
Section 1: S-8 (FORM S-8)

As filed with the Securities and Exchange Commission on May 20, 2020

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Altria Group, Inc.
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

13-3260245
(I.R.S. Employer
Identification No.)

**6601 West Broad Street
Richmond, Virginia**
(Address of Principal Executive Offices)

23230
(Zip Code)

2020 Performance Incentive Plan
(Full title of the plan)

W. Hildebrandt Surgner, Jr.
*Vice President, Corporate Secretary and
Associate General Counsel*

ALTRIA GROUP, INC.
6601 West Broad Street
Richmond, Virginia 23230
(Name and address of agent for service)
(804) 274-2200
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share⁽¹⁾	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee
Common Stock, \$0.33 1/3 par value per share	25,000,000 shares ⁽²⁾	\$35.97	\$899,250,000	\$116,722.65

⁽¹⁾ Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices for shares of common stock of Altria Group, Inc. reported in the consolidated reporting system on May 14, 2020.

⁽²⁾ Plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not required to be filed with the U.S. Securities and Exchange Commission (the “Commission”).

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with the Commission.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Altria Group, Inc. (the “Company”) with the Commission (File No. 001-08940) are incorporated by reference in, and made a part of, this Registration Statement (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules):

- (i) the Company’s Annual Report on Form 10-K for the year ended December 31, 2019 (including portions of the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 2, 2020, as amended by the Company’s Supplement to Proxy Statement on Schedule 14A, filed with the Commission on April 17, 2020, incorporated by reference in such Annual Report on Form 10-K);
- (ii) Amendment No. 1 to the Company’s Annual Report on Form 10-K/A for the year ended December 31, 2019;
- (iii) the Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2020;
- (iv) the Company’s Current Reports on Form 8-K, filed with the Commission on January 30, 2020 (Items 1.01 and 8.01), January 30, 2020 (Item 8.01), February 28, 2020 (Item 5.02), March 13, 2020 (Item 5.03), March 20, 2020 (Item 5.02), March 26, 2020 (Item 2.03), April 2, 2020 (Item 8.01), and April 17, 2020 (Items 5.02 and 5.03); May 6, 2020 (Item 8.01); and May 18, 2020 (Items 5.02, 5.03 and 5.07); and
- (v) the description of the Company’s Common Stock contained in Exhibit 4.1 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, including any subsequent amendment or any report subsequently filed for the purpose of updating such description.

All documents filed by the Company under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and before the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in, and to be a part of, this Registration Statement from the date of filing of such documents (other than documents or information included in such documents deemed to have been furnished and not filed in accordance with Commission rules). Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that is incorporated by reference in this Registration Statement modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Virginia Stock Corporation Act (the “VSCA”) permits the Company to indemnify its directors and officers in connection with certain actions, suits and proceedings brought against them if they acted in good faith and believed their conduct to be in the best interests of the Company and, in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The VSCA requires such indemnification when a director entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Company, and further provides that the Company may make any other or further indemnity (including indemnity with respect to a proceeding by or in the right of the Company), and may make additional provision for advances and reimbursement of expenses, if authorized by its articles of incorporation or shareholder-adopted by-laws, except an indemnity against willful misconduct or a knowing violation of the criminal law. The Company’s articles of incorporation provide that a director or officer or former director or officer of the Company shall be indemnified to the full extent permitted by the VSCA as currently in effect or as hereafter amended in connection with any action, suit or proceeding brought by or in the right of the Company or brought by or on behalf of shareholders of the Company.

The VSCA establishes a statutory limit on liability of directors and officers of the Company for damages assessed against them in a suit brought by or in the right of the Company or brought by or on behalf of shareholders of the Company and authorizes the Company, with shareholder approval, to specify a lower monetary limit on liability in the Company’s articles of incorporation or by-laws; however, the liability of a director or officer shall not be limited if such director or officer engaged in willful misconduct or a knowing violation of the criminal law or of any federal or state securities law. The Company’s articles of incorporation provide for the limitation or elimination of the liability of a director or officer or former director or officer of the Company for monetary damages to the Company or its shareholders in any action, suit or proceeding, to the full extent permitted by the VSCA as currently in effect or as later amended.

The distribution agreement among the Company, the Company’s wholly-owned subsidiary, Philip Morris USA Inc. and Philip Morris International Inc. (“PMI”) provides for indemnification by PMI of the Company’s directors, officers and employees for certain liabilities, including liabilities under the Securities Act of 1933, as amended (the “Securities Act”), and the Exchange Act related to information provided to the Company by PMI or incorporated into filings by the Company from PMI’s filings with the Commission.

