## Appendix

## A. Additional details regarding our approach

## A.1. Pseudocode for classifier-free guidance

Below, we provide pseudocode for greedy decoding with classifier-free guidance. Note that, in practice, we perform decoding in batches.

```
# captioner: Captioning model (returns token log probs)
# img_embed: Image embedding
# gamma: Classifier-free guidance scale
# max_length: Maximum number of tokens in caption
# BOS: Beginning of sequence token
# EOS: End of sequence token
tokens = [BOS]
for i in range(0, max_length):
    # Eq. }3\mathrm{ (without the softmax, since it does not affect the argmax).
    cond_log_probs = captioner(tokens, img_embed)
    uncond_log_probs = captioner(tokens, zeros_like(img_embed))
    scores = uncond_log_probs + gamma * (cond_log_probs - uncond_log_probs)
    # Greedily take the next token.
    next_token = argmax(scores)
    tokens.append(next_token)
    if next_token == EOS: break
```


## A.2. Derivation of language model guidance

Assume that we have two joint distributions of captions x and images $\mathrm{y}, p(\mathrm{x}, \mathrm{y})$ and $q(\mathrm{x}, \mathrm{y})$, and these distributions have the same pointwise mutual information between any image-caption pair, i.e. $\log \frac{q(\mathrm{x}, \mathrm{y})}{q(\mathrm{x}) q(\mathrm{y})}=\log \frac{p(\mathrm{x}, \mathrm{y})}{p(\mathrm{x}) p(\mathrm{y})}$, and thus $\frac{q(\mathrm{x}, \mathrm{y})}{q(\mathrm{x}) q(\mathrm{y})}=$ $\frac{p(\mathrm{x}, \mathrm{y})}{p(\mathrm{x}) p(\mathrm{y})}$. Starting with the leftmost expression from Eq. 2, there exists an expression that uses the joint distribution from $p$ but only marginals of captions from $q$,

$$
\begin{align*}
q(\mathrm{x})\left(\frac{q(\mathrm{x} \mid \mathrm{y})}{q(\mathrm{x})}\right)^{\gamma} & =q(\mathrm{x})\left(\frac{q(\mathrm{x}, \mathrm{y})}{q(\mathrm{x}) q(\mathrm{y})}\right)^{\gamma}  \tag{5}\\
& =q(\mathrm{x})\left(\frac{p(\mathrm{x}, \mathrm{y})}{p(\mathrm{x}) p(\mathrm{y})}\right)^{\gamma} \tag{6}
\end{align*}
$$

In Eq. 4, we further decouple the exponents for the numerator and denominator of the above equation. As we note, this decoupling is reminiscent of $\mathrm{pmi}^{k}$. To see this relationship, first note that $\frac{p(\mathrm{x}, \mathrm{y})}{p(\mathrm{x}) p(\mathrm{y})}$ is the exponential of $\mathrm{pmi}(\mathrm{x}, \mathrm{y})=\log \frac{p(\mathrm{x}, \mathrm{y})}{p(\mathrm{x}) p(\mathrm{y})}$. Replacing pmi $(\mathrm{x}, \mathrm{y})$ with $\operatorname{pmi}^{k}(\mathrm{x}, \mathrm{y})=\log \frac{p(x, y)^{k}}{p(x) p(y)}$, Eq. 6 becomes $q(\mathrm{x})\left(\frac{p(\mathrm{x}, \mathrm{y})^{k}}{p(\mathrm{x}) p(\mathrm{y})}\right)^{\gamma}$. Setting $\alpha=k \gamma$ and $\beta=\gamma$ gives

$$
\begin{equation*}
q(\mathrm{x})\left(\frac{p(\mathrm{x}, \mathrm{y})^{\alpha}}{p(\mathrm{x})^{\beta} p(\mathrm{y})^{\beta}}\right)=q(\mathrm{x})\left(\frac{p(\mathrm{x} \mid \mathrm{y})^{\alpha}}{p(\mathrm{x})^{\beta} p(\mathrm{y})^{\beta-\alpha}}\right) \propto q(\mathrm{x})\left(\frac{p(\mathrm{x} \mid \mathrm{y})^{\alpha}}{p(\mathrm{x})^{\beta}}\right) \tag{7}
\end{equation*}
$$

where the proportionality holds because $p(\mathrm{y})$ is fixed.

