



Growing ^{for} Good

2011 Corporate Responsibility Report





Growing for Good refers to our focus on accelerating growth at ConAgra Foods and to our belief in doing the right thing for our communities and the environment.

I am very proud to report that ConAgra Foods has been named, for the first time, to the Dow Jones Sustainability Index (DJSI) North America. Earning a place on this prestigious list is a testament to our ongoing commitment to corporate citizenship. It also reflects the outstanding work taking place throughout the company within the three planks that comprise our corporate responsibility platform — Good for You, Good for the Community and Good for the Planet. However, while we're honored to receive this recognition, we know that our journey does not end here. We must continue to find ways to enhance sustainable business practices and develop innovative programs that deliver on our ambition of being a leading corporate citizen.

The theme of our 2011 corporate responsibility report, Growing for Good, refers to our focus on accelerating growth at ConAgra Foods and to our belief in doing the right thing for our communities and the environment as we proceed. We understand that growth should not come at any cost, and as we share the various corporate responsibility initiatives underway within the company, we believe it will be clear to all of our stakeholders that ConAgra Foods makes everyday food in extraordinary ways.

I hope you enjoy reading this year's corporate responsibility report and find it informative. We look forward to maintaining an open dialogue about our efforts and sharing additional details in the future.

Gary Rodkin

Chief Executive Officer, ConAgra Foods, Inc.

Volunteering at the Open Door Mission, Omaha, Neb.





Since our report was published last year, we have continued to make solid progress on our corporate responsibility initiatives.

In fiscal year 2011, we:

- Received LEED® Platinum certification of our state-of-the-art sweet potato processing facility, the first frozen food manufacturing plant in the world to earn this certification.
- Earned ENERGY STAR® certification at two Lamb Weston® facilities.
- Achieved zero-waste status at 12 facilities that represent more than 70 percent of ConAgra Foods' total waste generation.
- Launched our first-ever employee volunteer Day of Service as part of our Child Hunger Ends Here® campaign.
- Helped 1,428 participants lose a combined total of 7,654 pounds to date through the "Choose to Lose with ConAgra Foods" program.
- Improved employee safety performance with 18 facilities achieving a zero Total Incident Rate (TIR).
- Grew ConAgra Mills total whole grains portfolio by more than 13 percent.

As the result of these and other efforts, we also continued to gain recognition for our commitment to doing the right thing in our communities and the environment. For example, ConAgra Foods:

- Was named for the first time to the Dow Jones Sustainability Index (DJSI) North America.
- Ranked 23 places higher than in 2010 on *CR Magazine's* list of "100 Best Corporate Citizens."
- Received the 2011 Diversity Leader Award by *Profiles in Diversity Journal*®

While we certainly are proud of the progress we've made and the recognition we have received so far for our corporate responsibility efforts, we also realize that there are still opportunities for improvement. For example, we have faced challenges in making progress as quickly as we would like on our greenhouse gas and water reduction goals. In addition, we believe there are opportunities to engage our workforce in new ways to achieve our ambition of being a leader in the area of corporate citizenship.

We have recently formed a Corporate Responsibility Steering Committee. This committee, led by a member of our senior leadership team and myself, is comprised of leaders and subject matter experts in key functional areas. It is responsible for the development and implementation of ConAgra Foods' corporate responsibility strategy and acts as a liaison to ConAgra Foods' senior leadership team. Key leaders from the Steering Committee head up councils that align with each of the three planks of our corporate responsibility platform — Good for You, Good for the Community and Good for the Planet — to ensure that opportunities for improvement are identified, prioritized and pursued within each plank.

Although our enhanced corporate responsibility governance structure is new, we believe it provides a strong foundation for pursuing opportunities within each plank of our platform. For example, in the Good for You plank, we have identified three focus areas: portion and calorie control, dietary variety and heart health. In 2011, 80 percent of our new product introductions fit within these focus areas and we see room for further growth in the future.

In our Good for the Community plank, our Child Hunger Ends Here multi-brand, cause-marketing initiative engaged our consumers to deliver 2.5 million meals to Feeding America. As this campaign continues into the current school year and beyond, we see opportunity to donate an additional five million meals and raise awareness of how our consumers, customers and network of influencers can work together to fight child hunger.



In our Good for the Planet plank, we've made significant progress toward our solid waste and sustainable packaging targets, and we've found innovative ways to engage our suppliers. Looking ahead, we'll focus on building the momentum of our greenhouse gas and water reduction efforts by putting new management systems in place, improving processes and changing employee behavior.

I hope you enjoy reading our 2011 corporate responsibility report and will contact me with any questions, comments or feedback. We understand that a key to achieving our ambition of being a leading corporate citizen is through the support of stakeholders like you.

Chris Kircher

Vice President, Corporate Affairs and
President, ConAgra Foods Foundation
chris.kircher1@conagrafoods.com



Thank you for your interest in ConAgra Foods' 2011 Corporate Responsibility Report.

All data in this report cover the company's fiscal year 2011, which ended May 29, 2011. Our reporting covers all company-owned facilities, as well as joint ventures where we have operational control, unless otherwise noted. The report also includes information for American Pie, LLC, which ConAgra Foods acquired in the first quarter of fiscal year 2011.

Bureau Veritas North America, Inc., completed an [independent verification](#) of data included in the Good for the Planet section of this report. Other data included in the report have not been audited by a third party; however, the report does include the best information available through our existing data management systems. Additional information about our corporate responsibility efforts is available on our website, www.conagrafoods.com.

In preparing this report, ConAgra Foods followed the [Global Reporting Initiative \(GRI\) G3 Sustainability Reporting Guidelines](#), including the Food Sector Supplement, which provide a framework and recommended performance indicators for reporting. We are reporting at a self-declared application level of "B." More information on the GRI initiative is available at www.globalreporting.org.



Table of Contents

- 5 [2011 Highlights](#)
- 6 [ConAgra Foods at a Glance](#)
- 7 [Our Performance at a Glance](#)
- 8 [Our Approach to Corporate Responsibility](#)
- 9 [Understanding Our Impacts](#)
- 10 [Key Impacts, Risks and Opportunities](#)
- 11 [Stakeholder Dialogue](#)
- 12 [Corporate Responsibility Governance](#)
- 13 [Corporate Ethics](#)

14 Good for You

- 15 [Health & Nutrition](#)
- 19 [Food Safety & Quality](#)
- 23 [How We Communicate](#)

25 Good for the Community

- 26 [Workplace Safety](#)
- 28 [Diversity & Inclusion](#)
- 29 [Learning & Development](#)
- 31 [Employee Wellness](#)
- 32 [Our Suppliers](#)
- 33 [Giving Back](#)

38 Good for the Planet

- 39 [Our Philosophy & Goals](#)
- 40 [Reducing Greenhouse Gas Emissions](#)
- 44 [Managing Water Resources](#)
- 46 [Managing Water Risk](#)
- 47 [Solid Waste Reduction & Recycling](#)
- 49 [Sustainable Packaging](#)
- 51 [Sustainable Sourcing & Supplier Engagement](#)
- 52 [Sustainable Agriculture](#)
- 54 [GRI Index](#)



2011 Highlights



Dow Jones Sustainability Indexes
Member 2011/12

For the first time, ConAgra Foods was named to the Dow Jones Sustainability Index North America, one of the world's most recognizable sustainability indexes.

Good for You



Introduced three more varieties of Hunt's® no salt added tomatoes, including diced, diced with basil, garlic & oregano and whole plum tomatoes.

p17



Grew ConAgra Mills' total whole grains portfolio by more than 13 percent compared to 2010.

p18

Partnered with the American Dietetic Association for Home Food Safety™



p23

Good for the Community



Improved safety performance — 18 facilities achieved a zero Total Incident Rate (TIR).

p26



Helped 1,428 participants lose a combined total of 7,654 pounds to date through the "Choose to Lose with ConAgra Foods" program.

p31

Continued our Child Hunger Ends Here® campaign, which included a call to action on packages, and held our first-ever employee Day of Service week.



p34-35

Good for the Planet

Received LEED® Platinum certification from the U.S. Green Building Council for our new sweet potato facility in Delhi, La.



p40

Earned ENERGY STAR® certification at two Lamb Weston facilities: Richland Wash., and Park Rapids, Minn.



p42



Achieved zero-waste status at 12 facilities that represent more than 70 percent of ConAgra Foods' total waste generation.

p47



ConAgra Foods

At a Glance

97% of U.S. households eat our products.

Headquartered in Omaha, Neb.

ConAgra Foods (NYSE: CAG) is one of North America's leading food companies and is the trusted name behind many leading branded and private label consumer food products. ConAgra Foods also has a strong business-to-business presence providing commercial food products to restaurants and other foodservice establishments. ConAgra Foods reports its operations in two segments: Consumer Foods and Commercial Foods.

FY11 Financial Highlights

Net Sales	\$12.303 billion
Net Income	\$817 million
Diluted Earnings Per Share	\$1.88

Employee Statistics¹

Approximately

23,200

 Employees

69% Hourly Employees

66% Hourly Employees Unionized

31% Salaried Employees

95% Based in the United States

¹ As of May 29, 2011

65% Consumer Foods

(by FY11 Continuing Operations Net Sales)

Our Consumer Foods segment manufactures and markets leading branded, private label and customized food products to retail and foodservice channels, principally in North America. **Major brands include:**

- ACT II®
- Alexia®
- Banquet®
- Blue Bonnet®
- Chef Boyardee®
- Crunch 'n Munch®

- DAVID®
- Egg Beaters®
- Fleischmann's®
- Healthy Choice®
- Hebrew National®
- Hunt's®
- Kid Cuisine®

- Manwich®
- Marie Callender's®
- Orville Redenbacher's®
- PAM®
- Parkay®
- Peter Pan®
- Reddi-wip®

- Rosarita®
- Ro*Tel®
- Slim Jim®
- Snack Pack®
- Swiss Miss®
- Wesson®



35% Commercial Foods

(by FY11 Continuing Operations Net Sales)

Our Commercial Foods segment manufactures and sells a variety of specialty products principally to foodservice, food manufacturing and industrial customers worldwide. Major brands include **Lamb Weston®**, a leading producer of quality frozen potato and sweet potato products and other vegetables, and a top supplier to foodservice and retail customers worldwide, and **ConAgra Mills®**, the industry-leading grain supplier with a broad portfolio of premium multi-use flours and innovative whole grains, including **Ultragrain®** whole wheat with white flour appeal and **Sustagrain®**, the highest fiber whole grain commercially available. Our **Spicetec Flavors & Seasoning®** business creates value by selling a portfolio of flavors and seasoning blends, and **J.M. Swank™** is a national leader in food ingredient sourcing and distribution.



Our Performance at a Glance



Good for You

Products Offering Portion and Calorie Control single-serve meals and entrees with less than 450 calories, snacks with less than 150 calories	308
Products Offering Dietary Variety whole grains, beans, vegetables, nuts and seeds	430
Products with Heart-Healthy Attributes based on federal government standards	200
Sodium Reduction pounds of sodium removed	4 million

Good for the Community

Total Incident Rate per 100 employees	2.16
Learning & Development hours recorded by the ConAgra Foods Learning Exchange	more than 200,000 hours
Women in Work Force / Management % of total work force	38%/30%
Minorities in Work Force / Management % of total work force	40%/10%
Wellness Program Participation Rate % of salaried work force / % of hourly non-union work force	75%/35%
Total Amount of In-Kind Donations	\$11,084,747

Good for the Planet

Greenhouse Gas Emissions (Scope 1 & 2) metric tonnes	1,887,250
Greenhouse Gas Emissions-to-Food Ratio metric tonnes per ton of food produced	0.196
Water Use cubic meters	49.4 million
Water-to-Food Ratio gallons per pound of food produced	0.68
Solid Waste-to-Food Ratio tons of waste per ton of food produced	0.12
Solid Waste Diversion Rate % of waste generated diverted from landfill	89%
Packaging-to-Food Ratio pounds per ton of food produced	141
Renewable Packaging Content	60%



Our Approach to Corporate Responsibility

Our corporate responsibility program is a natural extension of our mission, purpose and operating principles. We've built our corporate responsibility strategy around three strategic planks that articulate our values as a responsible corporate citizen — Good for You, Good for the Community and Good for the Planet. Within each of these three planks, we focus on issues that are most material to our business, to our stakeholders and meaningful to our role in the industry, the marketplace and our environment.

Our Corporate Responsibility Philosophy

Another reason to feel good about the food you love.

We want our products and behavior to make you feel good. We want our brands to make you smile, because you know that they were made by people who love what they do, take pride in the company they work for and care about their community and their planet.

Good for You



We're talking about you, the person who loves our food. We want nothing more than to make safe, delicious and nutritious foods while providing the information you need to make choices for a healthy lifestyle.

Areas of focus:

- Food safety and quality
- Health and nutrition
- Consumer communication

Good for the Community

This includes employees, investors, suppliers and business partners, as well as the communities where we live and operate.

Areas of focus:

- Our people
- Our customers and suppliers
- Giving back to our communities
- Ending child hunger



Good for the Planet

Air. Water. Natural resources. These are things we all share. And, we want to do our part to make sure we can keep doing so for a long, long time.

Areas of focus:

- Climate and energy
- Water resources
- Materials and waste
- Sourcing and supplier engagement



Our Mission

One company. One goal. Making the food you love.

Our Purpose

We deliver everyday food in extraordinary ways.



Our Operating Principles

1 Simplicity

We do less of what doesn't matter and more of what really does. We are getting more each day from our time and energy through intense clarity and focus on our objectives.

2 Accountability

We keep our promises. We align on very specific goals, objectives and strategies. We always act with integrity and urgency in our commitment to our customers, consumers, shareholders and employees. We don't offer excuses — we offer solutions.

3 Collaboration

We trust and respect our people. We're an inclusive organization that values engaged dialogue. That means we seek diverse viewpoints to find the best ideas, and we proactively align on execution to get the best result faster.

4 Imagination

We are consistently thinking of new ways to do our jobs better no matter where we sit within ConAgra Foods.



Understanding Our Impacts

Understanding the impacts of our business throughout the life cycle of our products is critical to developing a comprehensive approach to corporate responsibility. **For many aspects of our business — such as innovation or operations within our own facilities — we have direct responsibility for decisions that are made on a day-to-day basis. For others, we have indirect responsibility through our buying power and marketplace presence.** In both instances, we believe an open dialogue is critical to ensuring that our business partners — both up and down the value chain — are aligned with our standards of quality and ethical performance. By collaborating with suppliers, contract manufacturers and outside transportation networks, we are developing innovative ways to improve supply chain efficiency, while providing greater value to our customers and more sustainable products to our consumers.

Innovation and R&D

Innovation is at the heart of ConAgra Foods. As a company, we strive to continuously enhance the value of our products. In addition to developing new products, our Research, Quality & Innovation team works to:

- Continuously improve food safety and quality.
- Enhance the nutritional value of foods by reducing fat and sodium, and including whole grains — and other positive nutrients.
- Promote packaging sustainability through thoughtful design and innovative material selection.

Suppliers

Our supply chain comprises more than 15,000 diverse business partners, providing such things as raw ingredients and packaging. We hold our suppliers to high standards, expecting them to:

- Adhere to strict food safety and quality standards.
- Share our standards on human rights and animal welfare.
- Employ biotechnology carefully and conscientiously when nutrition, health and food quality can be improved.
- Pursue environmental sustainability in their operations and adopt sustainable farming practices.



Production and Manufacturing

Our production footprint includes approximately 80 facilities and a network of contract manufacturers. To create a diverse and inclusive culture where our employees thrive professionally and take pride in what they do, we are committed to:

- Providing a safe working environment.
- Making progress toward our five sustainable development goals and targeting improvements in greenhouse gas emissions, water use, recycling and packaging.
- Investing in and supporting our local communities.

Distribution

We utilize a network of owned, third-party or customer-controlled transportation networks to deliver our products to our retail, restaurant and food processing customers. We take responsibility for product distribution by working with our transportation partners to:

- Ensure that our food arrives safely at its final destination.
- Reduce waste and greenhouse gas emissions by improving transportation efficiency and optimizing package size and orientation.

Marketing and Consumer Outreach

We communicate with our consumers using a variety of media, ranging from social media to on-package communications. We are committed to responsibly promoting and advertising our products and incorporating information consumers can use to make decisions for a healthy lifestyle. We strive to:

- Provide helpful and clear information on our food packaging regarding nutrition and safe food preparation.
- Educate our consumers on the importance of a well-balanced and healthy diet and help them choose foods that fit their nutritional needs.
- Communicate responsibly to all audiences, particularly families and children.



Key Impacts, Risks & Opportunities

	Key Impacts	Risks	Opportunities
Good for You	Health and Nutrition	Health care issues facing the United States and health-conscious consumer expectations have put increasing pressure on the food industry to constantly evaluate the nutritional profiles of its products. If our products fail to keep up with health trends and consumer expectations, our business performance may be negatively impacted.	By leveraging consumer insights, we stay aligned with consumer preferences and improve the nutritional value of our products to establish a competitive advantage in the marketplace.
	Food Safety and Quality	All food companies face the risk of product recalls, either directly linked to their manufacturing practices or as a result of using a contaminated ingredient from a supplier. Recalls can result in financial and reputational loss.	By achieving GFSI certification at our manufacturing facilities and influencing third parties in our supply chain to do the same, we minimize the risk of recalls throughout the production life cycle of our products.
Good for the Community	Employee Development	Employees may be lured away to other opportunities in a competitive job market if they don't feel they have adequate professional development and career advancement opportunities. Under-investing in people may increase our turnover rate and hinder recruiting efforts.	Investing in our employees' professional development and celebrating their diversity improves employee satisfaction and retention and enhances our recruiting success.
	Workplace Safety	Unsafe working conditions lead to a high injury rate and poor employee satisfaction, increasing turnover and workers' compensation costs.	Improving workplace safety and encouraging safe working behavior instills a safety-focused culture, reducing our injury rate and costs.
	Community Involvement	Manufacturing facilities risk being perceived as a burden on local communities or a passive corporate citizen, putting a strain on natural resources. Impaired corporate reputation and an inability to attract and retain employees can result.	A clearly defined social platform serves as the basis for our charitable contributions and community outreach, enhancing our reputation as a responsible corporate citizen.
Good for the Planet	Climate Change	The physical, regulatory and reputational risks associated with climate change present risk to our operations, such as changing weather patterns affecting crop yields and regulatory costs related to carbon usage/emission.	Improving energy and transportation efficiency and encouraging sustainable product and process innovation can reduce operating costs, improve our climate resiliency and limit the potential impact of greenhouse regulation.
	Product Packaging	Potential extended product responsibility (EPR) programs in the U.S. may change the business model around designing and managing disposal for product packaging. As one of the most visible environmental aspects of our products, packaging is viewed negatively by some customers and consumers.	Progress toward our sustainable packaging objectives will reduce the amount of packaging material we use, increase the use of renewable materials, and incorporate a greater percentage of recycled-content materials, providing a consumer-facing example of our commitment to sustainability and lowering costs.
	Water Risk	We rely on the availability of quality water resources to grow raw ingredients and process finished goods. Concern over water scarcity and increasingly stringent water quality regulations can affect operations.	Progress toward our water use reduction goal will improve our operating efficiency and reduce company exposure to water-related risks.



