



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

March 27, 2023

Lawton B. Way
McGuireWoods LLP

Re: Altria Group, Inc. (the "Company")
Incoming letter dated January 13, 2023

Dear Lawton B. Way:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the Sisters of St. Francis of Philadelphia and co-filers for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the board of directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters, to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(10). In our view, the planned Company-led civil rights assessment will not substantially implement the request for a third-party audit.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2022-2023-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Tom McCaney
Sisters of St. Francis of Philadelphia



January 13, 2023

Via email to shareholderproposals@sec.gov

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Omission by Altria Group, Inc. of Shareholder Proposal Submitted by the Sisters of St. Francis of Philadelphia, together with six co-proponents

Ladies and Gentlemen:

We are writing on behalf of our client, Altria Group, Inc. (“Altria”), pursuant to Rule 14a-8(j)(1) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the U.S. Securities and Exchange Commission (the “SEC”) of Altria’s intention to exclude a shareholder proposal (the “Proposal”) and the related supporting statement (the “Supporting Statement”) submitted by the Sisters of St. Francis of Philadelphia, together with six co-proponents (collectively, the “Proponent”), from its proxy solicitation materials (“Proxy Materials”) for its 2023 Annual Meeting of Shareholders (the “2023 Annual Meeting”). Altria requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) concurs with Altria’s view or, alternatively, will not recommend to the SEC that enforcement action be taken if Altria omits the Proposal and the Supporting Statement from its 2023 Annual Meeting Proxy Materials in reliance on the provisions of Rule 14a-8(i)(10) under the Exchange Act as described below.

This letter provides an explanation of why Altria believes that it may exclude the Proposal from its 2023 Annual Meeting Proxy Materials and includes the attachments required by Rule 14a-8(j). In accordance with Staff Legal Bulletin No. 14D (Nov. 7, 2008), this letter and its exhibits are being delivered by e-mail to shareholderproposals@sec.gov. A copy of this letter and its attachments are also being sent concurrently to the Proponent in accordance with Rule 14a-8(j), informing the Proponent of Altria’s intention to omit the Proposal from its 2023 Annual Meeting Proxy Materials. In addition, we wish to take this opportunity to inform the Proponent that if it submits additional correspondence to the Staff with respect to the Proposal, a copy of that correspondence should also be furnished to the undersigned on behalf of Altria pursuant to Rule 14a-8(k).

This letter is being submitted not less than 80 calendar days before the anticipated filing of Altria's definitive proxy statement for the 2023 Annual Meeting in accordance with Rule 14a-8(j).

Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to the undersigned via email at the address noted in the last paragraph of this letter.

I. The Proposal

The Proposal sets forth the following proposed resolution to be voted upon by Altria's shareholders at the 2023 Annual Meeting:

“RESOLVED: Shareholders of Altria, Inc. (‘Altria’) request that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company’s policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth. Input from civil rights organizations, employees, customers, and communities in which Altria operates and other stakeholders should be considered. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Altria’s website.”

Copies of the Proposal, the Supporting Statement and accompanying correspondence are attached hereto as Exhibit A.

II. Basis for Exclusion

Altria hereby respectfully requests that the Staff concur with its view that the Proposal may be excluded from its 2023 Annual Meeting Proxy Materials pursuant to Rule 14a-8(i)(10) because Altria has already substantially implemented the Proposal.

III. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(10) Because It Has Already Been Substantially Implemented

Altria may properly exclude the Proposal from its 2023 Annual Meeting Proxy Materials pursuant to Rule 14a-8(i)(10) because it “has already substantially implemented the proposal.” The SEC stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of stockholders having to consider matters which already have been favorably acted upon by the management.” *See* Exchange Act Release No. 12598 (July 7, 1976). In determining whether a proposal has been “substantially implemented,” the Staff has held that the determination “depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *See* Texaco, Inc. (Mar. 28, 1991). The Staff has granted no-action relief under Rule 14a-8(i)(10) where a company has substantially implemented and, therefore, satisfied a proposal’s “essential objective,” even if the

