731) (524) (726) Insurance proceeds related to loss on property and equipment 66 — — Other (33) (5) (4 Net cash used for investing activities (668) (529) (730) Cash flows from financing activities: — — — 400 Payments of debt — — — 400 Payments sealand sudders have based compensation plans 30 29 65 Withholding tax payments related to vesting of stock units — (1,015 Excess ta | Income taxes payable, net of prepaid and other tax-related items | | (52) | | 19 | | (24) | | | | |
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| Excess tax benefit from exercise of stock options and vesting of stock units Cash dividends paid Other Other Net cash used for financing activities Effect of foreign exchange rate fluctuations on cash and cash equivalents Net increase (decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Non-cash investing activities: Purchases of property and equipment not yet paid at end of period Supplemental disclosure of cash flow information: Cash paid for interest during the period \$ 76 \$ 82 \$ 78 | Withholding tax payments related to vesting of stock units | | (18) | | (19) | | (69 | | | | |
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| Other | Excess tax benefit from exercise of stock options and vesting of stock units | | _ | | 1 | | 28 | | | | |
| Net cash used for financing activities Effect of foreign exchange rate fluctuations on cash and cash equivalents Net increase (decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Non-cash investing activities: Purchases of property and equipment not yet paid at end of period Supplemental disclosure of cash flow information: Cash paid for interest during the period (731) (777) (990) (1 | Cash dividends paid | | (361) | | (367) | | (377) | | | | |
| Effect of foreign exchange rate fluctuations on cash and cash equivalents Net increase (decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period 1,783 1,370 1,515 Cash and cash equivalents at end of period \$1,783 \$1,783 \$1,370 Non-cash investing activities: Purchases of property and equipment not yet paid at end of period \$77 \$56 \$81 Supplemental disclosure of cash flow information: Cash paid for interest during the period \$76 \$82 \$78 | Other | | _ | | _ | | (1) | | | | |
| Net increase (decrease) in cash and cash equivalents Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Non-cash investing activities: Purchases of property and equipment not yet paid at end of period Supplemental disclosure of cash flow information: Cash paid for interest during the period (145 1,783 1,370 1,515 1,783 1,783 1,370 | Net cash used for financing activities | | (731) | | (777) | | (990) | | | | |
| Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Supplemental disclosure of cash flow information: Cash paid for interest during the period 1,783 1,370 1,515 \$ 1,783 \$ 1,783 \$ 1,370 \$ | Effect of foreign exchange rate fluctuations on cash and cash equivalents | | 19 | | | | (19 | | | | |
| Cash and cash equivalents at end of period Non-cash investing activities: Purchases of property and equipment not yet paid at end of period Supplemental disclosure of cash flow information: Cash paid for interest during the period \$ 1,783 | Net increase (decrease) in cash and cash equivalents | | | | 413 | | (145) | | | | |
| Non-cash investing activities: Purchases of property and equipment not yet paid at end of period \$ 77 \$ 56 \$ 81 Supplemental disclosure of cash flow information: Cash paid for interest during the period \$ 76 \$ 82 \$ 78 | Cash and cash equivalents at beginning of period | | 1,783 | | 1,370 | | 1,515 | | | | |
| Purchases of property and equipment not yet paid at end of period \$ 77 \$ 56 \$ 81 Supplemental disclosure of cash flow information: Cash paid for interest during the period \$ 76 \$ 82 \$ 78 | Cash and cash equivalents at end of period | \$ | 1,783 | \$ | 1,783 | \$ | 1,370 | | | | |
| Purchases of property and equipment not yet paid at end of period \$ 77 \$ 56 \$ 81 Supplemental disclosure of cash flow information: Cash paid for interest during the period \$ 76 \$ 82 \$ 78 | Non-cash investing activities: | | | | | | | | | | |
| Supplemental disclosure of cash flow information: Cash paid for interest during the period \$ 76 \$ 82 \$ 78 | Purchases of property and equipment not yet paid at end of period | \$ | 77 | \$ | 56 | \$ | 81 | | | | |
| Cash paid for interest during the period \$ 76 \$ 82 \$ 78 | Supplemental disclosure of cash flow information: | | | | | | | | | | |
| | Cash paid for interest during the period | \$ | 76 | \$ | 82 | \$ | 78 | | | | |
| | Cash paid for income taxes during the period, net of refunds | | | \$ | | | 452 | | | | |

See Accompanying Notes to Consolidated Financial Statements