



2012 Citizenship Report



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

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Letter from CEO

Just over a year ago, we announced ConAgra Foods' "Recipe for Growth," our five-year strategy in which citizenship is a core component. I'm proud to report we are making progress on our ambition to be a leading corporate citizen, and you'll see that progress within the pages of this report. Others are noticing, too. Recently, we earned recognition among those that are best in class:



- For the second consecutive year, ConAgra Foods was named to the Dow Jones Sustainability Index (DJSI) North America and, for the first time, to the DJSI World Index.

CARBON DISCLOSURE PROJECT

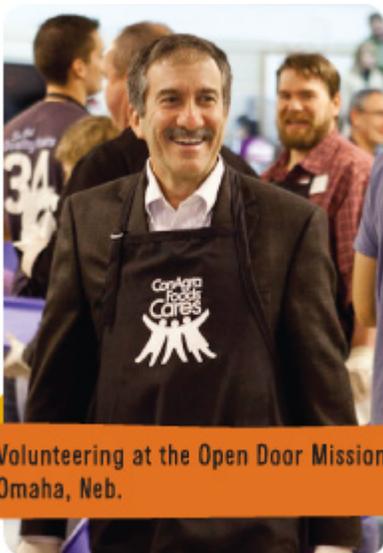
- Also for the first time, ConAgra Foods earned a place on the Carbon Disclosure Project's 2012 Carbon Disclosure Leadership Index, one of 53 companies from the S&P 500 to receive this recognition.

While inclusion on these indices reflects our long-term commitment to citizenship, it is only one measure of the progress we are making on our journey. Our dedicated employees' efforts around the world are helping fuel the company's growth, while furthering our Good for You, Good for the Community and Good for the Planet citizenship planks.

I hope you enjoy reading this year's citizenship report and find it useful. I look forward to maintaining an open dialogue about our accomplishments and sharing more details with you in the future.

Gary Rodkin

Chief Executive Officer, ConAgra Foods, Inc.



Volunteering at the Open Door Mission, Omaha, Neb.

Letter from Vice President of Corporate Affairs

Thanks for your interest in ConAgra Foods' 2012 Citizenship report. We are tremendously proud of the journey we're on, and we welcome this opportunity to share with you our latest achievements and provide insight on what lies ahead.

When we announced last year that citizenship was a core component of the company's five-year *Recipe for Growth* strategy, our commitment to doing what's right for the community and the environment took on a new business imperative. As an organization, we're exploring how our social and environmental performance can not only support but also accelerate our business performance. Our *Recipe for Growth* has helped provide an understanding among employees that citizenship is an enabler for making us more innovative, collaborative and competitive in the marketplace.

Increasingly, we're strengthening the connection between our core business and citizenship. For example, the leadership we've demonstrated in advancing food safety has helped move the industry forward. Food safety is an issue that's critical to our business and fundamental to maintaining consumer trust and confidence. That's why we're so pleased to have been awarded Safe Quality Food Institute's (SQFI) 2011 Quality Achievement Award for Manufacturer of the Year — it reflects our deep commitment to food safety throughout the organization. Looking ahead, we intend to continue drawing upon this commitment and collaborating further with suppliers on new opportunities to enhance food safety throughout the supply chain.

Sometimes the connection between citizenship and our business has personal implications. Take employee safety, where our behavior safety program is helping to instill a culture where employees take care of their peers. In fiscal 2012, this program helped 35 facilities achieve a zero Total Incident Rate, nearly twice the number of facilities to do so the prior fiscal year. Similarly, our "Choose to Lose with ConAgra Foods" program helped more than 1,600 employees and their loved ones lose a combined total of more than 8,600 pounds. Programs like these reflect the value we place on our people, the company's greatest asset.

Our Child Hunger Ends Here® campaign extends this personal connection with citizenship to consumers. Through this campaign, our participating brands drive consumer awareness about child hunger and encourage them to action by entering codes online from specially marked packages. For every code entered, we donated the monetary equivalent of one meal to Feeding America. Since last fall, we have donated the monetary equivalent of 5 million meals through the code program, as well as retailer promotions, school programs and our voluntary donations, and we're eager to explore future opportunities for engaging consumers in our citizenship journey.

Some of the work that we're most excited about addresses both social and environmental issues, while benefiting our bottom line. For example, in the past year, we've made tremendous strides in keeping material out of landfills, reaching a major milestone of more than 90 percent solid waste diversion on our journey to zero waste. In doing so, we realized that sometimes there are opportunities to address other issues — like feeding a growing population. Through a collaborative partnership with Forgotten Harvest, America's largest food rescue organization, we pursued a new direction for managing food and ingredients that are not used in finished retail products. Our Slim Jim® facility rescued new sources of formerly wasted foods for donation to hungry people, earning ConAgra Foods and Forgotten Harvest the Gold Edison Green Award for innovation in food donation. We're excited about the passion as well as the potential that this project has unlocked within our organization.

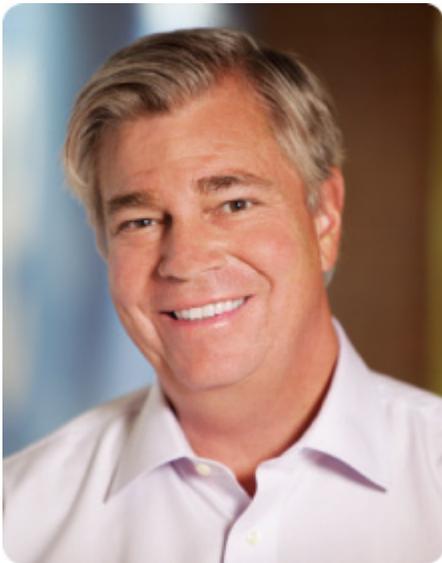
One of the keys to this year's success has been our Corporate Responsibility Steering Committee, the organization that we put in place last year as an enhancement to our governance structure. In addition to helping drive results, this Committee has provided greater alignment and focus on our corporate citizenship commitment. Over the past year, the Committee met regularly to refine our citizenship philosophy, discuss strategic priorities and identify metrics that can be used to measure our progress. In the Overview section of this year's report, you'll see how our revised Citizenship Philosophy reflects a more detailed and clearly articulated point of view.

Our revised Citizenship Philosophy will serve as the basis for a long term corporate citizenship strategy that we plan to announce later this year. This strategy will be built on clearly defined priorities and measures that will set the course for our citizenship efforts under each of the three planks of our platform — **Good for You, Good for the Community and Good for the Planet.**

I hope you will enjoy reading our 2012 citizenship report, and if you have any questions, comments or feedback, please contact me. Your input helps us better understand the needs of our stakeholders and move closer to achieving our ambition of being recognized as a leading corporate citizen.

Chris Kircher

Vice President, Corporate Affairs and President,
ConAgra Foods Foundation
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When we announced last year that citizenship was a core component of the company's five-year Recipe for Growth strategy, our commitment to doing what's right for the community and the environment took on a new business imperative.

Citizenship Philosophy

Our citizenship program is a natural extension of our purpose and operating principles. We've built our citizenship strategy around three 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 and stakeholders and most meaningful to our role in the industry, the marketplace and our environment.

Our **Corporate Responsibility Steering Committee** is currently completing an assessment of the issues outlined in our citizenship planks. By determining how important our stakeholders view each issue in relation to its potential impact to our business, we will establish priority areas and key measures for each plank. We are looking forward to announcing these priority areas and metrics during fiscal year 2013.

Our Citizenship Philosophy

Another reason to feel good about the food you love.

The people of ConAgra Foods create everyday food in extraordinary ways. That means making food that's delicious, safe, nutritious and convenient, while collaborating with others like farmers, suppliers, customers and people who love our food. We're looking forward to making food for generations to come, and doing so in a way that's not only good for business, but good for you, good for the community and good for the 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 Operating Principles

1

Simplicity

Stripping away the unnecessary to focus on the things that will help us grow.

2

Accountability

Taking responsibility for our parts of the business as though we own the whole business.

3

Collaboration

Knowing we are more valuable as a team and that we all have a responsibility to bring out the best in each other.

4

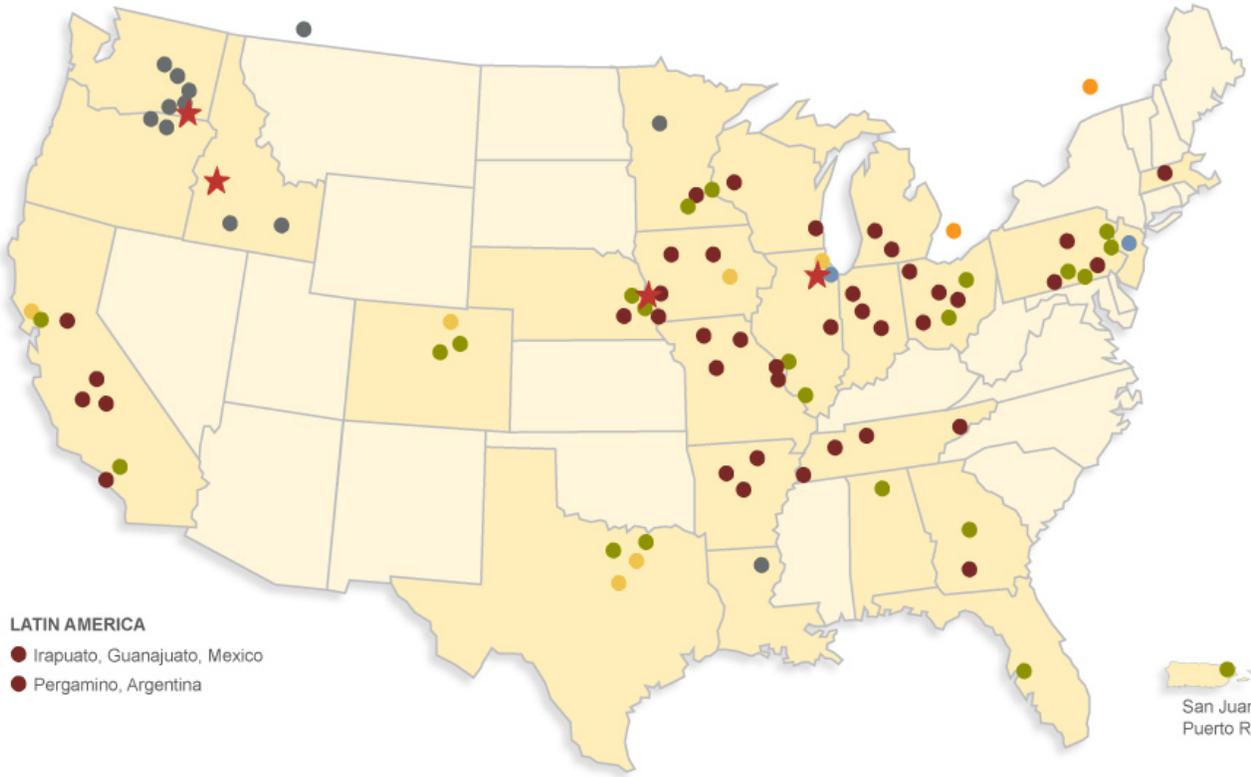
Imagination

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



In fiscal year 2012, ConAgra Foods developed and shared **Our Recipe for Growth**, defining our five-year business strategy, of which citizenship is a core component.

ConAgra Foods Locations



● CONSUMER FOODS ● CONAGRA MILLS ● LAMB WESTON ● SPICETEC ● J.M. SWANK ● CANADA ★ HEADQUARTERS

Alabama

● Decatur

Arkansas

● Batesville
● Little Rock
● Russellville

California

● Colton
● Fresno
● Helm
● Oakdale
● Oakland
● Oakland
● Torrance
● Visalia

Colorado

● Commerce City
● Denver
● La Salle

Florida

● Tampa

Georgia

● Macon
● Sylvester

Idaho

● American Falls
★ Boise
● Twin Falls

Illinois

● Alton
● Carol Stream
● Carol Stream
● Chester
★ Naperville
● Rossville

Indiana

● Brookston
● Indianapolis
● Rensselaer

Iowa

● Council Bluffs
● Hamburg
● Lake View
● North Liberty
● Waterloo

Louisiana

● Delhi

Massachusetts

● Turners Falls

Michigan

● Grand Rapids
● Quincy

Minnesota

● Hastings
● Lakeville
● Maple Grove
● New Prague
● Park Rapids

Missouri

● Macon
● Marshall
● St. Louis
● St. Louis
● Trenton

Nebraska

● Fremont
● Lincoln
● Omaha (2)
★ Omaha (Main)

New Jersey

● Cranbury

Ohio

● Archbold
● Columbus
● Loudonville
● Marion
● Morral
● Troy

Oregon

● Boardman
● Hermiston

Pennsylvania

● Hanover
● Lancaster
● Martins Creek
● Milton
● Red Lion
● Treichlers
● York

Tennessee

● Dickson
● Humboldt
● Memphis
● Newport

Texas

● Dallas
● Grand Prairie
● Saginaw
● Sherman

Washington

● Connell
★ Kennewick
● Pasco (2)
● Quincy
● Richland
● Warden

Wisconsin

● Menomonie
● Milwaukee

Canada

● Boisbriand, Quebec
● Dresden, Ontario
● Taber, Alberta

Latin America

● Irapuato,
Guanajuato,
Mexico
● Pergamino,
Argentina

Puerto Rico

● San Juan Catano

Key Impacts, Risks & Opportunities

Good for You

Key Impacts

Risks

Opportunities

Health and Nutrition

Health care issues facing the population have increased the need to help consumers balance their desire to maintain or improve the nutrition profile of their overall diet with their food and taste preferences, busy lifestyles and household budgets. If the foods we make fail to keep pace with the interplay of these priorities, our business performance may be negatively impacted.

To establish a competitive advantage in the marketplace, we integrate knowledge of consumer insights with nutrition science to make informed decisions about how to diversify our portfolio of foods to address the changing dynamics among nutrition, taste, cost and convenience.

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 Global Food Safety Initiative (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.

Product Labeling

Consumers, customers and other stakeholders deserve accurate labeling of the ingredients and nutritional composition of the food we make. Inaccurate information erodes trust, is costly to correct, and has a negative impact on both short-term and long-term business performance.

By focusing on continual improvement of the systems used to perform food labeling, the capability and expertise of the people using these systems, and detailed root cause analyses and corrective actions for errors when they occur, we increase the quality, efficiency and accuracy of our food labeling information.

Good for the Community

Key Impacts

Risks

Opportunities

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 behaviors 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 passive corporate citizens, putting a strain on natural resources. An 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

Key Impacts

Risks

Opportunities

Agriculture

Climate change, water risk and other environmental factors — combined with a growing global population — present some of the greatest challenges that the food industry must address.

Collaborating with growers on sustainable agriculture programs will strengthen our relationships with these critical business partners and help ensure reliable sources of critical ingredients.

Climate Change

The physical, regulatory and reputational risks associated with climate change present risks to our operations, such as changing weather patterns affecting crop yields and regulatory costs related to carbon emissions.

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 regulations.

Food Waste

Approximately 40 percent of all food is wasted, and if disposed of in a landfill, creates methane, a potent greenhouse gas. Food waste also represents a critical loss of our ingredients.

Finding every opportunity to reduce food waste is the key. We can do that in our systems through better practices and yield improvements, and for our consumers with better packaging and product innovation. We follow the Environmental Protection Agency's (EPA) Food Waste Hierarchy to direct those materials to a better destination than a landfill: to feed people, to feed animals, recover energy or make compost.

Product Packaging

Potential extended product responsibility (EPR) programs in the U.S. may change the business model around funding for the packaging recycling infrastructure and systems.

While we continue to work to optimize our packaging through source reductions, use of renewable materials and increasing recycled content, we also recognize that packaging has a critical role to play in how we affect the issues of food waste and losses. Better packaging can reduce damage in transport and in stores and can also help products store longer, giving people more time to eat our products. Our opportunity is to make packaging work better to support the big picture.

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.

Understanding Our Impacts



Innovation and R&D>

Direct Responsibility

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.

<Production and Manufacturing

Direct and Indirect Responsibility

Our production footprint includes approximately more than 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

Direct and Indirect Responsibility

We use 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

Direct Responsibility

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.

Suppliers >

Indirect Responsibility

More than 15,000 diverse business partners comprise our supply chain, 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.

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 and 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.

Corporate Citizenship Governance

At ConAgra Foods, corporate citizenship is overseen by our most senior executives, governed by our senior leadership team, developed and managed by vice presidents and management employees in key functional areas, and embraced and implemented by our more than 24,000 passionate employees.

At the highest level, our Board of Directors' Nominating, Governance and Public Affairs 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 [2012 Proxy Statement](#).

Our corporate citizenship strategy is developed by our Citizenship Steering Committee, which is led by a member of our senior leadership team and our vice president of Corporate Affairs, and is composed 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 management employees are responsible for implementing programs to drive progress against our corporate citizenship 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 the newly formed Sustainability Business Resource Network, and collaborate on cross-functional sustainability projects as we strive to achieve the citizenship ambition in Our Recipe for Growth.



Week of Service



2012 Sustainable Awards



Green Team

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 successes 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/Finance Committee oversees our Code of Conduct and determines, or designates appropriate persons to determine, remedial actions in the event of a violation. Beginning 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 certain federal and state laws. Each employee's curriculum was determined based on his or her job title and responsibilities. New employees are also required to take the Compliance Training Program as part of their onboarding process.

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 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 or leave at any time. 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 resources practices. ConAgra Foods' standard entry-level wage is at least equal to — and often exceeds — the 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.



“As a company, we hold ourselves accountable for both our successes and our mistakes.”

Stakeholder Engagement

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 references to how we engage with them on corporate responsibility issues.

	Stakeholder Expectations	Our Responsibility	Engagement
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.
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.
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 and enforced 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.
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.
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.
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.

Good for You

Highlights



More than 60 percent of our branded consumer foods fit within at least one of ConAgra Foods' three nutrition focus areas.

[Our Focus Areas >](#)



Alexia® continues to innovate for health and nutrition, introducing Certified Organic Veggies and delicious Sweet Potato Puffs.

[Our Food >](#)



ConAgra Mills® revolutionary new SafeGuard® Treatment & Delivery System helps ensure the safety of ready-to-eat flour.

[Our People & Our Business >](#)



The Home Food Safety program helps consumers learn the fundamentals of using good food safety practices in their own kitchens.

[Health, Nutrition & Food Safety >](#)



ConAgra Foods was recognized by the Safe Quality Food Institute with its Quality Achievement Award for Manufacturer of the Year in 2011.

[Management Approach >](#)



We understand the necessity of marketing in a responsible way to children and their families.

[Advertising to Children >](#)

Our Focus Areas

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. **More than 60 percent of our branded consumer foods fit within at least one of these health and nutrition focus areas.**



Portion & Calorie Control

More than **200** single-serve meals and entrées with 450 or fewer calories.

More than **100** varieties and sizes of single-serve snacks with 150 or fewer calories.

Dietary Variety

More than **350** varieties and sizes of whole-grain popcorn, tomatoes, other vegetables, nuts, seeds, beans and soy-based meat alternatives.

Heart Health

More than **200** heart-healthy foods — meals, entrées, whole-grain popcorn, tomatoes, other vegetables, beans, soups and egg whites.

Portion and Calorie Control

You can still enjoy the food you love, but eat a little less to achieve and maintain a healthier body weight. Health authorities agree that the overarching dietary challenge Americans face is managing 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 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®, LightLife® and Chef Boyardee® brands have 450 or fewer calories, making portion and calorie control easy during meal time. We also offer more than 100 different sizes and varieties of snacks in portion-controlled single servings with 150 or fewer calories across our Snack Pack®, Swiss Miss®, Slim Jim® and Andy Capp's® brands, providing consumers with convenient, portion-controlled snacks between meals.



“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

ConAgra Foods offers more than 450 varieties and sizes of portion- and calorie-controlled foods, making it easier for consumers to manage their calorie intake while enjoying the food they love.

Our Focus Areas

Dietary Variety

Eating a variety of foods from each of the food groups 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. For example, compared to recommended intakes, adults eat only about one-fifth of the amount of whole grains, one-half of the amount of beans and two-thirds of the amount of vegetables they should. **ConAgra Foods makes more than 350 different varieties and sizes of foods to help consumers enjoy a more varied diet.**



Single-serve Meals Help With Weight Management

For those of us who are watching our weight, eating right-sized portions is a key factor for success. Nutrition research shows that people who eat frozen single-serve meals as part of their overall weight management plan lose more weight and keep it off longer than those who solely rely on cooking, weighing and measuring out meals they make in their own kitchens.¹⁻³ The reason is simple — frozen single-serve meals make it easier to practice portion control. With more than 150 different single-serve meals from Healthy Choice®, Marie Callender's® and Banquet® at 450 or fewer calories, ConAgra Foods gives you plenty of options and variety to choose from when you want to eat right-sized portions.

Weight loss with and without single-serve frozen meals



Weight Loss in Pounds

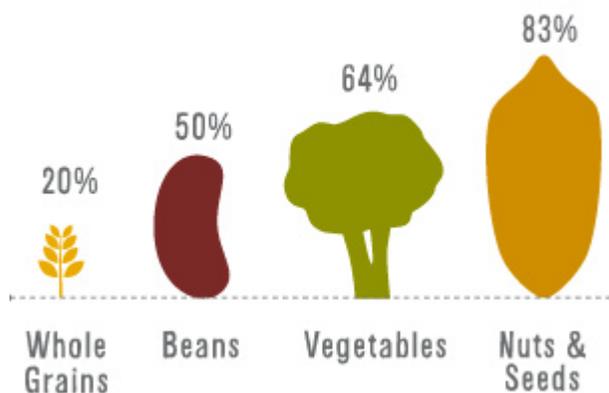
Summary of three studies with total of 828 participants.

¹A Randomized Trial of Improved Weight Loss with a Prepared Meal Plan in Overweight and Obese Patients. *Arch Intern Med* 2000; ²Use of Portion-Controlled Entrees Enhances Weight Loss in Women. *Obesity Research* 2004; ³Use of Packaged Entrées as Part of a Weight-loss Diet in Overweight Men: an 8-Week Randomized Clinical Trial. *Diabetes, Obesity and Metabolism*, 2006.