## A.3. Pseudocode for language model guidance

```
# captioner: Captioning model (returns token log probs)
# lm: Language model (returns token log probs)
# prompt_tokens: Tokenized prompt for language model
# img_embed: Image embedding
# alpha, beta: Cond/uncond exponents from Eq. }
# max_length: Maximum number of tokens in caption
# BOS: Beginning of sequence token
```

```
# EOS: End of sequence token
# NEWLINE: Newline token
tokens = [BOS]
for i in range(0, max_length):
    # Log of Eq. 4.
    lm_log_probs = lm(concat (prompt_tokens, tokens))
    cond_log_probs = captioner(tokens, img_embed)
    uncond_log_probs = captioner(tokens, zeros_like(img_embed))
    scores = lm_log_probs + alpha * cond_log_probs - beta * uncond_log_probs
    # Transfer probability mass from NEWLINE to EOS.
    scores[EOS] = logsumexp([scores[EOS], scores[NEWLINE]])
    scores[NEWLINE] = -inf
    # Greedily take the next token.
    next_token = argmax(scores)
    tokens.append(next_token)
    if next_token == EOS: break
```


## A.4. Manually written prompts

Below, we include the manually written prompts that we use in our language model guidance experiments. Each caption is separated by two newlines.

## A.4.1 Descriptive caption prompt

```
a bathroom with goldenrod circular patterned tiles contains a toilet bidet sink mirror
    tissue dispenser and hairdryer\n
donuts being sorted on the conveyor belt of a device labeled donut robot in an industrial
    kitchen\n
a green glass mug containing 3 toothbrushes and 1 tube of toothpaste sitting on a windowsill
    \n
a man wearing sunglasses and a gray shirt poses with a woman wearing a white shirt next to a
        giraffe with a fence behind them\n
a snow covered wooden bench in front of a fence with snow covered evergreen plants behind it
    \n
two white horses pull a plow with a man in a white shirt and cyan cap and a man in a red
    shirt with sunglasses behind them next to a fence under a sky with cumulus clouds\n
a man in a blue shirt and a small child in a red striped shirt play frisbee next to trees in
        a park\n
a black clock tower with a lit up white clock face with roman numerals in front of a
    dilapidated five story warehouse after dusk\n
a decorative pool flanked by palm trees in front of a stone clock tower next to a large ten
    story building with a bright advertisement on top in a city at night\n
cows with gray bodies and white heads eating grass on a hill with a foggy mountain in the
    background\n
```


## A.4.2 Counting prompt

a photo of four clouds $\backslash n$
a photo of one cat $\backslash n$
a photo of three horses $\backslash n$
a photo of seven candles $\backslash n$
a photo of sixteen keys $\backslash n$
a photo of one rat $\backslash n$
a photo of five carrot sticks $\backslash n$

```
a photo of one turtle\n
photo of two boats\n
photo of one orange\n
photo of nine books\n
photo of ten fingers\n
photo of twelve eggs\n
photo of one microwave\n
photo of two children\n
photo of six leaves\n
photo of two monitors\n
photo of one toilet\n
photo of one house\n
photo of five pairs of pants\n
photo of eight apples\n
photo of eleven stars\n
photo of one hat\n
photo of two chairs\n
photo of seven coins\n
photo of three birds\n
```


## A.5. Difference between attention pooling and bottleneck CoCa architecture

Yu et al. [47] perform attentional pooling over the token representations of the image encoder and pass the resulting tokens into the multimodal text decoder (Figure A. 1 left). By contrast, our bottleneck architecture uses the same embedding for the contrastive loss and multimodal text decoder (Figure A. 1 right). We create this bottleneck because a goal of our work is to invert contrastive embeddings, producing a caption that lies close to the contrastive image embedding when it is embedded by the text encoder. As we show below in Appendix B.1, this bottleneck is not necessary for CFG to yield improvements. The attention pooling architecture is equally compatible with our approach and yields slightly better performance.


Figure A.1. Comparison of CoCa architecture introduced by Yu et al. [47] (left) with our bottleneck CoCa architecture (right).