The Company has entered into an indemnity agreement with each of the members of its Board of Directors. The agreement provides for the mandatory advancement and reimbursement of reasonable expenses (subject to limited exceptions) incurred by members of the Board of Directors in various legal proceedings in which they may be involved by reason of their service as directors, as permitted by Virginia law and the Company’s articles of incorporation. The Company also carries insurance on behalf of its directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits accompanying the registration statement are listed on the accompanying Exhibit Index and are incorporated by reference in this Item 8.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change in such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to provisions described in Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5	<u>Opinion of Hunton Andrews Kurth LLP as to the legality of the securities being registered.</u>
10.1	<u>2020 Performance Incentive Plan (incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 2, 2020, as amended by the Company's Supplement to Proxy Statement on Schedule 14A, filed with the Commission on April 17, 2020. (File No. 001-08940)).</u>
23.1	Consent of Hunton Andrews Kurth LLP (included in Exhibit 5).
23.2	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.3	<u>Consent of PwC Bedrijfsrevisoren BV / Réviseurs d'Entreprises SRL, Independent Registered Public Accounting Firm, relating to the financial statements of Anheuser-Busch InBev SA/NV.</u>
23.4	<u>Consent of Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises CVBA/SCRL, Independent Registered Public Accounting Firm, relating to the financial statements of Anheuser-Busch InBev SA/NV.</u>
24	<u>Powers of Attorney executed by John T. Casteen III, Dinyar S. Devitre, Thomas F. Farrell II, Debra J. Kelly-Ennis, W. Leo Kiely III, Kathryn B. McQuade, George Muñoz, Mark E. Newman, Nabil Y. Sakkab and Virginia E. Shanks.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Henrico, Commonwealth of Virginia, on May 20, 2020.

ALTRIA GROUP, INC.

By: /s/ SALVATORE MANCUSO

Salvatore Mancuso
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on May 20, 2020.

Signature	Title
<u>/s/ WILLIAM F. GIFFORD, JR.</u> (William F. Gifford, Jr.)	Director and Chief Executive Officer (Principal Executive Officer)
<u>/s/ SALVATORE MANCUSO</u> (Salvatore Mancuso)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ STEVEN D'AMBROSIA</u> (Steven D' Ambrosia)	Vice President and Controller (Principal Accounting Officer)
* John T. Casteen III, Dinyar S. Devitre, Thomas F. Farrell II, Debra J. Kelly-Ennis, W. Leo Kiely III, Kathryn B. McQuade, George Muñoz, Mark E. Newman, Nabil Y. Sakkab, Virginia E. Shanks	Directors

/s/ WILLIAM F. GIFFORD, JR.

(William F. Gifford, Jr.,

*By:

Attorney-in-Fact)

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Section 2: EX-5 (OPINION OF HUNTON ANDREWS KURTH LLP)



May 20, 2020

Altria Group, Inc.
6601 West Broad Street
Richmond, Virginia 23230

**Altria Group, Inc.
Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as special counsel to Altria Group, Inc., a Virginia corporation (the "Company"), in connection with the preparation and filing by the Company of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of 25,000,000 shares of the Company's common stock, par value \$0.33 1/3 per share (the "Shares"), issuable under the Company's 2020 Performance Incentive Plan (the "Plan").

This opinion letter is being furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

In connection with this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company, certificates of public officials and officers of the Company and such other documents, certificates and records as we have deemed necessary to render the opinions set forth herein, including, among other things, (i) the Company's Articles of Incorporation, as amended through the date hereof, (ii) the Company's Amended and Restated Bylaws, as amended through the date hereof, (iii) the Plan, (iv) the Registration Statement, (v) resolutions of the Company's Board of Directors approving the Plan and authorizing the registration and issuance of the Shares and (vii) a certificate issued by the Clerk of the State Corporation Commission of the Commonwealth of Virginia on the date hereof to the effect that the Company is existing under the laws of the Commonwealth of Virginia and in good standing (the "Good Standing Certificate").

For purposes of the opinions expressed below, we have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to authentic original documents of all documents submitted to us as certified, electronic or photostatic copies and (v) the due authorization, execution and delivery of all documents by all parties and the validity, binding

effect and enforceability thereof on such parties (other than the authorization, execution and delivery of certain documents by the Company).