Do consumers get enough variety in their diets?

National survey data show adults are consuming far less than the recommended amounts of whole grains, beans, vegetables and nuts & seeds.

Percent of Recommended Intake



Source: Advisory Committee Report on the Dietary Guidelines for Americans, 2010.



Because heart disease is the No. 1 cause of mortality and morbidity in the U.S., maintaining a healthy heart is a top priority for consumers. **At ConAgra Foods, we make more than 200 varieties and sizes of foods that 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, Egg Beaters®, Ro*Tel® tomatoes and Alexia® potato side dishes — can be part of an overall heart-healthy diet because they offer controlled amounts of saturated and trans-fats, cholesterol and sodium.

Source: Centers for Disease Control and Prevention (CDC)

Our Food

In FY12, 70 percent of our new branded consumer foods fit within our three focus areas of health and nutrition.



Portion & Calorie Control

32 New Foods

Healthy Choice®

Seventeen varieties of single-serve meals and entrées, including: Steaming Entrées, Complete Meals, Healthy Choice® Top Chef- inspired Café Steamers® entrées and Fresh Mixers®, each with no more than 370 calories.

Marie Callender's®

Four varieties of single-serve meals and entrées including Fresh Flavor Steamers® and Complete Meals, each with no more than 380 calories, and three multi-serve entrées — two lasagnas and one multi-serve marinara bake — each with no more than 300 calories per serving.

LightLife®

Four varieties of single-serve meals, each with no more than 310 calories.

Banquet®

Two varieties of single-serve meals, each with no more than 280 calories, and two varieties of multiserve entrées, each with no more than 210 calories per serving.

Dietary Variety

28 New Foods

Orville Redenbacher's®

Eighteen varieties and sizes of whole-grain popcorn, including six ready-to-eat popcorns, eight flavors of microwavable popcorn and four varieties of microwavable popcorn in our fun and innovative Pop Up Bowl®.

Hunt's®

Three varieties of diced tomatoes, including spicy red pepper, rosemary and oregano and fennel and red pepper.

Ro*Tel®

Three varieties — mildly spicy diced tomatoes and two tomato sauces with green chilies.

LightLife®

Four varieties of vegetarian burgers — Backyard Grill'n, Mellow Portobello Mushroom, Kick'n Black Bean and the Farmer's Market Veggie Burger.

Heart Health

25 New Foods

Healthy Choice®

Seventeen meals and entrées, including Sweet & Spicy Asian Style Chicken, Four Cheese Tortellini, and Herb Crusted Fish with whole-grain pasta and tomato basil sauce, and three soups — Butternut Squash, Thai Style Chicken with Brown Rice and Mediterranean Style Chicken with Orzo.

Egg Beaters® Florentine

Egg whites with spinach, tomato, mozzarella cheese and Italian herbs.

Ro*Tel®

One new larger size of mild diced tomatoes with green chilies.

Hunt's®

Three varieties of diced tomatoes, including spicy red pepper, rosemary and oregano and fennel and red pepper.



Home-grown Whole Grain

ConAgra Mills continues to provide whole-grain flours for ConAgra Foods' consumer brands and foodservice foods, such as Healthy Choice® frozen meals, 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. In 2012, we introduced six pastas made with 51 percent whole grains so our foodservice customers can offer their consumers an easy way to increase their intake of whole grain.



Ultragrain® is specially selected white wheat milled to an ultrafine texture so it retains whole-grain nutrition but with the taste, texture and appearance of refined flour.

Sustagrain®, milled from a unique, all-natural barley variety, is the highest-fiber whole grain available, containing three times the soluble and total dietary fiber of oats.

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

Our Food

Simple Substitutions Can Work

We asked a group of consumers who typically eat their weekday lunch at their company cafeteria or a restaurant to do one simple thing — replace their typical lunch with any Healthy Choice® meal for 30 days. Participants didn't change what they normally ate for breakfast, dinner or snacks — nor did they change their physical activity. What did we find?

- Participants ate fewer calories at lunch and didn't make up for it with larger portions at other meals or more snacks, so their overall calorie intake went down.
- On average, they lost about 3 pounds in 30 days and spent about \$4 less each day for lunch.
- At the end of the 30 days, 97 percent said they felt healthier in general.

This study supports that enjoying your food, but eating a little less, does not necessarily require a complete overhaul of your diet. Making simple, practical and cost-effective changes can help people lose weight.

Source: *The FASEB Journal*. 2012;26:636.14



"This research is a great example of how to take a public health recommendation — to enjoy your food but eat a little less — and make it easier to follow by suggesting that consumers choose easy-to-prepare foods they already know and love, such as Healthy Choice®."

Kristin Reimers, Ph.D., R.D., nutrition manager, Omaha, Neb.

Sodium Reduction Update

Three years ago, we announced a pledge to gradually cut back on the use of salt in our branded consumer food products¹, with **the ultimate goal of achieving a 20 percent reduction by the end of 2015.**



Through FY12, significant changes have been made in foods such as: Hunt's® (tomatoes and ketchup), Chef Boyardee®, Kid Cuisine®, Orville Redenbacher's®, Marie Callender's® and Banquet®. Sodium has been reduced by 10 percent, which equates to about 5 million fewer pounds of salt per year.

¹As compared to fiscal year 2006 sodium levels in our food.



Though traditional white potato French fries remain the cornerstone of Lamb Weston's portfolio, we've also continued to expand our Sweet Things® sweet potato business, and our continued investment in the new sweet potato facility in Delhi, La., demonstrates our commitment to ongoing innovation.



Lamb Weston has continued its expansion of innovation through Alexia® branded foods as well. Consumers want more variety in side dishes, and we are expanding into the retail vegetable set to help meet this need with Alexia® Certified Organic Veggies™, flash-frozen within six hours of harvest at our own family farm in the Pacific Northwest. Alexia has continued its sweet potato expansion as well, including the most successful innovation in the brand's history, the Alexia Sweet Potato Puff — a bite-sized sweet potato puff full of Beta Carotene and Vitamin A — that has reached nearly 50 percent of U.S. grocery shelves.



Management Approach

At ConAgra Foods, we are constantly mindful that millions of people trust us to provide safe, wholesome food every day. That is why our employees take part in state-of-the-art training programs to prepare our food following rigorous food safety practices, meeting high quality and safety standards.



We continually enhance our rigorous food safety policies and procedures to reflect evolving scientific knowledge, consumer expectations and regulatory standards. For the millions of people who enjoy our food — including our employees and their families — we take food safety seriously every step of the way: from sourcing safe ingredients to using safe preparation methods, to implementing appropriate shipping and storage procedures. We believe that ensuring food safety is everyone's responsibility.



“Nothing is more important than the safety and purity of our food.”

Gary Rodkin, CEO, ConAgra Foods

ConAgra Foods' Role in Improving Safety & Quality Throughout the Food Industry

As both a consumer foods company and a commercial foodservice supplier, ConAgra Foods is uniquely positioned within the food industry to affect food safety and quality. Our Consumer Foods business is committed to ensuring the safety and quality of our branded and private label food by implementing best-in-class processes in our facilities, and by working with suppliers to ensure we have a trusted supply of ingredients. One reason for our success in working with and educating suppliers is that we, too, are a major supplier to the food industry. Through our Commercial Foods business units, Lamb Weston®, ConAgra Mills®, Spicetec Flavors & Seasonings® and J.M. Swank®, we supply more than 5,000 foodservice, retail and food processors with menu offerings and ingredients. Though our business models are different, our commitment to ensuring food safety and quality is consistent and unwavering.



Useful Resources

- > CDC (Centers for Disease Control and Prevention)
- > FDA (U.S. Food and Drug Administration)
- > USDA (U.S. Department of Agriculture Food Safety and Inspection Service)
- > FoodSafety.gov
- > Food Insight
- > Home Food Safety™
- > Food Allergy and Anaphylaxis Network/Food Allergen Initiative

ConAgra Foods' Commitment to Food Safety Video



Food Safety Council

Established in 2007, our Food Safety Council continues to give guidance to our corporate food quality and safety program. The Council is comprised 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 provides us with 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 influences how food products are safely handled and prepared

Our Food Safety Council continues to evolve and help drive our corporate food quality and safety program toward world-class status. Membership on the Council is routinely reviewed and updated to ensure the expertise is consistent with current food safety issues. To that end, two new members accepted invitations to the Council in the past year. Furthermore, the members of the Council continue to expand their influence in our operations through communication across several levels of the organization and increasing involvement in specific projects.



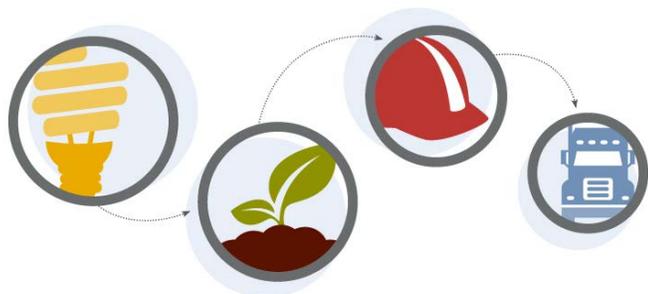
Case Study

Awarded for Food Safety Excellence

The Safe Quality Food Institute (SQFI) recognized ConAgra Foods in November 2011 with its Quality Achievement Award for Manufacturer of the Year, which honors a company's superior dedication to and support of the SQFI program around the globe. We were one of the first U.S. companies to adopt this program, and have been SQFI-certified every year since 2008. Led by our CEO, our entire organization embraces a culture of food safety.

Management Approach

Ensuring Safety & Quality from Farm to Fork



✓ Research, Development & Product Innovation

Designing food safety and quality elements into new foods and packaging, including validating preparation and cooking instructions through a dedicated team of experts in microwave technology. Our packaging is designed, tested and continually re-evaluated to ensure that it is performing as intended to maintain the wholesomeness, quality and safety of the delivered food.

Procurement & Ingredient Sourcing ✓

In addition to our internal supplier quality and auditing teams, we are using registered certification bodies to audit our suppliers' facilities on an annual basis against Global Food Safety Initiative (GFSI) standards.

✓ Manufacturing & Production

Continually investing in our facilities with new equipment and technology to deliver against the industry's highest food safety and quality standards. Proactively identifying opportunities for continuous improvement through our internal Food Safety and Quality audit program and creating a "zero-defects" culture. Driving root-cause solutions and developing employee skills to minimize food safety and quality risks.

✓ Transportation, Warehousing & Distribution

Ensuring the safety and quality of our food by monitoring temperature and packaging integrity throughout the storage, transportation and distribution stages.

Case Study

Sharing Our Knowledge for the Greater Good

As we continuously enhance our own processes, we are committed to sharing any relevant key learnings about food safety with other companies in the food industry and government agencies like the USDA and FDA. We share this information in a number of ways, including direct contact, articles in relevant industry publications and participation in boards and councils focused on food safety.



Our People & Our Business

Our People: The Most Critical Ingredient in Food Safety



Food safety is part of our culture and extends through all levels of our company because we understand that it's everyone's responsibility. Our Food Safety & Quality teams manage the integrity of our food from farm to fork, beginning with sourcing ingredients, through preparation and delivery to our customers and consumers. These teams are comprised of experts who provide functional leadership in key areas such as:

- Food safety and quality in manufacturing and distribution
- Supplier food safety and quality
- Consumer affairs
- Sanitation
- Allergens
- Microbiology
- Thermal processing
- Religious certification (Kosher, Halal)
- Toxicology
- Chemistry
- Engineering



“We built our food safety culture by teaching and training our employees. They know their work has an impact on the safety and quality of our food. Everyone's engaged.”

Joan Menke-Schaenzer, chief global quality officer, Omaha, Neb.

In addition to employing subject-matter experts who can share their expertise on an ongoing basis, we provide training opportunities to all employees that impact food safety and quality, often bringing in outside speakers — including some of our own Food Safety Council experts — to share information about the newest and emerging food safety practices.



ConAgra Foods employees are empowered to take action if the safety and quality of our foods are at risk. The following tools make food safety and quality a core part of daily work:

Food Safety Culture Assessment Tool gauges where we stand on employee ownership of food safety by asking a series of questions about the plant and management teams. Questions such as, "Do you feel empowered to shut the line down?" send a signal about our commitment to food safety while providing a look at potential areas of opportunity.

Behavioral Trend Observation Program takes an objective, peer-to-peer approach to assessing how routine tasks affect food safety and quality. Employees observe one another, providing non-punitive coaching and feedback to promote safe food-handling behaviors.

Useful Resources

- > CDC (Centers for Disease Control and Prevention)
- > FDA (U.S. Food and Drug Administration)
- > USDA (U.S. Department of Agriculture Food Safety and Inspection Service)
- > FoodSafety.gov
- > Food Insight
- > Home Food Safety™
- > Food Allergy and Anaphylaxis Network/Food Allergen Initiative



Case Study

Innovating for Food Safety

To be an effective ingredient supplier, we work with our customers to understand their risks and needs and provide the appropriate ingredients for their particular process and finished products. At times, this process requires a novel approach. One example is ConAgra Mills' 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 ideal for products that are at risk of not being fully cooked prior to being consumed. 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 biscuits, cookie and pastry doughs and take-and-bake frozen pizzas — necessarily require the consumer to perform that step by following the manufacturer's cooking instructions. Research from ConAgra Mills' Consumer Insights¹ team showed that some products intended to be baked or cooked at home may be consumed raw or undercooked, despite clear warnings from manufacturers on the health risks posed by consuming raw or undercooked food.

ConAgra Mills is helping address this issue with a state-of-the-art integrated production and distribution process for its 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 safe flour for their unfinished foods, helping minimize food safety risks. ConAgra Mills invested in this innovation as part of its ongoing commitment to be a steward of its customers' brands while providing them with a preventive 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.

Specifications, Certifications & Supplier Expectations

ConAgra Foods has a number of rigorous food safety and quality policies and procedures that ensure the efficiency and effectiveness of our food preparation and delivery to customers. Our programs cover everything from how our employees inspect ingredients as they arrive at our facilities to what temperature our food should be stored at as it leaves our facilities for delivery to our customers.



The success of any food safety program depends on people, and our employees are trained extensively on safe food-handling practices and Good Manufacturing Practices (GMPs) to prevent food-borne illness. These practices include hand washing, appropriate footwear and clothing and proper hairnet use. In addition, our sanitation employees are highly trained to thoroughly clean our kitchens and preparation lines. We dedicate a significant amount of time, resources and expertise to ensure our food is prepared in a clean environment.

At ConAgra Foods, we strive to be the best, and doing so requires both internal and external validation of our work. Our robust internal food safety audit program is a reflection of our continuous improvement culture, driving us to always raise the bar. In addition, we have achieved certifications from independent and external food safety auditors according to globally recognized food safety and quality standards, as outlined by the Global Food Safety Initiative (GFSI).

Internal Food Safety Audit Program



Our internal food safety and quality audit team is responsible for being our toughest critic, and identifying food safety and quality for enhancement opportunities at our facilities. Our internal food safety auditors help us continually improve by visiting our facilities, suppliers and co-manufacturers to observe employee behaviors and ask questions about their processes.

External Food Safety Certification

ConAgra Foods has aggressively pursued GFSI certification, a program led by food retailers and manufacturers. We were one of the first U.S. companies to adopt the program. Our food safety culture is embraced throughout the entire organization.

Several food safety standards have been developed and approved through the initiative, and ConAgra Foods has achieved certification through two of those standards: SQF for Consumer Foods facilities and 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 and reinforce their correlation to better business results.



Case Study

Sanitation University

ConAgra Foods is dedicated to a continuous improvement process that drives our food safety and quality culture through the training, education and skills development of our employees. For example, our inaugural Sanitation University seminar held in April 2012 focused on providing learning opportunities from internal and external experts, including insights from one of ConAgra Foods' customers. The Sanitation University seminar consisted of 24 different training classes, providing each attendee with the opportunity to select topics most tailored to his/her needs and responsibilities. Sanitarians from across the company presented best practices from their locations, sharing knowledge with their peers. A vendor night featured more than 40 suppliers, helping attendees expand their knowledge of products, services and new innovations. The event offered these employees an opportunity to network and identify best practices to further enhance our food safety and quality initiatives.

Specifications, Certifications & Supplier Expectations

Enhancing Safety & Quality Through Strategic Sourcing

ConAgra Foods believes that collaborative relationships with our strategic suppliers make our business stronger. Together we are working diligently to enhance the consumer experience, increase collaboration on food safety initiatives and increase visibility on emerging industry issues. These partnerships not only help take our own food safety programs to the next level, but also enhance food safety throughout our supply chain, while positively impacting the industry as a whole.

Our comprehensive supplier quality program is an integral part of our procurement strategy. We only buy and use ingredients that comply with the appropriate regulatory requirements for food safety. In addition to our internal audit team, we use registered certification agencies to audit our suppliers' facilities on an annual basis using Global Food Safety Initiative (GFSI) standards.



For any issue identified during an audit, we follow up by approving and confirming implementation of corrective actions. During fiscal year 2012, we conducted more than 185 supplier quality audits and plan to increase our supplier audits, in fiscal year 2013.

“We hold our suppliers to the same high standards that guide our own business.”

DK Singh, senior vice president, Enterprise Procurement

Proactive Issues Management & Biotechnology



ConAgra Foods recognizes that managing issues successfully means identifying them early. It is also critical to separate fact from fiction and develop accurate and clear communication. In 2012, ConAgra Foods developed and implemented an Advanced Issues Management (AIM) process, in which a small team of internal technical experts monitors social and conventional media, international regulatory announcements and industry publications. This group meets frequently to discuss and evaluate potentially evolving issues. The AIM team gathers relevant information, communicates with appropriate colleagues and initiates efforts to take action on issues it deems important to protect food safety and consumer confidence. To support this initiative, the group is integrated across the company to leverage the various areas of expertise required in a company as diverse as ConAgra Foods. AIM already has produced measurable benefits by proactively addressing potential food safety issues and helping the company continue to develop and adopt industry-leading practices.

ConAgra Foods' Approach: Food Safety Modernization Act



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, Quality and Regulatory Affairs team provides functional leadership in key areas and includes experts in: food safety and quality in manufacturing and distribution, regulatory affairs, microbiology and chemistry, supplier food safety and quality, and consumer affairs. Our robust program provides organizational food safety, quality and regulatory leadership throughout product life cycles, from the time we source quality ingredients to the time we produce and prepare food for delivery to customers and consumers. Additionally, ConAgra Foods has assumed industrywide leadership roles to help provide technical insight across the food industry. Through these efforts, we continue to position ourselves to be at the forefront of the industry.

The Food Safety Modernization Act 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.”

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 the education and training of suppliers. Because we are committed to being a leader in food safety and quality, we are taking steps to help shape our company and the industry to the new opportunities afforded by FSMA.

As the FDA designs and drafts the new regulations required to implement FSMA, ConAgra Foods is in frequent contact with industry and regulatory leaders alike. ConAgra Foods' representatives lead or participate in industry task forces, working groups and alliances, helping to shape the future of food safety and quality under FSMA. In fact, we recently hosted a delegation of senior FDA representatives to visit three of our plants and meet directly with our line workers and facility managers to discuss the practical aspects of the new law. Through these efforts, we are confident that we will be well-positioned to demonstrate industry-leading capabilities in food safety, quality and regulatory affairs.

Biotechnology

ConAgra Foods agrees with the U.S. Food and Drug Administration (FDA) and numerous trusted scientific bodies and regulatory agencies (World Health Organization, Food and Agriculture Organization of the United Nations, Organization for Economic Co-operation and Development) that foods and beverages that contain genetic modification (GM) of ingredients are safe and nutritious to eat. Given the potential for GM to improve the quality, sustainable availability and nutritional value of food, we support its responsible use when based on sound science and regulatory and safety reviews.

What is GM?

GM is different from traditional plant breeding. GM means adding specific desirable traits from one plant or microorganism to a food plant. It is not about inserting chemicals into foods. Examples of GM efforts include those designed to allow crops to use less water or be grown on less land, or to be more resistant to weeds and pests.

Is it new?

GM has been around for the past 20 years. Today, food that has been genetically modified is found in markets, throughout the grocery store and on restaurant menus. The Grocery Manufacturers Association has reported that at least 70% to 80% of the foods we eat in the United States contain genetically modified ingredients.

What is ConAgra Foods doing?

We understand that biotechnology is an area of evolving public perception and opinion, and as a corporate citizen, we evaluate the impacts of our decisions on a wide range of constituents. As a result, ConAgra Foods is working cross-functionally, both internally and externally, to ensure company decisions are consistent with regulations and credible science and informed by emerging thought. Our employees - from scientists to supply chain experts to consumer insight professionals - are engaging with key trade associations, farmers, R&D organizations, non-profits, consumers, customers and socially conscious investor groups to inform our thinking. We also discuss this issue with our Scientific Advisory Board and Food Safety Council, external groups of thought leaders in the fields of medicine, nutrition, food science and behavior science. We stay abreast of potential legislation and will always consider support of laws that are in the consumer and societal interest. We believe consumers should be knowledgeable about what's in their food, and our [Consumer Affairs team](#) is happy to provide information on biotechnology use in our food.

ConAgra Foods is continuing to work in collaboration with our industry peers on a longer-term approach to provide further transparency for consumers regarding the use of GM ingredients in food. ConAgra Foods would be supportive of federal guidelines for a uniform approach in this area. ConAgra Foods does not support mandatory labeling on a state by state basis, as this presents significant complication and costs - costs the consumer may share. ConAgra Foods is committed to meeting our consumers' expectations and contributing to a safe, nutritious, sustainable and affordable food supply for now and the foreseeable future.

FAQs

Is it safe to eat your food if it includes ingredients produced using biotechnology (also referred to as "biotech, genetically modified organisms or GMO")?