## B. Additional experimental results

## B.1. Attention pooling CoCa architecture

Classifier-free guidance yields similar qualitative results (and slightly better quantiative results) when using the standard CoCa architecture with attention pooling (Figure A. 1 left) rather than the bottleneck architecture used in the main text (Figure A. 1 right). We fine-tune CoCa -Base for 20,000 steps with a max learning rate of $1 \times 10^{-5}$ and a conditioning masking proportion of 0.5 , following the same procedure that gave the near-optimal bottleneck model described in Section 3.3. Figure B. 1 plots reference-based metrics on the x -axis and reference-free metrics on the y -axis, showing a similar trade-off to Figure 2. Table B. 1 provides quantitative results demonstrating that the attention pooling architecture performs slightly better
across both reference-based and reference-free evaluations. Nonetheless, we adopt the bottleneck architecture for our main experiments for the reasons described in Appendix A. 5 above.


Figure B.1. Effect of classifier-free guidance on captioning metrics with the attention pooling CoCa model. All points reflect the same finetuned model; each color represents a $\gamma$ value used to decode. Models are evaluated with different guidance scales $\gamma$, using reference-free captioning metrics based on CLIP ViT-B/32 (y-axes; top: CLIPScore, bottom: recall@1) and reference-based captioning metrics (x-axes). The dashed line reflects the value of the reference-free captioning metric for the ground-truth captions obtained from MS-COCO. See Figure 2 for results with the bottleneck model.

| Model | Reference-Based Metrics |  |  |  |  | Reference-Free Metrics |  |  |  | RefCLIP-S |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | BLEU-4 | METEOR | ROUGE | CIDEr | RefOnlyCLIP-S | CLIP-S | R@1 | R@5 | R@10 |  |
| Bottleneck ( $\gamma=1.0$ ) | 36.1 | 30.5 | 58.2 | 126.1 | 0.900 | 0.775 | 26.5 | 51.9 | 64.1 | 0.830 |
| Bottleneck ( $\gamma=1.2$ ) | 35.1 | 30.0 | 57.5 | 124.1 | 0.899 | 0.785 | 31.3 | 57.4 | 69.3 | 0.835 |
| Bottleneck ( $\gamma=1.5$ ) | 31.5 | 28.4 | 54.4 | 113.2 | 0.891 | 0.796 | 36.6 | 64.0 | 75.0 | 0.838 |
| Bottleneck ( $\gamma=2.0$ ) | 20.9 | 23.3 | 43.0 | 78.6 | 0.862 | 0.808 | 44.6 | 71.7 | 81.7 | 0.831 |
| Bottleneck ( $\gamma=3.0$ ) | 11.5 | 17.1 | 29.4 | 41.7 | 0.820 | 0.808 | 49.4 | 75.7 | 84.7 | 0.811 |
| Bottleneck ( $\gamma=4.0$ ) | 6.5 | 12.3 | 18.4 | 17.3 | 0.766 | 0.782 | 44.7 | 71.3 | 80.9 | 0.771 |
| Att. Pooling ( $\gamma=1.0$ ) | 36.8 | 30.9 | 59.0 | 130.3 | 0.901 | 0.777 | 27.2 | 52.7 | 64.6 | 0.832 |
| Att. Pooling ( $\gamma=1.2$ ) | 36.3 | 30.6 | 58.4 | 129.1 | 0.901 | 0.786 | 32.0 | 58.0 | 69.4 | 0.837 |
| Att. Pooling ( $\gamma=1.5$ ) | 32.7 | 29.0 | 55.3 | 118.0 | 0.892 | 0.798 | 38.2 | 64.9 | 75.6 | 0.840 |
| Att. Pooling ( $\gamma=2.0$ ) | 22.1 | 24.0 | 44.3 | 84.6 | 0.861 | 0.814 | 48.6 | 73.7 | 83.5 | 0.833 |
| Att. Pooling ( $\gamma=3.0$ ) | 12.2 | 17.5 | 30.7 | 45.7 | 0.816 | 0.815 | 53.6 | 78.2 | 86.0 | 0.812 |
| Att. Pooling ( $\gamma=4.0$ ) | 7.2 | 12.1 | 19.7 | 20.7 | 0.767 | 0.788 | 48.2 | 72.1 | 80.1 | 0.773 |

Table B.1. Quantitative comparison of results obtained with bottleneck and attention pooling architectures.

