Fiscal 2016 First Quarter Earnings Results

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Disclosure Statement

Forward Looking Statements

This conference call and webcast contain forward-looking statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All statements other than those that are purely historical are forward-looking statements. Forward-looking statements include statements identified as such in our May 19, 2016 press release.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause our actual results to differ materially from those in the forward-looking statements. Information regarding factors that could cause results to differ can be found in our May 19, 2016 earnings press release, our Annual Report on Form 10-K for the fiscal year ended January 30, 2016, and our subsequent filings with the U.S. Securities and Exchange Commission, all of which are available on gapinc.com.

These forward-looking statements are based on information as of May 19, 2016. We assume no obligation to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

SEC Regulation G

This presentation includes the non-GAAP measure free cash flow. The reconciliation to GAAP of this measure is included in our May 19, 2016 earnings press release, which is available on gapinc.com.

2016 Estimated Restructuring Impact

Gap Inc.

(As of May 19, 2016)

Restructuring Costs	~\$300 million
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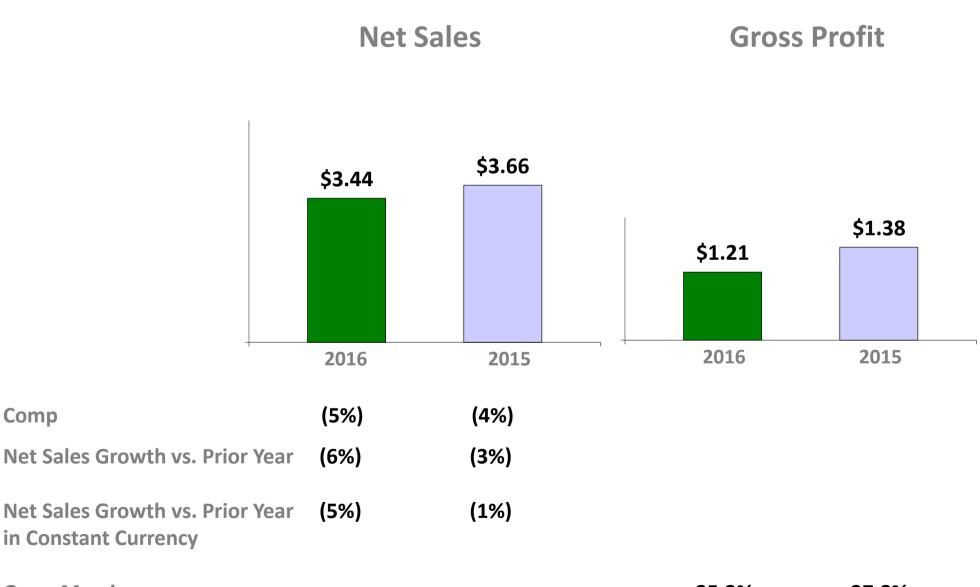
Non-cash Impact ~\$100 million

Annualized Benefit ~\$275 million

Operating Margin Benefit Nearly +2 points

Annualized Sales Loss ~\$250 million

(In Billions)



Gross Margin 35.2% 37.8%

Q1 Operating Expenses

(In Millions)

As a Percentage

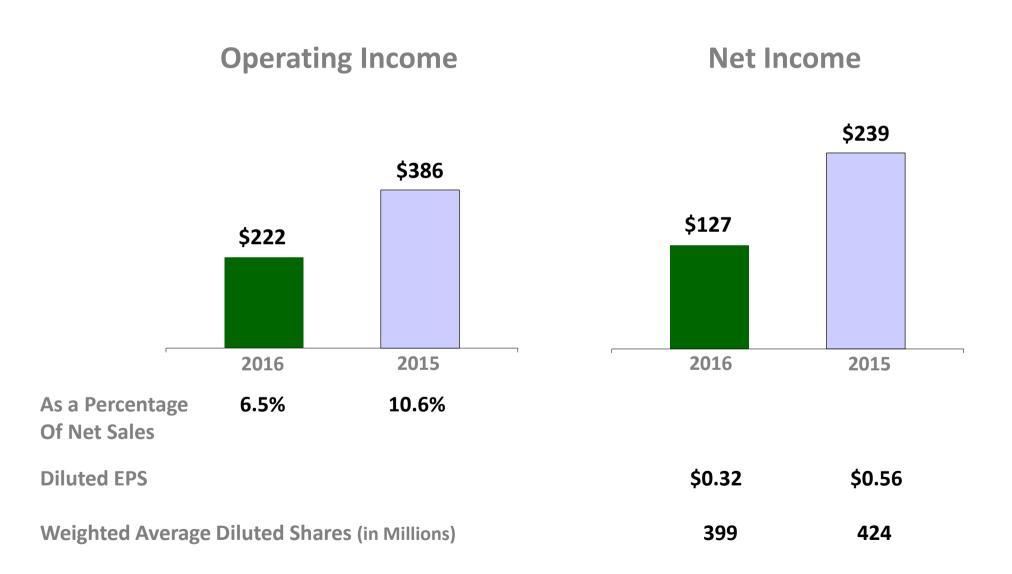
Marketing Expenses

Of Net Sales



Q1 Operating Income & Net Income

(In Millions)



Balance Sheet and Cash Flow

(Through End of Q1)

- Total inventory down about 3 percent at the end of Q1
- Free cash flow of about \$30 million
- Ended with \$1.3 billion in cash and cash equivalents

Fiscal 2016 Outlook

Gap Inc.

(As of May 19, 2016)

Full Fiscal Year 2016

Diluted Earnings per Share(1) First Call consensus of \$1.92 falls within a

reasonable range of potential outcomes

Company-Operated Stores:

Net Store Closures About 50

New Athleta Stores About 15

New China Stores About 25

Square Footage Change Down about 2%

Capital Expenditures About \$525 million

Depreciation and Amortization(2) About \$550 million

Effective Tax Rate About 40%

End of Q2-16

Gap Inc. Total Inventory \$ (YoY % Change) Down low single digits

⁽¹⁾ Excludes estimated pre-tax charges restructuring charges of ~\$300 million

⁽²⁾ Net of amortization of lease incentives