company did not take the exact action requested by the proponent, did not implement the proposal in every detail or exercised discretion in determining how to implement the proposal. *See, e.g.,* Exxon Mobil Corporation (March 20, 2020) (granting relief where a proposal requesting that the company issue a report describing how it will reduce its contribution to climate change and align with the Paris Agreement where the requested information was available in a public report from the company); Exelon Corp. (Feb. 26, 2010) (granting relief where a proposal requested a detailed accounting of political contributions, but the company had a preexisting set of guidelines and contribution disclosures already available); PPG Industries (January 16, 2020) (proposal requesting that the board of directors prepare a report on the company’s processes for “implementing human rights commitments within company-owned operations and through business relationships” where the requested information was already disclosed in the company’s global code of ethics, global supplier code of conduct, supplier sustainability policy, and sustainability report and other disclosures that addressed the requested information); Mondelēz International, Inc. (Mar. 7, 2014) (granting relief for a proposal requesting an assessment of human rights-related supply chain risks, where relevant information was available on the company’s website). The Staff has also permitted exclusion under Rule 14a-8(i)(10) where a proposal asked for specific disclosure relating to charitable contributions and the company only provided general policy disclosure. In PG&E Corp. (March 10, 2010), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company provide a report disclosing, among other things, the “business rationale and purpose for each of the charitable contributions.” In that instance, the company referred to a website where it had described its policies and guidelines for determining the types of grants that it makes and the types of requests that the company typically does not fund. Although the website did not strictly adhere to the proposal’s request for disclosure, the Staff concluded that the company had substantially implemented the proposal.¹

In the present instance, the Proponent submitted the exact same proposed resolution to Altria under Rule 14a-8 (the “Prior Proposal”) in connection with Altria’s 2022 Annual Meeting of Shareholders (the “2022 Annual Meeting”). Altria included the Prior Proposal in its proxy solicitation materials for the 2022 Annual Meeting, and Altria’s shareholders voted on the Prior Proposal at the 2022 Annual Meeting. The Prior Proposal won a majority of shareholder support, receiving 62.2% of the votes cast. Following the approval of the Prior Proposal, Altria undertook extraordinary efforts to thoughtfully respond to and address the objectives, elements and spirit of the Prior Proposal. These efforts, which are detailed below, ultimately led to Altria’s Board of Directors authorizing an equity and civil rights assessment. To that end, on January 12, 2023, Altria issued a press release (the “Press Release”) detailing its commitment to undertake an equity and civil rights assessment in response to the Prior Proposal and to post on its website a

¹ Furthermore, in Exchange Act Release No. 95267 (July 13, 2022), the SEC proposed to amend Rule 14a-8(i)(10) to provide that proposals could be excluded if a company has already implemented the “essential elements” of the proposal. While the SEC has not yet adopted this proposed amendment (and, therefore, it is not applicable to the Staff’s review of this letter), we note that the SEC stated that even under this new proposed standard, “a proposal need not be rendered entirely moot, or be fully implemented in exactly the way the proponent desires, in order to be excluded. A company may be permitted to exclude a proposal it has not implemented precisely as requested if the differences between the proposal and the company’s actions are not essential to the proposal.”

report discussing the results of the assessment within approximately 12 months from when it begins the assessment. The Press Release is attached hereto as Exhibit B. As noted above, the proposed resolution detailed in the Proposal is *identical* to the proposed resolution detailed in the Prior Proposal. Therefore, by committing to undertake an equity and civil rights assessment in response to the Prior Proposal, Altria is also substantially implementing the essential objectives sought by the Proposal. Furthermore, given that Altria’s commissioned equity and civil rights assessment was specifically tailored to respond to the Prior Proposal, it necessarily compares favorably with the guidelines of the Proposal.

The following table highlights Altria’s substantial implementation of each prong in the Proposal, including by citing specific commitments by Altria, as detailed in the Press Release.