## B.2. Quantitative assessment of specificity

## B.2.1 Evaluation on Stanford Dogs

| $\gamma$ | \% Containing Breed | \% Breeds Correct |
| :--- | ---: | ---: |
| 1.0 | 1.9 | 61.7 |
| 1.2 | 6.2 | 69.0 |
| 1.5 | 15.9 | 69.7 |
| 2.0 | 42.4 | 58.5 |
| 3.0 | 67.0 | 53.3 |

Table B.2. We generate captions for the 8,580 captions in the Stanford Dogs test set and measure the percentage of the captions that contain the name of one of the 120 dog classes ("\% Containing Breed") and the percentage of those captions where that name is correct ("\% Breeds Correct").

## B.2.2 Human evaluation

We performed a human evaluation in which we presented crowdsourcing workers with each image and the two possible captions. We experimented with asking subjects to pick the better caption and the more descriptive caption either on different forms or the same form. When asking subjects to pick only the better caption, we provided the following instructions:

Please answer a survey about comparing the quality of two captions for each image.
We will present to you an image and ask which caption is better.
When asking subjects to pick the more descriptive caption, we instead provided the following instructions:
Please answer a survey about comparing the descriptiveness of two captions for each image.
We will present to you an image and ask which caption is a more detailed description of the image. Please ignore grammatical errors that do not affect readability.

When asking both questions simultaneously, we instructed the subjects as follows:
Please answer a survey about comparing two captions for each image.
We will present to you an image and ask a couple questions about:

1) descriptiveness: "Which caption is a more detailed description of the image?"
2) quality: "Which caption is better?"

In each case, subjects saw the image along with the two captions (in random order) as well as the option "I'm indifferent." Subjects clicked the radio button next to their preferred choice. We excluded 55 images for which the captions generated without guidance and at $\gamma=2.0$ were identical, resulting in a total of 4,945 images. We obtained a single rating for each image in each condition.

Results are shown in Table B.3. When we asked which caption was "better" and which was "more descriptive" in separate surveys, we found that subjects preferred each caption at a statistically indistinguishable rate. When we asked subjects to pick the "better" and "more descriptive" captions in the same survey, we found that $\gamma=1.0$ was more likely to be chosen as "better" whereas $\gamma=2.0$ was more likely to be chosen as "more specific." Comparing the odds ratios obtained with the two ways of posing the questions using Fisher's exact test, we find that the difference between them is statistically significant ("better": $p=0.004$; "more descriptive": $p=0.01$ ) indicating that human judgments are significantly affected by whether the questions are posed on the same form or separately.

| Question | $\gamma=1.0$ | $\gamma=2.0$ | Indifferent | $p$-value |
| :--- | ---: | :--- | :--- | :--- |
| Separate forms: |  |  |  |  |
| Better | $\mathbf{4 8 . 0 \%}(2375)$ | $\mathbf{4 9 . 8 \%}(2461)$ | $2.2 \%(109)$ | $p=0.22$ |
| More descriptive | $\mathbf{4 7 . 7 \%}(2359)$ | $\mathbf{4 9 . 5 \%}(2446)$ | $2.8 \%(140)$ | $p=0.21$ |
| Same form: |  |  |  |  |
| Better | $\mathbf{5 0 . 5 \%}(2497)$ | $46.6 \%(2306)$ | $2.9 \%(142)$ | $p=0.006$ |
| More descriptive | $\mathbf{4 5 . 8 \% ( 2 2 6 5 )}$ | $\mathbf{5 2 . 7 \%}(2606)$ | $1.5 \%(74)$ | $p=10^{-6}$ |

Table B.3. Human evaluation results. We report the percentage and overall number of the 5,000 MS-COCO Karpathy test set images where subjects preferred captions generated at $\gamma=1.0$ or $\gamma=2.0$ or were indifferent, as well as the $p$-value for the null hypothesis that users are equally likely to select the captions generated at $\gamma=1.0$ and $\gamma=2.0$, computed by a binomial test. When $p<0.05$, we bold-face the best result in each row. Otherwise, we bold-face both results.

