Consolidated Statements of Income Three Months Ended June 30, 2015 and 2014

(unaudited)

(in millions, except per share and percentage data)

		Three Months Ended June 30,	
	2015	2014	Change
NET SALES	\$3,893	\$4,154	(6%)
COST OF SALES	1,973	2,185	(10%)
GROSS MARGIN	1,920	1,969	(2%)
% of Net Sales	49.3%	47.4%	1.9 pts
MARKETING AND ADMINISTRATIVE EXPENSES % of Net Sales	1,097 28.2%	988 23.8%	11% <i>4.4 pt</i> s
RESEARCH AND DEVELOPMENT EXPENSES	388	322	20%
% of Net Sales	10.0%	7.8%	2.2 pts
NET INTEREST EXPENSE	34	42	(19%)
OTHER (INCOME) EXPENSE, NET	(67)	15	N/M
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	468	602	(22%)
INCOME TAX EXPENSE	132	134	(1%)
% of Income from Continuing Operations before Income Taxes	28.2%	22.3%	5.9 pts
INCOME FROM CONTINUING OPERATIONS	336	468	(28%)
INCOME FROM DISCONTINUED OPERATIONS, NET OF TAX A	(4)	52	N/M
NET INCOME	\$332	\$520	(36%)
INCOME FROM CONTINUING OPERATIONS PER COMMON SHARE	#0.00	Φ0.00	(00%)
Basic Diluted	\$0.62 \$0.61	\$0.86 \$0.85	(28%) (28%)
	 	+0.00	(2070)
INCOME FROM DISCONTINUED OPERATIONS PER COMMON SHARE Basic	\$(0.01)	\$0.10	N/M
Diluted	\$(0.01)	\$0.10	N/M
NET INCOME PER COMMON SHARE Basic	\$0.61	\$0.96	(36%)
Diluted	\$0.60	\$0.95	(37%)
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING Basic	544	542	
Diluted	549	548	
ADJUSTED PRE-TAX INCOME FROM CONTINUING OPERATIONS (excluding special items)	\$716 ^B	\$826 B	(13%)
ADJUSTED INCOME FROM CONTINUING OPERATIONS (excluding special items)	\$550 ^B	\$640 ^B	(14%)
ADJUSTED DILUTED EPS FROM CONTINUING OPERATIONS (excluding special items)	\$1.00 B	\$1.16 B	(14%)

A Operating results from the company's vaccines franchise are classified as discontinued operations for all periods presented.

B Refer to page 8 for a description of the adjustments and a reconciliation to generally accepted accounting principles (GAAP) measures.

Note to Consolidated Statements of Income

Three Months Ended June 30, 2015 and 2014

Description of Adjustments and Reconciliation of GAAP to Non-GAAP Measures (unaudited)

(in millions, except per share and percentage data)

The company's GAAP results for the three months ended June 30, 2015 and 2014 included special items which impacted the

GAAP measures as follows:	·	·	
	Three Mont June		
	2015	2014	Change
Gross Margin	\$1,920	\$1,969	(2%)
Intangible asset amortization expense 1	48	47	
Business optimization items ²	3	(14)	
Separation-related costs ³	3	-	
Product-related items ⁴ Adjusted Gross Margin	\$1,974	\$2,091	(6%)
% of Net Sales	\$1,974 50.7%	50.3%	0.4 pts
% Of Net Sales	30.7 %	30.3%	υ.4 μις
Marketing and Administrative Expenses	\$1,097	\$988	11%
Gambro integration items ⁵	(20)	(27)	
Business optimization items ²	(8)	16	
Separation-related costs ³	(118)	(22)	
Product-related items⁴	-	(4)	00/
Adjusted Marketing and Administrative Expenses	\$951	\$951	0%
% of Net Sales	24.4%	22.9%	1.5 pts
Research and Development Expenses	\$388	\$322	20%
Business development items ⁶	(87)	(35)	
Business optimization items ²	(3)	2	
Separation-related costs ³	(6)	-	40/
Adjusted Research and Development Expenses	\$292	\$289	1%
% of Net Sales	7.5%	7.0%	0.5 pts
Net Interest Expense	\$34	\$42	(19%)
Separation-related costs ³	(4)	-	(2224)
Adjusted Net Interest Expense	<u>\$30</u>	\$42	(29%)
Other (Income) Expense, Net	\$(67)	\$15	N/M
Reserve items and adjustments ⁷	52	(30)	
Gambro integration items ⁵	-	(2)	
Adjusted Other Income, Net	<u> </u>	\$(17)	N/M
Pre-Tax Income from Continuing Operations	\$468	\$602	(22%)
Impact of special items	248	224	
Adjusted Pre-Tax Income from Continuing Operations	<u>\$716</u>	\$826	(13%)
Income Tax Expense	\$132	\$134	(1%)
Impact of special items	34	52	` '
Adjusted Income Tax Expense	\$166	\$186	(11%)
% of Adjusted Pre-Tax Income from Continuing Operations	23.2%	22.5%	0.7 pts
Income from Continuing Operations	\$336	\$468	(28%)
Impact of special items	214	172	,
Adjusted Income from Continuing Operations	\$550	\$640	(14%)
Adjusted Income from Discontinued Operations	-	52	
Adjusted Net Income	\$550	\$692	(21%)
Diluted EPS from Continuing Operations	\$0.61	\$0.85	(28%)
Impact of special items	0.39	0.31	,
Adjusted Diluted EPS from Continuing Operations	\$1.00	\$1.16	(14%)
Adjusted Diluted EPS from Discontinued Operations	0.00	0.10	
Adjusted Diluted EPS	\$1.00	\$1.26	(21%)
WEIGHTED AVEDAGE NUMBER OF COMMON SHARES CUTSTANISMS			
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING Diluted	549	548	