Stakeholder Dialogue

We are accountable to a variety of stakeholders, each with a specific set of interests and business expectations. We feel strongly that maintaining an open dialogue with internal and external stakeholders is critical to creating mutual understanding and providing a basis for decision making. The following provides a high-level overview of our key stakeholders, with specific reference to how we engage with them on corporate responsibility issues.

	Stakeholder Expectations	Our Responsibility	Engagement
Investors	Ensure sustainable and profitable long-term growth achieved through ethical and responsible business practices.	Clearly and openly communicate our business strategy and financial results.	We formally interact with our investors at least quarterly. We share information related to corporate responsibility efforts via press releases and our website.
Consumers	Deliver safe and delicious food products that meet their taste and lifestyle preferences at a reasonable price.	Stay aligned with consumer expectations and preferences such as nutrition and convenience and deliver safe and healthful food.	We interact with our consumers at each point of sale through package communications; we also communicate via social media, television and other channels.
Customers	Help grow their business by supplying quality products that are desired by their shoppers.	Continuously improve the quality, taste and innovative features of our products at a reasonable price.	We are in daily contact with many of our largest customers to ensure exceptional customer service levels and share information on our corporate responsibility efforts.
Government	Operate in accordance with all local, state and federal laws and regulations.	Provide adequate resources to ensure our facilities operate in accordance with all applicable laws and regulations.	Engagement varies based on government agency; we are highly responsive to government requests and participate in many voluntary government programs.
Employees	Work in a safe and respectful environment and be fairly compensated. Trust the company to operate ethically and responsibly.	Ensure ethical and responsible management procedures are in place to protect employees, support diversity and reward performance.	We interact with employees daily, striving to achieve a high level of engagement related to many business and corporate responsibility issues. We also provide safe, anonymous vehicles for employees to voice concerns.
Suppliers	Develop a collaborative partnership with ConAgra Foods as part of the value chain for delivering quality food products.	Nurture relationships with business partners and ensure alignment with ConAgra Foods' commitment to food safety and social and environmental responsibility.	We are in daily contact with many of our largest suppliers. We have integrated social and environmental considerations into the supplier selection process.
Advocacy Groups	Establish an open dialogue with ConAgra Foods to communicate special interests regarding societal issues.	Practice open, transparent communication to clearly indicate our position and progress on important social and environmental issues related to our business.	We are responsive to advocacy groups and strive to establish meaningful, collaborative relationships.



Corporate Responsibility Governance

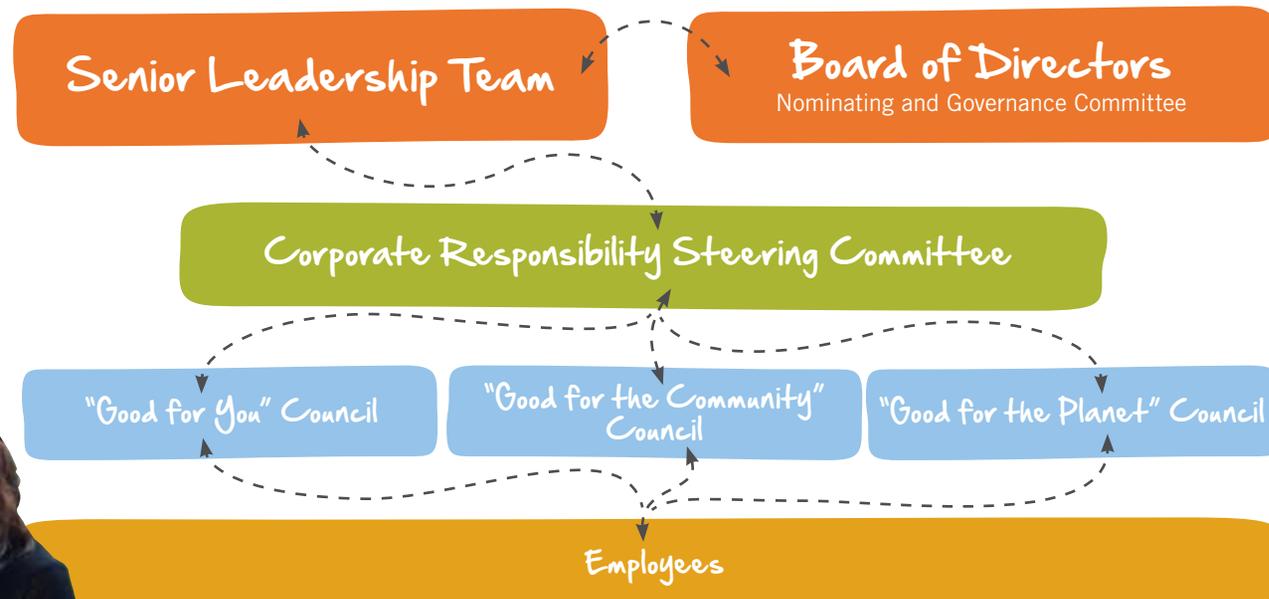
At ConAgra Foods, corporate responsibility is overseen by our most senior executives, governed by our senior leadership team, developed and managed by vice presidents and directors in key functional areas, and embraced and implemented by our 23,200 passionate employees.

At the highest level, our Board of Directors' Nominating and Governance Committee regularly meets with management to review internal and external factors and relationships affecting the company's reputation, including social and environmental issues. This committee is composed of independent Board members, none of whom is or has ever been employed by ConAgra Foods. Additional information regarding our Board and governance principles is available online in our 2011 Proxy Statement.

Our corporate responsibility strategy is developed by our Corporate Responsibility Steering Committee, which is led by a member of our senior leadership team and vice president

of Corporate Affairs and comprised of key leaders and subject matter experts in key functional areas. These key leaders head up councils that align with our Good for You, Good for the Community and Good for the Planet planks. Vice presidents and directors are responsible for implementing programs to drive progress against our corporate responsibility objectives.

Our employees' engagement provides the passion, enthusiasm and innovation to embed corporate responsibility into the fabric of our company. They participate on our plants' Green Teams and collaborate on cross-functional sustainability projects as we strive to grow for good.





Corporate Ethics



Code of Conduct

Our Code of Conduct provides guidelines for our workplace conduct. It is each employee's personal responsibility to uphold our Code of Conduct, and, as a company, we hold ourselves accountable for both our success and our mistakes. **Our Code of Conduct reminds us of the legal and ethical standards for conducting business, managing our employees, and interacting with consumers, suppliers, customers, communities and governments.** It also guides our environmental practices and helps ensure we abide by all laws and regulations to protect our natural resources and minimize negative impacts.

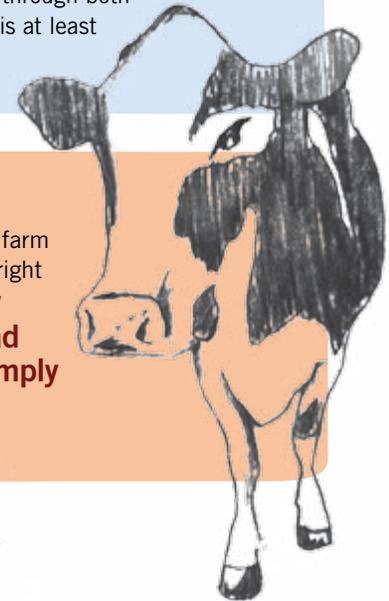
The Board of Directors' Audit Committee oversees our Code of Conduct and determines, or designates appropriate persons to determine, remedial actions in the event of a violation. In 2010, all salaried employees were required to complete several e-learning Compliance Training Program courses to help employees better understand the behavioral and ethical guidelines outlined in ConAgra Foods' Code of Conduct and under certain federal and state laws. Each employee's curriculum was determined based on his or her job title and responsibilities.

Human Rights

No ConAgra Foods employees are required or forced to engage in compulsory labor. To the extent any employee disagrees with his or her terms and/or conditions of employment, he or she may leave at any time or raise a complaint through any of the numerous avenues of redress available to employees under the company's management structure and the company's Code of Conduct. All applicants, post-offer, must also provide proof of their ability to work. ConAgra Foods takes steps to ensure it is in compliance with state and federal child labor laws through both its hiring policies and its human resource practices. ConAgra Foods' standard entry-level wage is at least equal to — and often exceeds — local minimum wage at all locations of operation.

Animal Welfare

The only way to deliver quality products is to follow quality procedures, which includes how farm animals are raised and processed. We believe in the humane treatment of animals. It's the right thing to do, and it plays a key role in the quality of our products. **Our Supplier Quality Program outlines specific expectations for appropriate animal care, and we encourage all of our suppliers to purchase only from farms that comply with industry guidelines,** including those established by the U.S. Department of Agriculture and the Food Marketing Institute.





Good for You

15 [Health & Nutrition](#)

19 [Food Safety & Quality](#)

23 [How We Communicate](#)





Our Focus Areas

Health & Nutrition



“There are numerous changes people could make to eat a more ideal diet. However, the one simple thing the majority of us can do to become healthier and feel better is cut back a little bit on the amount of calories we eat. ConAgra Foods has a wide range of foods across many aisles of the grocery store to help consumers do this.”

Mark Andon, Ph.D., Vice President, Nutrition, Omaha, Neb.

Eating a Little Less Really Adds Up

Research shows that for people who are overweight or obese, a very modest reduction in calories — just 5 percent, or about 100 calories per day — would lead to a national savings of \$58 billion per year in medical expenditures due to a reduced prevalence of heart disease, diabetes, cancer and other health conditions. This cost savings is 10 times greater than the savings predicted from reducing sodium or saturated fat intake by 30 percent.

Source: American Journal of Health Promotion, 2009

At ConAgra Foods, we know that food brings enjoyment to our lives and plays an important role in keeping us healthy. Our approach to nutrition and health is practical, realistic and focused on three broad areas: portion and calorie control, dietary variety and heart health.

Portion & Calorie Control	Dietary Variety	Heart Health
<p>More than 180 single-serve meals and entrées with no more than 450 calories.</p> <p>More than 60 single-serve snacks with 150 or fewer calories.</p>	<p>More than 200 varieties and sizes of whole grain popcorn.</p> <p>More than 160 varieties and sizes of tomatoes, nuts, seeds and beans.</p>	<p>More than 150 heart-healthy foods — meals, whole grain popcorn, tomatoes, beans and egg whites.</p>

ConAgra Foods offers more than **300** varieties and sizes of portion- and calorie-controlled foods, making it easier for consumers to manage their calories while enjoying the food they love.

Portion and Calorie Control

You can still enjoy the food you love, but eat a little less to achieve and maintain a healthy body weight. Health authorities agree the overarching challenge Americans face in managing their diets is the calorie-balance equation. That is, the balance between calories consumed and calories expended.

Understanding food portions and calories is a proven way to help manage body weight. That's why ConAgra Foods' product portfolio offers a wide range of foods with right-sized portions and reasonable calories per serving. Ninety percent of our single-serve meals and entrées across the Healthy Choice®, Banquet®, Marie Callender's®, Kid Cuisine®

and Chef Boyardee® brands have 450 or fewer calories, making portion and calorie control easy during meal time. We also offer more than 60 different snacks in portion-controlled servings with 150 or fewer calories across our Snack Pack®, Swiss Miss® and Slim Jim® brands and the Andy Capp's™ brand, providing consumers with convenient, portion-controlled snacks between meals.



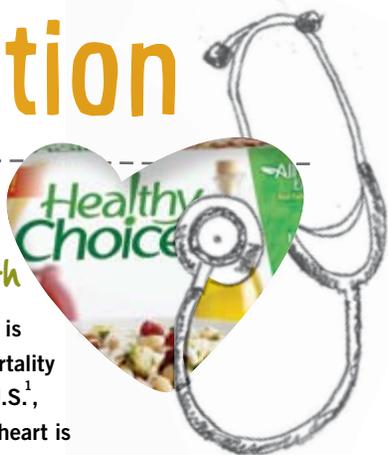
Our Focus Areas

Health & Nutrition

Heart Health

Because heart disease is the No. 1 cause of mortality and morbidity in the U.S.,¹ maintaining a healthy heart is a top priority for consumers. At ConAgra Foods, **we prepare more than 150 varieties and sizes of foods, which meet the highest federal government standards for promoting heart health.**

Foods from a variety of our brands — including Healthy Choice®, Hunt's® tomatoes, Orville Redenbacher's®, Van Camp's®, Rosarita®, Ranch Style® beans and Egg Beaters® — can be part of an overall heart-healthy diet because they offer controlled amounts of sodium and are low in saturated fats and cholesterol.



Dietary Variety

Having a varied diet is one of the fundamental principles of eating well. Nutrition research shows that many people come up a little short when it comes to certain foods. In fact, compared to recommended intakes, **adults only eat about one-fifth of the amount of whole grains they should, one-half of the amount of beans and two-thirds of the amount of vegetables.**² ConAgra Foods prepares more than 400 different food offerings to give consumers many great-tasting and convenient ways to enjoy a more varied diet.



Do consumers get enough variety in their diets? National survey data show adults are consuming far less than the recommended amount of whole grains, beans, vegetables and nuts & seeds.²

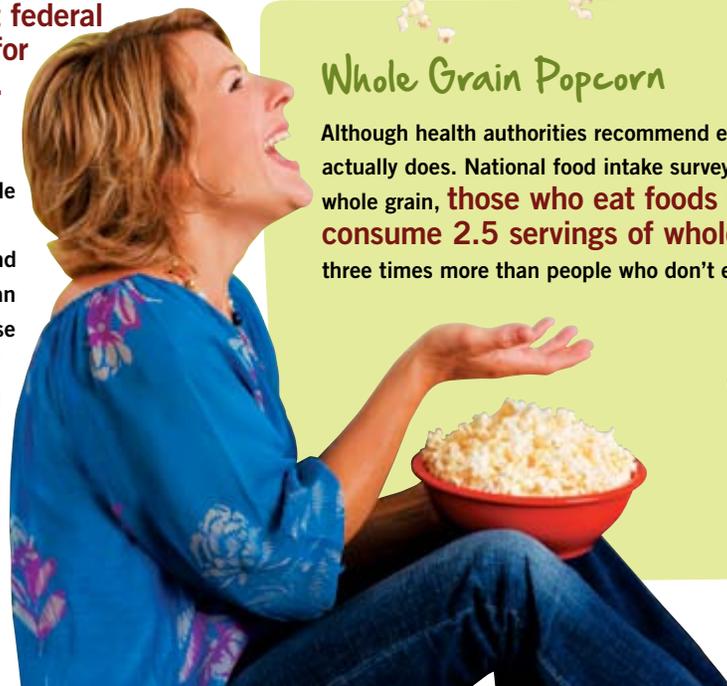
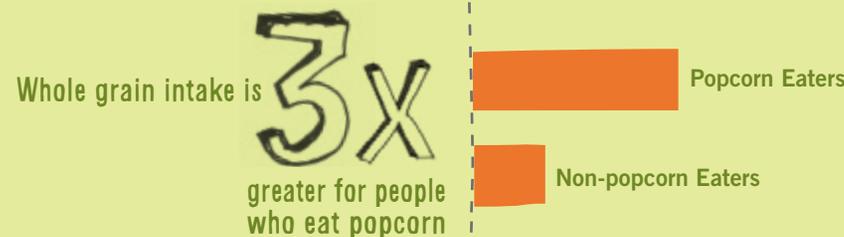
Percent of Recommended Intake



²Advisory Committee Report on the Dietary Guidelines for Americans, 2010

Whole Grain Popcorn

Although health authorities recommend eating three servings of whole grains each day, only one out of every 10 people actually does. National food intake survey data from the U.S. Department of Agriculture show that because popcorn is a whole grain, **those who eat foods such as Orville Redenbacher's® or Act II® microwave popcorn consume 2.5 servings of whole grains per day** — very close to the recommended goal of three servings and three times more than people who don't eat popcorn. -Source: Journal of the American Dietetic Association, 2008



¹Centers for Disease Control and Prevention (CDC)



Our Products

Health & Nutrition



In FY11, 80 percent of our new product introductions strategically fit within our three focus areas of nutrition and health.

Portion & Calorie Control
9 New Products

Dietary Variety
27 New Products

Heart Health
11 New Products



One More Serving of Tomatoes Each Day



The newly released Dietary Guidelines for Americans (2010) call for an increase in red and orange vegetable consumption, from the current average of one serving per day to two servings. We tested consumers' acceptance of meeting this new goal by having them use a range of Hunt's® tomato products in their homes for three months. **More than 90 percent of these consumers told us it was easy to incorporate the recommended two servings per day.** Importantly, not only did they eat more tomatoes, they kept eating other vegetables and fruits, too, so their overall fruit and vegetable intake increased.