Throughout the past two decades, biotechnology has been used to improve yield, nutrition, resistance to drought and insects, and other desirable qualities of several common food crops, including corn and soy. At ConAgra Foods, we only purchase and use ingredients that comply with U.S. Department of Agriculture and Food and Drug Administration (FDA) regulations for food safety and nutrition. Both the U.S. Environmental Protection Agency and the FDA have concluded that biotech food that is approved for human consumption is as safe and nutritious as food that is developed through more conventional methods.

Will you continue to use biotech ingredients in your food?

The use of biotechnology is one of the most effective and sustainable ways to keep our food affordable, accessible and safe and helps us continue to provide a high quality of food to our consumers. We understand the field of food biotechnology is constantly shifting as advancements are made in the world of science. We will continue to reevaluate our internal policies, relying heavily on evolving science, consumer and customer expectations, and regulatory decisions. Ultimately, consumers will decide what is acceptable in the marketplace based on the best science and public information available. We will continue to listen carefully to our customers and consumers about biotechnology.

Do you make any food without biotech ingredients?

We provide a range of alternatives for those who want food without biotechnology ingredients. All of our Lightlife refrigerated soybean-based vegetarian foods only use non-GMO soy beans. For all our other Lightlife foods, we require our ingredient suppliers to guarantee that they use no genetically engineered soybeans.

Public Health & Food Safety

Managing Allergens

We understand that, for some, the ingredients that are not in our food are just as important as those that are. A key component to our food safety program is managing ingredients throughout our supply chain and in our own facilities to carefully separate major allergens from other ingredients. We have stringent programs in place during every step of our preparation, storage and packaging stages to help ensure that the information printed on the label is accurate. For example, our product developers are trained to be cautious about using allergens not only in our food, but when they are introduced to our production facilities as well.

ConAgra Foods has an ongoing commitment to maintaining and improving its ingredient management infrastructure to ensure that our consumers have access to safe and nutritious foods that meet special dietary needs. Our allergen program promotes 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 potentially dangerous 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 our products are being sold. To support accurate allergen labeling, our allergen control program establishes procedures for minimizing allergen cross-contact in our production facilities.



At ConAgra Foods, we take food allergies very seriously, and we recognize that controlling food ingredients extends beyond our own facilities. We require all of our suppliers to maintain appropriate allergen control programs and to provide documentation about any allergens in their facilities so we can ensure the highest-quality food and appropriate labeling.

ConAgra Foods' Allergen Council is responsible for providing cross-functional expertise related to corporate allergen policies and management programs. Through these efforts, our management's commitment and our technical expertise, ConAgra Foods strives to minimize unclear precautionary labeling, such as "made in a facility that also processes peanuts," which consumers find difficult to interpret. In cases where such precautionary labeling is currently justified, we continue to look for ways to improve our procedures, with a goal of improving our labeling. Using these procedures, our food-allergic consumers are able to receive the most accurate information possible when choosing our food.

Providing Clarity on Gluten-Free

We also continue to strive to meet consumers' special dietary needs and requirements. For example, we have an active program to develop gluten-free food. This involves reviewing existing products to determine whether they contain gluten, while developing novel new products that do not. This program is being carefully designed to ensure that any ConAgra Foods product containing a “gluten-free” claim meets applicable regulatory guidance on this issue. Our gluten-free program involves supply chain management, carefully controlled food preparation processes and appropriate analytical testing to confirm the absence of gluten. Through this comprehensive program, the gluten-sensitive and celiac populations are able to confidently select and consume our appropriately labeled products.

Our food safety program takes extra precaution when handling major food allergens¹:



Case Study

Gluten-free Flour Rivals Wheat in Texture and Taste

Since 2009, ConAgra Mills® has offered the industry's leading, naturally gluten-free flour as part of its portfolio. All-Purpose Multigrain flour is an all-natural, 71 percent whole-grain blend of amaranth, millet, quinoa, sorghum, brown rice, teff and tapioca starch. This proprietary blend was formulated to achieve optimal texture, flavor, appearance and functionality in a variety of popular, grain-based foods. **ConAgra Mills' new flour represents a nutritional and quality breakthrough for manufacturers of gluten-free food**, many of which contain refined flour or starch from rice, corn, potatoes and tapioca, and lack fiber, B vitamins and other important nutrients. In addition to getting high marks for nutrition, ConAgra Mills' All-Purpose Multigrain flour gives commercial bakers, food manufacturers and foodservice operators the ability to create gluten-free foods that look and taste great, a welcome treat for gluten-free consumers.

FAQs

What is HACCP?

HACCP stands for Hazard Analysis Critical Control Point and is a preventative approach to food safety.

Do you have a HACCP program?

Yes, we do. We have had HACCP plans in place for many years. In fact, all of the facilities where our food is made have HACCP plans.

We review every step - from the ingredients we buy, to how our ingredients and finished foods are transported, stored, and prepared, to our cleaning and sanitizing procedures.

A thorough hazard analysis is done for every food and every line in our facilities to identify potential physical, chemical and biological hazards. Then we identify and implement the preventative steps needed to ensure the food we make every day is safe. Our pathogen control programs are an important part of our HACCP plans.

Health, Nutrition & Food Safety

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 with detailed information about our food 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 fiscal year 2012, 88 percent of webinar participants rated them as "valuable," or "very valuable" and we issued more than 5,000 units of continuing education credits.**

FY12 topics included:

- "Seafood Intake and the 2010 Dietary Guidelines for Americans"
- "National School Nutrition Programs and Student Success"
- "The Role of Optimism in Nutrition and Health"
- "From Farm to Food Label: How Nutrition Facts Panels are Developed"
- "Mindless Eating: The Impact of the Food Environment on Food Intake"
- "Consumer Trends: Do Consumers Practice what Nutritionists Preach?"



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 fiscal year 2012, we shared research on such topics as:

- The effects of eating frozen single-serve meals at lunch on daily calorie intake and weight loss
- Whole-grain popcorn increases fullness and decreases hunger compared to other snacks
- A daily snack of 94 percent fat-free popcorn is associated with an improved cardiovascular disease risk profile
- Increased tomato consumption does not displace the intake of other vegetables or fruits in the total diet
- The effect of growing season and shelf life on the stability of the antioxidant capacity of canned tomatoes

We also meet several times each year with the 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 members' perspectives on the nutrition and health aspects of our food.

Home Food Safety



Food safety in the facilities in which we make food is a top priority for us. Similarly, consumers need to use good food safety practices in their own homes and kitchens. To help consumers learn the fundamentals of home food safety, we became the sole corporate sponsor and partner of the Academy of Nutrition and Dietetics 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 scholarships for college students to develop food safety awareness campaigns tailored for those living on campus. In fiscal year 2012, through a coordinated communication initiative including social media, the Internet, television and print, the Home Food Safety™ campaign was able to deliver 400 million media impressions focused on food safety practices for the home.



“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 helps them better understand how ConAgra Foods continues to proactively evolve to meet public nutrition needs.”

Barbara J. Ivens, M.S., R.D., FADA, senior nutrition director, ConAgra Foods, Academy of Nutrition and Dietetics Foundation chairperson (2011-2012)

Advertising to Children

ConAgra Foods' consumers and customers have come to know our brands through a variety of marketing channels, including advertisements. We understand the necessity of marketing to families with children in a responsible way. We strongly support and participate in the Children's Food and Beverage Advertising Initiative (CFBAI) of the Council of Better Business Bureaus, a voluntary industry self-regulation program supported by many of the nation's largest food and beverage companies. The mission of the CFBAI is to shift advertising for foods that appeal to children to messaging that encourages healthier dietary choices and lifestyles.

As a CFBAI participant, **ConAgra Foods has pledged to devote 100 percent of television, radio, print, mobile, movie/DVD, video/computer game, word-of-mouth and Internet advertising primarily directed to children under 12 years of age to products that meet specific nutritional guidelines consistent with established scientific and government standards.**



ConAgra Foods' children's advertising nutrition guidelines were developed by its nutritionists and follow U.S. Dietary Guidelines and applicable Food and Drug Administration and U.S. Department of Agriculture regulations for food products. The guidelines take into account the caloric and nutrient or food group contribution of the particular food product to the overall diet of a child. Other aspects of ConAgra Foods' CFBAI pledge include: restricting the use of licensed characters, celebrities, movie tie-ins and interactive gaming to food meeting ConAgra Foods' nutrition guidelines; and discontinuing advertising in elementary schools and product placements in children's programming. In 2010, ConAgra Foods committed to discontinuing all advertising primarily directed to children under 6 in TV, radio, print and Internet.

In the summer of 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 to develop these criteria to help improve the nutritional composition of foods currently marketed to children under 12 years of age. The new criteria raise the bar even higher for nutritional standards of foods that can be marketed to children under 12 by CFBAI participants, yet still represent a realistic set of standards designed to motivate participants to make better-for-you foods. For example, 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 foods advertised to children under 12 years of age, ConAgra Foods fully supports and will comply with the new CFBAI uniform nutrition criteria. In fact, ConAgra Foods plans to phase in the uniform nutrition criteria in fiscal year 2013, ahead of the scheduled Dec. 31, 2013, effective date, to operate in tandem with its current pledge guidelines and ensure full compliance by the deadline. We believe the new CFBAI uniform nutrition criteria will inspire the development of new, more nutritious foods and improved, reformulated foods with less sodium, saturated fat and sugar and fewer calories.

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

Canned Pasta

Per serving

Calories \leq 350

Total Fat \leq 35% of Calories

Saturated Fat \leq 10% of Calories

Trans Fat Labeled 0 g

Sodium \leq 750 mg

Positive Nutrients \geq 10% DV for 2 Nutrients

Sugar \leq 25% of Calories Added Sugar

Contains Food Groups \geq 1/4 c Vegetables or Fruit
or 8 g Whole Grain



Frozen Meals

Per serving

Calories \leq 500

Total Fat \leq 35% of Calories

Saturated Fat \leq 10% of Calories

Trans Fat Labeled 0 g

Sodium \leq 760 mg

Positive Nutrients \geq 10% DV for 3 Nutrients

Sugar \leq 25% of Calories Added Sugar

Contains Food Groups \geq 1/4 c Vegetables or Fruit
or 8 g Whole Grain



Peanut Butter

Per serving

Calories \leq 210

Trans Fat Labeled 0 g

Sodium \leq 480 mg

Positive Nutrients \geq 10% DV for 1 Nutrient

Sugar \leq 25% of Calories Added Sugar

Contains Food Groups \geq 1 ounce Meat and Beans



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

¹ Through Dec. 31, 2013



"The Kid Cuisine® Hunt"
TV Commercial

Good for the Community

Highlights



In fiscal year 2012, we were proud to have had 35 facilities achieve a zero total incident rate — nearly twice the number of facilities compared to fiscal year 2011.

Employee Health & Safety >



The ConAgra Latino Network (CLN) inspired our new line of Latin-inspired frozen meals under the Rosarita® brand.

Diversity & Inclusion >



More than 1,600 participants in our Choose to Lose with ConAgra Foods program have lost more than 8,600 pounds.

Employee Wellness >



ConAgra Foods Foundation's \$10 million, five-year pledge is the largest donation ever made to Feeding America® specifically dedicated to fight child hunger.

Our Cause >



We are continually improving programs to build organizational capability, grow leadership, leverage talent and optimize learning.

Learning & Development >



Our Child Hunger Ends Here® campaign is designed to draw attention to child hunger in the U.S. and to provide consumers with ways to help end it.

Our Company >

Employee Health & Safety

Management Approach

Providing a safe work environment for our employees is the 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 are committed to protecting themselves and their colleagues.

To support this culture, we have several initiatives that provide employees with many opportunities to be active participants in safety processes. These include conducting safety audits, inspections and behavioral observations and leading safety training and safety reminder discussions 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.

Our health and safety team audits each of our facilities to ensure compliance with safety regulations and corporate policies. The team documents results and tracks 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 from happening again.



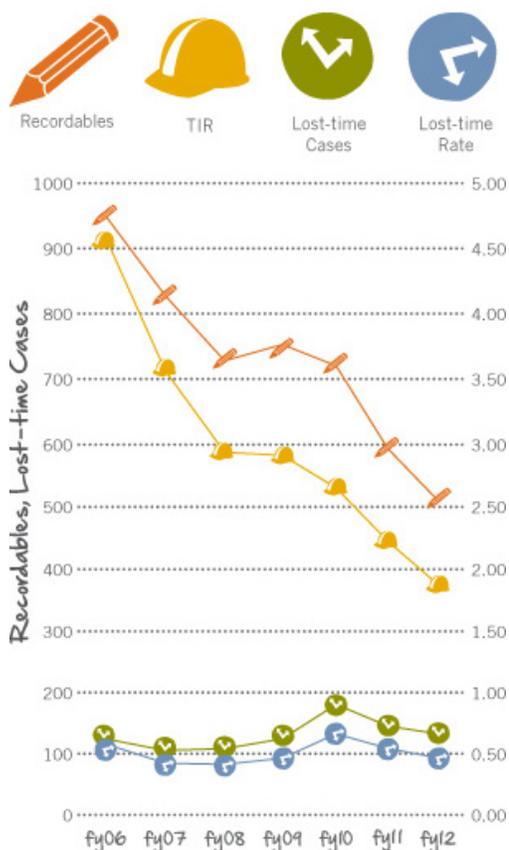
More Than Just Numbers

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 2012, we reported 1.87 incidents per 100 full-time workers, nearly a 29 percent decrease from our fiscal year 2010 report and a 16 percent decrease from fiscal year 2011. Even the most effective safety programs will occasionally experience upticks in total incident rate as the result of acquisitions. When accidents do happen, it's important to provide the best possible medical care to injured employees, while addressing the root causes of the accident to minimize the possibility that it will happen again.

In fiscal year 2012, 14 ConAgra Foods facilities were inspected by the Occupational Safety & Health Administration. Half of these inspections resulted in no citation or penalty being issued, while three others resulted in only one minor citation each. Two other inspections are still ongoing, and results have not yet been received.

Safety Statistics



Case Study

Safety Success through Employee Engagement

Behavior-based safety is a proactive approach to injury prevention based on peer-to-peer interactions. Our employees are working to keep each other safe through observations that identify both safe and at-risk behaviors. During fiscal year 2012, **employees conducted over 275,000 behavior-based observations, totaling 27,500 hours of direct employee engagement to help each other work safer.**

In fiscal year 2012, we spent **250,000 hours** talking about safety. Through training, leadership discussions and peer audits, the company conducted the equivalent of nearly 30 years of safety conversations over the course of a single fiscal year.

“Challenging ourselves to do more”

Case Study

Lamb Weston® Strives for World-class Safety

Our Lamb Weston business successfully implemented a new, innovative safety challenge to encourage employees to strive for world-class safety. The challenge involved separating employees into three categories based on management level, and awarding points based on the number of safety activities the group performed each week. As an extra incentive, bonus points were awarded if groups went above and beyond and completed three or more safety activities in a week.

The challenge tapped into a culture of exceeding expectations, as Lamb Weston employees did not settle for the minimum number of safety activities, but instead took the challenge to a new level. Achieving the bonus points became the norm. **The challenge resulted in an increase in the level of engagement among employees, leading to an 11 percent improvement in Total Incident Rate (TIR) over a three-month period.**

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.

Key Concepts of Safety

- Leadership
- Continuous Improvement
- Compliance
- Safe Practices
- Hazard Identification
- Continuous Skills Development
- Behavioral Safety
- Performance Tracking

Employee Health & Safety

Getting to Zero

We are proud to report that in fiscal year 2012, 35 ConAgra Foods facilities achieved a zero total incidence rate (TIR) — nearly twice the number of facilities compared to fiscal year 2011. We attribute this great success to the engagement and accountability of employees and management in these locations.



¹ Watts Dairy Farm

² Includes multiple administrative locations



ConAgra Mills operations worked a total of 1.1 million hours in fiscal year 2012 without a recordable injury.



Case Study

Recognized for Our Safety Success

In April 2012, **our popcorn facility in Rensselaer, Ind., received the Governor's Workplace Safety Award at the annual Indiana Safety Conference.** Recognized for shifting its environmental, health and safety program from a management-driven to an employee-driven process, Rensselaer has not had a recordable injury in almost three and a half years, and has not had a lost-time incident in nearly 18 years. Employees take full ownership of the safety program, volunteering ideas on how to improve working conditions and increase safe behaviors to continually improve the workplace.

“Nothing we do is
worth getting
hurt over.”

Case Study

Wesson® Oil Facility in Memphis, Tenn.

This is the mantra that begins each shift huddle and safety meeting at our Wesson Oil facility in Memphis, Tenn. Proudly celebrating zero recordable injuries in fiscal year 2012, this facility has built a strong foundation for safety excellence with **98 percent employee engagement and over 2,000 completed safety observations.** The main driver in this operation's success is a spirit of personal accountability in which a co-worker's safety is equal to one's own. This leads to employees instinctively considering the worst dangers in their daily work activities and striving to reduce those risks, creating a safer work environment for everyone.



Case Study

Beating the Odds

Our Egg Beaters® facility in St. Louis, Mo., broke a notable plant safety record in fiscal year 2012: **Operating more than two years without a recordable incident.** The plant manager attributes the success to four main factors: establishing a 100 percent reporting culture that brings forward “near misses” to fix issues early; encouraging employees to take any amount of time needed to assess their jobs and tasks to make sure they can perform them safely; holding employees accountable for understanding that safety adds value to their jobs; and strongly emphasizing the CPS (ConAgra Performance System) to identify and reduce losses and distractions.

Diversity & Inclusion



We're building a culture where all employees can be authentic and know their diverse thoughts and capabilities are valued. We've 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.

Leadership Statement on Diversity & Inclusion

At ConAgra Foods, we serve a very broad base of customers and consumers. To best serve them, we aspire to create an organizational climate that values the diversity and unique qualities of our employees, customers and consumer base. In doing so, ConAgra Foods is committed to an environment and employee base that:

- Reflect the growing diversity of our customers and consumers in order to serve them more successfully
- Are supported by management policies that respond to the needs of a diverse work force, are inclusive and enable the full contribution of every person in the organization
- Are sensitive and responsive to diversity among customers, consumers, suppliers and communities in which our employees work
- Are sensitive and responsive to the work-life needs of our employees
- Promote a sense of company responsibility on issues of diversity and inclusion

All employees are expected to act at all times in a manner that values diversity among their colleagues and customers.

"Championing a culture of inclusion is essential to our ability to accelerate growth and ensure ConAgra Foods is not only a great place to work, but also a leading corporate citizen."

Brian Keck, executive vice president and chief administrative officer, ConAgra Black Employees Network (CBEN) executive sponsor

Employee Resource Networks (ERNs)

ERNs are a key ingredient in our recipe for creating a diverse and inclusive culture. At ConAgra Foods, we foster 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 utilize 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
- ConAgra Women's Network (CWN)
- ConAgra Young Professionals Network (CYPN)



Recognition & Leadership

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

Top Employee Resource Group of the Year — *LATINA Style*, 2012

Recognized for our Employee Resource Networks in the 2010 International Innovation in Diversity Awards, published by *Profiles in Diversity Journal*®

Diversity Leader Award — *Profiles in Diversity Journal*®, 2011

Top 100 Employer for Women MBAs — *Universum*, 2010

Best Places to Work for LGBT Equality — Human Rights Campaign Foundation, 2010 (third consecutive year)

Best in Leadership Development — *Leadership Excellence magazine*, 2010

Top Diversity Executives Award — *Black Enterprise*® magazine, 2011

ConAgra Foods bolsters its diverse, talented work force with a far-reaching recruitment program. To help find and recruit the best people, the company works with such organizations as:

- National Society of Hispanic MBAs (NSHMBA)
- National Black MBA Association (NBMBAA)
- Minorities in Agriculture, National Resources, and Related Sciences (MANRRS)
- National Association of Women MBAs (NAWMBA)
- National Society of Black Engineers (NSBE)
- Society of Women Engineers (SWE)
- The Consortium (an alliance of leading schools of business, corporations and alumni dedicated to adding minority talent to the field of management)

Diversity & Inclusion

Composition of governance bodies and breakdown of employees per category according to gender, age group, minority group membership and other indicators of diversity.

Women	FY12	FY11	FY10	FY09	FY08
Total Women in Workforce (%)	37.63%	36.87%	38.22%	38.99%	38.66%
Salaried Women (%)	42.94%	42.78%	42.53%	42.52%	42.09%
Women in Management (%)	26.80%	25.57%	26.05%	25.44%	24.53%
Women on Board of Directors (#)*	2	2	2	2	1
Women on Board of Directors (%)*	20%	20%	20%	20%	11%
New Hires who are Women (%)	38.54%	31.25%	33.35%	34.13%	37.21%

*Non-Employee Directors

Minorities	FY12	FY11	FY10	FY09	FY08
Total Minorities in Workforce (%)	34.42%	33.56%	37.70%	39.29%	36.12%
Salaried Minorities (%)	13.08%	12.89%	13.43%	14.29%	13.15%
Minorities in Management (%)	10.12%	9.30%	9.63%	9.60%	9.44%
Minorities on Board of Directors (#)*	1	1	1	1	0
Minorities on Board of Directors (%)*	10%	10%	10%	10%	0%
New Hires who are Minorities (%)	37.21%	36.54%	36.92%	47.60%	43.12%

*Non-Employee Directors

Breakdown of Minority Groups	FY12	FY11	FY10	FY09	FY08
American Indian/Alaska Native	0.49%	0.55%	0.56%	0.50%	0.53%
Asian	4.22%	3.87%	3.94%	3.97%	3.37%
Black/African American	7.22%	6.23%	6.47%	7.07%	6.63%
Hispanic/Latino	21.99%	22.54%	26.43%	27.46%	25.43%
Native Hawaiian/Other Pac Island	0.20%	0.13%	0.12%	0.09%	0.03%
Not Specified	3.18%	2.10%	1.48%	1.28%	0.94%
Two or more races	0.31%	0.24%	0.19%	0.19%	0.14%
White	62.40%	64.34%	60.82%	59.43%	62.94%

Breakdown of Age Groups	FY12	FY11	FY10	FY09	FY08
<25	6.05%	5.99%	5.51%	5.89%	5.82%
25-40	34.16%	34.65%	34.25%	34.56%	34.91%
41-65	58.54%	58.25%	59.00%	58.45%	58.31%
>65	1.25%	1.10%	1.24%	1.09%	0.97%

Learning & Development

We are continuously improving our learning and development programs to build organizational capability, grow leadership, leverage talent and optimize learning.