- The company's results in 2015 and 2014 included intangible asset amortization expense of \$48 million (\$37 million, or \$0.07 per diluted share, on an after-tax basis) and \$47 million (\$36 million, or \$0.07 per diluted share, on an after-tax basis), respectively.
- The company's results in 2015 included business optimization charges of \$14 million (\$9 million, or \$0.01 per diluted share). The company's results in 2014 included a net benefit of \$32 million (\$18 million, or \$0.03 per diluted share, on an after-tax basis) primarily related to an adjustment to previous business optimization reserves that are no longer probable of being utilized.
- The company's results in 2015 and 2014 included separation-related costs of \$131 million (\$115 million, or \$0.21 per diluted share, on an after-tax basis) and \$22 million (\$21 million, or \$0.04 per diluted share, on an after-tax basis), respectively, for the planned spin-off of Baxter's biopharmaceuticals business, Baxalta Incorporated (Baxalta).
- The company's results in 2014 included total charges of \$93 million (\$58 million, or \$0.10 per diluted share, on an after-tax basis) primarily related to product remediation efforts for the SIGMA SPECTRUM infusion pump.
- The company's results in 2015 and 2014 included total charges of \$20 million (\$15 million, or \$0.03 per diluted share, on an after-tax basis) and \$29 million (\$21 million, or \$0.04 per diluted share, on an after-tax basis), respectively, primarily related to the integration of Gambro AB (Gambro).
- The company's results in 2015 and 2014 included total charges of \$87 million (\$71 million, or \$0.13 per diluted share, on an after-tax basis) and \$35 million (\$30 million, or \$0.05 per diluted share, on an after-tax basis), respectively, related to certain milestone payments associated with the company's collaboration arrangements.
- The company's results in 2015 included income, net of expenses, of \$52 million (\$33 million, or \$0.06 per diluted share, on an after-tax basis) related to a litigation settlement in which Baxter was the beneficiary. The company's results in 2014 included a net expense of \$30 million (\$24 million, or \$0.04 per diluted share, on an after-tax basis) primarily due to an increase in the estimated fair value of acquisition-related contingent payment liabilities, partially offset by a third-party recovery on previous litigation reserves.

For more information on the company's use of non-GAAP financial measures in this press release, please see the company's Current Report on Form 8-K filed with the Securities and Exchange Commission on the date of this press release.