“This research is a great example of how to take a public health recommendation and make it practical and actionable by using real foods people are familiar with, really enjoy and will eat, such as Hunt's tomatoes.”

Kristin Reimers,
Ph.D., R.D., Nutrition Manager, Omaha, Neb.

Four new Asian-inspired varieties of **Healthy Choice® Café Steamers®**, each with 340 or fewer calories per single-serve package.

A new variety of **Marie Callender's® Multi-Serve Bakes** — Three Meat and Four Cheese Lasagna — available in a four-serving portion, with 290 calories per serving.

A new flavor of **Swiss Miss® hot cocoa**, in pre-portioned packages with 130 calories per serving.

Three new **spicy varieties of Slim Jim®** single-serve snacks with 150 or fewer calories.

Twelve new whole grain popcorn options, including two new flavors under the **ACT II®** brand and 10 new **Orville Redenbacher's® Pop Up Bowl®** products.

Three more varieties of **Hunt's® no salt added tomatoes**, including diced, diced with basil, garlic & oregano, and whole plum tomatoes.

Three varieties of **all natural Peter Pan® Peanut Spreads**.

Two new flavors of **David® seeds** in 6-ounce packages, plus three 2-ounce options for three existing flavor varieties.

Two new varieties of **Van Camp's® Pork and Beans**, plus national expansion of two existing varieties to give more consumers a convenient way to eat legumes.

Four **Healthy Choice® Café Steamers®**, including: Kung Pao Chicken, Beef Teriyaki, Pineapple Chicken and Lemongrass Chicken & Shrimp.

Three **Hunt's® tomato products**, including: no salt added diced, whole plum and diced with basil, garlic & oregano.

Two new **Orville Redenbacher's® SmartPop!®** popcorn options, featuring innovative Pop Up Bowl® packaging.

Two new **Van Camp's® bean varieties**, including Vegetarian and Homestyle Pork and Beans and national expansion of Maple & Brown Sugar and Sweet Onion Pork and Beans.



Our Products

Health & Nutrition

Sodium Reduction Update

Two years ago, we announced a pledge to reduce salt across our Consumer Foods portfolio by 20 percent by the end of 2015. This initiative will ultimately remove 10 million pounds of salt per year from the foods consumers eat. Part of our approach is to implement changes to certain recipes in stages over multiple years. This way, our loyal consumers can better manage sodium intake, and we can fulfill their taste expectations for the food we prepare for them. We have used this culinary approach on three product groups: Hunt's® (tomatoes and ketchup), Chef Boyardee® and Kid Cuisine®. **To date, these recipe changes have resulted in the removal of the equivalent of 2 million pounds of salt per year.** Coupled with other sodium reductions, we have removed about 4 million pounds of salt and are well on our way to our 2015 goal of 10 million pounds.



Lamb Weston® : Super Spuds

Though traditional white potato French fries remain the cornerstone of Lamb Weston's portfolio, we continue to develop innovative, on-trend potato products to provide alternatives to customers. Sales of **Lamb Weston's My Fries® — with 25 percent less fat than regular fries** — continue to increase. We've also continued to **expand our Sweet Things® sweet potato business**, and our investment in the new sweet potato facility in Delhi, La., demonstrates our commitment to ongoing innovation.

Lamb Weston has expanded its retail offerings through recent innovation in Alexia® branded products. Consumers want more variety in side dishes, and we are helping to meet this need with **Alexia® Select Sides™**, chef-inspired potato side dishes made with premium roasted potatoes and vegetables. Select Sides come with a unique herb-infused cooking oil packet for convenient sautéing and all the ingredients to prepare a quick, nutritious, multiple-serving side dish, including premium red skin or sweet potatoes and vegetables, such as baby portabella mushrooms and whole green beans.



ConAgra Mills® : Home-grown Whole Grain

ConAgra Mills continues to provide whole grain flours for ConAgra Foods' consumer brands and foodservice products, such as Healthy Choice® frozen meals with pasta or rice, Whole Grain Chef Boyardee® and The Max® pizza crust. In addition, these flours also are offered to our business-to-business customers, expanding the use of whole grain flours throughout the marketplace. **Our total whole grains portfolio grew by more than 13 percent in 2011.**

Ultragrain®, specially selected whole wheat flour milled to an ultrafine particle size using a patented milling process that retains the taste, texture and appearance of refined flour.

Sustagrain®, milled from a unique, all-natural barley variety, it's the highest fiber whole grain available, containing three times the fiber of oats.

Ancient Grains, all-natural whole grain flours and multigrain blends made with amaranth, quinoa, sorghum, millet and teff, each of which is gluten-free.



Management Approach

Food Safety & Quality

A Closer Look: Food Safety & Modernization Act



Major areas where the law toughens existing Food and Drug Administration (FDA) regulations include access to manufacturers' food safety records, mandatory recall authority, inspection frequency, additional authority over the safety of imported ingredients and foods, and education and training of suppliers.

Because ConAgra Foods is committed to food safety and quality, we are taking the necessary steps to be in compliance with FSMA, including any new regulations required to implement as they are introduced by FDA.



The passage of the Food Safety Modernization Act (FSMA) in January 2011, ushered in a new era in food safety. For ConAgra Foods, it has provided a platform to show our food safety leadership and progress toward our goal of becoming a best-in-class organization by creating a “zero-defect culture.” Our Food Safety and Quality team provides functional leadership in key areas and includes experts in: food safety and quality in manufacturing and distribution; supplier food safety and quality; and consumer affairs. Our robust program monitors food safety and quality issues throughout product life cycles, from the time we source quality ingredients to the time we produce and prepare products for delivery to customers and consumers.



End-to-End Food Safety & Quality Program

Research, Development and Product Innovation	Designing food safety and quality elements into new products and packaging, including validating preparation and cooking instructions.
Procurement and Ingredient Sourcing	Using registered certification bodies to audit our suppliers' facilities on an annual basis against Global Food Safety Initiative (GFSI) standards.
Manufacturing and Production	Identifying opportunities for continuous improvement through our internal Food Safety and Quality audit program. Driving root-cause solutions and developing employee skills to minimize food safety and quality risks.
Storage, Transportation and Distribution	Measuring and monitoring temperature control and package integrity throughout storage, transportation and distribution to ensure food safety and quality.
Consumer Preparation and Consumption	Leveraging our in-house Consumer Affairs organization to interact with customers and consumers to gain additional insights into our products. Working with external organizations — such as the AFFI Microwave Food Safety Working Group — to advance the industry toward more clear and consistent on-package instructions to help minimize the potential for undercooking a product.

“FSMA is a lightning bolt of energy for us because it gives us a lever to pull with suppliers and provides an additional tool to promote continuous improvement in food safety.”

Joan Menke-Schaenzer, Chief Global Quality Officer, Omaha, Neb.



Management Approach

Food Safety & Quality

Food Safety Advisory Council

Established three years ago, our Food Safety Advisory Council continues to give guidance to our corporate food quality and safety program. The Council is composed solely of external thought leaders known for their expertise in a variety of food safety disciplines, including food science, microbiology, toxicology, epidemiology, food allergens, microbial physiology, public health and public policy. The Council gives us immediate access to strategic advice on:

Strengthening our food safety programs.

Gaining insights into emerging food safety issues.

Investing in food safety technology innovations.

Gathering insights into changing consumer behavior that influence how food products are safely handled and prepared.

Managing Allergens

ConAgra Foods has an ongoing commitment to maintaining and improving its allergen management infrastructure and promoting best practices that minimize the potential health risks associated with undeclared allergens in food products. **This program is designed to ensure that the presence of the most serious food allergens in a product is communicated clearly to consumers** — either under provisions of the Food Allergen Labeling and Consumer Protection Act (FALCPA) or the appropriate regulations of any destination country in which products are being sold. To support accurate allergen labeling, our allergen control program establishes procedures for minimizing allergen cross-contact in our production facilities.

ConAgra Foods' Allergen Council is responsible for providing cross-functional expertise related to corporate allergen policies and management programs. We also understand that allergen management requires daily input from a broad range of job functions. For example, our product developers are trained to be cautious about using allergens in products, especially when introducing new allergens into production

facilities. We're also working to enhance allergen training for a broad range of ConAgra Foods employees, including quality managers and production workers — our first line of defense in allergen control. Lastly, recognizing that allergen control extends beyond our facilities, we also require ingredient suppliers to maintain appropriate allergen control programs and to provide documentation concerning allergens in their facilities.



ConAgra Foods' allergen control program identifies all major food allergens as noted by the Food Allergen Labeling and Consumer Protection Act of 2004:





Performance Results

Food Safety & Quality



External Certification

Over the past two years, **ConAgra Foods has aggressively pursued Global Food Safety Initiative (GFSI) certification**, a program led by food retailers and manufacturers. Several food safety standards have been developed and approved through the initiative, and ConAgra Foods has achieved certification through two of those standards: Safe Quality Food (SQF) for Consumer Foods facilities and British Retail Consortium (BRC) for Commercial Foods facilities.

When plants earn SQF or BRC certification, it means they have enhanced their food safety and quality systems. These enhancements drive food safety and quality to new levels and reinforce their correlation to better business results.

We have achieved certification at all of our manufacturing sites, except a facility acquired in fiscal year 2011. We have piloted two plants in pursuing and attaining SQF level 3 certification. Level 3 places additional criteria within the audit scheme focused on product quality programs. In 2011 and beyond, we will continue to expand the use of SQF level 3 audit criteria to more of our plants.

Internally Audited

Our internal food safety and quality audit team is responsible for being our toughest critic and identifying food safety and quality enhancement opportunities at our facilities. We audit against the SQF, BRC and American Institute of Baking (AIB) standards, as well as our stringent internal standards. A significant portion of the audit is spent walking through

our facilities to directly observe and interview employees. Corrective actions are identified for all audit findings, and plant management is responsible for reporting progress and closing findings in a timely manner.

Product Recalls

While recalls have been a part of the food industry for many years, the safety of our products is a top priority. We constantly search for new preventative measures. When we have conducted voluntary recalls, we have acted quickly to remove impacted product from the marketplace and provided clear communication to customers and consumers. Recalls and all significant food safety or quality issues are investigated to determine root cause and corrective actions.

ConAgra Foods had one voluntary product recall during fiscal year 2011. In June 2010, we recalled our Marie Callender's® Cheesy Chicken & Rice single-serve frozen entrée due to the possible presence of *Salmonella* serotype Chester in the products. We initiated the removal of the product from customers' stores and inventory and started offering refunds to consumers who had purchased this product, even before a positive finding was reported for this *Salmonella* strain in the recalled product.

A key function of our internal audit is to ensure that each employee understands his or her role as it relates to food quality and safety.



Applied Technologies

Food Safety & Quality

“The SafeGuard system provides our customers with a treated flour for their unfinished foods, such as refrigerated bakery items, to further minimize food safety risks for their consumers.”⁹⁹



Kent Juliot,

Senior Director of Quality, ConAgra Mills, Omaha, Neb.



ConAgra Mills: Raising the Bar on Food Safety with SafeGuard™ Ready-To-Eat Flour

ConAgra Mills has set a new standard for flour safety with its revolutionary new SafeGuard™ Treatment & Delivery System, a patent-pending, multi-stage food safety process that helps ensure the safety of ready-to-eat flour from milling all the way through delivery to customers' plants.

The SafeGuard Treatment & Delivery System is used for products that are at risk of not being fully cooked. While most flour-based foods undergo a baking or cooking step at the point of production to eliminate any naturally occurring food-borne pathogens, some products — including cake/brownie mixes, refrigerated/frozen doughs (biscuit, cookie and pastry) and take-and-bake frozen pizzas — require the consumer to perform that step by following the manufacturer's cooking instructions. Research from ConAgra Mills' Consumer Insights¹ shows that some products intended to be baked or cooked at home are

often consumed raw or undercooked despite clear warnings from manufacturers of the health risks posed by consuming raw or undercooked food.

ConAgra Mills is addressing this issue with a state-of-the-art integrated production and distribution process for a complete line of SafeGuard Ready-To-Eat Flours. Using an all-natural heat treatment process similar to pasteurization to mitigate microbiological risks, SafeGuard provides customers with the safest flour possible for their unfinished foods, helping to minimize food safety risks for their consumers. ConAgra Mills invested in this innovation as part of its ongoing commitment to be stewards of its customers' brands and to provide them with a preventative solution that delivers flour food safety directly to their production facilities.

¹ConAgra Mills' Flour Food Safety Study Executive Summary. Fielded August 2010. Nationwide sample of 1,032 consumers ages 18-64. 50 percent male / 50 percent female.

Biotechnology

When it comes to biotech foods, we respect our consumers' preferences. We believe that biotechnology can benefit global food production, and **ConAgra Foods only uses ingredients that comply with regulations for food safety and nutrition.** We monitor scientific developments and global regulatory initiatives related to all aspects of biotechnology for food and regularly review our policies and practices to ensure they reflect evolving science, consumer expectations and regulatory decisions.

Through our diverse portfolio of consumer and commercial food products, we provide alternatives for those who prefer products without biotech ingredients. For example, our Lightlife™ refrigerated soybean-based vegetarian products



do not contain ingredients that were produced using biotechnology, and we require our ingredient suppliers to guarantee that no genetically engineered soybeans are used. The Lightlife Quality Assurance team has established a monitoring program to routinely test finished products for the presence of soybeans produced using biotechnology. All test results have been negative since we implemented the program more than eight years ago. In addition, our Lamb Weston® frozen potato business requires routine testing of raw potatoes to ensure they are not genetically modified, documented by both the seed grower and contract grower each growing season.

ConAgra Foods is a party to litigation concerning our labeling of Wesson Oil products, which are produced with bio-engineered oil seeds. We believe our labeling practices are appropriate and fully compliant and do not believe the litigation has merit.



Health, Nutrition and Food Safety

How We Communicate

Home Food Safety

Food safety in our own facilities is critical to our business. We understand that to minimize risk of foodborne illnesses, food must be properly handled, prepared and stored until consumed, and it is also important that consumers who enjoy our products follow food safety practices at home. To help consumers learn the fundamentals of home food safety, **we are the sole corporate sponsor and partner of the American Dietetic Association for Home Food Safety.**™ This public awareness and education campaign is dedicated to providing information on the safe handling, cooking and storage of food at home. In addition to providing instructions and facts, this program provides food safety alerts, statistics and a scholarship program for college students to develop food safety awareness programs tailored for those living on campus.

WASH 

SEPARATE 

COOK 

REFRIGERATE 



Health Professionals — Helping Those Who Help You

Health professionals, such as the 90,000 registered dietitians and diabetes educators in the United States, are important resources for consumers seeking credible nutrition and health information on food and lifestyle choices. Through the ConAgra Foods Science Institute, we provide these professionals detailed information about our products and provide resources they can use to assist their clients, such as recipes, health calculators and fact sheets. **We also offer a webinar series, providing information on new developments and the latest thinking on relevant topics.** The webinars are free and fully accredited for continuing education credits needed to maintain professional registration and licensing.

In FY11, webinar topics included:

- Lifestyle Medicine and Cardiovascular Health
- Using the Supermarket as a Nutrition Learning Tool
- Culinary Basics as a Health Strategy
- State of the Art Review on Tomato Consumption and Health
- Strategies for Counseling Families about the Home Food and Physical Activity Environment
- Whole Grain Foods Intake Recommendations and Health Benefits



“Health professionals are important for guiding consumers on how to make practical food choices. Engaging these professionals with accredited webinars, national sponsorships and face-to-face conversations help them better understand how ConAgra Foods continues to proactively evolve to public nutrition needs.”

Barbara J. Ivens, M.S., R.D., FADA, Senior Nutrition Director, ConAgra Foods, American Dietetic Association Foundation Board of Directors Chair (2011-2012)



Interacting with the Nutrition Community

ConAgra Foods uses nutrition research to understand how our foods fit within a healthy lifestyle. This information is shared with researchers and other professionals in the nutrition community through publications and presentations at scientific meetings.

In FY11, we shared research on such topics as:

- The effect of frozen single-serve meals on diet quality and quality of life
- How whole grain popcorn increases satiety compared to other snacks
- The emerging health benefits of tomatoes

We also meet several times each year with **ConAgra Foods' Scientific Advisory Board**, an external group of thought leaders in the fields of medicine, nutrition, food science and behavior science, to review and discuss their perspectives on the nutrition and health aspects of our products.

Healthy Choice - Spicy Spaghetti Beef & Vegetables





Advertising to Children

How We Communicate



"Movie Night" TV commercial

Restrict use of celebrities and movie tie-ins for on-trend products in measured media advertising directed to children under 12.

In May 2010, we updated and submitted a restated Children's Food and Beverage Advertising Initiative (CFBAI) pledge, expanding our commitment to:

Extend our advertising ban in elementary schools to pre-kindergarten.

Apply our pledge to special media — such as games, DVDs, word-of-mouth marketing and mobile media.

Not conduct any advertising primarily directed to children under 6 in TV, radio, print or online media.

ConAgra Foods' consumers and customers have come to know our brands through advertisements and other marketing. We understand the necessity of marketing in a responsible way to children and their families.

In 2008, we joined the Children's Food and Beverage Advertising Initiative (CFBAI) of the Council of Better Business Bureaus (CBBB), a voluntary, industry self-regulation program that includes many of the nation's largest food and beverage companies. The mission of the CFBAI is to shift advertising messaging to children to encourage healthier dietary choices and lifestyles. As a CFBAI participant, ConAgra Foods pledged to devote 100 percent of television, radio, print and Internet advertising primarily directed to children under 12 years of age to products that meet certain nutritional guidelines consistent with certain established scientific and government standards. The pledge also restricts the use of licensed characters and branding in interactive gaming for on-trend products, discontinues advertising in elementary schools and product placements in children's programming.