To achieve these objectives, we've developed comprehensive learning programs that begin when employees join the company, and continue throughout their careers. Recently, we have implemented both new and renovated curricula, including those tied to our leadership and technical competencies.

We've continued to enhance programs for our salaried employees, resulting in a 20 percent increase in training hours per employee.

Accelerate Growth Through Individual Development

ConAgra Foods prides itself on attracting, retaining and developing 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, supported by our individual development planning process.



This process ensures that managers and employees work together to master the competencies and adopt the behaviors that will lead to better job performance and more effective leadership. Using a combination of classroom and online learning, the process emphasizes the importance of continuing discussions between managers and employees to make sure that individual development goals align with the company's business goals.

Long-term Development Programs

The three-year **Brand Leadership Development Program** is designed to build brand general management capability through job experiences, formal training and senior leader mentorship. This rotational program is tailored to the individual based on previous experience and skill set. The development program includes rotations in Brand Management, Marketing and Customer Development.

The **Finance Development Program** is designed to provide an exceptional foundation for a career in Finance/Accounting, with broad exposure to the organization via three one-year rotational assignments. The intent of this program is to both recruit and develop talented and motivated individuals who have the desire to own the finance strategy and build a career at ConAgra Foods.

Our **Research, Quality & Innovation Rotation Program** was designed to ensure the development of future leaders within this critical organization. The goal of this program is to increase knowledge and technical skills, while developing an understanding of our food, our consumers and our competitors.

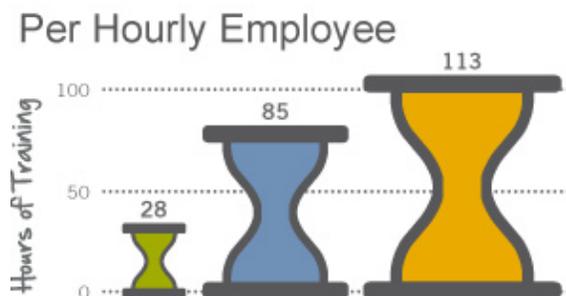
Our **Certified Sales** program is designed for our direct-from-campus retail reps. The Certified Sales program provides structure for building sales capability. Certified Sales is designed as an online certification, containing eLearning, reading material, interactive quizzes and activities.

ConAgra Foods University

ConAgra Foods University continues to provide the foundation of our learning and development program, operating as a virtual learning environment designed to provide employees with strategic learning at their fingertips while supporting their careers and our business. In fiscal year 2012, we launched the Finance Academy, which is dedicated to the growth and development of our finance professionals. The Academy was sponsored by our chief financial officer and serves as a launching pad for developing and engaging in a meaningful, long-term development plan.



ConAgra Foods Training Statistics for FY12



- Total ConAgra Foods Learning Exchange (CLE) Training Hours
- Training hours toward employee's current job
- Training hours toward employee's professional growth and development

ConAgra Foods Academies

- Brand
- Finance
- Information Technology
- Leadership
- Marketing
- Research, Quality & Innovation
- Sales
- Supply Chain

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.

Our Enterprise Learning team supports eight formal, functional academies that are focused on delivering content related to job-specific competencies. In addition, there are seven formal leadership and management courses that are deployed enterprisewide and hundreds of general content courses related to professional development. Finally, our compliance program is required for all U.S.-based employees with desktop access to complete various training courses.



Leadership Development

The **CEO Signature Program**, first held in fiscal year 2011, leverages our CEO's valuable experience and keen perspective. The goal is to help managers develop the organizational capabilities and individual skills required to address business-critical opportunities and challenges. The program is limited to 8-10 participants in one program per year.

The **Leadership Excellence Series** is targeted at VPs and involves three sessions: leading yourself, leading people and leading the company. Two hundred fifty employees have completed this program, and it has earned two prestigious awards.

Our **Leadership in Action** program is targeted toward 2,000+ directors and senior managers. It aims to increase business acumen and create a deeper understanding of our customers, consumers and competitive landscape. More than 700 employees have completed Leadership in Action.

Foundations of Leadership has two tracks, one for corporate employees and one for plant employees. Participants work with their managers to identify individual development areas. The program provides training that can be immediately applied to the job. More than 2,000 employees have completed this program.

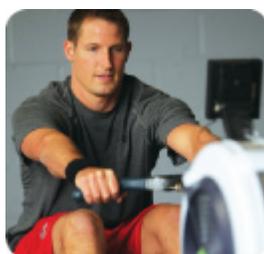


People Essentials

Managing People Essentials: Perform and **Managing People Essentials: Develop** were programs launched in 2011 to build management skills (processes and procedures) related to performance management and individual development. These two best-in-class management development programs deliver a consistent methodology to all new and existing managers with direct reports. Employee Essentials (EE) was also launched in 2011 to educate individual contributors on the performance management and individual development processes.

Employee Wellness

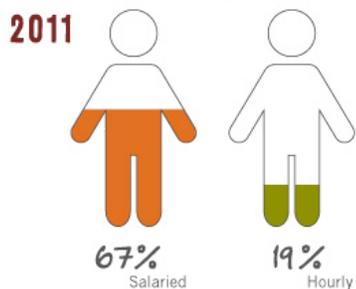
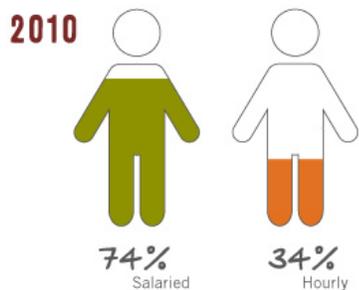
Over the past five years, ConAgra Foods has helped employees make wellness a priority by providing free, easy-to-use resources and financial incentives for participation. This robust, action-oriented wellness program encourages employees to participate in wellness screenings that can lead to a financial reward. If employees meet health targets or work with their personal physician to make progress toward identified health targets, they are eligible for an additional wellness credit. To assist employees with their decision to live healthier lifestyles, participation in the program also gives them access to disease management resources, lifestyle coaching, maternity management coaching, online support communities and a 24-hour nursing hotline so they can get health-related answers when they need them.



In calendar year 2011, **4,393 salaried employees and 2,520 spouses and same-sex partners participated in our wellness program.** This represents 67 percent of employees who were eligible to participate. Though still above the industry average for participation as determined by StayWell Health Management, it represents a slight decrease from the 74 percent participation rate in 2010. In calendar year 2012, we reinvented our wellness program to increase employee participation and focus on what matters most — health outcomes.

Based on initial health assessments, the **top five risks for ConAgra Foods employees are weight, diet, cholesterol, blood pressure and stress.** In order to qualify for progress-based incentives, employees and their spouses or same-sex partners must be within the required range for 4 out of 5 target measurements, which are driven by the top risks facing employees. These include: body mass index (BMI), cholesterol, blood pressure, glucose and tobacco use. Through this new progress-based incentive program, employees and their spouses or same-sex partners enrolled in ConAgra Foods' medical plan are eligible to earn between \$300 and \$1,500 toward their health insurance premiums when they meet the wellness targets or work with their physician to make progress toward these targets.

Participation Rates for Wellness Program



Case Study

Choose to Lose with ConAgra Foods

Now in its third year, Choose to Lose with ConAgra Foods continues 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 and features branded ConAgra Foods products that offer built-in portion control for meals and snacks throughout the day.

To date, **1,667 participants have lost a total of 8,631 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 by reinforcing the importance of portion and calorie control within our product innovation process.

Wellness Target

BMI: Between 18 and 26

Cholesterol: <200 or <4.0 Ratio

Blood Pressure: <140/90

Glucose: ≤100 fasting or ≤140 non-fasting

Tobacco use: Tobacco-free by Sept. 30, 2012

**Or other individual targets as set by a physician*

Our Cause

Impacting Child Hunger



Nearly 17 million* children in the United States live in food-insecure households — households in which there is not consistent access to food throughout the year. At ConAgra Foods, we know the power of food and the difference it can make in a child's education, health and life. We strive to live out our purpose of delivering everyday food in extraordinary ways by ensuring that children have access to and knowledge about food today and that solutions to child hunger are within reach tomorrow.

The ConAgra Foods Foundation, primarily funded by ConAgra Foods, Inc., started investing in the issue nearly 20 years ago, expanding Kids Café after-school feeding programs across the country. Since 1993, the Foundation has contributed more than \$50 million with leading anti-hunger non-profit organizations that have a mission of helping kids and families get access to food and facts about food to live active, healthful lives. It is the basis for the Nourish to Flourish platform.



In addition to this philanthropic commitment, we apply our resources and imagination to make a difference in a number of ways — from product donations to employee volunteer hours, to the Child Hunger Ends Here® cause marketing campaign designed to drive awareness of the cause and get consumers to take action.

We are doing our part to make a difference through the power of food — one child, one meal, one champion at a time.

*USDA Household Food Insecurity in the United States 2011.

Hunger Facts

CHILD HUNGER IN AMERICA

more than **1 in 5** children
live in households that don't have
consistent access to food throughout
the year.....



↳ **MORE THAN 16.7 MILLION CHILDREN IN ALL**

Source: USDA 2011 Food Security Report

15.7 million

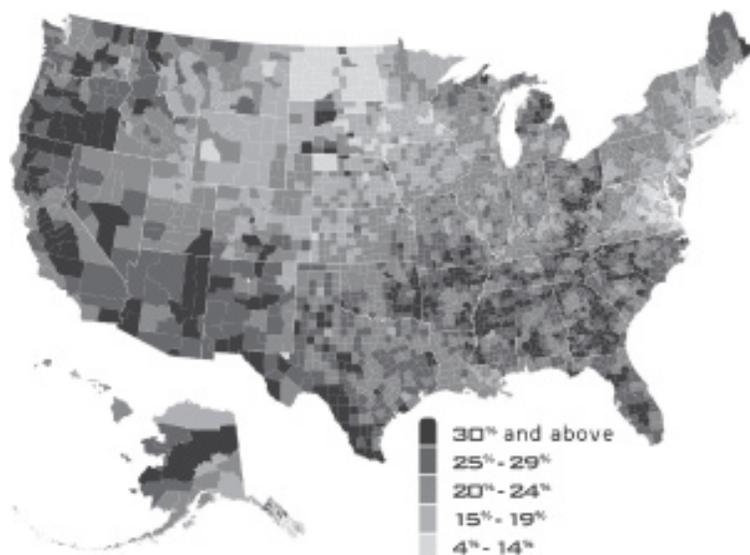
children lived below the poverty line* in 2010***



↳ ***\$23,018 OR LESS FOR A FAMILY OF FOUR IN 2011**

Source: U.S. Census Bureau

every county in the U.S.
has children struggling with hunger.....



Source: Map the Meal Gap, Child Food Insecurity, 9/11

21 million

children receive free or reduced-price
lunch during the school year.....



Source: USA, Fiscal Year 2011

101,000

U.S. schools operate National School
Lunch Programs to provide meals to
low-income children.....



Source: USA, Fiscal Year 2011

Learn more about how ConAgra Foods gives back to the communities it serves.

> [ConAgra Foods Foundation](#)

> [Child Hunger Ends Here](#)



We donate the equivalent of 1 million meals each month¹ in product to Feeding America[®], the nation's largest domestic hunger-relief organization with 200+ food banks nationwide.

Employees volunteer thousands of hours serving meals, stuffing backpacks at food banks across the country and more. Nearly 2,000 employees volunteered more than 3,400 hours during our 2012 Week of Service.

We partner with retailers and food industry experts, as well as other business advocates, to engage consumers in the fight against hunger, helping kids and families in need.

Through the **Child Hunger Ends Here[®]** campaign, our brands invite consumers to take action by entering codes found on specially marked packages. For every code entered at childhungerendshere.com through 8/31/2012, we donated the monetary equivalent of one meal to Feeding America.²



¹Based on Feeding America conversion of 1.3 lbs. per meal.

²Donation per code entered = \$0.13, the cost to provide one meal through Feeding America's network of local food banks.

Our Foundation

Investing in High-impact Nonprofit Organizations to Find Solutions



Our Foundation's commitment

Since 1993, our Foundation has invested more than \$50 million in nonprofit organizations that fight child hunger — more than \$37 million to Feeding America alone. Our \$10 million, five-year pledge is the largest donation ever made to Feeding America specifically dedicated to fight child hunger.



Named **Feeding America's Leadership Partner** in the Fight to End Child Hunger in 2009.

First to fund many Feeding America initiatives, including:



After-school program national expansion



Hunger research — county-level child hunger data



Summer food service program expansion

Invested more than \$8 million in Share Our Strength™ since 2008. **Core Partner of Share Our Strength** since 2010, the highest partner distinction granted.



National Partner with Walmart®

Voluntary culinary and nutrition experts teach low-income families how to select nutritious, low-cost ingredients and prepare them to provide the best nourishment possible. In 2011, more than 17,000 families were served through the six-week courses with the help of more than 2,100 volunteers.



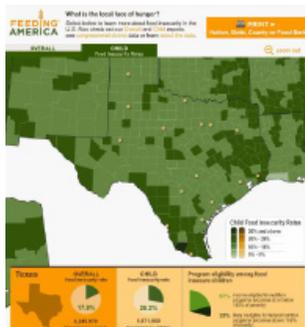
Official Launch Partner

We helped garner more than 125,000 advocates, 50,000+ Facebook and Twitter followers and 8.2 billion media impressions in the first year.



Our Foundation supports culturally sensitive nutrition education to help Hispanic families live more healthful lifestyles through the *Promotores de Salud* program.

By leveraging [Feeding America's Map the Meal Gap](#) study, our Foundation invited nonprofits working in states with both a ConAgra Foods presence and a higher-than-average rate of food insecurity to apply for grants through our **Community Impact Grants Program**. This program is designed to support nonprofits that are finding innovative ways to combat child hunger and enhance nutrition education among at-risk populations. Since 2009, the Community Impact Grants program has invested approximately \$1.4 million in 31 nonprofit organizations across the country.



Last year, our Foundation awarded three grants to counties in the southern part of Texas, which showed 50 percent food insecurity.



During the school year, more than 20 million children qualify for free or reduced lunch. However, during the summer months, only a little more than 2 million children participate in the government's Simplified Summer Feeding Program. This is why the ConAgra Foods Foundation partnered with [Feeding America](#) to create the Hunger-Free Summer campaign.

The goal of the Hunger-Free Summer campaign is to help participating Feeding America network food banks serve an additional 1 million meals through their unique and innovative community-based programs. **During the summer of 2012, 23 food banks in 15 states received grants from Feeding America, thanks to \$5 million in funding provided by the ConAgra Foods Foundation.**



"American Idol" contestant Kellie Pickler spent the morning of June 26, 2012, at the Nashville headquarters of the Second Harvest Food Bank of Middle Tennessee, where she helped load backpacks to help hungry children in need as part of the Hunger-Free Summer program.



The ConAgra Foods Foundation and Feeding America created PSAs to make food bank clients relying on subsidized lunches during the school year aware of Feeding America and local food banks' summer food programs.

Our Company

Rallying Our Brands and Consumers to Lead the Fight Child Hunger Ends Here®

In spring 2012, ConAgra Foods commissioned rising country music star Hunter Hayes to co-write an original song about hunger. The song "Here's Hope" was born. One verse asks, "Who doesn't want to be the hero?/At least a little bit of helping out," and then declares, "There's some things you're never gonna help or change/But hunger's something we can turn around." This resonates with people, as more than one in five U.S. children is considered food insecure.



Many ConAgra Foods brands, including Peter Pan®, Healthy Choice®, Chef Boyardee® and more, featured the Child Hunger Ends Here push pin on packaging. On specially marked packages, shoppers could find a special code and enter it at childhungerendshere.com to trigger one meal donation. In return, they could receive a free download of the "Here's Hope" song.

> ChildHungerEndsHere.com

The USA TODAY Charitable Foundation and ConAgra Foods Held National Child Hunger Ends Here Competition

The USA TODAY Charitable Foundation and ConAgra Foods held a Child Hunger Ends Here national competition for students in grades 7-12. Both the winning 2011-2012 school year student team and classroom were from Brawley Union High School in Brawley, Calif., a city located about 160 miles southeast of Los Angeles.



The winning student team, composed of 12th-grade students, Daisy Davis, Sarai Hernandez and Sasha Tanori, successfully collected 89 meals per person from a local insurance agency. The winning classroom teacher, Ines Lovio-Estrada, led her Health Occupations class to collect 213 meals per student.

Student teams' entries were judged on three criteria: a reflective essay, the average number of meals collected per student in each class or group, and the average number of meals contributed per person by the community organizations targeted by the teams' marketing plan. Classrooms and youth groups were judged based on the highest average number of meals collected.

Child Hunger Ends Here learning activities help students, youth organizations and clubs learn about child hunger; create a cause marketing plan to activate their communities to collect non-perishable food and donations; and submit the results of their plan in a national competition.



"Child Hunger Ends Here + ConAgra Foods = HOPE"



Golf Event Raises Money to Feed Local Children

ConAgra Mills® and Spicetec Flavors & Seasonings® hosted their third annual Child Hunger Ends Here® golf event in July 2012, benefiting Food Bank for the Heartland's BackPack Program, which provides food to kids when school is not in session, such as on weekends and vacations. The event took place at Indian Creek Golf Course in Elkhorn, Neb., included participation by vendors and suppliers and raised more than \$120,000. The proceeds will help feed 750 children throughout Nebraska and western Iowa this school year.

"It is incredibly inspiring to know that we have partners in the community who are passionate about feeding those in need," said Brian Barks, director of Development and Public Relations, Food Bank for the Heartland.

Since 2010, the ConAgra Mills and Spicetec Flavor & Seasonings teams have helped feed 1,800 children in Nebraska and western Iowa, where one in five children is at risk for hunger.¹

"It is rewarding to partner with Food Bank for the Heartland to help feed kids who are food insecure in our community," said Bill Stoufer, president, ConAgra Mills. "I am grateful for our employees, who work passionately from start to finish organizing the event and for the sponsors who make it possible."

¹Food Bank of the Heartland, omahafoodbank.org

Our People

Giving and Volunteering to Make A Difference

Giving Back More Is What Our Employees Do



The week of March 5, 2012, marked the second annual companywide Week of Service event, with nearly 2,000 ConAgra Foods employees participating in 125 volunteer projects and volunteering more than 3,400 hours of service to community-based programs. More than 108,504 meals were packed or served, and 69,954 pounds of food (or the equivalent of 53,810 meals*) were donated to families in need.

*Based on Feeding America's meal equivalency quotient of 1.3 lbs. = 1 meal.



The momentum from the Week of Service was extended into the next month with an employee voting campaign that took place from April 16-30. The campaign motivated employees to cast more than 5,000 votes to rally for their favorite projects at one of eight different food banks serving various plant communities. The food banks were selected based on both the rate of food insecurity as published in **Feeding America's Map the Meal Gap: Child Food Insecurity Report** and the strong presence of the company in overlapping geographies. All food banks received a \$10,000 grant, and the food bank with the most votes received a \$30,000 grant. The winner was the Arkansas Food Bank, and the funding received will help to establish a backpack program in Hector, Ark., at an elementary school that serves many low-income students.



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*
2012	\$33,200,228	\$14,677,241	\$113,235	\$18,522,986	174
2011	\$23,483,778	\$12,399,031	\$124,347	\$11,084,740	187
2010	\$27,917,416	\$8,107,688	\$107,724	\$19,702,003	165

* Excludes matching gift contributions.



Some Highlights from ConAgra Foods' 2012 Week of Service Include:

Omaha, Neb.

Nearly 400 employees, friends and family **volunteered for the Kids Against Hunger Million Meal March** event to pack meals for families in Omaha. The meals were distributed to Together Inc., the Salvation Army and Heartland Hope Mission. In addition, **Omaha employees volunteered more than 650 hours at Food Bank for the Heartland throughout the week.** Volunteers helped sort food, pack family pantry boxes and repack food for distribution to the community.

Colton, Calif.

Employees from ConAgra Mills joined pop and folk singer Jewel at the **Los Angeles Regional Food Bank to pack backpacks for children in need.**

Memphis, Tenn.

Thirteen employees volunteered at the local Mid-South Food Bank, which serves the tri-state 31-county area. **The team assembled more than 700 backpacks.** Team members also worked in the receiving warehouse packing canned goods into boxes and building pallets.

Naperville, Ill.

Nearly 400 employees participated in more than 20 events at several area food pantries. Projects included sorting and distributing food for the community.

Bentonville, Ark.

Employees from ConAgra Foods' Bentonville office worked together with the Northwest Arkansas Food Bank to **fill 4,700 bags (13,947 pounds) with donated ConAgra Foods products,** including brands such as Chef Boyardee®, Snack Pack® and Slim Jim.® The bags were distributed to local school children through the Samaritan Community Center's Snackpacks for Kids program.



Each year, we strive to find new ways to engage our employees in the fight against child hunger. Our efforts are working, and there are more ideas on the way for fiscal year 2013 and beyond. We know our employees care, and we are very proud to support their efforts to give back more.

We continue to support nonprofit organizations where our employees live and work through a variety of grants and financial contribution programs:

- The **Nourish Our Community** program is now in its nineteenth year. It provides grants to various employee-nominated organizations. In 2012, the committee selected 19 grants with a cumulative total of \$248,950. Our employees are proud to serve together on a committee to learn more about the range of community needs that exists where ConAgra Foods' facilities and plants are located. In addition, the employees are able to support a diverse set of nonprofit organizations ranging from volunteer rescue squads to hunger relief organizations.
- Our **Dollars for Doers** program enables ConAgra Foods to make a financial contribution on behalf of employees after 40 hours of service are completed. In addition, the Matching Gifts program boosts an employee's personal financial gift with a matched contribution to a charity of his or her choice in post-secondary education, hunger relief, health and wellness, nutrition education and community development.

Our Partners

Delivering Solutions and Impact

Creating the Anti-Hunger Leaders of Tomorrow

The work that ConAgra Foods and the ConAgra Foods Foundation do every day to address child hunger takes time, energy and commitment that we gladly leverage to do good in the community. We understand that we can't solve child hunger alone, and we need to engage passionate people who are in key roles within organizations or the community at large and inspire them to contribute their talents and skills to help us achieve our goals. Leaders from grassroots charities to national nonprofit organizations are central to solving the challenges associated with child hunger. Anti-hunger leaders, volunteers and champions in every state work tirelessly to think of new and creative alternatives to help children get the nutritious foods they need.



The ConAgra Foods Foundation has been investing in the development of leaders for several years to serve in both paid and community volunteerism roles. The spectrum of our work in the leadership space has led to the discovery of relevant insights about how to better serve families in different parts of the country, and to the expansion of rural and urban program sites so more kids have summer meals.



Development of Future Anti-Hunger Leaders = More Meals for Kids



How the Child Hunger Corps Works

Community Needs Assistance

- Visualizing high-need areas through mapping and data.
- Assisting with grant proposals.
- Analyzing efficiency and effectiveness of program operations.
- Examining expansion in the context of the food banks' long-term planning.

Implementation

- Starting or expanding Federal Nutrition Program sites.
- Expanding existing programs and implementing new program models.
- Continuing research on site expansion.
- Implementing new tools for tracking clients, volunteers, agencies and distribution information.
- Developing new connections and stakeholders.
- Generating more grant proposals and subsequent revenue.

Evaluation & Process Documentation

- Assisting in transfer of program knowledge and operations to food bank staff.
- Ensuring ownership and integration of key partnerships and contacts into long-term planning.
- Developing process documentation binders.
- Analyzing the implementation and expansion of new programs.

Training and Growing Future Leaders Through the National Food Bank Network

As part of our \$10-million commitment to Feeding America, \$2.5 million is dedicated to supporting the growth and expansion of the ConAgra Foods Child Hunger Corps program. This custom-designed initiative provides a two-year placement for budding leaders who have the enthusiasm to advance the child hunger agenda across Feeding America's national food bank network. The main objective of the program is to increase the number of nutritious snacks and meals served to children in need in communities across the country. At the outset, Feeding America's goal was to have a total of 35 Corps members placed in food banks over a five-year period ending in 2015. To date, 27 Corps members have been placed in food banks in more than 20 states from California to New York.



Corps members receive top-notch pre-service training, in-service support and access to a growing network of colleagues who can be utilized for coaching, mentorship and sharing best practices. Each Corps member embarks on a three-step process to investigate child hunger needs in his or her food bank's respective service area, develops an action plan to enhance existing or create new child hunger programs and documents their impact. The first group of Corps members has completed its two-year commitment, leaving a marked impact on food banks in Arkansas, Florida, Ohio, Oregon, Virginia and Texas. This group of six leaders has added tremendous value to their host food bank, increasing the capacity of the organization through a range of activities including but not limited to fundraising, program development, partnership building and more.



 Cohort 1 — Six members in service
from August 2010 — August 2012

 Cohort 2 — Eleven members in service
from August 2011 — August 2013

 Cohort 3 — Ten members in service
from August 2012 — August 2014

Feeding America Child Hunger Corps Member Site Map



“It's truly been an honor and privilege to work in an environment where talents have been fostered and where we've been challenged to produce the best outcomes that we could manage ... I look forward to the future of Feeding America Southwest Virginia and to the many amazing accomplishments that are still ahead for the Child Hunger Corps cohorts.”

Kim Shrader, Feeding America Southwest Virginia-Cohort 1



Congressional Hunger Center

For three years, the ConAgra Foods Foundation has sponsored a special initiative called **The CHILD Project (Children's Hunger Initiative on Learning and Development)**, providing funding to underwrite the Bill Emerson National Hunger Fellows Program's field and policy placements focused on child hunger issues. The project's focus is to reduce hunger for vulnerable children by increasing access to and improving the nutritional quality of foods provided in the Federal Child Nutrition programs and the Supplemental Nutrition Assistance Program (SNAP), formerly known as the Food Stamps Program. In the last year, the **ConAgra Foods Foundation also launched the Alumni Training and Conference Fund** to allow the Congressional Hunger Center to continue supporting leadership development efforts of alumni beyond the fellowship, and to provide alumni with resources for professional development that connects them to current issues and innovations in the anti-hunger and anti-poverty fields.

Our Partners

Delivering Solutions and Impact

Teaching Families About Food and Nutrition



Quadrupled Impact: Four Years of Great Success With Cooking Matters

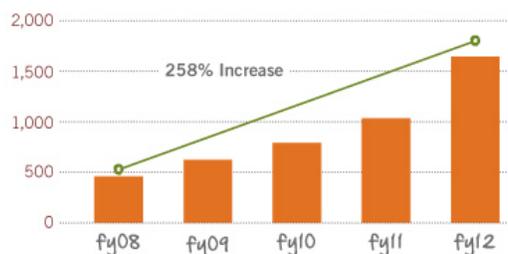
Behavior-based nutrition education will provide skills-based training to families and their children on how to plan, shop for and prepare healthy meals more easily and in more affordable ways. The combination of effective tips, hands-on cooking instruction, educational tools, professional trainers and interested participants is the recipe for success that Share Our Strength's Cooking Matters provided to 17,304 people in 2011. This is a 44 percent increase in the number of participants over the prior year. And this is just part of the impact ConAgra Foods Foundation has enabled as a national sponsor of the program with Walmart®. This is our fourth straight year investing in the program, and to date, we have donated more than \$8 million to Share Our Strength.



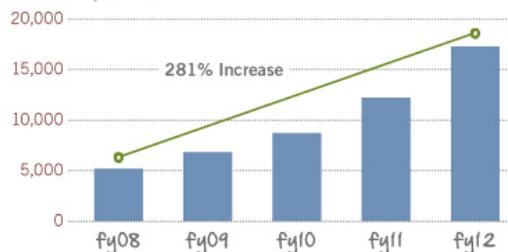
Strategic growth and expansion of the program over the last year resulted in Cooking Matters reaching seven times the number of participants reached in 2009. This was accomplished through the addition of five new lead partners in Idaho, Ohio, Kentucky, South Carolina and Arkansas to the existing network, an increase in Shopping Matters tours around the country, and the release of two new toolkits to help chefs, parents and others increase children's access to empowering educational strategies that prepare them to make healthy food choices.

Cooking Matters FY12 Courses & Participants

Courses



Participants





(Based on Cooking Matters 2011 Annual Review)

7,628 adults participated in the Cooking Matters for Adults course. Of the participants surveyed:

- Graduates plan meals ahead of time 50 percent more often than they did before.
- Sixty-nine percent eat more vegetables.



“I now spend more time in the kitchen teaching my son about using spices instead of salt and exploring different combinations of vegetables to make the meal interesting.”

Cooking Matters for Adults graduate, Roxbury, Mass.

2,965 kids participated in the Cooking Matters for Kids course. Of the participants surveyed:

- Thirty-six percent are more confident in their ability to make snacks with fruits and vegetables.
- Thirty-three percent are more confident in their ability to talk to their parents about healthy cooking and eating and to make healthy choices at the grocery store or when eating out.

2,939 teens participated in the Cooking Matters for Teens course. Of the participants surveyed:

- Graduates choose healthy foods for snacks 38 percent more often than they did before.
- Graduates make meals or snacks with at least three food groups 39 percent more often.
- Sixty-eight percent are eating more fruit.



“I have been thinking about the snack choices I make. I try to go for a fruit instead of a cookie when I get the munchies between meals.”

Cooking Matters for Teens graduate, Omaha, Neb.



Some Key Highlights

It's Dinnertime: A Report on Low-Income Families' Efforts to Plan, Shop for and Cook Healthy Meals.¹

- Families view cost as the primary barrier to healthy eating.
- Eighty-five percent of families skip healthy purchases at the grocery store because of price, and fresh produce is passed over most often. Fresh produce is rated extremely healthy by 81 percent of respondents, but that rating drops to 32 percent when it comes to frozen fruits and vegetables and 12 percent with canned fruits and vegetables.
- Sixty-one percent are making dinner from scratch most days of the week.
- 1 in 2 families are extremely interested in learning more about cooking healthy meals, and 2 in 3 families are interested in how to better budget their money for meals.
- Today, 85 percent of participants in Cooking Matters' six-week courses graduate and take with them improved nutrition practices, eating habits and food-budgeting skills.

¹Based on 1,500 low- to middle-income U.S. families surveyed.

Good for the Planet

Highlights



Reporting progress toward our goals to reduce greenhouse gas emissions, conserve water, eliminate waste and engage our supply chain.

[Sustainability Goals >](#)



Converting electric motors to steam turbines allowed our Helm, Calif., tomato fresh pack facility to drastically reduce greenhouse gas emissions.

[Climate Change >](#)



The Drip Spotters team in our Russellville, Ark., frozen foods facility is conserving water, drop by drop.

[Water Use >](#)



Keeping more than 90 percent of material out of landfills marks a major milestone in our journey to zero waste.

[Journey to Zero Waste >](#)



J.M. Swank's trucking fleet upgrade drastically reduces greenhouse gas emissions, showing we're in it for the long haul.

[Transportation >](#)



Day by day and growing season by growing season, Lamb Weston is transforming farming practices in a sustainable way.

[Sustainable Agriculture >](#)

Sustainability Goals

ConAgra Foods' sustainability objectives address the environmental issues that are most material to our business: climate change, water resources, waste management, packaging and sourcing. We also believe that collaborating with others to manage these issues is critical to creating a sustainable global food supply. Climate change affects agricultural industries throughout the world, and is fundamentally changing how we manage energy use in our facilities. The availability of clean water is essential to how we prepare food and critical to the farmers that grow our raw ingredients. Preventing waste — particularly food waste — is a critical measure of our operating efficiency and an emerging social and environmental issue.



2012 Sustainability Scorecard

In fiscal year 2010, ConAgra Foods declared a comprehensive set of sustainability goals for 2015. Now — two years later — we are able to celebrate some success, but must also focus on accelerating progress in some areas.



We're most proud of the sustainability awareness and engagement that we've built throughout our organization. Green Teams are active in most of our locations, driving grassroots efforts to identify opportunities and create a culture that embraces sustainability. These teams have delivered tremendous results by keeping waste out of landfills and reducing and recycling waste. As a result, ConAgra Foods sends less than 10 percent of its waste to landfills, and is focused on continuing this work until it gets to zero waste. We've also made big strides working with our contracted growers to implement crop-specific, metric-based sustainable agriculture practices, and think our work here puts us at the leading edge of our industry.

At the same time, we are facing challenges in building momentum toward our greenhouse gas emissions and water

reduction goals. Both of these goals are aimed at achieving reductions per pound of product produced. In the midst of a struggling economy, some of our locations are facing declining production volumes, making these goals even more difficult. Furthermore, low U.S. energy prices have made it more difficult to economically justify capital investments in energy-efficient technologies and process improvements. With this in mind, our Good for the Planet council is currently reevaluating our sustainability goals and how they are integrated into our business.

Despite this mixed performance, our commitment to sustainability remains strong. With each year, we further embed sustainability into the fabric of our organization. New employees learn about this commitment during orientation and our operations vice presidents and other leaders have sustainability objectives included in their performance expectations. We will continue to pursue this seamless integration, and rally the imagination of our people to deliver on our sustainability commitments.

Goal

Reduce Greenhouse Gas Emissions

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

Progress

Reduced by 2 percent
Behind Target

Make Every Drop Count

Reduce water use by 15 percent per pound of product.

Reduced by 2 percent
Behind Target

Reduce Our Waste

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

Diverting more than 90 percent of waste from landfills
Achieved Goal

Package Smarter

Reduce packaging by 10 percent per pound of product produced.

Reduced by 4.6 percent
On Target

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

59 percent renewable
On Target

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

Increased by 6.6 percent
Behind Target

Sustainable Sourcing & Supplier Engagement

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

We're beginning to engage our strategic suppliers on our sustainability journey through scorecarding and innovation projects.

On Target

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

Sustainable agriculture programs under way for three of four specialty crops where we directly contract with growers.

On Target



Case Study

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 employees submitted more than 100 award applications describing projects that significantly reduced our environmental impact** while cutting costs by \$28.3 million, proving again that sustainability delivers tangible business results.

Sustainable Development Award Results

	2012	Total Since 2009
Decreased Carbon Footprint (Metric Tonnes)	43,600	118,000
Conserved Water (Gallons)	295 M	1.1 B
Solid Waste Diverted (Tons)	61,000	130,000
Solid Waste Reduced (Tons)	10,000	13,000
Packaging Reduced (Tons)	4,800	16,000
Cost Savings	\$28.3 M	\$94.7 M



“The evolution of this awards program has been very exciting. The innovative thinking and strong collaboration to implement these projects is truly inspiring — our people are driving our sustainability journey.”

Gail Tavill, vice president, Sustainable Development

Environmental Management & 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. Compliance with federal, state and local environmental laws and regulations provides the foundation for our sustainability programs. Through the implementation of a robust Environmental Management System, we proactively manage environmental issues and share best practices among our facilities around the world.

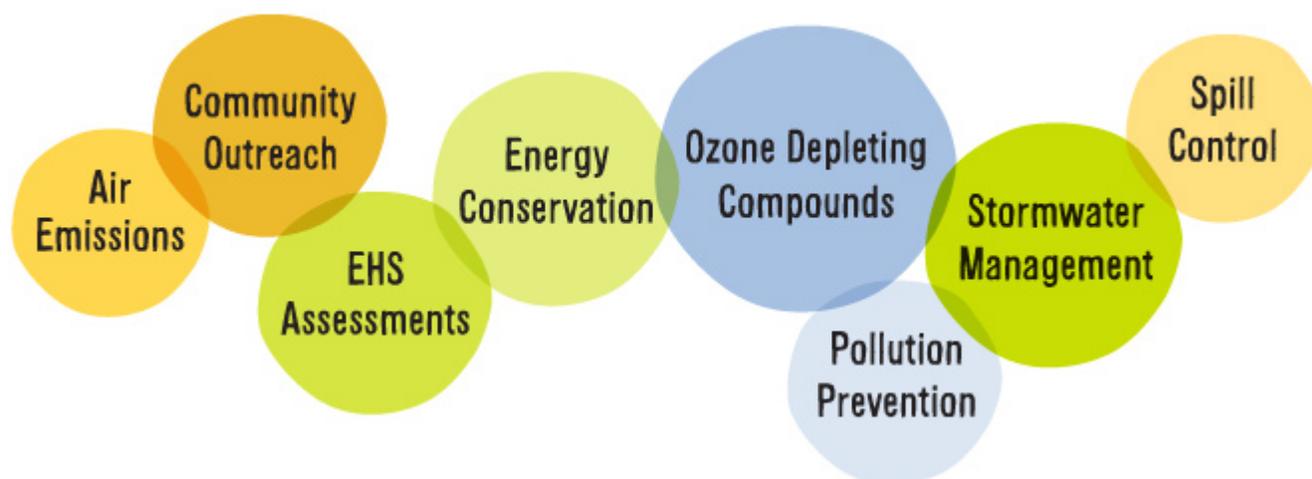
Environmental compliance is routinely assessed through a combination of internal and third-party environmental audits. When compliance issues arise, our team of environmental directors works closely with the affected facility to educate and develop effective action plans and track findings to resolution. In fiscal year 2012, ConAgra Foods conducted 29 environmental assessments, representing more than one-third of our production locations.

In fiscal year 2012, ConAgra Foods received 31 Notices of Violation (NOVs) at 11 of our facilities, and paid a total of \$112,717 in environmental fines. More than two-thirds of the NOVs were issued due to exceeding wastewater parameters. The majority of the violations occurred at two of our locations where we are investing a significant amount of capital to install engineering controls and working with local agencies to update permits to reflect current operating needs. The remaining NOVs primarily resulted from administrative errors, such as missing permit filing deadlines.

Policies that Go Above and Beyond

ConAgra Foods has a number of corporate environmental policies that go above and beyond what is required by laws and regulations. These are designed to drive implementation of best practices where we have the greatest regulatory exposure and to raise awareness across the organization on key issues. Performance related to our corporate policies is assessed through our internal environmental audit program.

ConAgra Foods' environmental policies include:



Climate Change

Climate change remains one of our most significant environmental challenges, impacting our agricultural supply base, potentially threatening our water supply and fundamentally altering growing regions, as we now know them. Despite a tough economy and regulatory uncertainty, our focus on reducing greenhouse gas emissions within our own operations and throughout our supply chain remains steady.

Our greenhouse gas management program is founded on an understanding of facility-specific emission sources to enable strategic decisions regarding reduction opportunities. We believe that integrating sustainability into process and product innovation plays an important part in decreasing the greenhouse gas intensity of our operations and food. Furthermore, our strategy includes both capital- and behavior-based programs to reduce greenhouse gas emissions.

Because we are focused on reducing greenhouse gas emissions by improving energy efficiency, purchasing carbon credits and offsets is not currently a core component of our strategy. Therefore, we did not purchase carbon credits or offsets in fiscal year 2012.

Reducing Greenhouse Gas Emissions Throughout the Value Chain





Case Study

Steam Use Headed in the Right Direction

ConAgra Foods' tomato fresh pack plant in Helm, Calif., converted two electric motors to steam turbines in order to capture excess steam for use in preparing tomato paste. This conversion allowed for more consistent use of boilers, eliminated dramatic swings in steam demand and improved operating efficiency. The system upgrade **reduced electricity by 735,000 kilowatt hours and conserved 35,000 dekatherms of natural gas, reducing greenhouse gas emissions by 2,090 metric tonnes annually.**



Case Study

Track & Tune

Our Lamb Weston facility in Paterson, Wash., leveraged expertise from the local utility company to identify and implement more than 200 low- and no-cost energy-saving solutions. These projects ranged from ammonia condenser systems maintenance to exhaust system control automation and lighting system improvements. All in all, these improvements optimized efficiency and provided an easy way to track the energy reductions. In all, Paterson **cut greenhouse gas emissions by more than 1,400 metric tonnes and conserved 3.5 million kilowatt hours of electricity.**

Greenhouse Gas Inventory

Scope 1 & 2 Emissions

In fiscal year 2012, our Scope 1 and 2 greenhouse gas emissions were slightly under 1.9 million metric tonnes. Our total Scope 1 and 2 emissions have decreased 3.8 percent since fiscal year 2008. Our carbon intensity — or metric tonnes of carbon per ton of product produced — has decreased by 1.7 percent, since fiscal year 2008. About 95 percent of our greenhouse gas emissions come from our use of natural gas and electricity. With a diverse portfolio of food — ranging from canned tomatoes to frozen potatoes to flour — we're mindful 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.



To continue to drive progress toward our greenhouse gas reduction goal, we have begun to include business unit greenhouse gas reduction targets in management performance appraisals. Furthermore, we're integrating greenhouse gas reduction strategies into the site master planning process. These management processes are increasing accountability throughout our organization and increasing employee engagement around these objectives.

Scope 3 Emissions

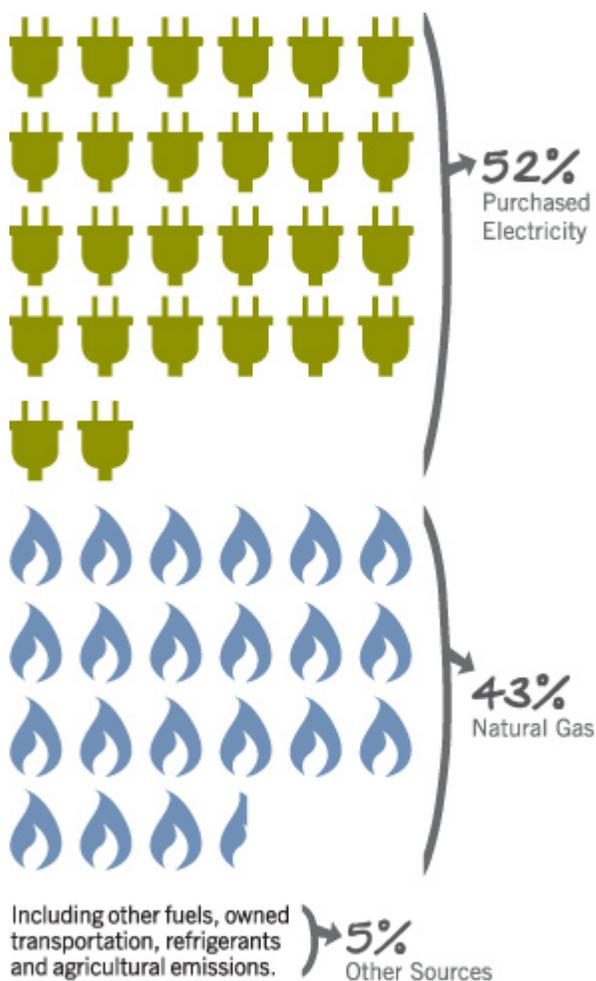
We have continued to report on select Scope 3 emissions where:

- 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

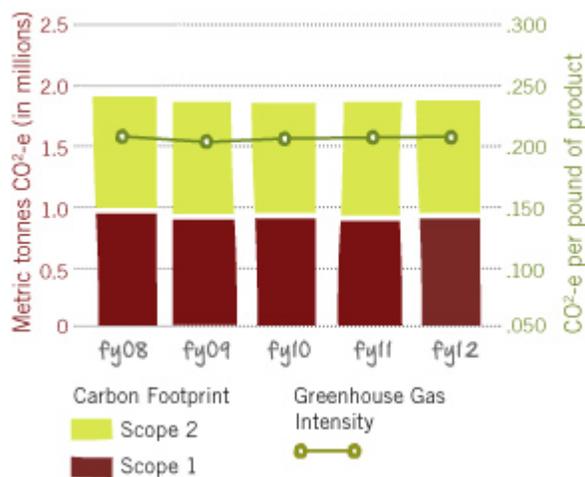
We've included detailed information in this report about the greenhouse gas emissions associated with the use of **contracted transportation** to ship finished food from our manufacturing facilities to our customers. We also share information about the greenhouse gas emissions generated by our employees' business travel in our publicly available response to the Carbon Disclosure Project (CDP) investor questionnaire.