Consolidated Statements of Income Six Months Ended June 30, 2015 and 2014 (unaudited)

(in millions, except per share and percentage data)

Six Months Ended

	June 3			
	2015	2014	Change	
NET SALES	\$7,657	\$8,002	(4%)	
COST OF SALES	3,936	4,142	(5%)	
GROSS MARGIN	3,721	3,860	(4%)	
% of Net Sales	48.6%	48.2%	0.4 pts	
MARKETING AND ADMINISTRATIVE EXPENSES	2,112	1,898	11%	
% of Net Sales	27.6%	23.7%	3.9 pts	
RESEARCH AND DEVELOPMENT EXPENSES	688	631	9%	
% of Net Sales	9.0%	7.9%	1.1 pts	
NET INTEREST EXPENSE	64	85	(25%)	
OTHER INCOME, NET	(141)	(9)	N/M	
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	998	1,255	(20%)	
INCOME TAX EXPENSE	242	280	(14%)	
% of Income from Continuing Operations before Income Taxes	24.2%	22.3%	1.9 pts	
INCOME FROM CONTINUING OPERATIONS	756	975	(22%)	
INCOME FROM DISCONTINUED OPERATIONS, NET OF TAX A	6	101	N/M	
NET INCOME	\$762	\$1,076	(29%)	
INCOME FROM CONTINUING OPERATIONS PER COMMON SHARE				
Basic	\$1.39	\$1.79	(22%)	
Diluted	\$1.38	\$1.78	(22%)	
INCOME FROM DISCONTINUED OPERATIONS PER COMMON SHARE				
Basic Diluted	\$0.01 \$0.01	\$0.19	N/M	
Diluted	\$0.01	\$0.18	N/M	
NET INCOME PER COMMON SHARE Basic	\$1.40	\$1.98	(29%)	
Diluted	\$1.40	\$1.96	(29%)	
	\$11.00	Ψ1.00	(2070)	
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	544	542		
Basic Diluted	548	542 548		
	** · · · · · · · · · · · · · · · · · ·	0.4 = 5 : R		
ADJUSTED PRE-TAX INCOME FROM CONTINUING OPERATIONS (excluding special items)	\$1,418 B	\$1,591 B	(11%)	
ADJUSTED INCOME FROM CONTINUING OPERATIONS (excluding special items)	\$1,099 B	\$1,235 B	(11%)	
ADJUSTED DILUTED EPS FROM CONTINUING OPERATIONS (excluding special items)	\$2.01 ^B	\$2.25 B	(11%)	

A Operating results from the company's vaccines franchise are classified as discontinued operations for all periods presented.

B Refer to page 10 for a description of the adjustments and a reconciliation to generally accepted accounting principles (GAAP) measures.

Note to Consolidated Statements of Income Six Months Ended June 30, 2015 and 2014

Description of Adjustments and Reconciliation of GAAP to Non-GAAP Measures (unaudited)

(in millions, except per share and percentage data)

The company's GAAP results for the six months ended June 30, 2015 and 2014 included special items which impacted the GAAP measures as follows:

measures as follows:	Six Month June		
	2015	2014	Change
Gross Margin	\$3,721	\$3,860	(4%)
Intangible asset amortization expense 1	96	90	
Business optimization items ²	(4)	(10)	
Separation-related costs ³	4	-	
Product-related items ⁴		89	
Adjusted Gross Margin	\$3,817	\$4,029	(5%)
% of Net Sales	49.8%	50.3%	(0.5 pts)
Marketing and Administrative Expenses	\$2,112	\$1,898	11%
Gambro integration items ⁵	(38)	(44)	
Reserve items and adjustments ⁶	-	10	
Business optimization items ²	(10)	6	
Separation-related costs ³	(226)	(22)	
Product-related items ⁴		(4)	
Adjusted Marketing and Administrative Expenses	\$1,838	\$1,844	(0%)
% of Net Sales	24.0%	23.0%	1 pts
Research and Development Expenses	\$688	\$631	9%
Business development items ⁷	(87)	(60)	
Business optimization items ²	3	(4)	
Separation-related costs ³	(14)	-	
Adjusted Research and Development Expenses	\$590	\$567	4%
% of Net Sales	7.7%	7.1%	0.6 pts
Net Interest Expense	\$64	\$85	(25%)
Separation-related costs ³	(4)	-	,
Adjusted Net Interest Expense	\$60	\$85	(29%)
Other Income, Net	\$(141)	\$(9)	N/M
Gambro integration items ⁵	-	(19)	
Reserve items and adjustments ⁶	52	(30)	
Adjusted Other Income, Net	\$(89)	\$(58)	N/M
Pre-Tax Income from Continuing Operations	\$998	\$1,255	(20%)
Impact of special items	420	336	(==,,,
Adjusted Pre-Tax Income from Continuing Operations	\$1,418	\$1,591	(11%)
Income Tax Expense	\$242	\$280	(14%)
•	77	76	(1470)
Impact of special items Adjusted Income Tax Expense	\$319	\$356	(10%)
% of Adjusted Pre-Tax Income from Continuing Operations	22.5%	22.4%	0.1 pts
Income from Continuing Operations	\$756	¢075	(220/)
Income from Continuing Operations	•	\$975	(22%)
Impact of special items Adjusted Income from Continuing Operations	343 \$1,099	260 \$1,235	(11%)
Adjusted Income from Discontinued Operations	1	109	
Adjusted Net Income	\$1,100	\$1,344	(18%)
Diluted EPS from Continuing Operations	\$1.38	\$1.78	(22%)
Impact of special items	0.63	0.47	(22 /0)
Adjusted Diluted EPS from Continuing Operations	\$2.01	\$2.25	(11%)
Adjusted Diluted EPS from Discontinued Operations	0.00	0.20	
Adjusted Diluted EPS	\$2.01	\$2.45	(18%)
WEIGHTED-AVERAGE NUMBER OF COMMON SHARES OUTSTANDING Diluted	548	548	