On July 14, 2011, CFBAI announced new uniform nutrition criteria to be followed by its participants, effective Dec. 31, 2013. ConAgra Foods collaborated closely with CFBAI and other participants in a yearlong effort to develop these criteria to help improve the nutritional composition of foods currently marketed to children under 12 years of age. For example, on-trend products in the main dishes and entrées category (such as Chef Boyardee® canned pastas) must meet more stringent criteria around sodium content and added sugar. Even though ConAgra Foods' current pledge already sets strong nutrition criteria for products advertised to children under 12 years of age, we fully support and will comply with the new CFBAI uniform nutrition criteria. We believe this will inspire the development of new more nutritious products and improved reformulated current on-trend products with less sodium, saturated fat and sugar and fewer calories.

ConAgra Foods Pledged to Devote 100 Percent of Children's Advertising to Products That Meet These Established Nutritional Guidelines¹



Canned Pasta

- Per serving**
- Calories ≤ 350
 - Total Fat ≤ 35% of Calories
 - Saturated Fat ≤ 10% of Calories
 - Trans Fat Labeled 0 g
 - Sodium ≤ 750 mg
 - Positive Nutrients ≥ 10% DV for 2 Nutrients
 - Sugar ≤ 25% of Calories Added Sugar
 - Contains Food Groups ≥ 1/4 c Vegetables or Fruit or 8 g Whole Grain



Frozen Meals

- Per serving**
- Calories ≤ 500
 - Total Fat ≤ 35% of Calories
 - Saturated Fat ≤ 10% of Calories
 - Trans Fat Labeled 0 g
 - Sodium ≤ 760 mg
 - Positive Nutrients ≥ 10% DV for 3 Nutrients
 - Sugar ≤ 25% of Calories Added Sugar
 - Contains Food Groups ≥ 1/4 c Vegetables or Fruit or 8 g Whole Grain



Peanut Butter

- Per serving**
- Calories ≤ 210
 - Trans Fat Labeled 0 g
 - Sodium ≤ 480 mg
 - Positive Nutrients ≥ 10% DV for 1 Nutrient
 - Sugar ≤ 25% of Calories Added Sugar
 - Contains Food Groups ≥ 1 ounce Meat and Beans

Products shown above are representations of the product categories. [View complete list of products.](#)

¹Through Dec. 31, 2013



Good for the Community

26 [Workplace Safety](#)

28 [Diversity & Inclusion](#)

29 [Learning & Development](#)

31 [Employee Wellness](#)

32 [Our Suppliers](#)

33 [Giving Back](#)





Our People

Workplace Safety



“Through employee involvement and meaningful feedback, the B-Safe Behavior Safety Process

at ConAgra Foods identifies behaviors that are critical to on-the-job excellence while removing barriers to continuous performance improvement.”

Brent Richter, Director, Safety, Omaha, Neb.

Providing a safe work environment for our employees is a top priority at ConAgra Foods. Our health and safety management process is driven by engaged employees who have established a foundation of safe practices. As we strive to achieve an injury-free workplace, it becomes increasingly important to maintain a strong culture of safety, in which all employees do their jobs safely, protecting themselves and their colleagues.

To support this, we have several initiatives that provide employees many opportunities to be active participants in safety processes. Doing their jobs safely means conducting safety audits and inspections, making behavioral observations, leading safety training and discussing safety reminders during pre-shift huddle meetings. In addition, every facility develops

an annual Safety and Health Accident Reduction Plan (SHARP) to define site-specific health and safety priorities.

Every three years, each of our facilities is audited by our health and safety team to ensure compliance with safety regulations and corporate policies. Our thorough auditing process allows us to document results and track corrective actions to ensure we hold ourselves accountable for providing a safe work environment. We require all accidents, near-miss incidents and injuries to be thoroughly investigated to help ensure that appropriate actions are taken and lessons are identified to prevent similar incidents.

Behavior-based Safety Drives Performance Improvement

Behavior-based safety is a proactive approach to injury prevention based on peer-to-peer interactions. Employees observe each other as they work to identify both safe and at-risk behaviors. They then provide prompt and constructive feedback, reinforcing safe behaviors and stopping any unsafe acts before they lead to an injury.

ConAgra Foods employees completed more than 200,000 behavior observations in fiscal year 2011. The program has helped further reduce our Total Incident Rate (TIR) — the industry standard for measuring workplace injuries/incidents — as well as enhance our safety culture and instill employee confidence in addressing unsafe behaviors.



ConAgra Foods Principles of Safety

Safety and health can be managed.

Every workplace injury/illness could and should have been prevented.

Management is responsible for providing a safe workplace.

Safety and health are everyone's responsibility.

Nothing we do is worth getting hurt.



Our People

Workplace Safety

Lost Time Injury Rate (LTIR) per 200,000 hours worked

Fiscal Year	ConAgra Foods LTIR	Industry Average ¹
2011	.52	Not available
2010	.66	Not available
2009	.47	Not available
2008	.43	1.4
2007	.44	1.5
2006	.59	1.6

¹ Bureau of Labor Statistics Food Manufacturing

More Than Just Numbers

As a company, we take to heart exactly what our safety metrics represent — the health, well-being and lives of our employees. We are fully committed to maintaining a safe work environment because we recognize that our employees are our greatest asset.

Through employee engagement and our robust safety program that encourages leadership, accountability and teamwork, our Total Incident Rate (TIR) has steadily declined over the years. In fiscal year 2011, we reported 2.16 incidents per 100 full-time workers, nearly

a 22 percent decrease from our fiscal year 2010 report. Even the most effective safety programs will occasionally experience upticks in their total incident rate due to acquisitions or large-scale accidents, such as the one that occurred at our former plant in Garner, N.C. The key is to address the root causes of problems that occur while providing the best possible medical care to injured employees.

In fiscal year 2011, 14 ConAgra Foods facilities were inspected by the Occupational Health and Safety Administration.

Key Concepts of Safety

- Safe practices
- Safety leadership
- Continuous improvement
- Compliance
- Hazard identification
- Continuous skills development
- Behavioral safety
- Performance tracking

ConAgra Foods is proud of the following 18 facilities for achieving a zero TIR in fiscal year 2011:

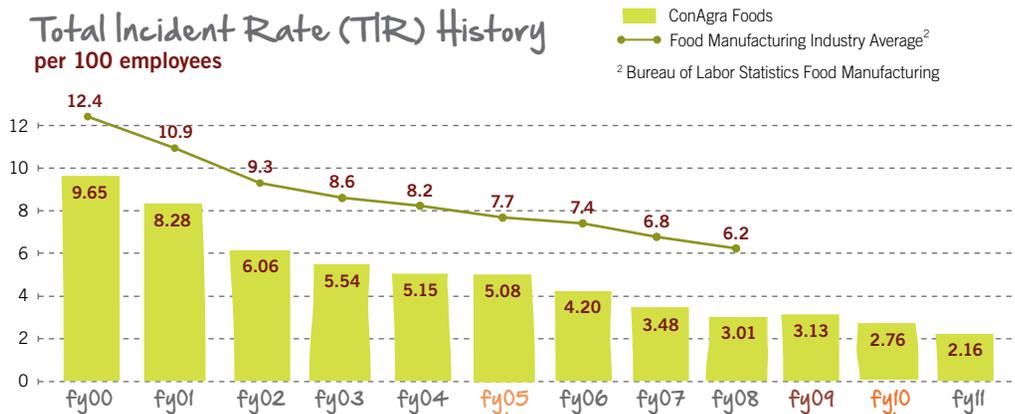
- Commerce City, Colo.
- Loudonville, Ohio
- Sherman, Texas
- Red Lion, Pa.
- Omaha, Neb.*
- Oakland, Calif.
- Fremont, Neb.
- Treichlers, Pa.
- Decatur, Ill.
- Saginaw, Texas
- Helm, Calif.
- St. Louis, Mo.
- Lakeview, Iowa
- Rensselaer, Ind.
- Morral, Ohio
- Hamburg, Iowa
- Brookston, Ind.

*Two locations

Key Concepts of Safety Implementation

An enterprisewide initiative providing consistent processes proven to eliminate accidents, injuries and unsafe acts and improve working conditions.

Total Incident Rate (TIR) History per 100 employees



² Bureau of Labor Statistics Food Manufacturing

Behavior Safety Program Implementation

A proactive program based on peer-to-peer interactions. Employees observe each other as they work, providing prompt and constructive feedback, reinforcing safe behaviors and stopping any unsafe acts before they lead to injuries.

Key Concepts of Safety Implementation

The slight increase in our TIR rate between fiscal years 2008 and 2009 was a result of business acquisitions. After implementing our Key Concepts of Safety processes at these new locations, we continued to see a decline in injury rates.



Our People

Diversity & Inclusion

Women

Fiscal Year	Total Women in Work Force	Salaried Women	Women in Management	Women on the Board of Directors
2011	38%	44%	30%	2
2010	38%	42%	22%	2
2009	39%	41%	21%	2
2008	39%	38%	20%	2
2007	39%	32%	19%	2

Minorities

Fiscal Year	Total Minorities in Work Force	Salaried Minorities	Minorities in Management	Minorities on the Board of Directors
2011	40%	13%	10%	1
2010	37%	14%	9%	1
2009	38%	14%	8%	1
2008	39%	14%	8%	0
2007	37%	12%	7%	0

We are building a culture where all employees can be authentic and know their diverse thoughts and capabilities are valued. We have built a strong business case for diversity and inclusion, which has enabled us to focus on attracting, retaining and developing employees from all walks of life. These employees help us forge stronger relationships in the community, in the marketplace and with our stakeholders.

Employee Resource Networks (ERNs)

ERNs are a key ingredient in our recipe for creating a diverse and inclusive culture. At ConAgra Foods, we embrace these networks because they provide organizational and business insights that help us deliver leadership development experiences, create an environment in which we can explore our uniqueness, and offer opportunities for volunteer activities that support the communities where our employees live and work. Our ERNs bring together employees from a variety of cultures, backgrounds and lifestyles and receive support from executive sponsors who use perspectives they've gained as senior leaders within ConAgra Foods to guide members' personal and professional development.

Currently, there are six ERNs with hundreds of members throughout the company:

- ConAgra Asian Network (CAN)
- ConAgra Black Employees Network (CBEN)
- ConAgra Latino Network (CLN)
- Illuminations — Lesbian, Gay, Bisexual and Transsexual (LGBT) employees & allies
- Women's Leadership Council (WLC)
- ConAgra Young Professionals Network (CYPN)

Our progress in creating a diverse and inclusive work force has earned us recognition from respected organizations:

- Recognized for our Employee Resource Networks in the 2010 International Innovation in Diversity Awards, published by *Profiles in Diversity Journal*®
- Top 100 Employer for Women MBA's — Universum, 2010
- Best Places to Work for LGBT Equality — Human Rights Campaign Foundation, 2010 (third consecutive year)
- Diversity Leader Award — *Profiles in Diversity Journal*®, 2011
- Best in Leadership Development — *Leadership Excellence* magazine, 2010
- Top Diversity Executives Award — *Black Enterprise*® magazine, 2011

ConAgra Foods named to the 100 Best Adoption-Friendly Workplaces list for the fourth time.



Employee Resource Networks Build a Diverse Pipeline

ConAgra Foods hosted its first Corporate Explorer Camp with students from five Omaha-area high schools. The week-long overnight camp was designed to give high-performing, high school seniors the opportunity to learn about business functions and practices with a focus on careers in Science, Technology, Engineering and Math (STEM). ConAgra Foods partnered with Eastern Nebraska Community Action Partnership (ENCAP) to kick off the program. Twenty seniors graduated from the program.

The goal of this pilot project was to **increase the diverse candidate pipeline by providing early awareness of technical careers to first generation college students.** The camp experience provided an accelerated learning curriculum that focused on case studies, panel discussions, simulations, leadership development sessions and site visits. Campers also participated in advanced, hands-on enrichment workshops that simulated business management situations. During some of these experiences, participants inhabited a virtual world that reinforced important life lessons by requiring them to live within a budget while facing the kinds of temptations that confront real-life consumers every day.

Following the camp experience, students participate in ConAgra Foods' Corporate Explorer Camp e-Mentoring Program. During this yearlong commitment, a mentor from ConAgra Foods provides college selection, college application and career path guidance as students complete their senior year. Plans are also in place to track students throughout their college careers.





Our People

Learning & Development



ConAgra Foods
UNIVERSITY



ConAgra Foods University Academies

Brand General Management

Information Technology

Leadership Excellence

Marketing

Research, Quality & Innovation

Sales

Supply Chain (new)



The business case for investing in our people is crystal clear, which is why we are continuously improving our learning and development program to build organizational capability, grow leadership, leverage talent and optimize learning.

To build a world-class learning and professional development program, we must first identify the technical competencies needed to advance our employees' careers. We've spent time taking stock of our employee talent and identifying areas where we should further advance technical expertise and business acumen to meet business objectives.

Armed with this understanding, we've developed comprehensive learning programs that begin when employees join the company and continue throughout their careers. In 2011, we renovated many of our curricula, including those tied to our leadership and technical competencies.

We've continued to enhance programs for our salaried employees, resulting in a 15 percent increase in training hours per employee. Our greatest emphasis has been on improving access for our hourly employee population. Compared to fiscal year 2010, the number of hourly employees accessing training has dramatically increased (from just over 1,000 to nearly 8,000 employees). Hours of training per employee has doubled. We remain committed to the importance of learning.

Accelerate Growth through Development

ConAgra Foods prides itself on attracting and retaining top talent. Doing so requires us to invest in our employees from the minute they join our company. New salaried employees, regardless of where they work, are brought to our world headquarters in Omaha, Neb., for orientation. Held in our state-of-the-art learning facility, new employee orientation begins the "100 percent in 100 days" journey, providing all the tools and knowledge necessary to effectively contribute at ConAgra Foods. Professional development continues throughout employees' careers, managed by our individual development planning process.

ConAgra Foods University

ConAgra Foods University remains the foundation of our learning and development program, operating as a virtual learning environment designed to provide employees with strategic learning at their fingertips to support both their own careers and our business. In 2011, we launched additional learning academies dedicated to improving the careers of employees in our Supply Chain organization. This academy represents the collective energy, thinking and involvement of senior leaders, plant managers and front-line supervisors. The number of formal academies under the ConAgra University infrastructure is now up to seven. In the year ahead, we plan to begin development of two additional academies: Finance and Human Resources.



ConAgra Foods has developed comprehensive learning programs that begin when employees join the company and continue throughout their careers.



Our People

Learning & Development



CEO Signature Series

In 2011, ConAgra Foods CEO Gary Rodkin instituted a fourth leadership development program — the CEO Signature Series — to assist high-profile employees in senior leadership positions with their continued growth and development. **The objective of this program is to develop organizational capabilities and individual skills required to address business-critical opportunities and challenges.**



Lessons in Leadership: Results of our Investment

Leadership skills are important for every employee, in every role of the company, and we remain committed to developing these skills as a cornerstone of our people strategy. Having completed the third year of our three leadership programs — Foundations of Leadership, Leadership in Action and Leadership Excellence Series — we completed a business impact study to analyze the effectiveness of the programs.

The results of this assessment have solidified the importance of these programs, not just for the individual but for the company as well.

Our Leadership in Action program targets the company's directors and senior directors, focusing on the skills needed to effectively manage teams and orchestrate change in the organization. The business impact study revealed many improvements in the engagement of those employees who work directly for or indirectly with those individuals who completed the training. Turnover rates were lower for trained individuals, and job mobility and promotion rates improved.

Our Foundations of Leadership program improved two-month retention by 4.7 percent and reduced 12-month turnover by 6.1 percent, reducing new hire costs by \$2.3 million in the first year. In addition, our production facilities experienced a productivity improvement of nearly 1 percent for every 10 percent increase in training penetration. Supervisors who completed the program were almost twice as likely to be promoted.

Employee Turnover

Fiscal Year	Total	By Age		By Gender	
2011	24%	<25	45.7%	Male	24.3%
		25-40	23.7%	Female	23.6%
		41-65	21.7%		
		>65	45.8%		

ConAgra Foods Learning Exchange (CLE) Training Statistics¹

Fiscal Year	Salaried Employees Accessing the CLE	CLE Training Hours	CLE Training Hours per Salaried Employee	Hourly Employees Accessing the CLE	CLE Training Hours	CLE Training Hours per Hourly Employee
2011	6,301	128,960	20.50	17,934	98,726	12.44
2010	4,996	86,886	17.39	1,028	7,018	6.83
2009	3,140	35,271	11.23	508	1,747	3.44

¹Training hours recorded through the ConAgra Foods Learning Exchange only; excludes training conducted internally by other departments, outside vendors, or other training opportunities.



A Healthier You

Employee Wellness

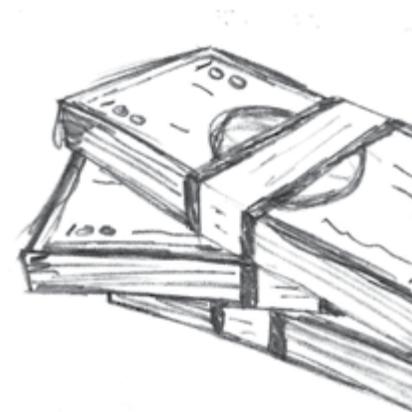
Nutrition University

ConAgra Foods' Nutrition University is an internal training incentive for employees from diverse functions — including product development, consumer affairs and marketing. It teaches the fundamentals of nutrition, health, public policy and food labeling regulations. It's another way we help our employees make more informed business decisions while strengthening the integration of nutrition and health into our innovation process.



Providing Real Incentives for Employee Wellness

ConAgra Foods has put increasing emphasis on encouraging our employees to make wellness a priority, providing free, easy-to-use resources and financial incentives for participation. **We've implemented a robust, action-oriented wellness program that rewards employees for steps taken to improve their health.** Employees may complete the wellness activities of their choice, earning points for each activity, with each point worth a wellness credit to be paid out in 2012. Employees and spouses enrolled in ConAgra Foods' medical plan are **eligible to earn up to 500 points each, or between \$250 and \$1000.**



A preventive screening is the starting point of ConAgra Foods' wellness program, followed by a confidential health assessment that provides instant, personal results. Wellness activities are selected by the employee from a variety of options that empower individuals to take an active role in managing their health. Options range from phone consultations with health specialists to participation in local walks and runs.