As to factual matters, we have relied upon, and assumed the accuracy of, representations included in the documents submitted to us, upon certificates of officers of the Company and upon certificates of public officials. Except as otherwise expressly indicated, we have not undertaken any independent investigation of factual matters.

We do not purport to express an opinion on any laws other than those of the Commonwealth of Virginia.

Based upon the foregoing and such other information and documents as we have considered necessary for the purposes hereof, and subject to the assumptions, qualifications and limitations stated herein, we are of the opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Plan and any award agreement entered into under the Plan, the Shares will be validly issued, fully paid and nonassessable.

The opinion set forth in paragraph 1 above as to the valid existence and good standing of the Company is based solely upon our review of the Good Standing Certificate.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act and the rules and regulations of the Commission promulgated thereunder.

This opinion letter is rendered as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. This opinion letter is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any matters beyond the matters expressly set forth herein.

Very truly yours,

/s/ Hunton Andrews Kurth LLP

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Section 3: EX-23.2 (CONSENT OF PRICEWATERHOUSECOOPERS LLP)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Altria Group, Inc. of our report dated January 30, 2020 relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Altria Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP

Richmond, Virginia

May 20, 2020

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Section 4: EX-23.3 (CONSENT OF PWC BEDRIJFSREVISOREN)

Exhibit No. 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Altria Group, Inc. of our report dated March 11, 2020 relating to the financial statements and the effectiveness of internal control over financial reporting of Anheuser-Busch InBev SA/NV, which is incorporated by reference in Altria Group, Inc.'s Annual Report on Form 10-K/A Amendment No. 1 for the year ended December 31, 2019.

Sint-Stevens-Woluwe, Belgium, May 20, 2020

PwC Bedrijfsrevisoren BV / Reviseurs d'Entreprises SRL

Represented by

/s/ Koen Hens

Statutory Auditor

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Section 5: EX-23.4 (CONSENT OF DELOITTE BEDRIJFSREVISOREN / REVISEURS D'ENTREPRISES)

Exhibit No. 23.4

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Altria Group, Inc. of our report dated 13 March 2019 (23 April 2019 as to the adoption of IFRS 16 Leases and the retrospective adjustments for changes in the composition of reportable segment as described in Note 5 to the financial statements), relating to the 2018 and 2017 financial statements of Anheuser-Busch InBev SA/NV, which is incorporated by reference in Altria Group, Inc.'s Annual Report on Form 10-K/A Amendment No. 1 for the year ended 31 December 2019.

Zaventem, Belgium, 20 May 2020

/s/ Joël Brehmen

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises CVBA/SCRL

Represented by Joël Brehmen

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Section 6: EX-24 (POWERS OF ATTORNEY)

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the "Company"), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company's common stock \$.33 1/3 par value, issuable by the Company in connection with the Company's 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ JOHN T. CASTEEN III

John T. Casteen III

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ DINYAR S. DEVITRE

Dinyar S. Devitre

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ THOMAS F. FARRELL II
Thomas F. Farrell II

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ DEBRA J. KELLY-ENNIS

Debra J. Kelly-Ennis

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ W. LEO KIELY III
W. Leo Kiely III

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ KATHRYN B. MCQUADE
Kathryn B. McQuade

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ GEORGE MUÑOZ
George Muñoz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, a Director of Altria Group, Inc., a Virginia corporation (the “Company”), does hereby constitute and appoint William F. Gifford, Jr., Murray R. Garnick, Salvatore Mancuso, and W. Hildebrandt Surgner, Jr., or any one or more of them, his or her true and lawful attorney, for him or her and in his or her name, place and stead, to execute, by manual or facsimile signature, electronic transmission or otherwise, one or more Registration Statements on Form S-8 under the Securities Act of 1933, as amended, and any or all amendments to said Registration Statement (including post-effective amendments thereto) for the registration of shares of the Company’s common stock \$.33 1/3 par value, issuable by the Company in connection with the Company’s 2020 Performance Incentive Plan, and to cause the same to be filed with the Securities and Exchange Commission, together with any exhibits, financial statements and prospectuses included or to be incorporated by reference therein, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things which said attorneys may do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand and seal this 14th day of May, 2020.

/s/ MARK E. NEWMAN

Mark E. Newman

POWER OF ATTORNEY

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/s/ NABIL Y. SAKKAB
Nabil Y. Sakkab

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/s/ VIRGINIA E. SHANKS
Virginia E. Shanks

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