

Innovation Committee Charter
Altria Group, Inc.

Membership

The Innovation Committee (the “Committee”) of the Board of Directors (the “Board”) of Altria Group, Inc. (the “Company”) shall consist of at least three directors chosen by the Board. Based on the recommendation of the Nominating, Corporate Governance and Social Responsibility Committee, the Board shall elect the members and the Chair of the Committee at its organizational meeting following the Annual Meeting of Stockholders. The members of the Committee may be removed by the Board.

Purpose, Authority and Responsibilities

The Committee shall assist the Board in its oversight of the strategic goals and objectives of the Company’s subsidiaries’ innovation and marketing strategies, consumer/market understanding and brand plans, technological initiatives and research, development and engineering programs. In the furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- To offer advice and insights regarding innovation and marketing strategies and capabilities, including research, development and engineering programs, consumer engagement initiatives, brand plans and technological initiatives, with a view to achieving the holistic integration of key elements that touch the consumer experience;
- To review the ability to develop, acquire and maintain new products and innovative science and technology through internal development, acquisitions, collaborations, alliances and other appropriate means;
- To review significant emerging science and technology issues and trends relevant to the Company’s businesses;
- To review the tools used to pursue product growth priorities, including marketplace and consumer insights, concept development, testing capability, consumer engagement/marketing plans and business development;
- In connection with the foregoing oversight responsibilities, to review the soundness and risks associated with the technologies and other activities in which the Company’s subsidiaries are investing their innovation resources;
- To periodically review the overall intellectual property strategy; and
- To conduct an annual review of the Committee’s performance and periodically assess the adequacy of its charter and recommend changes to the Board as needed.

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 legal counsel and other advisors to the Committee as the Committee may deem appropriate, including sole authority to approve related fees and terms of any counsel or advisors to the Committee that it retains.

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