

ALTRIA GROUP, INC.
POLICY ON
RELATED PERSON TRANSACTIONS

1. Introduction

This Policy regarding Related Person Transactions has been adopted by the Board of Directors (the “Board”) of Altria Group, Inc. (the “Company”). This Policy is intended to provide guidance to the directors and the executive officers of the Company to help them recognize and deal with actual or apparent conflicts of interest that may arise when a director or an executive officer has or could have a direct or indirect material interest in a transaction with the Company in which the director or the executive officer participates. The Policy also sets forth the guidelines under which certain transactions must be reviewed and approved by the Nominating, Corporate Governance and Social Responsibility Committee of the Board or other committee designated by the Board that is comprised solely of independent directors (the “Committee”) and the disclosure requirements for transactions in which the Company and a director or an executive officer participate. The Policy is part of the Company’s commitment to integrity and is intended to enhance the Company’s Code of Conduct for Compliance and Integrity.

2. Definitions

For the purposes of this Policy, the following definitions apply:

(a) “Related Person” means any:

- (i) director or executive officer of the Company;
- (ii) nominee for director;
- (iii) beneficial owner (other than a financial or investment institution) of more than 5% of the Company’s voting securities; or
- (iv) Immediate Family Member(s) of a person listed in (i), (ii) or (iii) above. .

(b) “Related Person Transaction” means a transaction in which the Company is proposed to be a participant and in which a Related Person has or may have a direct or indirect material interest.

(c) “Immediate Family Member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and any person (other than a tenant or employee) sharing the household of any director, nominee for director or executive officer of the Company.

(d) “Transaction” means any financial contract, arrangement or relationship, (including any indebtedness or guarantee of indebtedness) or any series of similar contracts, arrangements or relationships.

3. Reporting Related Person Transactions

Prior to entering into a transaction in which the Company will be a participant, a director, director nominee and executive officer shall promptly notify the Corporate Secretary in writing of any interest that such person or an Immediate Family Member of such person has or may have in the transaction. Any such notice shall include (i) the person’s interest in the transaction; (ii) the nature of the Company’s participation in the transaction; (iii) the parties to the transaction; (iv) the purpose and timing of the transaction; and (v) the approximate dollar value of the Related Person’s interest in the transaction.

4. Review and Approval

- (a) The Corporate Secretary shall evaluate whether the proposed transaction would constitute a Related Person Transaction that requires approval of the Committee in accordance with this Policy. In conducting this evaluation, the Corporate Secretary may consult with other members of the Company and outside counsel as necessary or appropriate. If the Corporate Secretary determines that the proposed transaction would constitute a Related Person Transaction, the Corporate Secretary will report the Related Person Transaction, together with a summary of the material facts, to the Committee for its determination of whether the transaction should be approved or disapproved. If the Related Person in question is a director or an Immediate Family Member of a director, then such director shall not participate in that determination.
- (b) In assessing the Related Person Transaction, the Committee shall consider all relevant facts and circumstances that it deems appropriate, including (i) whether the transaction is in the Company's ordinary course of business, (ii) the commercial reasonableness of the terms of the transaction, including whether the transaction is on terms no less favorable to the Company than terms that could be reached with an unrelated third party, (iii) the materiality of the Related Person's direct or indirect interest in the transaction, (iv) the materiality of the transaction to the Company, (v) the impact of the transaction on the Related Person's independence (as defined in the Corporate Governance Guidelines and the New York Stock Exchange Listing Standards), (vi) the actual or apparent conflict of interest of the Related Person participating in the transaction and (vii) any other information that would be material to investors in light of the circumstances of the transaction. The Committee will prohibit a Related Person Transaction if it determines in its good faith business judgement of the best interests of the Company that the Related Person Transaction is inconsistent with the interests of the Company and its shareholders. The Committee, in its sole discretion, may impose conditions it deems appropriate on the Company or the Related Person in connection with an approval of a Related Person Transaction.
- (c) If it is impractical or undesirable to have the Committee act under this Section 4, the Chair of the Committee may review and approve or disapprove the Related Person Transaction in accordance with the procedures set forth in this Policy. Any such approval and the rationale for such approval must be reported to the Committee at the next Committee meeting.
- (d) If the Company becomes aware of a Related Person Transaction that has not been reviewed and approved or disapproved under this Policy, the Related Person Transaction shall be reviewed in accordance with the procedures set forth in this Policy and, if appropriate, ratified by the Committee. If the Committee determines not to ratify a Related Person Transaction that has been commenced without prior review and approval in accordance with the terms of this Policy, the Committee may direct additional actions, including immediate termination or rescission of the transaction or modification of the transaction to make it acceptable for ratification.
- (e) The following types of transactions are deemed not to create a direct or indirect material interest for the Related Person and, therefore, will not be deemed Related Person Transactions subject to review and approval by the Committee in accordance with the terms of this Policy:
 - (i) transactions involving amounts that do not exceed \$120,000;
 - (ii) transactions where the Related Person's interest derives solely from his or her service as a director of another corporation or other entity that is a party to the transaction;
 - (iii) transactions where the Related Person's interest in the transaction derives solely from his or her direct or indirect ownership in another entity (other than a general partnership)

that is a party to the transaction, which ownership interest (when aggregated with the ownership interests of all other Related Persons described in 2(a) (i)-(iv) above in such other entity) is less than a 10% equity interest in such other entity;

- (iv) transactions where the Related Person's interest derives solely from the fact that he or she serves as a director, trustee or officer of a not-for-profit organization or charity that receives donations from the Company that are made in accordance with the Company's matching gift program that is available on the same terms to all employees of the Company;
- (v) Executive officer compensation arrangements approved by the Company's Compensation and Talent Development Committee;
- (vi) Director compensation arrangements approved by the Committee; and
- (vii) transactions available to all employees generally.

5. Disclosure

All Related Person Transactions that are not exempt under section 4(e) of this Policy shall be disclosed in the Company's applicable filings to the extent required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules.