

**Nominating, Corporate Governance and Social Responsibility  
Committee Charter  
Altria Group, Inc.**

**Membership**

The Nominating, Corporate Governance and Social Responsibility Committee (“Committee”) of the Board of Directors (“Board”) of Altria Group, Inc. (the “Company”) shall consist of at least three directors, all of whom the Board shall determine are “independent” in accordance with New York Stock Exchange listing standards. Based on the recommendation of the Committee, the Board annually shall elect the members and the chair of the Committee at its organizational meeting following the Annual Meeting of Shareholders. The members of the Committee may be removed by the Board.

**Purpose, Authority and Responsibilities**

The purpose of the Committee shall be to identify individuals qualified to become Board members consistent with the criteria approved by the Board and to recommend a slate of nominees for election at each annual meeting of shareholders; to make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its Committees; to advise the Board on corporate governance matters, including developing and recommending to the Board the Company’s corporate governance principles; to oversee the self-evaluation process for the Board and its committees, and to provide oversight of the Company’s public affairs, corporate reputation and social responsibility strategies.

In the furtherance of this purpose, the Committee shall have the following authority and responsibilities:

Director Nominations, Review and Compensation

- to review the qualifications of candidates for director identified by the Committee or suggested by Board members, shareholders, management and others in accordance with criteria recommended by the Committee and approved by the Board;
- to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members;
- to consider the performance of incumbent directors and other relevant factors in determining whether to nominate them for reelection;
- to recommend to the Board a slate of nominees for election or reelection to the Board at each annual meeting of shareholders;
- to recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships;
- to make recommendations to the Board concerning the function, size, composition, needs and structure of the Board and its committees;
- to recommend to the Board directors to serve as members of and to chair each committee of the Board;
- to review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board;
- to recommend to the Board retirement policies for directors;

### Corporate Governance

- to advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees of the Board;
- to develop and recommend to the Board a set of corporate governance principles and to review and recommend changes to those principles, as necessary;
- to make recommendations to the Board as to determinations of director independence;
- to administer the Code of Business Conduct and Ethics for Directors and receive and resolve any issues reported to it under this Code of Business Conduct;
- to administer the Company's Related Person Transaction Policy, review all Related Person Transactions (as defined in the Policy) and decide whether to approve, ratify or disapprove of all such Related Person Transactions;
- to develop and recommend to the Board and oversee an annual self-evaluation process for the Board and the Audit, Compensation and Nominating, Corporate Governance and Social Responsibility Committees;

### Social Responsibility

- to review public policy issues affecting the Company and the Company's key public policy positions;
- to review key trends in legislation, regulation and public debate in order to determine whether the Company should consider additional public affairs and corporate social responsibility actions;
- to review the state of the Company's relationships with key stakeholders, how those constituencies view the Company and the issues raised by them;
- to consider the impact of business operations and business practices on the communities where the Company does business;
- to review the Company's policies, programs and activities related to political and charitable contributions;
- to review significant communications of public affairs and social responsibility initiatives;

### Other

- to evaluate the Committee's performance at least annually and report to the Board on such evaluation;
- to periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval; and
- to perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

**Procedures**

The Committee shall meet as often as it deems is appropriate to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum. The chair of the Committee, in consultation with the other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board.

The Committee shall have the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, legal counsel and any other advisors to the Committee as the Committee may deem appropriate, including sole authority to approve the fees and terms of any search firm, counsel or other advisors that it retains.

The Committee may delegate its authority to subcommittees or the chair of the Committee when it deems appropriate.