In calendar year 2010, **74 percent of ConAgra Foods salaried employees took advantage of the wellness incentives.** This year, we are working to increase participation, particularly for hourly employees working in our manufacturing locations.

Choose to Lose with ConAgra Foods

Now in its second year, **Choose to Lose with ConAgra Foods** has continued to help our employees achieve a healthier body weight using the principles of portion control and calorie balance. This employee weight-loss program emphasizes reduced-calorie eating, featuring products from 20 different ConAgra Foods brands, a wide variety which provides built-in portion control across multiple eating occasions.



To date, 1,428 participants have lost a total of 7,654 pounds.

In addition to helping employees manage their weight, this program integrates one of ConAgra Foods key health and nutrition focus areas into employees' daily lives. It also reinforces the importance of portion and calorie control within our product innovation process.





Sourcing Expectations

Our Suppliers

With more than 90 percent of our production occurring within the United States, we purchase the vast majority of raw materials and services from U.S.-based suppliers.



Supply Chain Security

Our field-to-fork approach extends our commitment to food security throughout the supply chain. We are a **validated Tier III Customs-Trade Partnership Against Terrorism (C-TPAT) company**, a voluntary program requiring our suppliers and service providers to demonstrate the same commitment to supply chain security that we demonstrate. For suppliers who are not C-TPAT certified, we ensure the implementation of minimum security requirements through a Web-based self-assessment, followed by on-site C-TPAT security audits.

Supplier Diversity

We value diversity in our supplier base and aggressively seek to provide qualified Minority- and Women-owned Business Enterprises (MWBs) the opportunity to compete for our business. Since FY06, ConAgra Foods has **more than doubled total purchases from minority- and women-owned businesses**, reaching \$267 million in FY11. We remain dedicated to our supplier diversity program and will continue to promote diversity in our supplier base going forward.

Supplier Quality Program

Our supplier quality program begins before contracting, leveraging a cross-functional team to identify potential business risks during the supplier approval process. This includes a review of microbiological and chemical hazards, allergen cross-contamination, foreign material and quality/sensory programs. Prior to final approval, **all new suppliers are assessed by our internal Food Safety and Quality auditing team**. We also require our suppliers to be audited by a third party on an annual basis and ask that each supplier pursue certification to Global Food Safety Initiative (GSFI) standards.

We also take a precautionary approach when it comes to sourcing ingredients and the potential risks that may be commonly associated with those ingredients. ConAgra Foods rates the potential risk of each ingredient based on factors such as country of origin, historical outbreak data and manufacturing risk mitigation programs. We also focus time and resources on building effective supplier relationships, which allow us to pursue continuous improvement opportunities. By doing this, we can effectively collaborate with suppliers and help them pursue quality and food safety programs that meet or exceed industry standards.

Our suppliers provide the ingredients and packaging materials needed to make the food you love.

Because our suppliers and contract manufacturers play such a critical role in our business, we expect them to adhere to high standards and meet our strict guidelines concerning food safety and quality found in our [Supplier Quality Expectations Manual](#). Similarly, in our [Supplier Code of Conduct](#), we detail our expectations concerning human rights, workplace health and safety, ethics, the environment and the humane treatment of animals. We expect our suppliers and any subcontractors to abide by these guidelines, and, as a company, we reserve the right to audit their operations to ensure compliance.



What We Buy

Ingredients

We buy ingredients in a variety of ways, from semi-finished products such as pasta for frozen meals to raw ingredients such as fruit and vegetables, oils and milk. Most often, we buy these ingredients from strategic suppliers or on a commodity market. For just a few crops, including popcorn, potatoes and tomatoes, we buy directly from growers.

Packaging

We package our foods in a variety of materials, ranging from steel cans and paperboard to plastic trays and multi-layer bags.

Indirects

This includes all of the equipment, services and infrastructure needed to make our products and run our business.

Contract Manufacturing

An approved network of contract manufacturers meeting rigorous quality standards fills gaps and supplements production as needed.



Ending Child Hunger

Giving Back

We can only imagine how difficult it must be for children to concentrate during class when they have not had breakfast that morning or dinner the night before. For families struggling to make ends meet, it's not uncommon for parents or older siblings to skip meals so that younger children don't have to go without the nourishment they need to grow.

These are the kinds of unthinkable scenarios that we seek to change. We provide resources such as cash, product donations, volunteer service hours and our philanthropic influence to increase children's access to food and raise awareness about the hunger issue. The ConAgra Foods Foundation, a ConAgra Foods-funded private foundation, has crafted a recipe for impact through its charitable focus, **Nourish Today, Flourish Tomorrow**[®] to reach more children each year where they need support the most — in school, out of school or at home. We are committed to raising awareness of child hunger in America, aggressively pursuing sustainable solutions to end it and building a community of people who are passionate about joining us in the fight.



Along with our Foundation, we work on multiple levels to **expand high-quality interventions and discover new innovative approaches that can help reach the 16.2 million¹ children who live in households that are food insecure.** Every day, we champion this effort because we know that more than one in five¹ children may not know where his or her next meal is coming from. Children today need access to balanced, healthful meals and facts about food that give them the knowledge to eat nutritiously, even when their families have limited household budgets. We are passionate about helping children and will continue to do more to ensure they succeed in school and life through our companywide commitment to address child hunger and nutrition education.

¹ U.S. Department of Agriculture



Ingredients

- ✓ Selected key national partnerships to anchor our commitment to increasing children's access to healthful meals and nutrition education.
- ✓ Approximately a dozen annual investments in community-based, grassroots organizations to capitalize on and learn from interventions taking place at the local level where high need is prevalent.
- ✓ Community-based initiatives that harness collaboration to systematically improve priority outcomes for children who are food insecure in key geographic locations.
- ✓ Strategic use of executives' and employees' time and talent to demonstrate our company's thought leadership and commitment to volunteerism.
- ✓ Annual call to action to motivate consumers and the community at large to join us and support our core causes.

Instructions

- 1 Continue to build the capacity of lead organizations to expand their reach in numbers and geography.
- 2 Mobilize consumers, customers and network of influencers to learn how we can work together to fight child hunger and increase awareness of the issue.
- 3 Enroll the entire organization in the cause by connecting philanthropic work to the business to gain even greater results for ending child hunger.



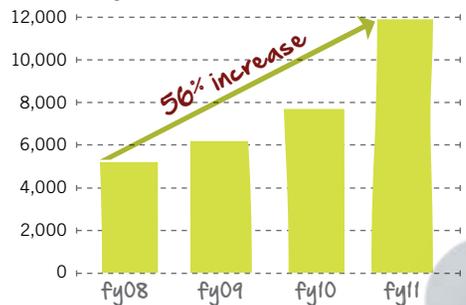
Ending Child Hunger

Giving Back

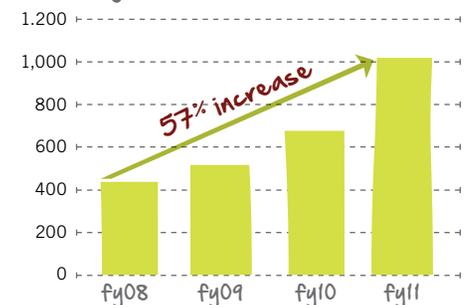
A chef volunteer in Fort Lauderdale helps teens prepare a healthy and affordable recipe during a Cooking Matters for Teens course.



Cooking Matters™ Participants



Cooking Matters™ Courses



From Operation Frontline to Cooking Matters™

ConAgra Foods Foundation became the national sponsor of Share Our Strength's Operation Frontline in 2008 to help expand its hands-on nutrition education program. Taught by volunteer culinary and nutrition experts, courses help participants select nutritious, low-cost ingredients and teach them how to prepare healthful meals that provide the best nourishment possible for their families. Last year, Operation Frontline was rebranded Cooking Matters, blazing a new path for the program to further exemplify its position as a national leader in providing results-driven nutrition education for low-income families. A small team of employees from ConAgra Foods' Marketing department provided helpful input and guidance to unify the program's brand structure by renaming each curriculum and education outreach tools. Shopping Matters is a new extension of the Cooking Matters classes that is a guided grocery store tour that helps participants make healthy, affordable choices at the supermarket.

2010 also was marked by many new and exciting changes: four new lead partners joined the Cooking Matters network, including organizations in the San Francisco Bay area, Connecticut, New Jersey and Maine; the Cooking Matters team revised the existing curriculum and wrote



new curriculum for toolkits that are distributed to help more families access healthy, affordable food; Walmart® Foundation joined the ConAgra Foods Foundation to become a national sponsor of Cooking Matters, which led to exponential growth in the program's reach this past year.

81% of participants in Cooking Matters for Teens courses reported improved cooking skills, and 67% are eating more fruit as a result of attending the class.

97% of children in the Cooking Matters for Families class reported they liked cooking with their parents in class.

100% of participants in the Cooking Matters for Child Care Professionals class indicated they would recommend the training to other providers, and 70% are serving more whole grains in their daycare.

86% of Cooking Matters for Adults participants made a Cooking Matters recipe at home, and 69% reported eating more vegetables.

Branded Cause Marketing

In fiscal year 2011, ConAgra Foods continued its largest branded, cause-marketing campaign, Child Hunger Ends Here®. This past spring, we partnered with NBC's Al Roker and Natalie Morales, who hosted a 30-minute news special that illustrated the reality of child hunger in America today. The special aired in more than 100 markets, including major markets such as Los Angeles, Houston, New York and Chicago. Complementing the national media exposure was our packaging promotion that encouraged consumers to enter a product code at ChildHungerEndsHere.com to trigger the donation of a meal to Feeding America®. **ConAgra Foods committed to donating \$350,000 — or 2.5 million meals — to Feeding America through this brand promotion.** This is on top of our ongoing product donations that equate to more than one million meals each month and the Foundation's financial support for Feeding America's child hunger programs. The Child Hunger Ends Here campaign will continue into the 2011-2012 school year, partnering with actor/singer Mark Salling and Schools Fight Hunger to donate an additional five million meals to Feeding America.

Child Hunger Ends Here (Actor/Singer Mark Salling)





ConAgra Foods Cares

Giving Back



We are very proud of the tremendous efforts our employees make individually and collectively to support the communities where they live and work. The ConAgra Foods Foundation also supports non-profit organizations where employees live, work and are actively engaged by offering a variety of grants and financial contribution programs:

The **Nourish Our Community** program provides grants to various employee-nominated organizations. To date, 18 organizations have been awarded grants in 2010 averaging \$10,000 each. These not-for-profit organizations range from volunteer rescue squads to hunger relief agencies.

Our **Dollars for Doers** initiative allows ConAgra Foods to make a financial contribution on behalf of an employee after 40 hours of service are completed.

Matching Gifts is a program that matches an employee's financial gift to charities within chosen

categories — post-secondary education, hunger relief, health and wellness, nutrition education and community development.

Employees across the company raised \$1.2 million for the 2010 United Way campaign. These dollars were used by local affiliates to support youth education, family financial stability and health programs.

Our executives play an active role in community involvement efforts as well. Today, our CEO Gary Rodkin sits on the Boys Town board in Omaha; Joan Chow, executive vice president and chief marketing officer, serves on the national board for Feeding America; André Hawaux, president of Consumer Foods, is on the Advisory Council for Share Our Strength's No Kid Hungry Campaign®; and Patty Packard, director of Nutrition, sits on the Cooking Matters™ advisory board.

Fiscal Year	Total Contributions	Total Cash Contributions, Foundation and Corporate	Total Amount of Matching Grants	Total Amount of In-kind Donations	Number of Grants Made to Local Charities*
2011	\$23,483,778	\$12,399,031	\$124,347	\$11,084,747	187
2010	\$27,917,416	\$8,107,688	\$107,724	\$19,702,003	165
2009	\$26,539,039	\$5,615,732	\$90,255	\$20,833,052	119

*Excludes matching gift contributions

Inaugural Week of Service – 3,000 Hours of Service is Just the Beginning.

The week of April 11, 2011, marked the launch of ConAgra Foods' first-ever companywide Week of Service event. More than 1,100 employees donated their time to volunteer at Feeding America food banks and its agency partners and participate in other service activities. In total, our Week of Service resulted in more than **3,000 hours of service to community-based programs where 21,000 backpacks were put together to help feed children throughout the summer and more than 115,000 pounds of food were donated to participating food banks.** The Food Bank for the Heartland, located in Omaha, Neb., received more than 14,100 backpacks, which helped the food bank complete three months of work in a record three days' time. ConAgra Foods volunteers filled each backpack with child-friendly, nonperishable food for children in urban and rural communities across Nebraska and Western Iowa to take home on the weekends. The generosity of our employees is instrumental to the company's corporate social responsibility efforts. We applaud their efforts and look forward to an even bigger impact in 2012.





ConAgra Foods Foundation

Giving Back



Feeding More Children and Creating a Hunger-Free Summer

According to a report released by the Food Research Action Center (FRAC)¹, a partner of the ConAgra Foods Foundation, only one in seven children who received free or reduced-priced school lunches during the 2009-2010 school year were enrolled in similar summer meal programs when school was out of session.

Additionally, in May 2011, the USDA reported that enrollment in the Supplemental

Nutrition Assistant Program (SNAP, formerly known as Food Stamps) rose to a record high of more than 45.7 million people, an increase of more than 4.9 million compared to the previous year, with nearly 50 percent of all SNAP recipients being children. These data points underscore the critical need and urgency to help our national and local partners identify more effective ways to reach more children in need.

This past year, ConAgra Foods Foundation took advantage of several opportunities to pilot new program ideas, expand existing efforts and increase the technical capacity of community organizations to enhance their work.

Hunger-Free Summer (musician Josh Kelley)



Hunger-Free Heartland

What began as an idea to address child hunger in our own backyard has grown into a multi-county initiative seeded by the ConAgra



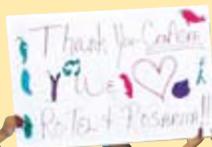
Foods Foundation to unite more than 50 non-profit, governmental, business and charitable organizations from local, regional and national levels to solve the child hunger issue in Eastern Nebraska and Western Iowa. The initiative, Hunger-Free Heartland, has a mission to ensure every child in Douglas, Sarpy and Pottawattamie counties has daily access to breakfast, lunch and dinner. The key goal for 2011 was to identify solutions, ensuring that every child has a daily breakfast. **The initiative is preparing to launch a two-year school breakfast challenge for the 2011-2012 school year to encourage schools to adopt a School Breakfast Program.** The challenge will be championed by the First Lady of the State of Nebraska, Sally Ganem, and will receive technical support and strategic counsel from many of the Foundation's national partners, including Share Our Strength, FRAC and Feeding America.

ConAgra Foods' Hunger-Free Summer Program

In partnership with Feeding America, the ConAgra Foods Foundation's Hunger-Free Summer program launched in 2010, provided 23 food banks in 16 states with the resources to supplement and expand the base of existing child summer feeding programs. Half of the ConAgra Foods Foundation's \$10 million commitment to Feeding America is dedicated to the program, which gives grants to food banks to test new service models such as mobile meal delivery, family meal programs and new outreach and branding strategies to increase families' awareness of the availability of summer feeding program sites. While programs vary in size and scope, Feeding America is learning and documenting the keys to success that help food banks serve as sponsors of the Summer Food Service Program (SFSP) or pilot alternative program models that aren't currently eligible for SFSP reimbursements.

This summer, the program's second year, MCA Nashville recording artist Josh Kelley lent his voice in support of the Hunger-Free Summer program at food banks in multiple cities, including Kansas City, Mo., Austin, Texas, and Knoxville, Tenn. He encouraged families and kids to utilize the summer feeding sites hosted or supported by food banks in their community.

Overall, Feeding America added seven new sponsors to SFSP, experienced an 18 percent increase in the number of meals served, saw a 37 percent increase in the number of sites reached and served more than 130,000 children throughout its food bank network.



New Mexico Foundation Intergenerational Summer Food Program



¹Hunger Doesn't Take A Vacation: Summer Nutrition Status Report 2011, FRAC, June 2011



ConAgra Foods Foundation

Giving Back

Continued

ConAgra Foods' Hearts and Hands Project



Healthy, Hunger-Free Kids Act

The enactment of the child nutrition reauthorization law — the Healthy, Hunger-Free Kids Act — gave our partners, the Center on Budget and Policy Priorities (CBPP) and Food Research and Action Center (FRAC), an opportunity to work closely with anti-hunger organizations, state managers who oversee federal nutrition programs, the media and the general public to encourage people to use federal nutrition programs and take advantage of new policies that, if implemented, could reach more children more effectively. Throughout the year, CBPP and FRAC collaborated to provide technical assistance, analysis and reports; share best practices; and provide media outreach and public education across the country. The Foundation, in partnership with other funders, supported FRAC and CBPP to complete this work. These efforts resulted in 15 states adopting or implementing policies that relax or eliminate outdated SNAP eligibility tests, helping more families achieve food security.

The Healthy, Hunger-Free Kids Act makes a full, free meal available at after-school programs offered by schools, non-profits and local government agencies nationwide. In addition, **more than 23 urban schools districts are taking steps to adopt best practices shared by CBPP and FRAC to support school breakfast service for all students.** Through support of the Foundation grant, these are just a few key accomplishments helping to ensure that nutrition programs continue to serve as a vital safety net for millions of children in the U.S.



Community Impact Grants

The Community Impact Grants program had a successful inaugural year. In July 2010, the ConAgra Foods Foundation awarded \$509,364 to 11 organizations located in 10 different states. All of the grant recipients were non-profit charitable organizations working to combat child hunger and enhance nutrition education through a variety of programs, including innovative summer feeding solutions, implementation of USDA-funded meal programs, early childhood intervention, culturally specific nutrition education curricula and promoter models and the expansion of farmers markets in urban communities.