Greenhouse Gas Emissions by Source

percent of total Scope 1 & 2 emissions



Carbon Footprint & Intensity



> Data Summary



Case Study

CARBON DISCLOSURE PROJECT

ConAgra Foods is listed on the 2012 CDP S&P 500 Carbon Disclosure Leadership Index.

Biogas Optimization

The Lamb Weston[®] facility in Delhi, La., found a better home than the landfill for its sweet potato peels — an anaerobic digester. The sweet potato peels are broken down in the digesters, and a byproduct of the process is the generation of biogas. Once the biogas is processed, it can be sent to the plant to be burned in the boiler. **The diverted landfill materials now create about 46,459 MMBtu of natural gas energy** and have resulted in huge cost savings for the facility. This project was a win-win for landfill diversion and energy and **reduced greenhouse gas emissions by 2,465 metric tonnes of CO₂e.**

Energy Use & Efficiency

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 2012, we decreased our total electricity use by 1.2 percent and natural gas use by 4.3 percent. Our energy intensity — or energy use per ton of finished product produced — decreased for natural gas (2.2 percent) and increased for electricity (1.0 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.

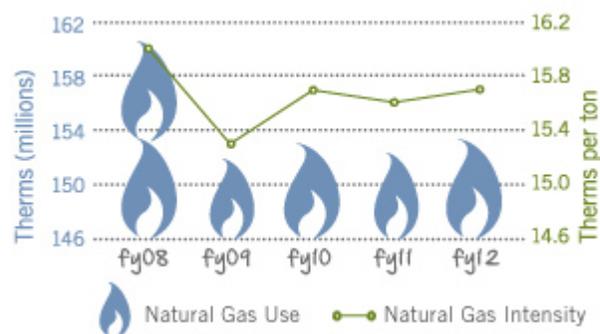
Case Study

ENERGY STAR®

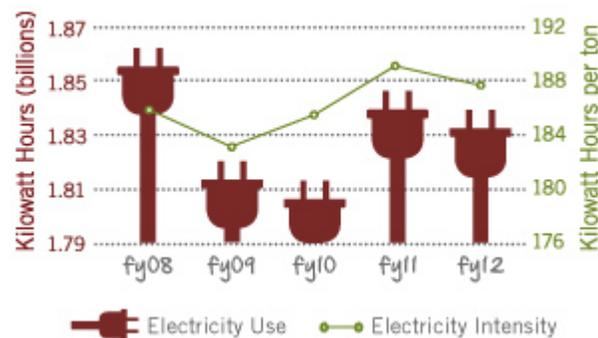


In fiscal 2008, ConAgra Foods worked closely with the U.S. Environmental Protection Agency's Energy Star program to develop a sector-specific Energy Performance Indicator (EPI) tool for frozen potato products. In 2009, our Lamb Weston® plant in Quincy, Wash., earned ENERGY STAR certification, meaning the plant is in the top quartile for energy efficiency. Since then, additional Lamb Weston facilities in Richland and Boardman, Wash., and Park Rapids, Minn., also earned this recognition. We continue to track each of our frozen potato facilities' progress toward achieving ENERGY STAR certification, and are implementing projects to improve energy efficiency across our Lamb Weston portfolio.

Natural Gas Use



Electricity Use



> Data Summary



Case Study

Energy First

Employees at ConAgra Foods' Marion, Ohio, facility focused on increasing energy efficiency this year. By increasing the plant temperature by four degrees in the summer and decreasing it by four degrees in the winter, the plant safety team was able to ensure a comfortable workplace while saving energy. In addition, the team focused on air leaks along production lines and reduced compressed air demand by 40 percent. Overall, the employees collaborated to **cut electricity use by more than 20 percent** at their facility, which is 3.6MM kilowatt hours, and **reduced greenhouse gas emissions by 2,600 metric tonnes**.

Transportation

Farm-to-fork transportation and storage of raw materials, ingredients and finished products contribute to the total life cycle carbon footprint of our food. The transportation data included on this page are those that ConAgra Foods influences directly, either by contracting with carriers or by using fleet vehicles we own or lease. This primarily includes transportation used to move finished products to customers' distribution centers, though there are some exceptions when ConAgra Foods manages the transportation of raw ingredients. About 95 percent of our transportation is contracted, and the emissions those vehicles produce are therefore categorized as Scope 3 greenhouse gas emissions in accordance with the World Resources Institute and the World Business Council for Sustainable Development Greenhouse Gas Protocol.

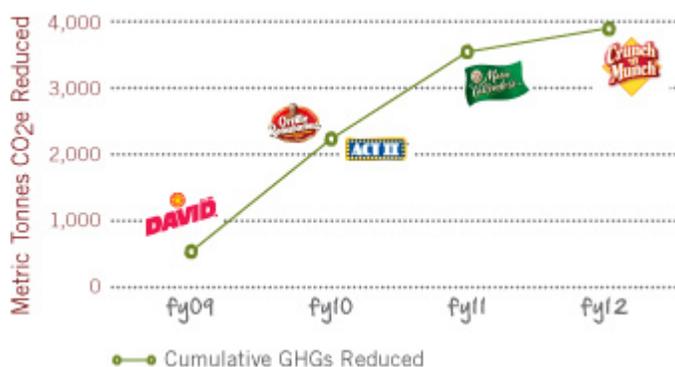
We are working aggressively with our transportation business partners, distributors and customers to improve transportation efficiency and reduce greenhouse gas emissions. We rely on a variety of contracted transportation services to meet the inbound and outbound transportation requirements for our food, 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 every mode of transportation it uses.

Case Study

Perfect Pallet Update

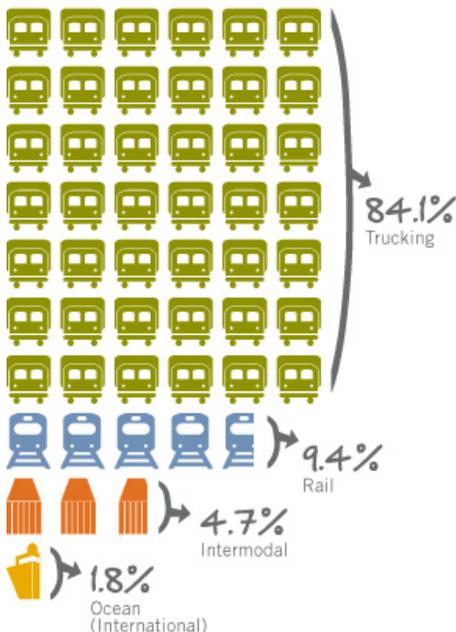
In its fourth year, ConAgra Foods' perfect pallet initiative continues to improve transportation efficiency in two ways: First, by reconfiguring existing product pallets to improve transportation efficiency, or secondly, by changing the shape and size of our packages to optimize pallet configuration. Since 2009, we have implemented more than 40 perfect pallet projects, which have reduced diesel fuel use by more than 380,000 gallons and taken more than 2 million miles off the road — enough to circle the Earth 80 times. Combined, these projects have cut greenhouse gas emissions by more than 3,900 metric tonnes. For example, in fiscal 2012 we optimized the package size of three Crunch 'n Munch® SKUs, allowing more units to fit on each pallet. The Crunch 'n Munch® project alone conserved more than 10,000 gallons of diesel fuel and cut greenhouse gas emissions by more than 100 metric tonnes.

Perfect Pallet GHG Emissions Reduction



FY12 Transportation Footprint

as a percent of volume moved



DAVID Seeds Case Change - FY09



- Conserved more than 53,000 gallons of diesel fuel
- 292,000 miles
- Cut greenhouse gas emissions by 540 metric tonnes CO₂

Popcorn Carton Optimization - FY10



- Conserved more than 56,000 gallons of diesel fuel
- 308,000 miles
- Cut greenhouse gas emissions by 570 metric tonnes CO₂

Frozen Tray Optimization - FY11



- Conserved more than 111,000 gallons of diesel fuel
- 611,000 miles
- Cut greenhouse gas emissions by 1,100 metric tonnes CO₂

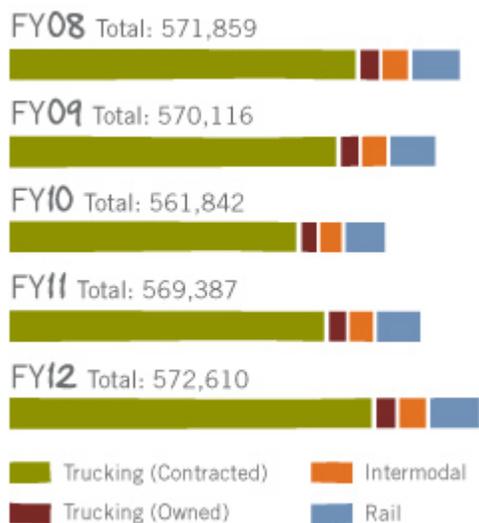
Crunch 'n Munch - FY12



- Conserved more than 10,000 gallons of diesel fuel
- 55,000 miles
- Cut greenhouse gas emissions by 100 metric tonnes CO₂

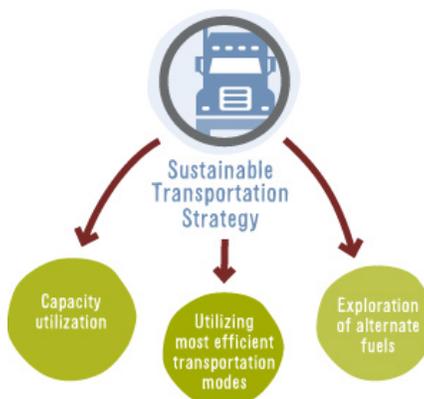
Transportation Carbon Footprint¹

by mode, metric tonnes



¹ Greenhouse gas emissions not calculated for ocean freight.

> [Data Summary](#)



Case Study

J.M. Swank® — Swanky New Rides

In fiscal 2012, J.M. Swank, ConAgra Foods' national ingredients distributor, upgraded its fleet to continue to provide exceptional service to customers. Each of its 55 new trucks is equipped with environmentally friendly features, such as tires with advanced air inflation systems that reduce rolling resistance in order to increase fuel efficiency and tire life. The new vehicles also use battery-powered auxiliary systems and catalytic reduction engine systems to reduce nitrous oxide emissions and improve fuel economy. Updated aerodynamic fairings —the large, sleek-looking structures attached to the tops of truck cabs — are reducing drag and contributing to better gas mileage. Overall, it's estimated that this project will **save 140,354 gallons of diesel fuel every fiscal year, keeping the equivalent of 1,400 metric tonnes of greenhouse gases out of the atmosphere annually.**

Water Use

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 food. 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.

In fiscal year 2012, ConAgra Foods decreased its total water use by 4.8 percent compared to fiscal year 2008. Our water intensity — the water we use per pound of production — also decreased by 2.7 percent during this same period.

About 40 percent of the water we use is recycled and used for irrigation at neighboring farms, returning a significant portion of the water to beneficial agricultural use.

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.

Our Food Preparation Facilities

Reducing the amount of water we use is just as important as the quality of water we discharge to local communities. We withdraw water from three sources: municipal systems, onsite wells and adjacent surface water bodies. Similarly, we discharge wastewater in three ways: to publicly owned treatment facilities, as land application or irrigation and directly to surface water bodies. 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.

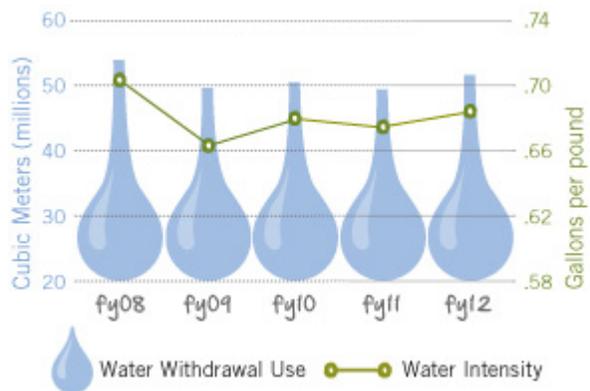


Our Supply Chain

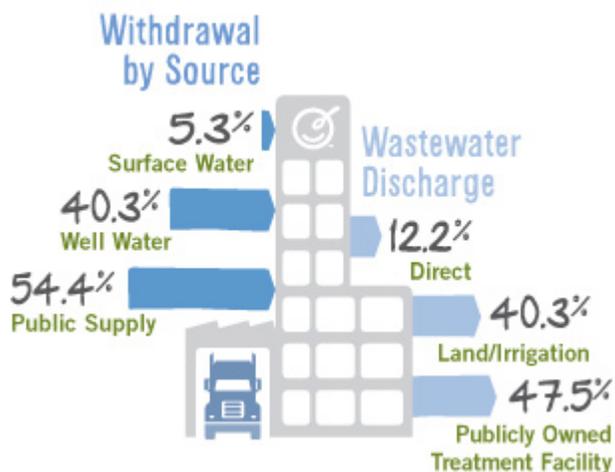
Though we have not completed water footprint life cycle assessments for specific food, it is well known that agriculture is a major user of ground and surface water in the United States, accounting for approximately 80 percent¹ of the nation's consumptive water use. That is why ConAgra Foods' sustainable agriculture program focuses on reducing water use for crops which we have direct relationships with growers, including potatoes, popcorn, tomatoes and specialty varieties of wheat.

¹United States Department of Agriculture Economic Research Service

Total Water Withdrawal & Water Use Per Ton of Product



Water Withdrawal Source & Wastewater Discharge Destination



> Data Summary

How We Use Water



Moving Raw Ingredients

Some ingredients use water to float through our facilities. For example, tomatoes are unloaded from trucks coming straight from the farm and put into flumes, where they float to our steam peelers.



Preparing Ingredients

Many ingredients — such as potatoes and beans — need washed before they are cooked, just as one would at home.



Cooking Food

Whether we are blanching beans, cooking pasta or steam peeling tomatoes, we use water and steam to cook food.



Sanitation

Keeping our food safe requires a rigorous sanitation schedule. Water is used to routinely clean our facilities, kitchens and preparation areas.



Case Study

Drip Spotters

The Green Team in Russellville, Ark., took action against the water leaks in their facility by establishing a systematic process of identifying leaks and documenting the repair work. Armed with little blue tags, **the “Drip Spotters” identified and repaired 188 water leaks in the first six months, conserving more than 188,000 gallons of water.** This level of engagement has raised awareness around water conservation, making every employee accountable for daily water use. Not only has the team reduced water leaks, but they’ve also created a better work environment by minimizing the potential for safety incidents due to slipping.



Case Study

Engineered Wetlands Rejuvenation

This year, our Lamb Weston facility in Connell, Wash., restored five of their twelve wetland cells, attributing to 9.8 acres of land, in its engineered water treatment system. The wetlands filter wastewater prior to land application for beneficial use on suitable crops, and since the cattails were transplanted and sludge and debris from the pond were removed, the wetlands now remove key process water constituents at the original design level. Since the cleanup, the open water wetland is a habitat for native water fowl and birds.

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.



During fiscal year 2012, we managed risks associated with historic flooding of the Missouri and Mississippi Rivers in the central United States. Flood waters were exceptionally close to some of our production facilities, and directly affected the lives of many of our employees. At the start of fiscal year 2013, we find this same area of the country at the beginning of a record-setting drought. In fields that were completely washed out by flooding just a year ago, cornstalks now struggle to grow, turning brown due to the lack of water. This stark contrast provides an example of how water is indeed

a critical local issue, with potential for global consequence.

ConAgra Foods has responded to the CDP Water Disclosure Project since its inception. The project provides information to the global marketplace on investment risks and opportunities associated with water risk.

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 their analysis based on our current manufacturing footprint and reaffirmed that, based on 2025 projections, most of our plants (93 percent) are located in areas with a sufficient water supply, including 82 percent of locations located in areas with an abundant water supply. Furthermore, when considering this analysis as a percentage of our water withdrawal, 79 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. In the years ahead, we plan to take our analysis beyond the WBCSD Global Water Tool and leverage knowledge of local watersheds and regulatory environments to better understand our risk exposure.

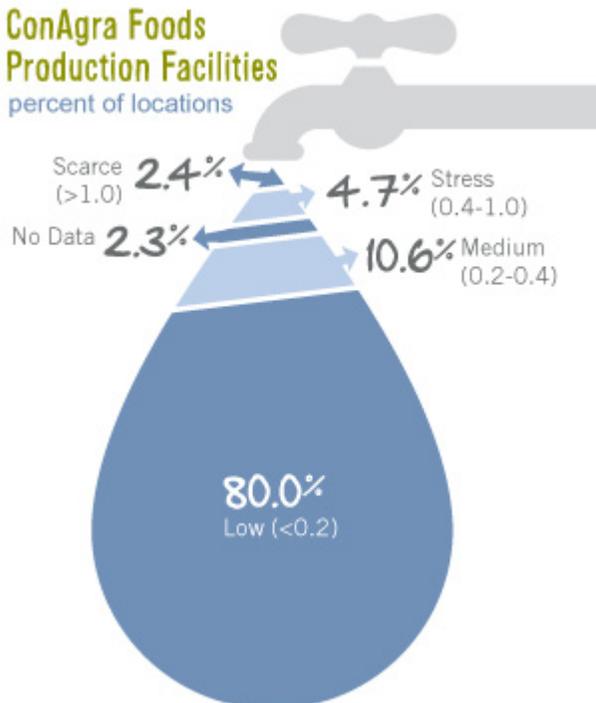
Supply Chain Water Risk Exposure

Last 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 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

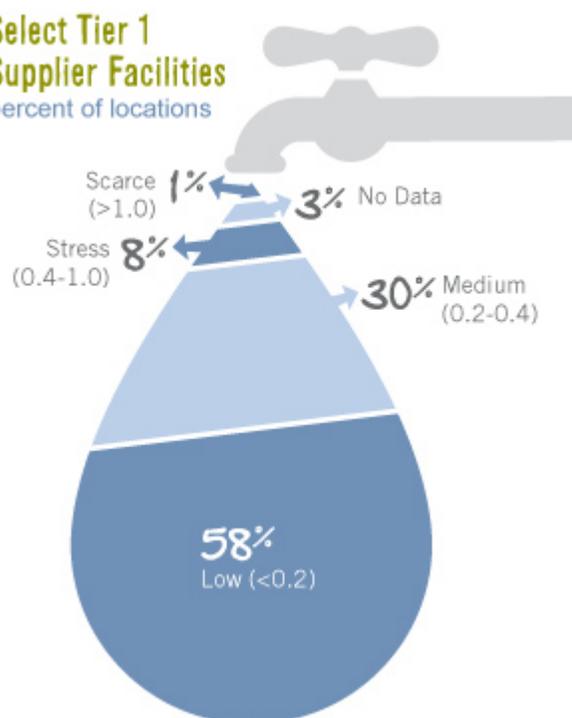
ConAgra Foods Production Facilities

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.



Case Study

Down to the Last Drop

Our Lamb Weston facility in Hermiston, Ore., divided the plant into 28 areas and assigned teams to each section. Teams consisting of engineering personnel, team leaders, area leaders, maintenance personnel and managers verified and corrected existing piping drawings and measured water usage. As a result of their collaboration and deep understanding of where and how water was being used in the facility, the team implemented 16 conservation and 31 preventative maintenance measures. As a result, **daily water usage was reduced by 24 percent, conserving 155 million gallons per year.**

Water Risk

Water Scarcity Map

Annual Renewable Water Supply Per Person (cubic meters/person/year), 2025

Abundant (> 4,000 m³/p/y) 61 locations, 93% of total water use

Facility Location	Operations Type
Alton, Ill.	ConAgra Mills
American Falls, Idaho	Lamb Weston
Archbold, Ohio	Consumer Foods
Batesville, Ark.	Consumer Foods
Boardman, Ore.	Lamb Weston
Boisbriand, Quebec	Consumer Foods
Brookston, Ind.	Consumer Foods
Carol Stream, Ill.	Spictec Flavors & Seasonings
Chester, Ill.	ConAgra Mills
Columbus, Ohio	ConAgra Mills
Commerce City, Colo.	ConAgra Mills
Connell, Wash.	Lamb Weston
Council Bluffs, Iowa	Consumer Foods
Decatur, Ill.	ConAgra Mills
Delhi, La.	Lamb Weston
Fremont, Neb.	ConAgra Mills
Grand Rapids, Mich.	Consumer Foods
Hamburg, Iowa	Consumer Foods
Hanover, Pa.	Consumer Foods
Hastings, Minn.	ConAgra Mills
Hermiston, Ore.	Lamb Weston
Humboldt, Tenn.	Consumer Foods
Indianapolis, Ind.	Consumer Foods
Lake View, Iowa	Consumer Foods
Lakeville, Minn.	Consumer Foods
Lincoln, Neb.	Consumer Foods
Loudonville, Ohio	ConAgra Mills
Macon, Ga.	ConAgra Mills
Macon, Mo.	Consumer Foods
Maple Grove, Minn.	Consumer Foods

Facility Location	Operations Type
Marion, Ohio	Consumer Foods
Marshall, Mo.	Consumer Foods
Memphis, Tenn.	Consumer Foods
Menomonie, Wis.	Consumer Foods
Milton, Pa.	Consumer Foods
New Prague, Minn.	ConAgra Mills
Newport, Tenn.	Consumer Foods
Omaha, Neb. (2 Locations)	ConAgra Mills
Park Rapids, Minn.	Lamb Weston
Pasco, Wash. (2 locations)	Lamb Weston
Paterson, Wash.	Lamb Weston
Quincy, Mich.	Consumer Foods
Quincy, Wash.	Lamb Weston
Red Lion, Pa.	ConAgra Mills
Rensselaer, Ind.	Consumer Foods
Richland, Wash.	Lamb Weston
Rossville, Ill.	Consumer Foods
Russellville, Ark.	Consumer Foods
Sherman, Texas	ConAgra Mills
St. Louis, Mo. (2 locations)	Consumer Foods
Sylvester, Ga.	Consumer Foods
Taber, Alberta, Canada	Lamb Weston
Trenton, Mo.	Consumer Foods
Troy, Ohio	Consumer Foods
Turners Falls, Mass.	Consumer Foods
Twin Falls, Idaho	Lamb Weston
Warden, Wash.	Lamb Weston
Waterloo, Iowa	Consumer Foods
York, Pa.	ConAgra Mills

Sufficient (1,700-4,000 m³/p/y) 8 locations, 6% of total water use

Facility Location	Operations Type
Cranbury, N.J.	Spictec Flavors & Seasonings
Fresno, Calif.	Consumer Foods
Helm, Calif.	Consumer Foods
Lancaster, Pa.	Consumer Foods
Martins Creek, Pa.	ConAgra Mills

Facility Location	Operations Type
Oakdale, Calif.	Consumer Foods
Oakland, Calif.	ConAgra Mills
Treichlers, Pa.	ConAgra Mills
Visalia, Calif.	Consumer Foods

Stress (1,000-1,700 m³/p/y) 2 locations, > 1% of total water use

Facility Location	Operations Type
Colton, Calif.	ConAgra Mills
Tampa, Fla.	ConAgra Mills

Scarcity (500-1,000 m³/p/y) 2 locations, > 1% of total water use

Facility Location	Operations Type
Irapuato, Guanajuato, Mexico	Consumer Foods
Saginaw, Texas	ConAgra Mills

Extreme Scarcity (< 500 m³/p/y) 1 location, > 0.5% of total water use

Facility Location	Operations Type
Torrance, Calif.*	Consumer Foods

*ConAgra Foods closed this location in the fourth quarter of fiscal year 2012.



