

ALTRIA GROUP, INC.
POLICY ON
RELATED PERSON TRANSACTIONS

1. Introduction

This Policy regarding Related Person Transactions has been adopted by the Board of Directors of Altria Group, Inc. (the "Company"). This Policy is intended to provide guidance to the executive officers and directors of the Company to help them recognize and deal with actual or apparent conflicts of interests that may arise when an executive officer or director has or could have a direct or indirect material interest in a transaction with the Company in which the executive officer or director participates. The Policy also sets forth the guidelines under which certain transactions must be reviewed and approved or ratified by a committee comprised of independent members of the Board of Directors and the disclosure requirements for transactions in which the Company and an executive officer or director participate. The Policy is part of the Company's commitment to integrity and enhances our 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) immediate family member(s) of directors, executive officers, or nominees for director; or
 - (iv) a beneficial owner (other than a financial or investment institution) of more than 5% of the Company's voting securities.
- (b) "Related Person Transaction" or "Transaction" means a transaction in which the Company was, or is proposed to be a participant and in which a Related Person has, had 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.
- (e) "Transaction in the Ordinary Course" means any sale or purchase of products or services in the ordinary course of the Company's business on terms comparable to those provided to unrelated third parties.

3. Reporting Related Person Transactions

Each 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 had, has or may have, in a Related Person Transaction. Any such notice shall include (i) the person's interest in the Transaction; (ii) whether the Company is a party to the Transaction, and if not, 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, Approval or Ratification

- (a) Other than as set forth in subparagraph (c) of this Section 4, any transaction between the Company and any Related Person will be brought to the attention of the Nominating, Corporate Governance and Social Responsibility Committee (the "Committee") of the Board of Directors or any committee designated by the Board that is comprised solely of independent directors for an assessment of whether the transaction or proposed transaction should be permitted to proceed; provided however, that 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 Transaction or proposed transaction involving the Company and a Related Person, the Committee shall consider all relevant facts and circumstances, including without limitation, the commercial reasonableness of the terms of the Transaction, the materiality of the Related Person's direct or indirect interest in the Transaction, the materiality of the transaction to the Company, 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), and the actual or apparent conflict of interest of the Related Person participating in the Transaction. If the Committee determines that the Related Person has a direct or indirect material interest in any such Transaction, then the Committee shall review, and approve, disapprove or ratify such Transaction.
- (c) The following types of transactions are deemed not to create a material direct or indirect material interest for the Related Person and therefore will not be reviewed by the Committee nor require approval or ratification:
- (i) Transactions not in the Ordinary Course of Business, involving amounts that do not exceed \$10,000 when aggregated with all similar Transactions, with the same Related Person;
 - (ii) Transactions in the Ordinary Course of Business, involving amounts that do not exceed \$120,000;
 - (iii) Transactions where the Related Person's interest derives solely from his or her service as a director of another corporation or organization that is a party to the Transaction;
 - (iv) Transactions where the Related Person's interest in the transaction derives solely from his or her direct or indirect ownership in another person (other than a general partnership) which 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)-(iii) above in such other person) is less than a ten percent equity interest in such other person;
 - (v) Transactions where the Related Person's interest derives solely from the fact that he or she serves as a director 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;
 - (vi) Executive officer compensation arrangements approved by the Company's Compensation Committee;
 - (vii) Director compensation arrangements approved by the Company's Nominating, Corporate Governance and Social Responsibility Committee; and

(viii) Transactions available to all employees generally.

5. Disclosure

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