Hearts and Hands Project, a Community Impact Grant recipient run by the Lowndes Associated Ministries to People (LAMP) in Valdosta, Ga., **reached 3,648 children and provided more than 5,700 meals, nutrition education classes, exercise programs, field trips to local farms and a hands-on vegetable growing experience in portable home garden units.** The children recruited to participate in the program were from community-based agencies such as the Boys & Girls Club of Valdosta as well as low-income housing complexes and LAMP's homeless shelter, New Horizons.



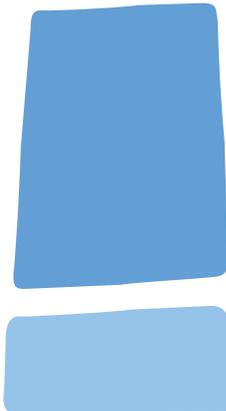
MSU Snack Pack® Project

At the end of the grant cycle, the Foundation required a report to measure the collective impact of the grants. The ConAgra Foods



Good for the Planet

- 39 [Our Philosophy & Goals](#)
- 40 [Reducing Greenhouse Gas Emissions](#)
- 44 [Managing Water Resources](#)
- 46 [Managing Water Risk](#)
- 47 [Solid Waste Reduction & Recycling](#)
- 49 [Sustainable Packaging](#)
- 51 [Sustainable Sourcing & Supplier Engagement](#)
- 52 [Sustainable Agriculture](#)





Environmental Management

Our Philosophy & Goals



We are proud of our efforts to pursue our environmental management sustainability goals. Since fiscal year 2008, we've significantly improved environmental compliance through implementation of a robust environmental management system. We've enhanced our sustainability efforts with a focus that is clearly defined by our 2015 goals. And we continue to engage and reward employees through our Sustainable Development Awards Program. As proud as we are of these accomplishments, we know we have challenges ahead. We're not yet where we'd like to be on meeting our 2015 greenhouse gas and water intensity objectives because we've been challenged by reduced production volumes in a tough economy. However, we understand the importance of honoring these commitments, and we are actively working to put management systems in place and rally the imagination of our people to ensure that we make steady progress toward our goals.

Environmental Management and Compliance

As outlined in our global [Environment, Occupational Health and Safety Philosophy statement](#), signed by CEO Gary Rodkin in 2009, ConAgra Foods is dedicated to making the food people love in an environmentally responsible way. In fiscal year 2011, ConAgra Foods received 19 Notices of Violation and paid a total of \$4,725 in environmental fines. We actively address root-cause issues to improve compliance through our integrated environmental management system, which is overseen by a centralized Environment, Health & Safety department and executed by local plant management. Every three years, we internally assess all of our manufacturing facilities' leading indicators of environmental performance and verify compliance with environmental laws and company policies. When issues arise, our team of environmental directors works closely with the affected facility to educate and develop effective action plans and track findings to resolution.

2015 Sustainability Goals

We're committed to achieving these goals by the end of calendar year 2015.

Reduce Greenhouse Gas Emissions

Reduce greenhouse gas emissions by 20 percent per pound of product produced.

Make Every Drop Count

Reduce water use by 15 percent per pound of product produced.

Reduce Our Waste

Divert at least 75 percent — or 10 percent above the base line, if greater — of all solid waste from landfills.

Package Smarter

Reduce packaging by 10 percent per pound of product produced.

Increase the amount of packaging made of renewable resources from 45 percent to more than 50 percent.

Increase the use of recycled content in our packaging by 25 percent.

Sustainable Sourcing & Supplier Engagement

Actively work with our supply chain to encourage continuous improvement in the areas of energy, water, materials and waste.

Collaborate with growers of key specialty crops to implement sustainable farming practices that optimize yield while improving land stewardship.



Climate Change Strategy

Reducing Greenhouse Gas Emissions

66 **Lamb Weston has always been at the forefront of innovation, and the Delhi plant is one very striking manifestation of that innovative culture. To earn the distinction as the first LEED Platinum frozen food manufacturing plant in the world is an honor and reflects the entire project team's hard work and ConAgra Foods' commitment to sustainability.**⁹⁹



Rick Martin, Vice President, Global Operations, Kennewick, Wash.

Employees at the LEED® Platinum certification ceremony in Delhi, La.



Climate change remains one of the most significant environmental challenges facing this generation. Even amidst a challenging economy and regulatory uncertainty, we believe that sustainable process and product innovation plays an important part in decreasing the greenhouse gas intensity of our operations and products. Our greenhouse gas management program is founded on an understanding of facility-specific emissions to enable strategic decisions regarding reduction strategies. We consider leading indicators — such as potential impacts to water resources and associated [water risks](#) — and we integrate these into our overall sustainability strategy.

2015 Goal:
Reduce greenhouse gas emissions by 20 percent per pound of product produced.

LEED® Platinum — Oh So Sweet!

In December 2010, ConAgra Foods Lamb Weston's sweet potato processing facility in Delhi, La., became the first frozen food manufacturing plant in the world to earn Leadership in Energy and Environmental Design (LEED®) Platinum certification — the highest distinction awarded to green buildings — from the U.S. Green Building Council (USGBC). Embodying the company's Good for the Planet platform, the Delhi facility was built with the environment in mind. Delhi's green design and construction are helping bring ConAgra Foods closer to achieving its sustainability goals:

Reduce Greenhouse Gas Emission

The biogas that is produced when our Delhi plant processes wastewater and sweet potato peels using an anaerobic digester is piped back to the facility's boilers to generate steam, offsetting approximately 20 percent of the predicted annual natural gas use while preventing methane, a potent greenhouse gas, from entering the atmosphere.

Energy-efficient lighting, HVAC systems and energy recovery systems are projected to save 40 percent of the annual energy consumed at a facility built according to standard building codes.

Reduce Water Use

Natural landscaping, including ponds, swales and wetlands, removes pollution from storm water running off the building and parking lot.

More than 100 acres of the property are maintained as open space, including protected wetland areas, ponds and restored native vegetation.

Water is conserved outside by landscaping with native plants that require no irrigation once established.

High-efficiency bathroom fixtures save about 60 percent of the potable water that would be used by the equivalent standard fixtures.

Reduce Waste

A multi-stream recycling program diverts materials used in ongoing plant operations from landfills. On-site recycling includes sending materials such as corrugated boxes or shipping containers, roll cores, totes, plastic films, metals, light bulbs, batteries, pallets, shredded office paper and cooking oil to be reused or reprocessed rather than disposed of in landfills.



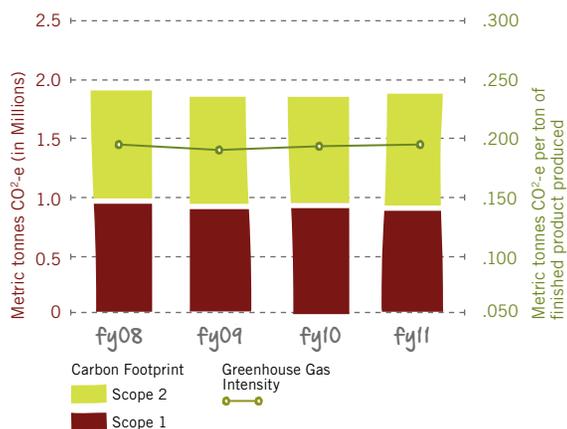
⁹⁹U.S. Green Building Council. usgbc.org. USGBC In the News. Jan. 26, 2011. "LEED" stands for "Leadership in Energy and Environmental Design." LEED Platinum certification is the nationally accepted benchmark for the design, construction and operation of high-performance green buildings.



Carbon Footprint

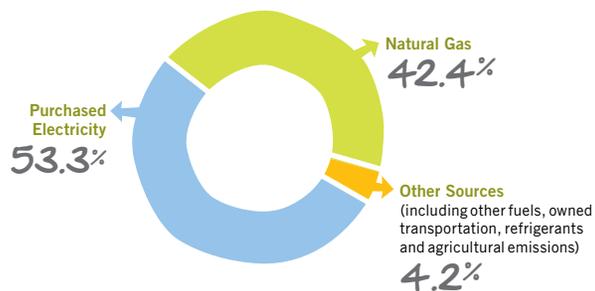
Reducing Greenhouse Gas Emissions

Carbon Footprint & Intensity



Greenhouse Gas Emission by Source

percent of total Scope 1 & 2 emissions



Scope 1 and 2 Emissions

In fiscal year 2011, our Scope 1 and 2 greenhouse gas emissions were about 1.9 million metric tonnes. Our carbon intensity — or metric tonnes of carbon per ton of product produced — increased slightly, by 0.22 percent, since fiscal year 2008. Concerned by the lack of progress toward our greenhouse gas reduction goal, we are evaluating our overall greenhouse gas reduction management program and the strategies we have in place to reduce emissions.

Our carbon reduction strategy focuses on investing capital and introducing behavior-based programs to help us use natural gas and electricity more efficiently. More than 95 percent of our greenhouse gas emissions come from our use of natural gas and electricity. The purchase of carbon credits and offsets is not currently a core component of our greenhouse gas reduction strategy, so we did not purchase carbon credits or offsets in fiscal year 2010.

With a diverse portfolio of products — ranging from canned tomatoes to frozen potatoes to flour — we've learned that each type of product requires different energy inputs and has varying carbon intensities. We're leveraging this knowledge to further refine our greenhouse gas emissions reduction strategy, targeting those products and processes that are most energy intensive.



Condensate Recovery? Can Do!

ConAgra Foods' Chef Boyardee canning facility in Milton, Pa., installed two new condensate collection systems and more than 160 steam traps within the condensate system, improving condensate recovery rates by more than 30 percent. By reducing leaks and the amount of heat and steam in the work environment, plant safety was also improved. This system upgrade **significantly decreased natural gas use, cutting greenhouse gas emissions by 4,200 metric tonnes per year, while also reducing water use by 39 million gallons per year.**

Scope 3 Emissions

We have continued to report on select Scope 3 emissions where:

- Data are reasonably available
- Emission factors are accurate and based on sound science
- The value and insights gained from the information outweigh the costs of gathering the data.

See page 43 of this report for detailed information about the greenhouse gas emissions associated with the use of contracted transportation services to ship finished products from our manufacturing facilities to our customers. We also share information about the greenhouse gas emissions generated by our employees' business travel in our publicly available response to the [Carbon Disclosure Project](#) (CDP) investor questionnaire.

This is ConAgra Foods' third year participating in the CDP's Supply Chain Leadership Council, which encourages greater awareness and transparency about greenhouse gas emissions accounting and disclosure practices, emissions reduction targets and the formulation of a climate change strategy across its members' multinational supply chain networks. This year we asked about 55 of our top suppliers to participate, representing about 25 percent of our total spend, and nearly 85 percent participated.

In fiscal year 2011, ConAgra Foods produced **5.1 tons** of food for every metric tonne of greenhouse gas emitted.



Energy Use

Reducing Greenhouse Gas Emissions

Bright Idea: LED Warehouse Lighting

Our frozen foods facility in Council Bluffs, Iowa — which produces Healthy Choice®, Marie Callender's® and Lightlife™ frozen entrées and meals — recently upgraded its cold-storage warehouse lighting system to feature LED-based Digital Lumens Intelligence with networked fixtures and adaptive controls. Occupancy sensors and controls allow the lights to remain off during a significant portion of the facility's operating hours when the warehouse is vacant. This new system is expected to generate a **90 percent energy savings** compared to the previous lighting system.



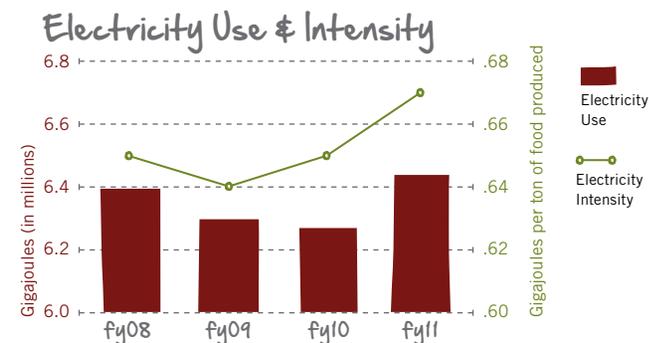
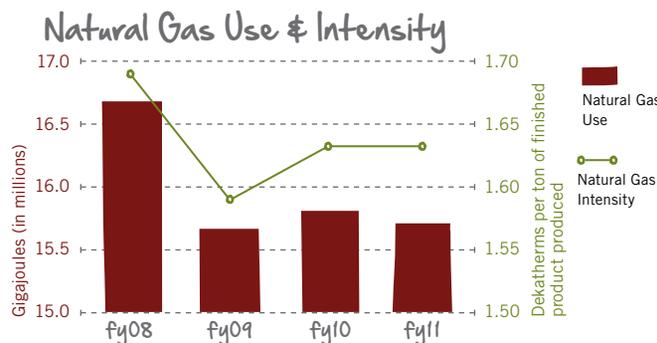
Pumping Up Energy Conservation

After experiencing air pressure-related stops, our frozen foods facility in Batesville, Ark., replaced six air-generated vacuum pumps with four electric vacuum pumps to deliver constant vacuum flow while keeping energy consumption at a minimum. This upgrade **cut electricity use by 2.7 million kilowatt-hours** and improved operating efficiency by reducing jams on the package line.

More than 95 percent of our greenhouse gas emissions come from our use of natural gas and electricity. Therefore, we track these metrics at the facility level on a monthly basis and provide quarterly reports to management, sharing progress toward our sustainability goals.

Between fiscal years 2008 and 2011, we increased our total electricity use by 0.6 percent and decreased natural gas use

by 5.8 percent. Our energy intensity — or energy use per ton of finished product produced — decreased for natural gas (3.4 percent) and increased for electricity (3.2 percent). To improve accountability in improving energy efficiency, we've added measurable energy and water use reduction goals to the performance expectations of senior leadership and managers throughout the company.



2011 Sustainable Development Award Winners with CEO Gary Rodkin

ConAgra Foods Sustainable Development Awards Program

ConAgra Foods' Sustainable Development Awards program continues to be the cornerstone for engaging employees, recognizing the most outstanding sustainability innovations and sharing best practices across the organization. This year we recognized achievements in the following five categories:

- 1 Climate change and energy efficiency
- 2 Water resources: conservation and wastewater management
- 3 Solid waste reduction and recycling
- 4 Sustainable packaging, process and product innovation
- 5 Sustainable business practices



Winning project teams are each awarded a \$5,000 grant to contribute to an environmental service project of their choice. Combined results from the 78 projects submitted reduced carbon emissions by more than 30,000 metric tonnes, eliminated 51,000 tons of landfill waste and 162 tons of packaging material, and conserved 137 million gallons of water during fiscal year 2011. The projects also delivered more than \$18 million in savings in fiscal year 2011, demonstrating the economic value of the company's commitment to sustainable development.

“This project proved that employees understand their facility best and, when empowered, can make simple changes to significantly improve operations and energy efficiency.” *Bevin Gay*, Maintenance Manager, Batesville, Ark.



Transportation

Reducing Greenhouse Gas Emissions

Farm-to-fork transportation and storage of raw materials, ingredients and finished products contribute to the total life cycle carbon footprint of our products.

The transportation data documented on this page are those which ConAgra Foods influences directly, either by contracting with carriers who meet rigorous criteria or by using fleet vehicles we own or lease. Nearly 97 percent of our transportation is contracted and is therefore included in our Scope 3 GHG emissions.¹ We are working aggressively with our transportation business partners, distributors and customers to improve transportation efficiency and reduce greenhouse gas emissions.

We rely on a variety of contracted transportation services to meet the inbound and outbound transportation needs of our products, including rail cars, intermodal, trucks and ocean freights. In addition, ConAgra Foods' J.M. Swank™ distribution business, owns and operates a private fleet and contracts with many third-party carriers to service other segments of the food processing industry. Whether contracted or owned, ConAgra Foods is focused on improving the efficiency of all of the modes of transportation it uses.

¹ConAgra Foods greenhouse gas reduction goal targets Scope 1 and 2 emissions; emissions resulting from contracted transportation are categorized as Scope 3.

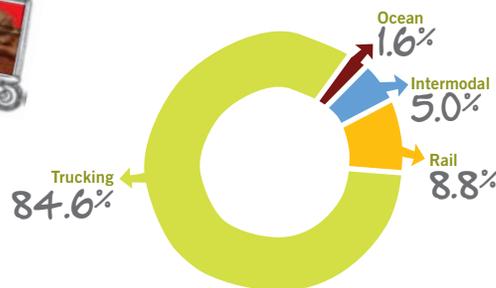
Sweet Idea: Sugar Liquefaction

Our pudding facility in Waterloo, Iowa, installed equipment to make liquid sugar internally, allowing incoming granular sugar to be transported by rail. Through this simple but significant innovation, we increased transportation efficiency substantially — **eliminating approximately 230,000 truck miles and more than 40,000 gallons of diesel fuel each year.** The project also improved product quality by allowing better control of the percent of solids in finished liquid sugar. ConAgra Foods plans to leverage this process at its canning facility in Newport, Tenn., in fiscal year 2012.



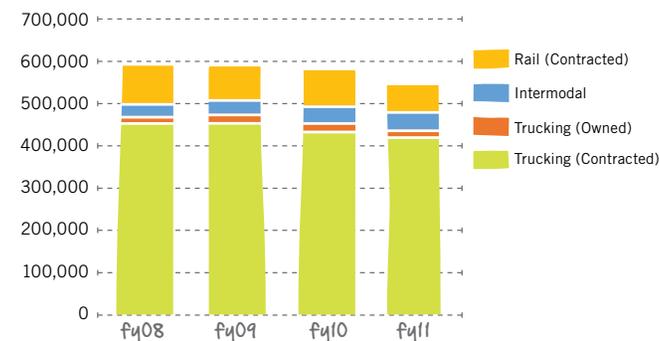
FY11 Transportation Footprint

as a percent of volume moved



Transportation Carbon Footprint²

by mode, metric tonnes



²Greenhouse gas emissions not calculated for ocean freight.