## B.3. Reference-free metrics with retrieval models

In Table B.4, we show cosine similarity between generated captions and image embeddings and caption $\rightarrow$ image retrieval accuracy for the CoCa 2 B model and the $\mathrm{CoCa}-\mathrm{Base}$ model fine-tuned on MS-COCO that was used to generate the captions. In both cases, we find that $\gamma>1$ yields much better metrics than no guidance. Retrieval accuracies (but not cosine similarities) are directly comparable across models; both models offer better retrieval accuracy than CLIP ViT-B/32.

|  | CoCa 2B |  |  |  | Captioning Model (CoCa Base) |  |  |  |
| :--- | :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| $\gamma$ | Cos. | R@ 1 | R@5 | R@ 10 | Cos. | R@ 1 | R@ 5 | R@ 10 |
| 1.0 | 0.125 | 40.1 | 65.3 | 75.1 | 0.843 | 49.4 | 75.0 | 84.1 |
| 1.2 | 0.128 | 46.5 | 72.0 | 80.3 | 0.859 | 56.2 | 80.1 | 88.1 |
| 1.5 | 0.131 | 55.5 | 78.9 | 86.4 | 0.877 | 64.6 | 85.9 | 91.5 |
| 2.0 | $\mathbf{0 . 1 3 5}$ | 64.9 | 86.4 | 91.3 | 0.887 | 73.0 | 91.6 | 95.3 |
| 3.0 | 0.134 | $\mathbf{6 6 . 5}$ | $\mathbf{8 7 . 0}$ | $\mathbf{9 1 . 4}$ | $\mathbf{0 . 8 9 0}$ | $\mathbf{7 7 . 7}$ | $\mathbf{9 2 . 4}$ | $\mathbf{9 5 . 8}$ |
| 4.0 | 0.126 | 60.3 | 81.8 | 87.5 | 0.875 | 74.7 | 90.1 | 94.0 |

Table B.4. CFG improves caption $\rightarrow$ image retrieval in the embedding spaces of CoCa models on MS-COCO. "Cos." = mean cosine similarity between the image and text embeddings.

## C. Additional examples


$\gamma=1.0$ a vase filled with red and yellow flowers
tulips in a clear vase on a table
$\gamma=2.0$ tulips in a clear glass vase on a tablecloth
$\gamma=3.0$ tulips in a clear punchov
GT Fresh red and yellow
tulips in a vase.

$\gamma=1.0$ a group of birds standing on top of a wooden post seagulls lined up on posts in a lake
2.0 seagulls lined up along a pond line seagulls lined up along posts in shallow water Wood post lined up in the
water with birds perched on them.

$\gamma=1.0$ a living room with a couch
and a table
$\gamma=1.5$ a living room with a couch
$=1.5$ a living room with a couch
and a window
$=2.0$ living room with large win-
dow overlooking woods
$=3.0$ livingroom with view out
the window
A iving room in a re-
motely located home.

$\gamma=1.0$ a herd of sheep grazing in
a field 1.5 a herd of sheep grazing in tiled floor field $\quad \gamma=1.5$ pair of skis and ski boots sheep are gathered in a field near piles of hay $=3.0$ bales of sheep are gathered in formation near
GT A herd
A herd of sheep standing field.
on tiled floor
skis and pair of skis on
linoleum floor
3.0 skis and pair of bottle

GT Skis and ski boots sit
together on a tiled floor

$\gamma=1.0$ a cat sitting on a blue chair with
behind it
behind it
$\gamma=1.5$ a cat sitting on a blue
chair outside
$\gamma=2.0$ calico colored cat sitting
on blue chair outside
$\gamma=3.0$ calico colored
$\gamma=3.0$ calico colored cat sitting
on blue metal chair
A furry cat sits on a blue
chair.

$\gamma=1.0$ a bathroom with a toilet sink and bathtub a bathroom with blue and white tiles and a blue and white towel
$=2.0$ bathroom with blue accents and blue and white
towels -
$=3.0$ spotless uncroom bathroom with blue accents
fisheye fisheye fisheye fisheye fisheyemmangles viewersqually fisheye and fisheye lens
GT Bathroom with white pedestal sink, bathtub and shower, and com
mode.