Case Study

Adiós Sólidos

Our facility in Irapuato, Mexico, continues to go above and beyond wastewater quality regulatory requirements. By improving its wastewater discharge parameters, Irapuato received a higher bonus from the state of Guanajuato and was also able to improve the quality of water in the Guanajuato River, which is used by farmers downstream to irrigate their fields. The facility also added a backwash system which utilizes the treated wastewater for the irrigation of the facility's green spaces.



Journey to Zero Waste

We believe that solid waste is simply the result of wasted resources, representing an opportunity for further efficiency in our operations. Our continuous improvement program — based on a “zero loss” philosophy — drives maximum use of all of our material resources. Most solid waste generated at our manufacturing facilities consists of food and packaging materials. During fiscal year 2012, we put rigorous systems in place to track landfill and material diversion data from all of our facilities, categorizing these material streams into more than 15 descriptive categories that are aligned with the [Environmental Protection Agency’s Waste Reduction](#) model. This allows us to better understand the composition of these materials, allowing us to focus efforts toward finding the highest-value home for them outside of landfills. It also allows us to focus attention on preventing them for the future. Furthermore, we plan to use this data to report Scope 3 GHG emissions associated with waste management activities in fiscal year 2013.



ConAgra Foods set a goal to extend the useful life of these materials by diverting at least 75 percent — or 10 percent above the baseline, if greater — of all of the solid waste we produce from landfills by the end of calendar year 2015. In fiscal year 2012, **more than 91 percent of solid waste generated from our facilities was diverted from landfills via recycling**, donations to feed people, used as animal feed, used to generate energy or applied 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 a vision of zero waste. Our focus going forward is to systematically and strategically reduce our wastes generated so that we can maximize the use of our resources for the future.

Reaching a Major Milestone in the Zero Waste-to-Landfill Journey

Eighteen of ConAgra Foods’ facilities, representing more than 74 percent of total waste generation, **send less than 5 percent of the waste they generate to landfills.**

- American Falls, Idaho
- Batesville, Ark.
- Boardman, Ore.
- Colton, Calif.
- Columbia Basin Blends, Wash.
- Connell, Wash.
- Hamburg, Iowa
- Helm, Calif.
- Hermiston, Ore.
- Lakeville, Minn.
- Park Rapids, Minn.
- Pasco, Wash.
- Paterson, Wash.
- Quincy, Wash.
- Richland, Wash.
- Rossville, Ind.
- Twin Falls, Idaho
- Warden, Wash.

Landfill Diversion Rate



Materials Diverted from Landfill
1,067,363 tons



Waste Disposal to Landfill
104,268 tons

Total Waste Generated

per pound of product produced

FY11 Total: 0.125 pounds



FY12 Total: 0.120 pounds



↓ **4.3%**

Avoiding more than
100 million pounds
of material from
becoming waste.



Case Study

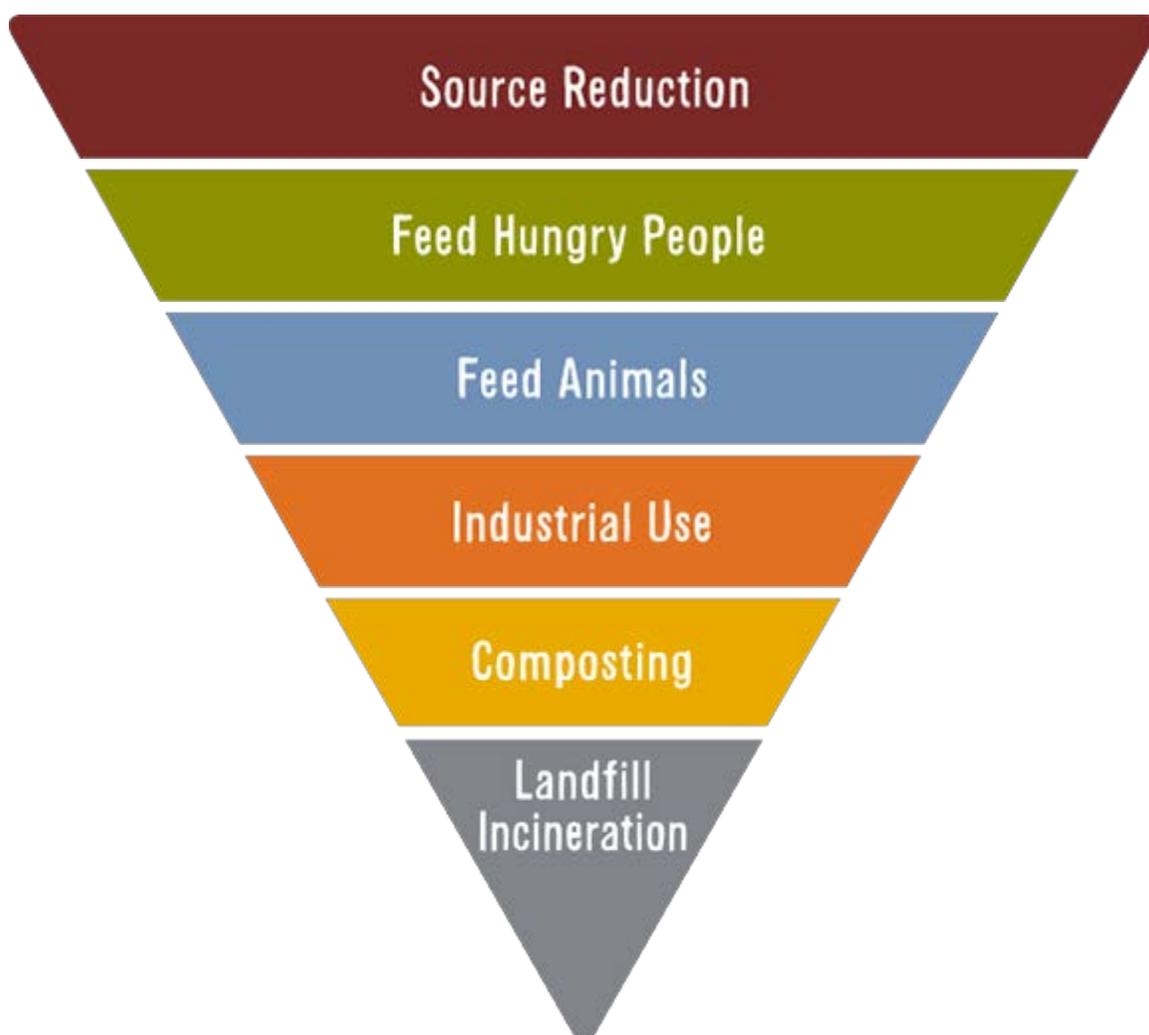
Knocking Waste Out of the Park

While attending a St. Louis Cardinals baseball game, a member of our DAVID® Seeds facility's Green Team noticed yellow recycling cans throughout the stadium for uneaten food. The employee contacted the vendor to inquire whether he/she could help find a use for unusable roasted seeds and packaging film, the facility's two largest landfill streams. This employee's initiative was a hit: The vendor was able to help with both. The success in diverting these two material streams **increased the DAVID® Seeds facility's landfill diversion rate from 22 percent in fiscal year 2011 to 84 percent in fiscal year 2012 and prevented more than 400 tons of materials from being sent to the landfill.**

Managing 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 organic materials degrade in landfills and generate methane, a potent greenhouse gas, keeping these materials out of landfills is a core component of our food waste reduction strategy. Aligned with the principles of the [Environmental Protection Agency's Food Waste Recovery Hierarchy](#), ConAgra Foods strives to redirect food waste to its most beneficial use.

Environmental Protection Agency's Food Waste Recovery Hierarchy



Source Reduction



A deeper look at the pot pie production line allowed our frozen foods facility in Marshall, Mo., to find a better use for what was once a source of waste by reusing dusting flour, which is used to prevent dough from sticking in the sheeting process. Previously discarded, dusting flour is now collected, sifted and used as an ingredient in our pot pie gravy. This has allowed the Marshall team to **prevent 96.2 tons of flour from being sent to the landfill.**

Industrial Use



Our LEED®-platinum certified facility in Delhi, La., sends sweet potato peels to two on-site anaerobic digesters to create biogas used in the plant's main boiler. The methane gas generated from sweet potato peels has **offset the use of more than 224,000 dekatherms of natural gas in fiscal year 2012.**

Feed Hungry People



Through a unique partnership with Forgotten Harvest, a food rescue operation in Detroit, Mich., our Slim Jim® facility in Troy, Ohio, **donated more than 200,000 pounds of trimmed Slim Jim® ends** between August 2011 and June 2012. The snacks are picked up weekly in bulk containers, repackaged in family-sized portions and donated through a mobile pantry program, providing protein-rich snacks for families who face food insecurity.

Composting



Our Crunch 'n Munch® and Poppycock® facility in Lincoln, Neb., identified a local dairy farm that was able to accept food waste into its composting operation. After implementing the project, the Lincoln facility was able to **compost more than 270 tons of popcorn and reduce waste sent to the landfill by more than 98 percent.**

Feed Animals



Many of our facilities keep organic materials out of landfills by identifying opportunities to use them as animal feed. For example, our Chef Boyardee® facility in Milton, Pa., **diverted more than 1,700 tons of unusable pasta noodles** to a local farm to be used for animal feed.

Similarly, our Peter Pan® facility in Sylvester, Ga., identified an opportunity to send waste peanut skins to a local farm for animal feedstock, **diverting over 1,000 tons of peanut waste** in the past year.



Slim Jim® and Forgotten Harvest, America's largest food rescue organization, won the Gold Edison Green Award for innovation in food donations. Rescue of new sources of formerly wasted foods results in substantial conservation of environmental resources.



We donated 52,467 pounds of non-traditional food to Feeding America in FY12.

Package Smarter

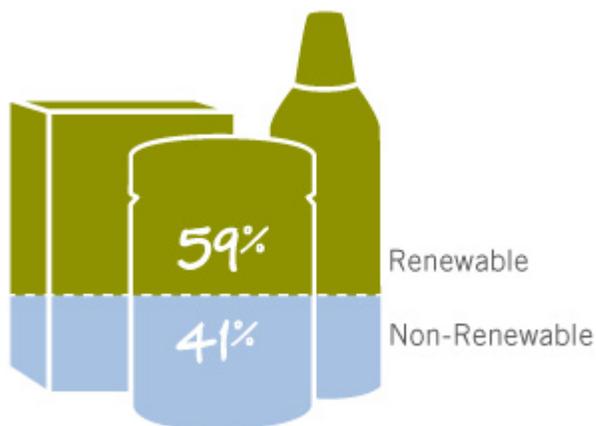
How important is our packaging? In addition to delivering safe, great-tasting food to consumers, it provides nutritional information, preparation instructions and in many cases, convenience and portion control. The shape and design help identify our brands, making them easier for consumers to find in stores and in many cases, enhance the overall experience with our food. Packaging preserves freshness, extends shelf life and protects food to minimize wasted or damaged food. With so many kinds of food 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.



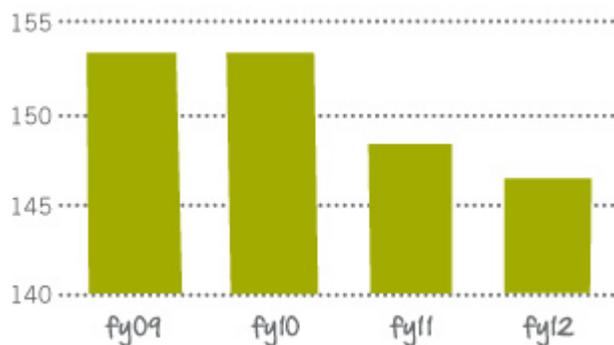
Understanding that these materials must first meet food safety and other consumer performance requirements, we are committed to continually improving our packaging to produce the best environmental outcomes for the total system. Our 2015 packaging sustainability goals focus on three things: Reducing overall packaging use, using more 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 and effectively without compromising customer value. After all, we recognize that our customers are buying our products for our food, and we are committed to giving them the best possible experience, with packaging as an enabler.

Our Research, Quality & Innovation (RQI) team is responsible for delivering these results, while ensuring that our packaging meets the needs and expectations of our customers and consumers. We use life cycle thinking and considerable industry collaboration to evaluate the impacts of packaging materials and formats from sourcing, manufacturing, delivery and consumer use through end-of life. To assist in making more sustainable decisions when developing new food and processes, ConAgra Foods has invested in life cycle modeling tools for both packaging and product design, to help us more accurately visualize the impact of our products throughout their life cycles.

FY12 Renewable Packaging Materials



Pounds of Packaging Material Per Ton of Product



Case Study

It's in the Bag

Developing a better understanding of the interaction among product, packaging and equipment enabled us to optimize Banquet® chicken bags and shippers last year. This improved both the look of the bags on the store shelf and **reduced packaging materials by 1.8 million pounds annually**. More efficient packaging means more efficient truck utilization — **79,200 gallons of diesel fuel were conserved** in the first year.

“The Banquet four-wide project provided a more attractive bag that makes it easier for consumers to find the varieties they want, while also improving shelf efficiency for our customers and reducing end-of-life impacts on the environment.”

Jeff Shannon, senior manager, Brand

Package Smarter

Defining the Role of Packaging in a Sustainable Society



AMERIPEN™

The power of packaging in balance.®

ConAgra Foods is proud to be a founding member of the American Institute for Packaging and the Environment (AMERIPEN), a packaging trade organization created to advocate for environmentally and economically sound packaging policy improvements. AMERIPEN educates 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 has made considerable progress in advancing its objectives, publishing its first educational piece “[Discovering the Hidden Values of Packaging](#),”

developing a comprehensive knowledge map (PKRM) to illustrate the packaging recovery recycling system and developing key insights into the funding mechanisms for packaging recovery. ConAgra Foods continues to play a leadership role in these important conversations.



CENTER FOR
PACKAGING
INNOVATION AND
SUSTAINABILITY

ConAgra Foods is also actively involved in the Center for Packaging Innovation and Sustainability at Michigan State University. This research center brings the industry together with university scholars, students and practitioners to address issues associated with sustainability, develop measurements, tools and strategies for quantifying and reducing environmental impact throughout the value chain, and build leadership capacity to address the environmental impact of packaging.

Responding to Consumer Concerns Related to 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 food — including canned items that use liners made with Bisphenol A (BPA) — but we are also sensitive to consumer perceptions. In 2012, we began packaging some of our Hunts® brand tomatoes in cans using a non-epoxy liner. Last year, we also transitioned Redd i-wip® dessert toppings and PAM® cooking spray to a new, two-piece can technology that does not use BPA liners. We continue to evaluate alternative coating technologies for the remainder of our canned food, while closely monitoring the regulatory environment and consumers’ expectations.

ConAgra Foods' Principles of Sustainable Packaging

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

Incorporating features that meet or exceed their needs.

Using the most economical means possible.

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

Considering recovery options after the package's useful life.

Striving to minimize the life cycle impact of our packaging and the total product system.



Case Study

The Repulpable Paper Potato Package

We partnered with a supplier and a customer to develop a first-of-its-kind package for our Lamb Weston® frozen potato products. Traditional frozen French fry bags have layers of both paper and plastic, but **our new bag is now recyclable in repulping facilities**. After training our customers on how to manage recovery of the new bags, **25,000 pounds of materials will be recycled by the customer each year** — that's 396,000 French fry bags not going to a landfill. We are excited to expand this new bag across more of our potato line.

Supplier Engagement



ConAgra Foods' commitment to doing what's right for the environment extends beyond its own operations, influencing the significant investments it makes with its supply chain business partners each year. Our sustainable sourcing and supplier engagement strategy addresses both commodity-specific situations that do not involve direct relationships with producers, as well as **sustainable agriculture** practices for key specialty crops that do involve direct contracts 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.

Sustainable Palm Oil



ConAgra Foods uses palm oil as a functional ingredient in several of our branded, private label and food service products to further reduce the trans fat levels in these 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.



Palm oil is used in a variety of ConAgra Foods products, in both our Consumer and Commercial foods portfolios.

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. In fiscal year 2012, ConAgra Foods purchased 23,000 RSPO-certified Green Palm certificates, covering approximately one-third of its total palm oil usage during the year. We plan to purchase enough certificates to offset approximately half of our usage during fiscal year 2013.

Local Sourcing

As a global food company, we source ingredients from around the world to deliver high-quality, flavorful and nutritious products. Though our supply chain is composed of business partners with locations throughout the U.S. and the world, local sourcing is a consideration in our sourcing strategy. Local sourcing can help reduce the food-miles in our transportation and logistics network, while providing convenient access to our raw ingredients and packaging. The following highlight a few examples where primary ingredients are sourced close to our facilities.



Lamb Weston®

Where the Potatoes Grow

White potatoes used to produce our Lamb Weston frozen potato products — such as shoestring and crinkle-cut fries — are grown by farmers in the Pacific Northwest, near our network of more than a dozen facilities.



Unlike white potatoes, sweet potatoes are grown in the Southern United States. Opened in fiscal year 2011, Lamb Weston's LEED-Platinum certified sweet potato facility in Delhi, La., is strategically located in the heart of the growing region.



Hunt's®

California Tomatoes

Grown within a **250-mile radius** of our tomato fresh-pack facilities in Helm and Oakdale, Calif., our tomatoes are typically prepared less than eight hours after being harvested.



Swiss Miss® Hot Cocoa and Pudding

Farm-fresh Dairy

Located in the heart of Wisconsin dairy country, our Swiss Miss facility in Menomonie, Wis., buys about 25 million gallons of milk annually from a local network of dairy farms located less than 100 miles from our facility.

2015 Sustainable Sourcing Goals

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

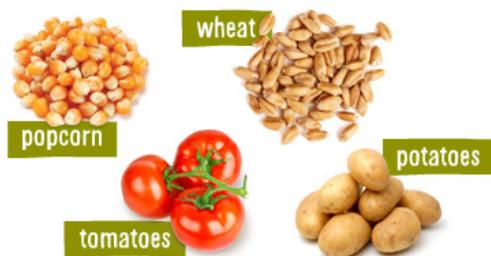
We will collaborate with growers of key specialty crops to implement sustainable farming practices that optimize yield and promote land stewardship.

ConAgra Foods Supports the Elimination of Gestation Housing for Sows

As part of ConAgra Foods' long-standing commitment to the humane treatment and handling of animals, we have asked our pork suppliers to present actionable plans by 2017 that address both the elimination of gestation stalls and creation of traceability systems within the pork supply chain. Our decision came following many months of research into various aspects of this issue including animal welfare, business and supply implications, customer requirements, discussions with the Humane Society of the United States and other special interest groups, challenges involved in making changes within the supply chain and other considerations. We believe this is the right thing to do, and we are committed to continue working with pork suppliers who share our commitment to the best animal welfare and handling practices.

Sustainable Agriculture

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.



ConAgra Foods focuses its sustainable agriculture program on those crops on which we have a material influence in the U.S. marketplace through direct relationships with growers. Currently, we are piloting field-level, metrics-based programs for three crops: potatoes, popcorn and specialty varieties of wheat. We are also leveraging our long-term relationships with California tomato growers to encourage implementation of sustainable growing practices. Combined, these four crops represent the vast majority of the ingredients where we directly contract with growers. And even though each of these requires a unique, sustainable strategy, they share some common objectives: preserving soil fertility, conserving water, minimizing chemical inputs and promoting land stewardship.

New Sustainable Agriculture Pilot Project for Select Varieties of Wheat



Fiscal year 2012 marked the first season of a pilot sustainable agriculture project for certain varieties of specialty wheat. Working with Syngenta, one of our supplier partners, growers are voluntarily beginning to track field-level activity — ranging from soil conservation practices, to irrigation, crop protection product application, nutrient application and energy consumption. These data will allow us to benchmark performance for key environmental performance metrics aligned with the Field-to-Market Alliance for Sustainable Agriculture framework. **Currently, this program covers 4,000 acres of our contracted growers' wheat fields.**



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 Over the past decade, growers have installed drip irrigation systems on about 75 percent of contracted acres, improving sustainable farming practices by:

- 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.