Proposal Request	Altria’s Commitments
<p>1. Altria Board of Directors to commission a third-party civil rights equity audit.</p>	<p><i>Substantially implemented.</i> Altria will conduct an equity and civil rights assessment. The assessment, which Altria’s Board of Directors authorized, will be led by Altria and overseen by an independent external advisory review board consisting entirely of third-party members with relevant subject matter expertise. Furthermore, the ultimate report will be subject to assurance by an independent third-party firm. Finally, Altria’s Nominating, Corporate Governance and Social Responsibility Committee, which is comprised entirely of independent directors, will provide Board-level oversight of the assessment.</p> <p>We acknowledge that the Proposal could be interpreted as requesting the use of a third party to conduct the assessment; however, it does not specifically require the use of a third party to lead the assessment. Instead, the Proposal merely requires involvement by a third party. As noted above, although Altria will lead the assessment, the assessment will be subject to extensive third-party oversight, review and assurance. As a result, Altria has substantially implemented this essential objective of the Proposal.</p> <p>Additionally, we acknowledge that the Press Release refers to an “assessment,” as opposed to an “audit” as described in the Proposal. Altria does not believe there is any meaningful difference in the use of the term “audit” (as used in</p>

Proposal Request	Altria's Commitments
	<p>the Proposal) and the use of the term “assessment” (as used in the Press Release) in the context of the review requested by the Proposal. Specifically, we note that these terms are often used interchangeably when describing similar equity and civil rights reviews conducted by other companies.² In any event, the results of the assessment will be subject to assurance by an independent third-party firm. As a result, Altria has also substantially implemented this essential objective of the Proposal.</p>
<p>2. Review to focus on corporate policies, practices, products and services to assess their impact on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth.</p>	<p><i>Substantially implemented.</i> As detailed in the Press Release, Altria’s assessment “will review [its] policies, practices, programs and services intended to address the harm associated with tobacco use and the effectiveness of [its] harm reduction efforts, including [its] underage tobacco use prevention programs, tobacco cessation support, responsible marketing practices and regulatory engagement and public policy. The Assessment will include an evaluation of these policies, practices, programs and services on communities of color [(including each of the communities referenced in the Proposal)] and youth, as well as [its] inclusion, diversity and equity (ID&E) progress.”</p>
<p>3. Input from civil rights organizations, employees, customers, and communities in which Altria operates and other stakeholders.</p>	<p><i>Substantially implemented.</i> As part of the assessment, Altria intends to “seek input from key stakeholders, such as investors, shareholder proponents, employees, customers, suppliers,</p>

² Press releases from the following companies use both the term “audit” and “assessment” when describing their similar civil rights and equity reviews: Wells Fargo press release, dated September 13, 2022, and JPMorgan Chase press release, dated March 24, 2022. See also an article, dated December 14, 2022, in *Law 360* entitled, “Ex-AG Loretta Lynch Says DEI Audits Vital to Gauge Goals.” In the article, Loretta Lynch, former U.S. Attorney General and current chair of the Paul Weiss Rifkind Wharton & Garrison LLP Civil Rights and Racial Equity Audits practice, states the following in response to the initial interview question of “For starters, what exactly is a racial equity audit?”: “A racial equity audit is a deep dive into a company’s programs that have been set up to fulfill its commitment to diversity, equity and inclusion. Most companies have a very strong commitment to those goals and have set up a number of programs to get them to a better place and get them in a place where they can actually live their values. Sometimes we call them assessments; an audit implies a listing or an accounting of the number of something, or whether policies and practices actually exist. And most do.” (Emphasis added).

Proposal Request	Altria's Commitments
	community partners, policy makers and civil rights organizations.”
4. Report on the audit to be publicly disclosed on Altria's website.	<i>Substantially implemented.</i> Altria plans “to post on altria.com a report discussing the results of the Assessment.”