$\gamma=1.0$ a basket of bananas and coconuts on a table 1.5 coconut and bananas in a basket with a banana inside
$\gamma=2.0$ coconut basket with b nanas and nuts in it $\gamma=3.0$ coconut basket bananas husk laid out
GT a basket with a few things of fruit in it

$\gamma=1.0$ a giraffe standing in a
grassy area next to a rock $\gamma=1.5$ a giraffe standing in a
grassy area next to a rock $\gamma=2.0$ giraffe standing in enclowall
$=3.0$ girafe confined motionless zoo confined wild
confined into captivity GT A giraffe walking through a lush green field.
 a cup of coffee and a keyboard
$\gamma=1.5$ a keyboard coffee cup $\gamma=2.0$ and glasses on a table glasses pen outdoor table
$\gamma=3.0$ keyboard coffee sunglasses pen wallet keyboard starbuck
GT a keyboard on a table with a toothbrush a book some sunglasses and
coffee

$\gamma=1.0$ a cat sitting on a desk
next to a laptop
$\gamma=1.5$ a cat sitting on a desk
 at lap top screen
$=3.0$ calico laptop sitting on
computer desk with cal-
ico cat sitting on top of screen
A cat standing on top of a laptop computer.

$\gamma=1.0$ two black suitcases are
sitting next to each other
$\gamma=1.5$ two suitcases with wheels
on white background
$\gamma=2.0$ two suitcases facing each
$\gamma=3.0$ other 3d illustration

cgi cgi cgi looks like lug-
gages cgi cgie cgih cgih
cgih cgih cgih cgih cgih
cgih cgih cgih cgih cgih
cgih travelshpinky like
cgin cgih cgin cgin cgih
cgih travelshpinky like
nexushxm gif 3dding
nexushxm gif 3dding
A couple of pieces of very
A couple of pieces of very
nice looking luggage.

$=2.0$ two cats sitting on rug in $\gamma=3.0$ roats with orange carpet $=3.0$ cats sitting next to each
other on patterned carpet other on patterned carpet A black cat and an orange
cat are sitting on the floor.

$\gamma=1.0$ a sandwich and a drink
a basket on a table
a basket on a table
$\gamma=1.5$ a sandwich and a drink
a basket on a table
$\gamma=2.0$ sandwich basket with
drink and pickle relish
$\gamma=3.0$ drink and packle relish
relish relish pickle hot dog
A horvog with toppings
served in a red basket

$\gamma=1.0$ a cat sitting on a bed nex to a blanket a cat sitting on a under a blanket .0 a tabby kitten sitting on
top of a comforter on top of
bed
$\gamma=3.0$ tabby kitten sitting on uncovered rumple drapes on unm
GT A brown and white cat lying on a bed

1.0 a plate of food with a
sandwich and a drink
sandwich and a drink
1.5 tater tots and a sandwich
and tater tots are on a
paper plate
paper plate
2.0 tater tots toast and a beer
on a restaurant table
.0 tater tots toast club sand-
wich tater tots and beer
wich tater tots and bee
GT A tray with a cheese and
meat sandwich with tater tots.


$\gamma=1.0$ a bird is standing on the
ground in the grass

$\gamma=1.0$ a cake with a dog and horse on it
$\gamma=1.5$ a cake with dogs and horses on it
$\gamma=2.0$ cake decorated dog horse and dog motif with three horses
$\gamma=3.0$ cake puppy horse dog dog and cats decorat
for a first birthday
GT A cake that has paw prints and miniatures dogs on it.
$\gamma=1.0$ a wooden bench sitting in
the middle of a forest
a bench sitting in the
middle of a hedge
$=2.0$ hedges and bench in a forested area
3.0 hedges hedge bench hedges bush hedges by the woods

$=1.0 \mathrm{a}$ hot dog and a mustard bottle on a table $=1.5$ a hotdog and mustard are
on wax paper next to a on wax paper next to a
counter $=2.0$ hot dog and mustard candles on wax paper $=3.0$ dug hot dog and mustard candles on wax paper cander oun wax GT Two hot dogs sitting on
top of tissue paper.

Figure C.1. Additional examples of captions generated with classifier-free guidance at different strengths.