- The company's results in 2015 and 2014 included intangible asset amortization expense of \$96 million (\$75 million, or \$0.14 per diluted share, on an after-tax basis) and \$90 million (\$70 million, or \$0.13 per diluted share, on an after-tax basis), respectively.
- The company's results in 2015 included a net charge of \$3 million (\$1 million, or \$0.00 per diluted share, on an after-tax basis) primarily related to business optimization charges of \$32 million, partially offset by an adjustment to previous business optimization reserves that are no longer probable of being utilized. The company's results in 2014 included a net benefit of \$12 million (\$5 million, or \$0.01 per diluted share, on an after-tax basis) primarily related to an adjustment of \$37 million to previous business optimization reserves that are no longer probable of being utilized, partially offset by additional business optimization charges of \$25 million.
- The company's results in 2015 and 2014 included separation-related costs of \$248 million (\$202 million, or \$0.37 per diluted share, on an after-tax basis) and \$22 million (\$21 million, or \$0.04 per diluted share, on an after-tax basis), respectively, for the planned spin-off of Baxalta.
- The company's results in 2014 included total charges of \$93 million (\$58 million, or \$0.10 per diluted share, on an after-tax basis) primarily related to product remediation efforts for the SIGMA SPECTRUM infusion pump.
- The company's results in 2015 and 2014 included total charges of \$38 million (\$27 million, or \$0.05 per diluted share, on an after-tax basis) and \$63 million (\$47 million, or \$0.09 per diluted share, on an after-tax basis), respectively, primarily related to the integration of Gambro, including a loss on the divestiture of Baxter's legacy Continuous Renal Replacement Therapy business.
- The company's results in 2015 included income, net of expenses, of \$52 million (\$33 million, or \$0.06 per diluted share, on an after-tax basis) related to a litigation settlement in which Baxter was the beneficiary. The company's results in 2014 included a net expense of \$20 million (\$17 million, or \$0.03 per diluted share, on an after-tax basis) primarily related to an increase in the estimated fair value of acquisition-related contingent payment liabilities, partially offset by third-party recoveries and reversals of prior litigation reserves.
- The company's results in 2015 and 2014 included total charges of \$87 million (\$71 million, or \$0.13 per diluted share, on an after-tax basis) and \$60 million (\$52 million, or \$0.09 per diluted share, on an after-tax basis), respectively, related to certain milestone payments associated with the company's collaboration arrangements.

For more information on the company's use of non-GAAP financial measures in this press release, please see the company's Current Report on Form 8-K filed with the Securities and Exchange Commission on the date of this press release.

Net Sales Periods Ending June 30, 2015 and 2014 (unaudited) (\$ in millions)

	Q2	Q2	% Growth @	% Growth @	YTD	YTD	% Growth @	% Growth @	
	2015	2014	Actual Rates	Constant Rates	2015	2014 Actual Rates		Constant Rates	
BioScience ¹									
United States	\$775	\$733	6%	6%	\$1,530	\$1,439	6%	6%	
International	654	719	(9%)	9%	1,260	1,342	(6%)	9%	
Total BioScience	\$1,429	\$1,452	(2%)	7%	\$2,790	\$2,781	0%	8%	
Medical Products ¹									
United States	\$977	\$999	(2%)	(2%)	\$1,922	\$1,934	(1%)	(1%)	
International	1,487	1,703	(13%)	2%	2,945	3,287	(10%)	2%	
Total Medical Products	\$2,464	\$2,702	(9%)	0%	\$4,867	\$5,221	(7%)	1%	
Baxter International Inc.									
United States	\$1,752	\$1,732	1%	1%	\$3,452	\$3,373	2%	2%	
International	2,141	2,422	(12%)	4%	4,205	4,629	(9%)	4%	
Total Baxter	\$3,893	\$4,154	(6%)	3%	\$7,657	\$8,002	(4%)	3%	