As detailed in the Press Release, the plan and structure for Altria's equity and civil rights assessment took into consideration the concerns raised by the Proponent and, more broadly, other Altria shareholders. Specifically, in the second half of 2022, Altria contacted its top 30 shareholders – representing approximately 43% of its outstanding shares – to seek their views concerning the civil rights equity audit requested by the Prior Proposal and Altria's proposed approach to conducting such an assessment. Altria met with all shareholders that accepted its request to meet. Among the specific feedback that Altria received from these investors was the recognition that Altria's response should be tailored to Altria and an acknowledgement that companies are taking varying approaches to conducting civil rights assessments. This feedback helped inform Altria's approach to the assessment and confirmed that the approach detailed above and in the Press Release was responsive to the Prior Proposal. Given the proposed resolution set forth in the Prior Proposal and the proposed resolution set forth in the Proposal are *identical*, Altria's commitment to conduct an equity and civil rights assessment, as detailed in the Press Release, necessarily substantially implements the Proposal.

The equity and civil rights assessment that Altria has committed to undertake addresses each of the essential objectives of the Proposal and compares favorably to the guidelines of the Proposal. As such, Altria has satisfied every aspect of the Proposal and has shown extraordinary responsiveness to the Prior Proposal, including comprehensive shareholder outreach to inform its approach to the requested assessment and to confirm responsiveness to the shareholder-approved Prior Proposal. Accordingly, consistent with precedent, Altria believes it may exclude the Proposal from its 2023 Annual Meeting Proxy Materials pursuant to Rule 14a-8(i)(10) because the Proposal has been substantially implemented.

IV. Conclusion

Based upon the foregoing analysis, we respectfully request that the Staff concur with Altria's view or, alternatively, not recommend enforcement action to the SEC if Altria excludes the Proposal from its 2023 Annual Meeting Proxy Materials pursuant to Rule 14a-8(i)(10).

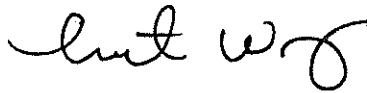
Office of Chief Counsel

January 13, 2023

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Should the Staff have any questions regarding this matter or need any additional information, please do not hesitate to contact me at (804) 775-4711 or by email at lway@mcguirewoods.com.

Very truly yours,

A handwritten signature in black ink, appearing to read "Lawton B. Way". The signature is fluid and cursive, with the first name "Lawton" being more prominent than the last name "Way".

Lawton B. Way

Enclosures

cc: Tom McCaney, The Sisters of St. Francis of Philadelphia
Lydia Kuykendal, Mercy Investment Services, Inc.
Sister Barbara Aires, The Sisters of Charity of Saint Elizabeth
Robert Wotypka, OFM Cap., The Province of St. Joseph of the Capuchin Order
W. Hildebrandt Surgner, Jr., Altria Group, Inc.
Mary C. Bigelow, Altria Client Services LLC
W. Lake Taylor, Jr., McGuireWoods LLP

EXHIBIT A

(Copy of the Proposal, Supporting Statement and Accompanying Correspondence)



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

November 23, 2023

Via UPS and email shareholderservicesgrp@altria.com

William Surgner
Office of the Secretary
Altria Group, Inc.
6601 West Broad Street
Richmond, VA 23230

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Mr. Surgner,

I am submitting the attached proposal (the "Proposal") on behalf of the Sisters of St. Francis of Philadelphia pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of Altria Group (the "Company") for its 2023 annual meeting of shareholders. I am the lead filer for the Proposal and may be joined by other shareholders as co-filers.

We have continuously beneficially owned, for at least three years as of the date hereof, at least \$2,000 worth of the Company's common stock. Verification of this ownership is attached. The Sisters of St. Francis of Philadelphia intends to continue to hold such shares through the date of the Company's 2023 annual meeting of shareholders.

We note that this same proposal received approximately 62% of the vote at the 2022 Annual General Meeting. Despite the approval of this resolution, there has been no confirmation of an impending third-party audit. We request the following commitments be made publicly:

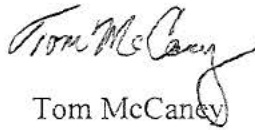
1. To, within the next year, conduct an independent third-party audit on the company's policies, practices, and products.
2. Select a third-party independent auditor with civil rights experience.
3. That the audit will be conducted with feedback from stakeholders such as employees, civil rights advocacy organizations, at the community and national level, and customers to determine the specific topics to be covered by the audit.
4. That the auditor will speak to these stakeholders independently. Appropriate measures to protect the confidentiality of responders should be taken, particularly employees, and to ensure nonretaliation for employee responders.
5. There will be clear board oversight
6. Schedule regular check in meetings with proponent to provide updates. At least 2 per year.