ConAgra Mills® : Pushing for Greener Grain Transport

Since 1997, ConAgra Mills has partnered with Moran Towing Corporation and has used its tugboats to carry grain from the U.S. to San Juan, Puerto Rico — its only offshore flour mill location. In a departure from the conventional method of tug and barge transport, ConAgra Mills began utilizing an integrated design, allowing the tug to push the barge instead of pulling it. This new design allows the tug and barge to work more efficiently, **taking three days off a round trip, resulting in fuel savings and faster, more frequent trips.**

⁶⁶By reducing the amount of time the ship is at sea, we can get more trips in during the year. This efficiency is critical as it helps us achieve our business results in the most sustainable and cost-effective manner possible.⁹⁹

Gary Redmann, Trader and Merchandiser, ConAgra Mills, Omaha, Neb.



Tugboat Mary Ann Moran pushing Barge Virginia

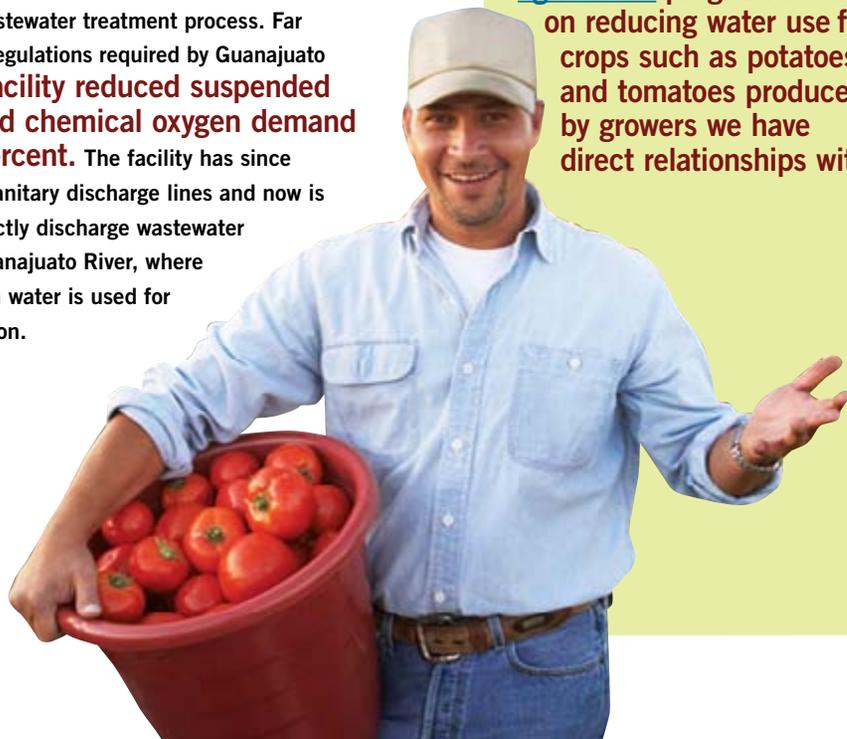


Making Every Drop Count

Managing Water Resources

Taking Pride in Wastewater Quality

Continuing a focus on improving wastewater quality, our Consumer Foods plant in Irapuato, Mexico, began using flocculation, a high quality, efficient wastewater treatment process. Far exceeding regulations required by Guanajuato law, **the facility reduced suspended solids and chemical oxygen demand by 87 percent.** The facility has since closed all sanitary discharge lines and now is able to directly discharge wastewater into the Guanajuato River, where downstream water is used for crop irrigation.



We understand the importance of protecting one of our most critical resources — water. Our suppliers and contracted growers depend on the availability of clean water to grow crops and produce the raw materials needed for making our products. Our manufacturing facilities rely on access to clean water to operate, prepare food on a commercial scale and ensure that our equipment meets or exceeds food safety and quality standards. As a result, our water resource strategy guides how we actively manage water resources across the value chain and factors in both water use and water quality issues.

Managing Water Resources Across the Value Chain

Our Supply Chain

Though we have not completed water footprint life cycle assessments for specific products, it is well known that agriculture is a major user of ground and surface water in the United States, accounting for approximately 80 percent of the nation's consumptive water use. That is why ConAgra Foods' **sustainable agriculture program focuses**

on reducing water use for crops such as potatoes and tomatoes produced by growers we have direct relationships with.

Our Manufacturing Facilities

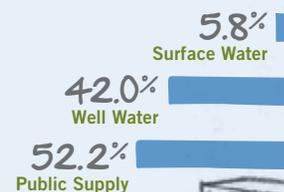
Water In

One of our sustainability goals is to **reduce water use in our manufacturing plants by 15 percent per pound of product produced by 2015.** Since fiscal year 2008, ConAgra Foods has decreased water use intensity by 1.5 percent. We plan to raise awareness and accountability around this goal by tracking facility-specific water use intensity and internally reporting progress to management each quarter.

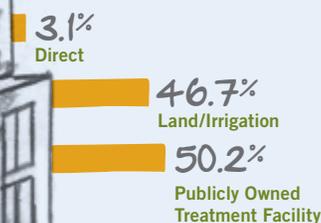
Water Out

The quality of water we discharge to local communities is just as important as the volume of water we withdraw. We discharge wastewater in three ways: to publicly owned treatment facilities, as land application or irrigation and directly to surface water bodies. **Nearly 47 percent of our wastewater is used for irrigation at neighboring farms,** returning a significant portion of the water we use to beneficial agricultural use. As we implement strategies to reduce water use in our facilities, we are careful to ensure that our wastewater discharge parameters stay within permit limits.

Withdrawal by Source



Wastewater Discharge



In fiscal year 2011, ConAgra Foods used **0.68 gallons** of water for every pound of food produced.



Making Every Drop Count

Managing Water Resources

“The simple act of putting data at our fingertips enables us to keep water use top of mind.”

Harold Byrd, Production Lead, Quincy, Wash.



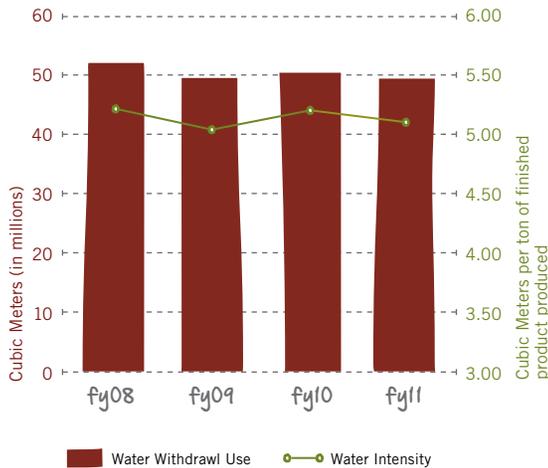
H₂O'Clock: Keeping a Close Watch on Water Use

By using a wireless system to transmit data from water meters to the facility's Supervisory Control and Data Acquisition system, our potato processing facility in Quincy, Wash., was able to monitor water usage once every hour rather than once every shift. Because operators were able to quickly identify periods with higher than normal water use and make corrections in a timely manner, **the facility reduced water use by more than 6.3 million gallons in less than three months** and increased awareness of the importance of water conservation among employees.

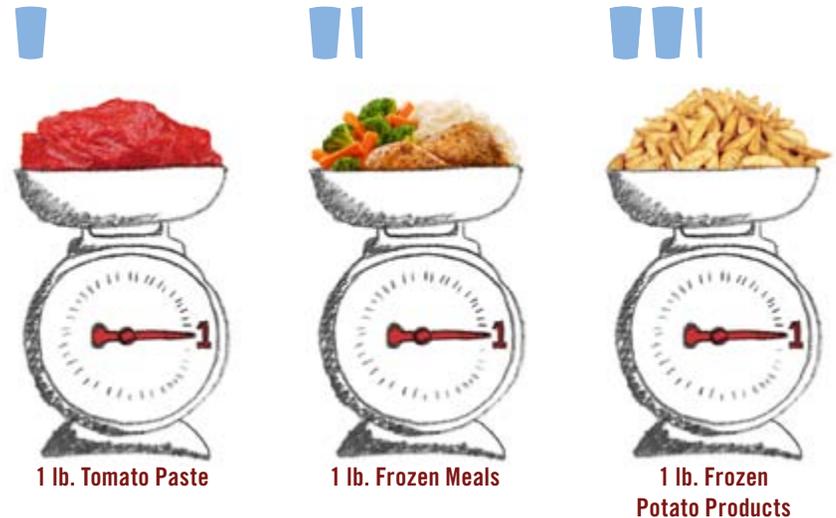
Understanding the Water-to-Food Ratio Across our Portfolio

ConAgra Foods makes a variety of products, each of which requires a different amount of water to prepare. Though there are many similarities in the ways we use water — such as producing steam for cooking and for cleaning during sanitation to ensure food quality — there are fundamental differences in how much water is needed for various product categories. Understanding the water-to-food ratio for our product categories translates into plant-specific conservation projects that work to increase efficient water use in our manufacturing processes and sanitation procedures, enabling us to better prioritize conservation efforts across our portfolio.

Total Water Withdrawal & Water Use per Ton of Product



Relative Water-to-Food Ratio For Select Products





Making Every Drop Count

Managing Water Risk

ConAgra Foods voluntarily responded to the [CDP Water Disclosure Project](#), which helps inform the global marketplace on investment risks and opportunities associated with water risk.

Water-related risks are particularly threatening to the food industry, with a global supply chain intensely dependent on the availability of clean water to grow raw ingredients. Managing water risk — both at our own facilities and embedded in our supply chain — is critical to ConAgra Foods' long-term business success.

Direct Water Risk Exposure

Last year, we mapped each ConAgra Foods facility using the Global Water Tool developed by the World Business Council for Sustainable Development (WBCSD) alongside areas of watershed stress and incoming water flow and quality. We refreshed this analysis based on our current manufacturing footprint and reaffirmed that, based on 2025 projections, most of our plants (78 percent) are located in areas with an adequate water supply, including 78 percent of locations located in areas with an abundant water supply. Furthermore, when considering this analysis as a percentage of our water withdrawal, 72 percent of our total water use is coming from areas of low water stress based on the WBCSD's Mean Annual Relative

Water Stress Index. Despite the fact that our facilities are located in areas of low water risk, effectively managing water resources — both in terms of water use efficiency and wastewater discharge quality — is one of our top sustainability priorities.

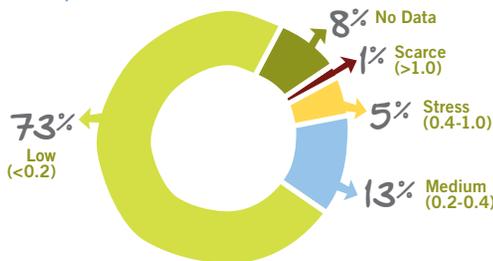
Supply Chain Water Risk Exposure

This year, we strategically expanded our analysis by also assessing production locations for select Tier 1 raw ingredients and product packaging suppliers. Evaluating more than 250 locations in seven countries, we gauged the water-related risks for some of our largest and most critical suppliers. Based on 2025 projections, 82 percent of the selected suppliers are not located in water-stressed areas. In fact, 75 percent of the selected suppliers are located in areas with abundant water. Based on WBCSD's Mean Annual Relative Water Stress Index, more than half of the selected suppliers are located in areas of low stress, while more than 85 percent are not located in water-stressed areas. We are reviewing this information internally and determining how it fits into our overall supplier engagement program and sourcing strategy.

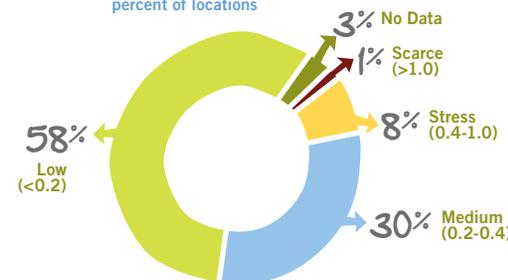


Mean Annual Relative Water Stress Index

ConAgra Foods Production Facilities
percent of locations



Select Tier 1 Supplier Facilities
percent of locations



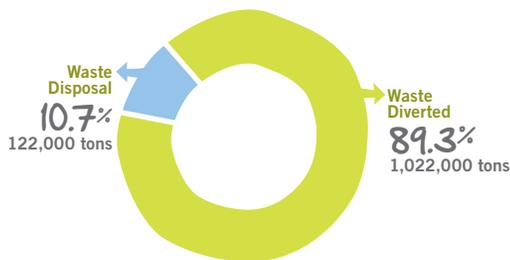
Indicator based on the ratio of human water use (sum of domestic, industrial and agricultural, in km3 per year) to renewable water resources for 1995 (in km3 per year) at 30 minute (latitude by longitude) resolution. A ratio of 0.4 or greater indicates conditions of water stress.



Watching our Waste

Solid Waste Reduction & Recycling

Waste Diversion Rate



“Our team members are fully committed to our company’s sustainability goals. We are proud to work for a company that cares about the planet and the environment we leave for our kids and grandkids.”

Jack Wilburn, Shift Operations Manager, Russellville, Ark.

Everyone Is Going Green

The Green Team at our frozen foods plant in Russellville, Ark., took recycling to the next level through the engagement of employees who are passionate about reducing their impact on the environment. Embedding recycling deep into the plant’s operating culture, the Green Team used creative approaches to ensure employees understood both the “what” and “how” of the new recycling program. Activities included an Environmental Awareness Fair, a recycling poster contest for employees’ children and grandchildren and an awareness survey reaching more than 800 team members (75 percent of the plant population).

As a result, Russellville more than doubled its waste diversion rate, achieving 70 percent in fiscal year 2011, and keeping more than 23,000 tons of waste out of the landfill.

We believe that solid waste is nothing more than wasted resources, representing inefficiency in our operations. Our continuous improvement program — based on a “zero loss” philosophy — drives yield loss reduction. Most solid waste generated at our manufacturing facilities consists of food and packaging waste. One of our five sustainability goals centers on extending the useful life of these materials by diverting at least 75 percent — or 10 percent above the baseline, if greater — of all solid waste from landfills by the end of calendar year 2015.

As promised in our last report, we have put systems in place to obtain reliable solid waste data from all of our manufacturing facilities, closing the gaps that prevented us from tracking progress toward our 2015 goal and reporting our diversion rate. In 2011, more than 89 percent of waste generated was diverted from landfills via recycling, used as animal feed or application to land as a soil amendment. This significantly surpasses the 75 percent diversion rate goal and, under the current framework for this sustainability objective,

drives our company toward zero waste. With this new insight, we will reevaluate our solid waste reduction strategy over the next year.

Zero Waste-to-Landfill Manufacturing Facilities

Twelve of ConAgra Foods’ production facilities, representing more than 72 percent of total waste generation, send less than 5 percent of the waste they generate to landfills.

- American Falls, Idaho
- Boardman, Ore.
- Connell, Wash.
- Hamburg, Iowa
- Hermiston, Ore.
- Lake View, Iowa
- Park Rapids, Minn.
- Pasco, Wash.
- Quincy, Wash.
- Richland, Wash.
- Twin Falls, Idaho
- Warden, Wash.

ConAgra Foods generate **0.12 tons** of solid waste per every ton of food produced.





Watching our Waste

Solid Waste Reduction & Recycling

“ConAgra Foods’ generous donation of meat snacks provides thousands of our recipients a source of valuable protein, helping us fight the food crisis in metro Detroit.”

Susan Goodell,
President & CEO, Forgotten Harvest



Focus on Food Waste

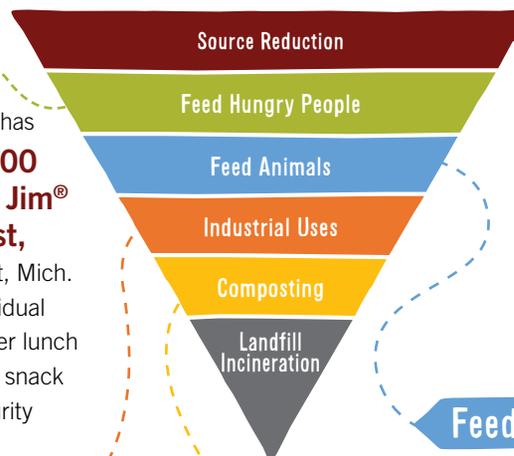
Food waste comprises a large portion of the solid waste generated at our manufacturing facilities, resulting from yield losses within our processes, products that did not meet our high quality standards and unused ingredients. Because food waste in landfills degrades and generates methane, a potent greenhouse gas, diverting this material is a core component of our food waste reduction strategy. Aligned with the principles of the [Environmental Protection Agency’s Food Waste Recovery Hierarchy](#) (shown below), ConAgra Foods strives to divert food waste to its most beneficial use.

Feed Hungry People

Our Slim Jim facility in Troy, Ohio, has **donated more than 32,200 pounds of trimmed Slim Jim® ends to Forgotten Harvest**, a food rescue operation in Detroit, Mich. The snack is repackaged in individual portions and donated to a summer lunch program, providing a protein-rich snack for children who face food insecurity when school is not in session.

Industrial Uses

Four Lamb Weston facilities and our consumer foods facility in Irapuato, Mexico, use anaerobic digesters to reclaim the energy value from food waste suspended in wastewater. During the past year, methane gas reclaimed from the five digesters offset **more than 388,856 dekatherms of natural gas**.



Source Reduction

Focused on preventing waste at the source, our snacks facility in Lincoln, Neb., incorporated a zero-loss design into a kitchen remodel project. By eliminating product spill points, the plant **decreased waste sent to the landfill by 28 percent**.

Feed Animals

Our Hunt’s tomato processing facility in Oakdale, Calif., **sold more than 15,000 tons of waste tomato pomace** (dried fiber, skin and seeds) and **500 tons of bean waste** to a local farm to be used for animal feed.