¹ In connection with the planned spin-off of Baxalta, the company realigned its biosurgery products and services to the Medical Products segment in the first quarter of 2015. Effective January 1, 2015, the company changed its segment presentation to reflect this new structure, and recast all prior periods presented to conform to the new presentation.

Sales by Franchise ¹ Periods Ending June 30, 2015 and 2014 (unaudited) (\$\$ in millions)

	Q2 2015	Q2 2014	% Growth @ Actual Rates	% Growth @ Constant Rates	YTD 2015	YTD 2014	% Growth @ Actual Rates	% Growth @ Constant Rates
BioScience								
Hemophilia	\$672	\$720	(7%)	4%	\$1,313	\$1,395	(6%)	3%
Immunoglobulin Therapies	422	393	7%	13%	842	791	6%	11%
Inhibitor Therapies	183	184	(1%)	12%	349	336	4%	15%
BioTherapeutics	152	155	(2%)	3%	286	259	10%	16%
Total BioScience	\$1,429	\$1,452	(2%)	7%	\$2,790	\$2,781	0%	8%
Medical Products								
Renal	\$949	\$1,044	(9%)	3%	\$1,862	\$2,035	(9%)	2%
Fluid Systems	518	534	(3%)	3%	1,011	1,038	(3%)	3%
Integrated Pharmacy Solutions	548	655	(16%)	(8%)	1,112	1,247	(11%)	(4%)
Surgical Care	333	346	(4%)	4%	655	668	(2%)	4%
Other	116	123	(6%)	2%	227	233	(3%)	4%
Total Medical Products	\$2,464	\$2,702	(9%)	0%	\$4,867	\$5,221	(7%)	1%
Total Baxter	\$3,893	\$4,154	(6%)	3%	\$7,657	\$8,002	(4%)	3%

¹ Effective January 1, 2015, Baxter has transitioned to a new commercial franchise structure for reporting net sales. Prior period net sales have been recast to reflect the new commercial franchise structure. A description of each commercial franchise can be found in the earnings press release for the quarterly period ended March 31, 2015 filed as Exhibit 99.1 to Baxter's Current Report on Form 8-K on April 23, 2015.

Franchise Sales by U.S. and International ¹ Three-Month Periods Ending June 30, 2015 and 2014 (unaudited) (\$\$\$ in millions)

		Q2 2015		Q2 2014			% Growth		
	U.S.	International	nternational Total		U.S. International	Total	U.S.	International	Total
BioScience									
Hemophilia	\$322	\$350	\$672	\$323	\$397	\$720	0%	(12%)	(7%)
Immunoglobulin Therapies	318	104	422	294	99	393	8%	5%	7%
Inhibitor Therapies	69	114	183	52	132	184	33%	(14%)	(1%)
BioTherapeutics	66	86	152	64	91	155	3%	(5%)	(2%)
Total BioScience	\$775	\$654	\$1,429	\$733	\$719	\$1,452	6%	(9%)	(2%)
Medical Products									
Renal	\$193	\$756	\$949	\$186	\$858	\$1,044	4%	(12%)	(9%)
Fluid Systems	247	271	518	225	309	534	10%	(12%)	(3%)
Integrated Pharmacy Solutions	260	288	548	321	334	655	(19%)	(14%)	(16%)
Surgical Care	196	137	333	188	158	346	4%	(13%)	(4%)
Other	81	35	116	79	44	123	3%	(20%)	(6%)
Total Medical Products	\$977	\$1,487	\$2,464	\$999	\$1,703	\$2,702	(2%)	(13%)	(9%)
Total Baxter	\$1,752	\$2,141	\$3,893	\$1,732	\$2,422	\$4,154	1%	(12%)	(6%)

¹ Effective January 1, 2015, Baxter has transitioned to a new commercial franchise structure for reporting net sales. Prior period net sales have been recast to reflect the new commercial franchise structure. Refer to page 12 for additional details.