7. Following the public release of the auditor's report, the company will provide public updates to the report to inform on progress being made on the auditor's recommendations, to be posted to its website.

I am available to meet with the Company via teleconference on December 7th at 1 or 2 PM Eastern, Dec. 8th between 9 AM and 2 PM, December 13th between 11 AM and 2 PM, and December 15 between 9 AM and 2 PM. Any co-filers have authorized the Sisters of St. Francis of Philadelphia to conduct the initial engagement meeting, but may participate subject to their availability.

I can be contacted at [REDACTED] or by email at [REDACTED] to schedule a meeting. Please feel free to contact me with any questions.

Sincerely,



Tom McCaney
Director, Corporate Social Responsibility

Altria Group, Inc.

Civil Rights Equity Audit

WHEREAS: we believe in full transparency of the effectiveness of Altria's commitment to prevent underage use of nicotine products¹ and its commitment to racial equity² so we can determine if they adequately address potential legal, financial, and reputational business risks.

RESOLVED: Shareholders of Altria, Inc. ("Altria") request that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth. Input from civil rights organizations, employees, customers, and communities in which Altria operates and other stakeholders should be considered. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Altria's website.

SUPPORTING STATEMENT: Altria notes "increases in youth usage of e-vapor have threatened to undermine the hard-fought gains made in preventing underage use."³ As age is a protected class in the US constitution, a civil rights audit should include impacts on children and youth.

In December 2018, Altria invested \$12.8 billion in JUUL, taking a 35% stake in the company, and providing advertising and sales support. JUUL currently commands three-quarters of the e-cigarette market.

Data from the Centers for Disease Control shows that 86.3% of middle and high school students had been exposed to tobacco product advertisements or promotions, and 27.5% of high schoolers reported current e-cigarette use in 2019. Additionally, an estimated 53.3% of high school students and 24.3% of middle school students reported having ever tried a tobacco product.⁴ A multi-state coalition of Attorneys General is investigating JUUL's marketing and sales practices to underage users. Altria shares fell as much as 2.7% after Dow Jones reported the FTC is investigating the marketing practices of JUUL Labs.

Tobacco/nicotine companies have historically placed larger amounts of advertising⁵ in African American publications, disproportionately exposing African Americans to more cigarette ads than Whites. Additionally, tobacco companies use price promotions such as discounts and multi-pack

¹ <https://www.altria.com/en/responsibility/prevent-underage-use>

² <https://www.altria.com/en/people-and-careers/our-people-and-communities/racial-and-economic-equity>

³ <https://www.altria.com/en/about-altria/government-affairs/public-policy-positions/legislation-preventing-underage-use>

⁴ [Tobacco Product Use and Associated Factors Among Middle and High School Students — United States, 2019 | MMWR \(cdc.gov\)](#)

⁵ [African Americans and Tobacco Use | CDC](#)

coupons—which are most often used by African Americans and other minority groups, women, and young people—to increase sales.⁶

Numerous companies have recently committed to conducting audits, including Citigroup, Verizon, Apple, Wells Fargo, and Mondelez.

A civil rights audit is an important step in establishing a transparent system of accountability. Altria should take this opportunity to review its policies, practices, products and services, and how they impact the civil rights of youth and BIPOC communities.

⁶ [African Americans and Tobacco Use | CDC](#)



November 29, 2022

W. Hildebrandt Surgner, Jr.
Vice President, Corporate Secretary and Associate General Counsel
Altria Group, Inc.
6601 West Broad Street
Richmond, VA 23230
shareholderservicesgrp@altria.com

Dear Mr. Surgner:

Mercy Investment Services, Inc. ("Mercy"), the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Mercy Investment Services, Inc., a long-term investor, is currently the beneficial owner of shares of Altria Group, Inc.