Composting

Last year, our Lamb Weston facility in Quincy, Wash., separated **2,100 tons of incoming field dirt** — containing more than 15 percent potato pieces and other organic materials — from the raw potato receiving area and sent it to a local composter.



Package Smarter

Sustainable Packaging

2015 Sustainable Packaging Goals

- 1 Reduce packaging by 10 percent per pound of product produced.
- 2 Increase the amount of packaging made from renewable resources from 45 percent to more than 50 percent.
- 3 Increase the use of recycled content in our packaging by 25 percent.



How important is our packaging? In addition to delivering safe, great-tasting food to consumers, it provides nutritional information and preparation instructions. Its shape and design help identify our brands, making them easier for consumers to find in stores and, sometimes, enhance the overall experience. Good packaging preserves freshness, extends shelf life and protects products to minimize wasted or damaged food. With so many kinds of products sold in so many aisles of the store, we use many different kinds of packaging materials, from corrugated and paper-based cartons to plastic containers and metal cans.

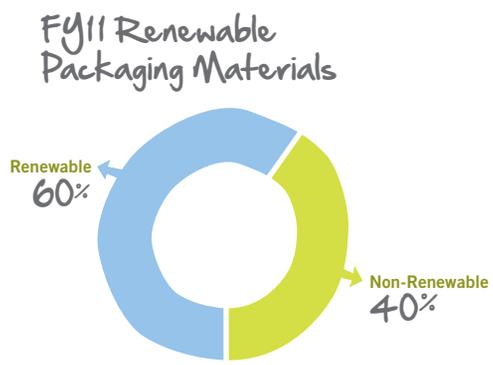
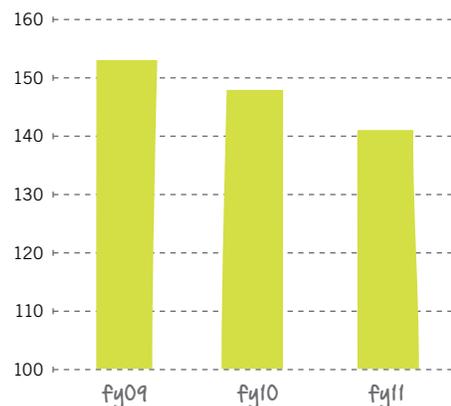
Understanding that these materials must first meet food safety and other consumer performance requirements, we also are committed to minimizing the environmental impacts of our packaging. Our 2015 sustainable packaging goals focus on three things: reducing overall packaging use, increasing use of renewable materials and increasing recycled content. As we have become better at measuring our use and mix of packaging materials, we have also made better design decisions. We constantly look for ways to use packaging more efficiently without compromising customer value, which is demonstrated by our yearly reduction in packaging intensity as well as our increased use of renewable materials and recycled content.

Our Research, Quality & Innovation (RQI) team is responsible for delivering these results, while ensuring that our product packaging meets the needs and expectations of our customers and consumers. Guided by the principles of sustainable packaging established by the Sustainable Packaging Coalition that we adopted in 2008, RQI uses life cycle thinking to consider the impacts of packaging materials and formats from sourcing, manufacturing and delivery through end-of-life. To assist in making more sustainable decisions when developing new products and processes, ConAgra Foods has invested in Earthster 2.0, a tool to help us more accurately visualize the full life cycle impacts of our products. In the spirit of promoting life cycle thinking in product design, this freeware will be made publicly available once the beta testing is complete.

ConAgra Foods has been actively engaged in dialogues with the EPA, various state and local governments and other stakeholders to better address the end-of-life challenges for packaging.



Pounds of Packaging Material per Ton of Product





Package Smarter

Sustainable Packaging

ConAgra Foods' Principles of Sustainable Packaging¹

Protect the product and deliver it safely to our customers and consumers by:

Using the most economical means possible.

Incorporating features that meet or exceed their needs.

Integrating responsible sourcing of raw materials and renewable energy wherever possible.

¹These principles are closely aligned with the Global Packaging Project's draft sustainable packaging principles, which we intend to adopt once they are finalized.

Considering end-of-life.

Striving to minimize the life cycle impacts of our packaging.

Defining the Role of Packaging in a Sustainable Society

ConAgra Foods is proud to be a founding member of the newly formed American Institute for Packaging and the Environment (AMERIPEN), a packaging trade organization created to advocate for environmentally and economically sound packaging policy improvements. AMERIPEN will educate stakeholders about public policies that impact the packaging value chain. As an advocate for the packaging industry, which includes raw material producers and packaging manufacturers, users and fillers, as well as retailers and material recovery operations, AMERIPEN drives policy-related conversations about packaging and the environment. The organization's priorities for 2011-2012 include increasing the understanding and communicating the value of packaging, increasing the recovery of used packaging and analyzing varied approaches and alternatives to extended producer responsibility for packaging.

Responding to Consumer Demand on Bisphenol A

Our ongoing commitment to food safety, quality, the environment and consumers means that we constantly work to improve our packaging. Not only are we confident in the safety of all of our products — including canned items that use liners made with Bisphenol A (BPA) — we also are sensitive to consumer perceptions. We have begun packaging some products in non-BPA lined cans. For example, last year, we began packaging some of our Hunts® brand tomatoes in cans using a non-epoxy liner. This year, we also transitioned Reddi-wip® dessert toppings and PAM® cooking spray to a new, two-piece can technology that does not use BPA liners. We will continue to evaluate whether to use non-BPA liners for the remainder of our canned products, while closely monitoring the regulatory environment and consumers' expectations about the use of BPA in food contact applications.

Lighter Cans, Lighter Impact for Reddi-wip® and PAM®

Our supplier began using a new can-forming technology to package Reddi-wip® whipped topping and PAM® cooking spray, that uses less energy and fewer materials. This means that we're also producing less waste. Their printing method no longer uses water or alcohol, which reduces hazardous wastes. Semi-precious metals, such as copper and tin, are no longer used in the manufacturing process. **The sleek new can design reduces the amount of steel we use by about 5.3 million pounds per year.** What's more, the empty can is fully recyclable.



before

after

Slim Jim® Sticks: Canister to Carton



We replaced our Slim Jim® multi-pack canister with a unique, new gable-top carton that improves shelf presence, incorporates prominent on-package sustainability messaging, and yields significant environmental benefits and production efficiencies. Replacing a plastic and metal canister with a carton made from Sustainable Forestry Initiative certified paperboard, **the package reduced total material use by 325,600 pounds per year** and became recyclable. The new package shape improved transportation efficiency by **reducing diesel fuel use by 11,700 gallons annually.**



Making the Most of Our Natural Resources

Sustainable Sourcing & Supplier Engagement

2015 Sustainable Sourcing Goals

We will collaborate with growers of key specialty crops to implement sustainable farming practices that optimize yield and promote land stewardship.

We will actively work with our supply chain to encourage continuous improvement in the areas of energy, water and waste.



ConAgra Foods' commitment to doing what's right for the environment extends beyond our own operations, influencing the significant investments we make with our supply chain business partners each year. Our sustainable sourcing and supplier engagement strategy addresses both commodity-specific situations in which we do not have direct relationships with producers as well as [sustainable agriculture](#) practices for key specialty crops in which we contract directly with growers. This approach enables us to quickly take action to mitigate environmental or social risks, while establishing collaborative relationships with suppliers who can help us exert a meaningful and positive influence on the marketplace.

Our Commitment to Sustainable Palm Oil

ConAgra Foods uses palm oil as a functional ingredient in several of our branded, private label and food service products. We purchase palm oil from U.S.-based suppliers, who sometimes run integrated operations that both harvest and process the palm oil or from commodities traders who simply purchase and distribute palm oil. Over the past several years, we've become increasingly aware of the potential environmental and social risks associated with the cultivation, harvesting and processing of palm oil, and we have taken steps to improve the sustainability of our palm oil supply chain.

ConAgra Foods is a member of the [Roundtable on Sustainable Palm Oil](#) (RSPO), an organization dedicated to promoting the growth and use of sustainable palm oil products through credible global standards and the engagement of stakeholders. As a company, we are committed to the responsible sourcing of this raw material, and **we have made a pledge to source 100 percent of our palm oil from RSPO sustainably certified sources by 2015.**

We are committed to working with our suppliers to support the development of a sustainable, cost-effective market for palm oil to prevent the deforestation of lands for the purpose of developing new palm plantations.

As a first step toward this objective, ConAgra Foods purchased 4,100 RSPO-certified Green Palm certificates in July 2011, and we plan to purchase additional certificates to cover approximately one-third of our total palm oil usage in fiscal year 2012.



Egg-cellent: 1 Million Cage-free Eggs



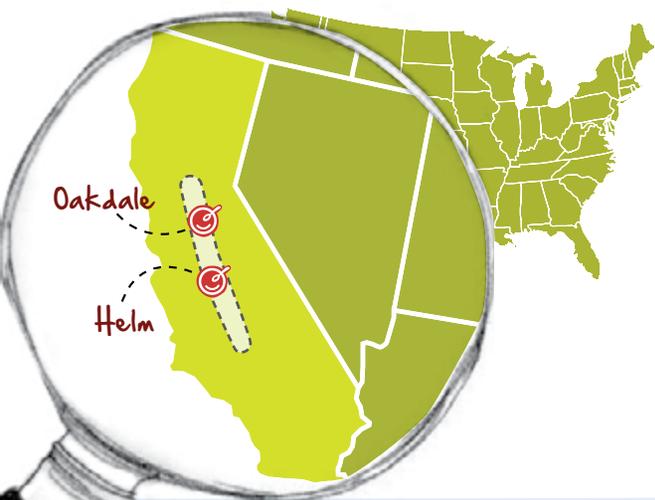
Following extensive research and ongoing discussions with The Humane Society of the United States (HSUS), ConAgra Foods committed in the summer of 2011, its decision to incorporate one million cage-free eggs in its supply chain over the next 12 months. This decision reflects ConAgra Foods ongoing effort to explore cage-free as a viable addition to traditional egg supplies.



Making the Most of Our Natural Resources

Sustainable Agriculture

We source tomatoes within 250 miles of our fresh-pack facilities, reducing raw product food miles.



Yielding the Best Results: Tomatoes

We source our tomatoes from California, where more than 95 percent of the United States' and nearly one-third of the world's total processed tomatoes are grown.¹ Grown within a 250-mile radius of our tomato fresh-pack facilities in Helm and Oakdale, Calif., our tomatoes are typically processed less than 8 hours after being harvested. Over the past decade, growers have installed drip irrigation systems on about 70 percent of contracted acres, improving sustainable farming practices by:

¹California Tomato Growers Association

As a food company, we have a deep connection to agriculture through the millions of tons of raw ingredients we buy each year. Facing the daunting challenge of feeding a growing global population on less land with fewer inputs, we understand that promoting sustainable agricultural practices in our supply chain is an integral part of our long-term business success. We are focusing our efforts on potatoes

and tomatoes, two crops where we have a material influence in the U.S. marketplace through direct relationships with growers. Even though each of these crops requires a unique, sustainable strategy, they share some common objectives — preserving soil fertility, conserving water, minimizing chemical inputs and promoting land stewardship.

⁶⁶ As a founding member of the CDP Agricultural Supply Chain pilot, ConAgra Foods has been instrumental in helping CDP develop an understanding of the climate change impacts and emissions reduction opportunities of its U.S. potato and tomato growers.⁹⁹ Betty Cremmins, Carbon Disclosure Project



Carbon Disclosure Project Agricultural Pilot Project

ConAgra Foods is participating in a CDP pilot initiative focused on reducing greenhouse gas (GHG) emissions from U.S. agriculture through successful implementation of CDP's Supply Chain strategy. During the initial phase, which currently is under way, CDP is focusing on two crops — tomatoes and potatoes — purchased by companies participating in the CDP's Supply Chain program, including ConAgra Foods. We've asked a select number of our potato and tomato growers to report their strategy for reducing emissions produced by their farms, including emissions resulting from nutrient management, pest management, soil management, land use change, farm fuel and energy usage. We hope this program will better enable us to identify best practices and share them with growers to advance sustainable agricultural practices in our supply chain.



Enabling growers to install permanent beds and apply conservation tillage practices, reducing farm equipment fuel use.

Reducing water use by nearly 18 percent compared to traditional furrow irrigation systems.

Reducing nutrient and crop management chemical application rates due to precise application.



Making the Most of Our Natural Resources

Sustainable Agriculture

For today's consumers, the people and companies behind the food they eat increasingly are as important as the food itself. Lamb Weston leverages its strength as a leading producer of quality frozen potato, sweet potato and other vegetable products to support sustainable agriculture practices throughout the supply chain. Using satellite imagery, soil probes, plant tissue analysis and other technologies, we can use science to enhance farming decisions to achieve greater productivity and resource efficiency. Sustainable agriculture reduces the need for inputs, such as nutrients and pesticides, while optimizing crops per region, per farm, per field.

Day by day and growing season by growing season, Lamb Weston is transforming farming practices in a sustainable way: increasing crop quality and yield, significantly decreasing crop protection inputs and reducing water and electricity use while striving to reduce greenhouse gas emissions.



Exploring Best Practices at



Most of our potatoes are sourced from growers in the Pacific Northwest, for example Watts Brothers Farms, a 20,000 acre operation with 3,000 acres dedicated to organic farming. Lamb Weston's vision for sustainable farms and production includes striving to maintain healthy, biologically active soil on its farm. We use our farm operation to test best practices and new technologies, such as:

Scientific irrigation scheduling by using aerial infrared photography to improve water efficiency.

Non-traditional cover and rotation crops as part of an Integrated Pest Management program.

Closed loop on sustainable farming by using remnants from the on-site vegetable operation as feed for cows at the hormone-free dairy operation. In turn, manure from the dairy facility and water from the vegetable plant are recycled back into the farm.

Collaborating with Growers

Lamb Weston contracts with more than 100 growers who harvest more than 150,000 acres of cropland. **Each of our growers agrees to the terms of our Sustainable Agriculture Program Guidelines and Requirements.** Outlining expectations for land stewardship, water use, soil conservation and nutrient and pesticide application, our guidelines clearly define growers responsibilities related to sustainable farming practices every year.

As part of Lamb Weston's **Integrated Pest Management program**, growers focus on crop-damaging pests, allowing beneficial insects to thrive. Infrared photography, moisture-sensing equipment and plant tissue analysis are used as part of our **Soil and Petiole Monitoring and Potato Plant Analysis** to ensure only the necessary levels of water and nutrients are applied. And our new **Grower Information Edge** program aims to consolidate critical data for all Lamb Weston growers over the next three years. This will centralize information and allow for the application of advanced analytics to enhance farming practices and establish benchmarks for growers related to their fields and the variety of potato they plant.





GRI Content Index*

Throughout this report, ConAgra Foods has included key performance indicators identified by the Global Reporting Initiative (GRI) G3 Sustainability Reporting Guidelines and the Food Processing Sector Supplement. We are self-declaring a “B” Application Level for our 2010 Corporate Responsibility Report. A content index showing the specific location of the GRI performance indicators included in this Corporate Responsibility Report and ConAgra Foods’ 2011 Annual Report is provided below.

GRI Disclosures	Performance Indicators	Page
Profile	1.1 Executive statement	2, 3
	1.2 Key impacts, risks and opportunities	10
	2.1-2.10 Organizational profile	6, Annual Report
	3.1-3.4 Report parameters	4, 55
	3.5-3.11 Report scope and boundary	4, 8
	3.12 GRI content index	54
	3.13 Assurance	4
	4.1-4.10 Governance, commitments, ethics	8, 12-13, Annual Report
	4.13 Commitments to external initiatives	19, 21, 23, 24, 28, 32-37, 41, 46, 48-52
	4.14-4.17 Stakeholder engagement	11
Economic	Management approach	Annual Report
	EC1 Economic value generated and distributed	6, Annual Report
	EC2 Risks and opportunities due to climate change	Carbon Disclosure Project
EC3 Coverage of benefit plan	Annual Report	
Environment	Management approach	38-52
	EN3-EN5 Direct and indirect energy consumption; energy conservation	40-42
	EN8 Water withdrawal by source	44-45
	EN16-EN18 Direct and indirect greenhouse gas emissions; reduction activities	40-42
	EN21 Water discharge	44
	EN22 Weight of waste and disposal method	47-48
	EN26 Initiatives to mitigate environmental impacts of products	49-52
	EN28 Environmental fines and sanctions	39
	EN29 Transportation of goods	43

GRI Disclosure	Performance Indicators	Page
Labor	Management approach	26-31
	LA1 Description of total workforce	6
	LA2 Employee turnover	30
	LA4 Union employees	6
	LA7 Injury rate	27
	LA10 Average employee training hours	30
LA13 Employee diversity	28	
Human Rights	Management approach	13
	HR6 Child labor	13
	HR7 Forced and compulsory labor	13
Society	Management approach	12-13, 15-24, 33-37
	FP4 Health and affordable foods	15-18
	SO3 Training for anti-corruption policy	13
Product Responsibility	Management approach	15-24
	PR1 Health and safety impacts of products	15-18
	FP5 Food safety certifications	21
	FP6 Products lowered in fats, sodium and added sugars	15-18
	FP7 Products with increased fiber, vitamins and minerals	15-18
	FP8 Practices on consumer communications	23-24
	PR6 Marketing and advertising standards	23-24

*The Global Reporting Initiative (GRI) drives sustainability reporting by all organizations. GRI produces the world’s most comprehensive Sustainability Reporting Framework to enable greater organizational transparency. The Framework, including the Reporting Guidelines, sets out the Principles and Indicators organizations can use to measure and report their economic, environmental, and social performance. GRI is committed to continuously improving and increasing the use of the Guidelines, which are freely available to the public.

For questions regarding this report, please contact Chris Kircher, vice president, Corporate Affairs, at 402-240-5392 or via e-mail at chris.kircher1@conagrafoods.com



ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001
NYSE:CAG © ConAgra Foods, Inc. All rights reserved.