¹ California Tomato Growers Association

Sustainable Agriculture

The employees and companies who make the food people eat are becoming every bit as important to consumers 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 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.

Lamb Weston.

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.

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 varieties of potatoes that they plant.

Growing Potatoes Sustainably



Case Study

Exploring Best Practices

Most of our potatoes are sourced from growers in the Pacific Northwest, such as 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. We use our farm operation to test best practices and new technologies, such as:

- Scientific irrigation scheduling 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.

Data Summary

Our Business	FY12	FY11	FY10	FY09	FY08
Net Sales ^{1,2} (millions)	\$13,262.6	\$12,303.1	\$12,014.9	\$12,348.6	\$11,173.1
Net Income ^{1,2} (millions)	\$474.3	\$830.9	\$630.3	\$530.3	\$581.9
Diluted Earnings per Share ^{1,2}	\$1.12	\$1.90	\$1.41	\$1.16	\$1.18
Dividends Declared per Share of Common Stock	\$0.95	\$0.89	\$0.79	\$0.76	\$0.75
Production Facilities	80	80	80	90	98

Our People	FY12	FY11	FY10	FY09	FY08
Employees View more	24,306	22,938	24,987	25,668	25,088
Total Incident Rate	1.87	2.21	2.64	2.91	2.92
Lost-time Rate	0.48	0.54	0.66	0.48	0.43
Turnover Rate View more	16.6%	30.7%	17.2%	22.2%	21.4%
Diversity View Statistics					

Employee Statistics	FY12	FY11	FY10	FY09	FY08
Total Number of Employees	24,306	22,938	24,987	25,668	25,088
Salaried Employees (%)	30.7%	31.3%	29.8%	28.8%	31.0%
Hourly Employee (%)	69.3%	68.7%	70.2%	71.2%	69.0%
Hourly Employees Unionized (%)	61.7%	64.5%	69.7%	71.7%	71.7%

LA1 Total Workforce by Employment Type, Contract and Regions

Employee Status	FY12	FY11	FY10	FY09	FY08
Full-time	24,172	22,805	24,755	25,438	24,826
Part-time	134	133	232	230	262
Temporary	233	234	261	237	91
Based in the U.S. (%)	94.4%	95.0%	95.5%	95.6%	95.4%

FY12 Turnover Statistics

Percent of total

By Age	FY12	FY11	FY10	FY09	FY08
	44.3%	57.5%	49.2%	59.8%	60.5%
25-40	18.9%	27.2%	18.9%	24.4%	24.4%
41-65	11.7%	29.3%	12.7%	16.7%	15.5%
>65	33.9%	69.2%	37.1%	35.4%	39.6%

By Gender	FY12	FY11	FY10	FY09	FY08
Female	14.6%	31.7%	17.0%	19.7%	19.8%
Male	17.5%	30.0%	17.3%	23.7%	22.4%

By Minority	FY12	FY11	FY10	FY09	FY08
American Indian/Alaska Native	20.7%	29.4%	16.4%	40.3%	27.5%
Asian	9.7%	22.0%	10.4%	14.4%	24.6%
Black/African American	25.4%	44.7%	29.6%	24.0%	27.5%
Hispanic/Latino	14.9%	59.7%	22.1%	19.7%	20.0%
Native Hawaiian/Other Pac Island	7.8%	44.9%	18.6%	21.4%	80.0%
Not Specified	36.2%	32.6%	23.4%	58.2%	75.0%
Two or more races	35.8%	37.2%	40.1%	30.4%	4.2%
White	15.9%	18.9%	13.9%	22.6%	20.4%

Diversity

Composition of governance bodies and breakdown of employees per category according to gender, age group, minority group membership and other indicators of diversity.

Women	FY12	FY11	FY10	FY09	FY08
Total Women in Workforce (%)	37.63%	36.87%	38.22%	38.99%	38.66%
Salaried Women (%)	42.94%	42.78%	42.53%	42.52%	42.09%
Women in Management (%)	26.80%	25.57%	26.05%	25.44%	24.53%
Women on Board of Directors (#)					
Non-Employee Directors	2	2	2	2	1
Women on Board of Directors (%)					
Non-Employee Directors	20%	20%	20%	20%	11%
New Hires who are Women (%)	38.54%	31.25%	33.35%	34.13%	37.21%

Minorities	FY12	FY11	FY10	FY09	FY08
Total Minorities in Workforce (%)	34.42%	33.56%	37.70%	39.29%	36.12%
Salaried Minorities (%)	13.08%	12.89%	13.43%	14.29%	13.15%
Minorities in Management (%)	10.12%	9.30%	9.63%	9.60%	9.44%
Minorities on Board of Directors (#)					
Non-Employee Directors	1	1	1	1	0
Minorities on Board of Directors (%)					
Non-Employee Directors	10%	10%	10%	10%	0%
New Hires who are Minorities (%)	37.21%	36.54%	36.92%	47.60%	43.12%

Breakdown of Minority Groups	FY12	FY11	FY10	FY09	FY08
American Indian/Alaska Native	0.49%	0.55%	0.56%	0.50%	0.53%
Asian	4.22%	3.87%	3.94%	3.97%	3.37%
Black/African American	7.22%	6.23%	6.47%	7.07%	6.63%
Hispanic/Latino	21.99%	22.54%	26.43%	27.46%	25.43%
Native Hawaiian/Other Pac Island	0.20%	0.13%	0.12%	0.09%	0.03%
Not Specified	3.18%	2.10%	1.48%	1.28%	0.94%
Two or more races	0.31%	0.24%	0.19%	0.19%	0.14%
White	62.40%	64.34%	60.82%	59.43%	62.94%

Breakdown of Age Groups	FY12	FY11	FY10	FY09	FY08
<25	6.05%	5.99%	5.51%	5.89%	5.82%
25-40	34.16%	34.65%	34.25%	34.56%	34.91%
41-65	58.54%	58.25%	59.00%	58.45%	58.31%
>65	1.25%	1.10%	1.24%	1.09%	0.97%

Our Communities

	FY12	FY11	FY10	FY09	FY08
Total Giving (Cash & In-kind), Corporate & Foundation	\$33,200,228	\$23,483,778	\$27,917,416	\$26,539,039	•
Grants Awarded	174	187	165	119	•
Volunteer Hours	10,400	4,200	•	•	•

Our Planet³

	FY12	FY11	FY10	FY09	FY08
Energy Use ⁴ (mmbtu)	21,624,323	21,526,555	21,500,566	21,404,031	22,392,560
Greenhouse Gas Emissions - Scope 1 & 2 (metric tons)	1,903,765	1,888,482	1,887,351	1,908,603	1,979,959
Pounds of Greenhouse Gas Emissions Per Pound of Production	0.214	0.214	0.213	0.212	0.218
Greenhouse Gas Emissions - Scope 3 ⁵ (metric tons)	546,655	552,562	543,751	552,113	556,630
Water Use (thousand cubic meters)	50,668	49,946	50,214	49,957	53,243
Gallons of Water Used per Pound of Food Produced	0.683	0.677	0.679	0.664	0.702
Total Waste Generation (tons)	1,171,631	1,218,194	•	•	•
% of Solid Waste Diverted from Landfill	91.1%	90.4%	•	•	•
Pounds of Waste Generated per Pound of Food Produced	0.120	0.125	•	•	•

¹ Amounts exclude the impact of discontinued operations of the packaged meats and cheese operations, the Knott's Berry Farm operations, the trading and merchandising operations, the Fernando's operations, the Gilroy Foods & Flavors operations and the frozen handhelds operations.

² Previously reported amounts have been revised to reflect the impact of a change in accounting method for pension, as discussed in our 2012 Annual Report.

³ Environmental data independently verified by Bureau Veritas for fiscal years 2011 and 2012.

⁴ Includes energy used from natural gas and electricity.

⁵ Reported Scope 3 emissions include contracted transportation (including truck, rail and intermodal).

• Data not available



Reporting Parameters

Thank you for your interest in ConAgra Foods' 2012 Citizenship Report.

All data in this report cover the company's fiscal year 2012, which ended May 27, 2012. Our reporting covers all company-owned facilities, as well as select joint ventures, including: Lamb-Weston/RDO (U.S.), Commerce City Grain, LLC (U.S.), Lamb Weston BSW, LLC (U.S.) and Molinos Premium Rice, LLC (Puerto Rico). Information about the Lamb Weston Meijer v.o.f. (Netherlands) sustainability program is available [online](#).

The report includes environmental data for National Pretzel Company, which ConAgra Foods acquired in the third quarter of fiscal year 2012. Data for Del Monte Canada and Odom's Tennessee Pride, which ConAgra Foods acquired in the fourth quarter of fiscal year 2012, will be included in our next Citizenship Report. Bureau Veritas North America, Inc., completed an [independent verification](#) of environmental 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 company 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.



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 2012 Citizenship Report. A content index showing the specific location of the GRI performance indicators included in this Citizenship Report and ConAgra Foods’ 2012 Annual Report is provided below.

● Fully ● Partially ○ Not Reported

+ Standard Disclosures: Profile Disclosures

Profile Disclosure	Description	Information Reported	Report Section/Link
1. Strategy & Analysis			
1.1	CEO Statement	●	Letter from CEO, Letter from Vice President Corporate Affairs
1.2	Description of key impacts, risks, and opportunities	●	Overview - Risks & Opportunities
2. Organizational Profile			
2.1	Name of the organization	●	ConAgra Foods 2012 10-K
2.2	Primary brands, products & services	●	ConAgra Foods 2012 10-K
2.3	Operational structure	●	ConAgra Foods 2012 10-K
2.4	Headquarters location	●	ConAgra Foods 2012 10-K
2.5	Countries of operation	●	ConAgra Foods 2012 10-K
2.6	Nature of ownership and legal form	●	ConAgra Foods 2012 10-K
2.7	Markets served (including geographic breakdown, sectors served and types of customers/beneficiaries)	●	ConAgra Foods 2012 10-K
2.8	Scale of the reporting organization	●	ConAgra Foods 2012 10-K
2.9	Significant changes during the reporting period regarding size, structure or ownership	●	ConAgra Foods 2012 10-K
2.10	Awards received in the reporting period	●	Relevant awards are mentioned in relevant sections throughout our report
3. Report Parameters			
3.1	Reporting period	●	Reporting Parameters
3.2	Date of most recent report	●	Reporting Parameters
3.3	Reporting cycle	●	Reporting Parameters
3.4	Contact point for questions regarding the report or its contents	●	Chris Kircher Vice President Corporate Affairs & President ConAgra Foods Foundation
3.5	Process for defining report content	●	Overview - Corporate Citizenship Governance
3.6	Boundary of the report	●	Reporting Parameters

3.7	Any specific limitations on the scope or boundary of the report	●	Reporting Parameters
3.8	Basis for reporting on joint ventures, subsidiaries, leased facilities, outsourced operations, and other entities that can significantly affect comparability from period to period and/or between organizations	●	Reporting Parameters
3.9	Data measurement techniques and the base of calculations, including assumptions and techniques underlying estimations applied to the compilation of the indicators and other information in the report	●	Reporting Parameters
3.10	Explanation of the effect of any re-statements of information provided in earlier reports, and the reasons for such re-statement	●	ConAgra Foods did not have any significant re-statements, outside of baseline adjustments due to divestitures and acquisitions
3.11	Significant changes from previous reporting periods in the scope, boundary, or measurement methods applied in the report	●	None
3.12	Table identifying the location of the Standard Disclosures in the report	●	GRI Content Index
3.13	Policy and current practice with regard to seeking external assurance for the report	●	Reporting Parameters
4. Governance, Commitments, and Engagement			
4.1	Governance structure of the organization, including committees under the highest governance body responsible for specific tasks, such as setting strategy or organizational oversight	●	ConAgra Foods 2012 10-K
4.2	Indicate whether the Chair of the highest governance body is also an executive officer	●	ConAgra Foods 2012 10-K
4.3	For organizations that have a unitary board structure, state the number of members of the highest governance body that are independent and/or nonexecutive members	●	ConAgra Foods 2012 10-K
4.4	Mechanisms for shareholders and employees to provide recommendations or direction to the highest governance body	●	ConAgra Foods 2012 10-K
4.5	Linkage between compensation for members of the highest governance body, senior managers and executives (including departure arrangements), and the organization's performance (including social and environmental performance)	●	ConAgra Foods 2012 10-K
4.6	Processes in place for the highest governance body to ensure conflicts of interest are avoided	●	ConAgra Foods 2012 10-K
4.7	Process for determining the qualifications and expertise of the members of the highest governance body for guiding the organization's strategy on economic, environmental and social topics	●	ConAgra Foods 2012 10-K
4.8	Internally developed statements of mission or values, codes of conduct and principles relevant to economic, environmental and social performance and the status of their implementation	●	ConAgra Foods Code of Conduct
4.9	Procedures of the highest governance body for overseeing the organization's identification and management of economic, environmental and social performance, including relevant risks and opportunities, and adherence or compliance with internationally agreed standards, codes of conduct and principles	●	ConAgra Foods 2012 10-K
4.10	Processes for evaluating the highest governance body's own performance, particularly with respect to economic, environmental and social performance	●	ConAgra Foods 2012 10-K
4.11	Explanation of whether and how the precautionary approach or principle is addressed by the organization	●	Embedded within our Good for You and Good for the Planet objectives
4.12	Externally developed economic, environmental and social charters, principles or other initiatives which the organization subscribes to or endorses	●	Relevant organizations are mentioned in related sections throughout our report

4.13	Memberships in associations (such as industry associations) and/or national/international advocacy organizations in which the organization: • Has positions in governance bodies; • Participates in projects or committees; • Provides substantive funding beyond routine membership dues; or • Views membership as strategic	●	Relevant organizations are mentioned in related sections throughout our report
4.14	List of stakeholder groups engaged by the organization	●	Overview - Stakeholder Engagement
4.15	Basis for identification and selection of stakeholders with whom to engage	●	Overview - Stakeholder Engagement
4.16	Approaches to stakeholder engagement, including frequency of engagement by type and by stakeholder group	●	Overview - Stakeholder Engagement
4.17	Key topics and concerns that have been raised through stakeholder engagement, and how the organization has responded to those key topics and concerns, including through its reporting	●	Overview - Stakeholder Engagement

+ Standard Disclosures: Disclosures on Management Approach

G3 DMA	Description	Information Reported	Report Section/Link
1. Strategy & Analysis			
DMA SC	Sourcing	●	Supplier Expectations Manual
DMA EC	Economic	●	ConAgra Foods 2012 Annual Report
DMA EN	Environmental	●	Good for the Planet
DMA LA	Labor	●	Ethics, Good for the Community
DMA HR	Human Rights	●	Corporate Ethics
DMA SO	Social	●	Good for the Community
DMA PR	Product Responsibility	●	Good for You
DMA AW	Animal Welfare	●	Not applicable

+ Sourcing Performance Indicators

Profile Disclosure	Description	Information Reported	Report Section/Link
Across All Aspects of Sourcing			
FP1	Percentage of purchased volume from suppliers compliant with company's sourcing policy	●	Good for the Planet - Sustainable Agriculture

+ Economic Performance Indicators

Profile Disclosure	Description	Information Reported	Report Section/Link
Economic Performance			
EC1	Direct economic value generated and distributed, including revenues, operating costs, employee compensation, donations and other community investments, retained earnings and payments to capital providers and governments	●	ConAgra Foods 2012 Annual Report, 10-K
EC2	Financial implications and other risks and opportunities for the organization's activities due to climate change	●	Carbon Disclosure Project 2012 Investor Questionnaire
EC3	Coverage of the organization's defined benefit plan obligations	●	ConAgra Foods 2012 10-K
EC4	Significant financial assistance received from government	●	ConAgra Foods 2012 10-K

Market Presence

EC6	Policy, practices and proportion of spending on locally based suppliers at significant locations of operation		Good for the Planet - Supplier Engagement
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Indirect Economic Impacts

EC8	Development and impact of infrastructure investments and services provided primarily for public benefit through commercial, in-kind or pro bono engagement		Good for the Community - Our Cause
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+ Environmental Performance Indicators

Profile Disclosure	Description	Information Reported	Report Section/Link
Energy			
EN3	Direct energy consumption by primary energy source		Good for the Planet - Environmental Management & Compliance, Energy Use & Efficiency; Carbon Disclosure Project 2012 Investor Questionnaire
EN4	Indirect energy consumption by primary source		Good for the Planet - Environmental Management & Compliance, Energy Use & Efficiency; Carbon Disclosure Project 2012 Investor Questionnaire
EN5	Energy saved due to conservation and efficiency improvements		Good for the Planet - Environmental Management & Compliance, Energy Use & Efficiency; Carbon Disclosure Project 2012 Investor Questionnaire
EN7	Initiatives to reduce indirect energy consumption and reductions achieved		Good for the Planet - Environmental Management & Compliance, Energy Use & Efficiency; Carbon Disclosure Project 2012 Investor Questionnaire
Water			
EN8	Total water withdrawal by source		Good for the Planet - Water Use
EN9	Water sources significantly affected by withdrawal of water		Good for the Planet - Water Risk
EN10	Percentage and total volume of water recycled and reused		Good for the Planet - Water Use
Emissions, Effluents and Waste			
EN16	Total direct and indirect greenhouse gas emissions by weight		Good for the Planet - Climate Change, Greenhouse Gas Inventory, Energy Use & Efficiency
EN17	Other relevant indirect greenhouse gas emissions by weight		Good for the Planet - Climate Change, Greenhouse Gas Inventory, Energy Use & Efficiency
EN18	Initiatives to reduce greenhouse gas emissions and reductions achieved		Good for the Planet - Climate Change, Greenhouse Gas Inventory, Energy Use & Efficiency
EN19	Emissions of ozone-depleting substances by weight		Less than 1% of ConAgra Foods total greenhouse gas emissions are derived from ozone-depleting substances (refrigerants)
EN21	Total water discharge by quality and destination		Good for the Planet - Water Use
EN22	Total weight of waste by type and disposal method		Good for the Planet - Journey to Zero Waste
Products & Services			
EN26	Initiatives to mitigate environmental impacts of products and services, and extent of impact mitigation		Good for the Planet - Packaging for Sustainability

Compliance

EN28	Monetary value of significant fines and total number of nonmonetary sanctions for noncompliance with environmental laws and regulations	●	Good for the Planet - Environmental Management & Compliance
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Transport

EN29	Significant environmental impacts of transporting products and other goods and materials used for the organization's operations, and transporting members of the work force	●	Good for the Planet - Transportation
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+ Social Performance Indicators

Profile Disclosure	Description	Information Reported	Report Section/Link
Employment			
LA1	Total workforce by employment type, employment contract and region	●	Data Summary
LA2	Total number and rate of employee turnover by age group, gender and region	●	Data Summary
Labor/Management Relations			
LA4	Percentage of employees covered by collective bargaining agreements	●	Data Summary
FP3	Percentage of working time lost due to industrial disputes, strikes and/or lockouts, by country	●	ConAgra Foods has not lost any working time due to industrial disputes, strikes, or lockouts
Occupational Health & Safety			
LA6	Percentage of total workforce represented in formal joint management-worker health and safety committees that help monitor and advise on occupational health and safety programs	●	Good for the Community - Employee Health & Safety
LA7	Rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities by region	●	Good for the Community - Employee Health & Safety
Training and Education			
LA10	Average hours of training per year per employee by employee category	●	Good for the Community - Learning & Development
Diversity and Equal Opportunity			
LA13	Composition of governance bodies and breakdown of employees per category according to gender, age group, minority group membership and other indicators of diversity	●	Good for the Community - Diversity & Inclusion
Child Labor			
HR6	Operations identified as having significant risk for incidents of child labor, and measures taken to contribute to the elimination of child labor	●	ConAgra Foods has not identified any operations at significant risk for incidents of child labor
HR7	Operations identified as having significant risk for incidents of forced or compulsory labor, and measures to contribute to the elimination of forced or compulsory labor	●	ConAgra Foods has not identified any operations at significant risk for incidents of compulsory labor
Healthy and Affordable Food			
FP4	Nature, scope and effectiveness of any programs and practices (in-kind contributions, volunteer initiatives, knowledge transfer, partnerships and product development) that promote healthy lifestyles; the prevention of chronic disease; access to healthy, nutritious and affordable food; and improved welfare for communities in need	●	Good for You - How We Communicate; Good for the Community - Our Cause
Corruption			
SO3	Percentage of employees trained in organization's anti-corruption policies and procedures	●	Corporate Ethics

Compliance

S08	Monetary value of significant fines and total number of nonmonetary sanctions for noncompliance with laws and regulations	●	Material items would be disclosed in our 2012 10-K
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Customer Health and Safety

PR1	Lifecycle stages in which health and safety impacts of products and services are assessed for improvement, and percentage of significant products and services categories subject to such procedures	●	Good for You - Food Safety & Quality
FP5	Percentage of production volume manufactured in sites certified by an independent third party according to internationally recognized food safety management system standards	●	Good for You - Food Safety & Quality
FP6	Percentage of total sales volume of consumer products, by product category, that are lowered in saturated fat, trans fats, sodium and sugars	ⓘ	<p>Good for You - Our Food</p> <p>ConAgra Foods reports the percent of our Consumer Foods portfolio that fits within three clearly defined health and nutrition categories</p>
FP7	Percentage of total sales volume of consumer products, by product category sold, that contain increased fiber, vitamins, minerals, phytochemicals or functional food additives	ⓘ	<p>Good for You - Our Food</p> <p>ConAgra Foods reports the percent of our Consumer Foods portfolio that fits within three clearly defined health and nutrition categories</p>

Marketing Communications

PR6	Programs for adherence to laws, standards and voluntary codes related to marketing communications, including advertising, promotion and sponsorship	●	Good for You — Advertising to Children
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Compliance

PR9	Monetary value of significant fines for noncompliance with laws and regulations concerning the provision and use of products and services	●	Material items would be disclosed in our 2012 10-K
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