The enclosed proposal requests that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth.

Mercy is co-filing the enclosed shareholder proposal with lead filer, the Sisters of St. Francis of Philadelphia for inclusion in the 2023 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of November 29, 2022, Mercy has been a shareholder continuously for more than three years, holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules. We authorize the Sisters of St. Francis of Philadelphia to withdraw on our behalf if an agreement is reached.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct all future correspondence regarding this proposal to me via the information below.

Best regards,

A handwritten signature in black ink, appearing to read "Lydia Kuykendal".

Lydia Kuykendal
Director of Shareholder Advocacy

Altria Group, Inc.

Civil Rights Equity Audit

WHEREAS: we believe in full transparency of the effectiveness of Altria’s commitment to prevent underage use of nicotine products¹ and its commitment to racial equity² so we can determine if they adequately address potential legal, financial, and reputational business risks.

RESOLVED: Shareholders of Altria, Inc. (“Altria”) request that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company’s policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth. Input from civil rights organizations, employees, customers, and communities in which Altria operates and other stakeholders should be considered. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Altria’s website.

SUPPORTING STATEMENT: Altria notes “increases in youth usage of e-vapor have threatened to undermine the hard-fought gains made in preventing underage use.”³ As age is a protected class in the US constitution, a civil rights audit should include impacts on children and youth.

In December 2018, Altria invested \$12.8 billion in JUUL, taking a 35% stake in the company, and providing advertising and sales support. JUUL currently commands three-quarters of the e-cigarette market.

Data from the Centers for Disease Control shows that 86.3% of middle and high school students had been exposed to tobacco product advertisements or promotions, and 27.5% of high schoolers reported current e-cigarette use in 2019. Additionally, an estimated 53.3% of high school students and 24.3% of middle school students reported having ever tried a tobacco product.⁴ A multi-state coalition of Attorneys General is investigating JUUL’s marketing and sales practices to underage users. Altria shares fell as much as 2.7% after Dow Jones reported the FTC is investigating the marketing practices of JUULLabs.

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³ <https://www.altria.com/en/about-altria/government-affairs/public-policy-positions/legislation-preventing-underage-use>

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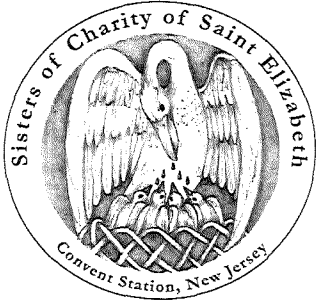
⁵ [African Americans and Tobacco Use | CDC](https://www.cdc.gov/tobacco/atlanta-report/)

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⁶ [African Americans and Tobacco Use | CDC](#)



December 1, 2022

BY EMAIL AND DELIVERY

W. Hildebrandt Surgner, Jr.
Corporate Secretary
Altria Group, Inc.
6001 Broad Street
Richmond, VA 23230

Re: Shareholder proposal for the 2023 Annual Shareholder Meeting

Dear Mr. Surgner,

The Sisters of Charity of Saint Elizabeth hereby co-files a shareholder proposal submitted by the lead filer the Sisters of St. Francis of Philadelphia in accordance with SEC Rule 14a-8, to be included in the proxy statement of Altria Group, Inc. (The Company) for its 2023 annual meeting of shareholders.

The Sisters of Charity of Saint Elizabeth has continuously held, for at least one year as of the date hereof, at least 290 shares of the Company's common stock to meet the requirements of Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934, as amended. The Sisters of Charity of Saint Elizabeth intends to continue to hold such shares through the date of the Company's 2023 annual meeting of shareholders.

The Sisters of St. Francis of Philadelphia are the lead filer for this proposal and is authorized to negotiate on behalf of The Sisters of Charity of Saint Elizabeth any potential withdrawal of this proposal.

We welcome the opportunity to discuss this proposal with representatives of the Company. Please feel free to contact me with any questions.

Sincerely,

Sister Barbara Aires
Coordinator of Corporate Responsibility

SBA/lp
Enclosures

Sisters of Charity of Saint Elizabeth
P.O. Box 476 Convent Station
New Jersey 07961-0476
SCNJ.org

Altria Group, Inc.

Civil Rights Equity Audit

WHEREAS: we believe in full transparency of the effectiveness of Altria’s commitment to prevent underage use of nicotine products¹ and its commitment to racial equity² so we can determine if they adequately address potential legal, financial, and reputational business risks.

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coupons—which are most often used by African Americans and other minority groups, women, and young people—to increase sales.⁶

Numerous companies have recently committed to conducting audits, including Citigroup, Verizon, Apple, Wells Fargo, and Mondelez.

A civil rights audit is an important step in establishing a transparent system of accountability. Altria should take this opportunity to review its policies, practices, products and services, and how they impact the civil rights of youth and BIPOC communities.

⁶ [African Americans and Tobacco Use | CDC](#)



December 2, 2022

W. Hildebrandt Surgner, Jr.
Vice President, Corporate Secretary and Associate General Counsel
Altria Group, Inc.
6601 West Broad Street
Richmond, VA 23230
shareholderservicesgrp@altria.com

Dear Mr. Surgner:

Providence St. Joseph Health is concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. Providence St. Joseph Health is currently the beneficial owner of shares of Altria Group, Inc.

The enclosed proposal requests that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth.

Providence St. Joseph Health is co-filing the enclosed shareholder proposal for inclusion in the 2023 proxy statement with lead filer the Sisters of St. Francis of Philadelphia, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Providence St. Joseph Health has been a shareholder continuously for more than three years holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. We respectfully request direct communications from Altria Group, Inc. and to have our supporting statement and organization name included in the proxy statement.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct **all future correspondence** regarding this proposal to Lydia Kuykendal of Mercy Investment Services, Inc. who is authorized to speak and negotiate on behalf of Providence St. Joseph Health. Mary's contact information is: [REDACTED] 2039 No. Geyer Rd., St. Louis, MO 63131. We authorize the Sisters of St. Francis of Philadelphia to withdraw on our behalf if an agreement is reached.

Best regards,

A handwritten signature in cursive script that reads "Alec Stais".

Alec Stais
CIO

Providence St. Joseph Health

Altria Group, Inc.

Civil Rights Equity Audit

WHEREAS: we believe in full transparency of the effectiveness of Altria’s commitment to prevent underage use of nicotine products¹ and its commitment to racial equity² so we can determine if they adequately address potential legal, financial, and reputational business risks.

RESOLVED: Shareholders of Altria, Inc. (“Altria”) request that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company’s policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth. Input from civil rights organizations, employees, customers, and communities in which Altria operates and other stakeholders should be considered. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Altria’s website.

SUPPORTING STATEMENT: Altria notes “increases in youth usage of e-vapor have threatened to undermine the hard-fought gains made in preventing underage use.”³ As age is a protected class in the US constitution, a civil rights audit should include impacts on children and youth.

In December 2018, Altria invested \$12.8 billion in JUUL, taking a 35% stake in the company, and providing advertising and sales support. JUUL currently commands three-quarters of the e-cigarette market.

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A civil rights audit is an important step in establishing a transparent system of accountability. Altria should take this opportunity to review its policies, practices, products and services, and how they impact the civil rights of youth and BIPOC communities.

⁶ [African Americans and Tobacco Use | CDC](#)

BON SECOURS MERCY HEALTH

December 2, 2022

W. Hildebrandt Surgner, Jr.
Vice President, Corporate Secretary and Associate General Counsel
Altria Group, Inc.
6601 West Broad Street
Richmond, VA 23230
shareholderservicesgrp@altria.com

Dear Mr. Surgner:

Bon Secours Mercy Health, Inc. has long been concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long term business success. Bon Secours Mercy Health, a long-term investor, is currently the beneficial owner of shares of Altria Group, Inc.

The enclosed proposal requests that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth.

Bon Secours Mercy Health is co-filing the enclosed shareholder proposal with lead filer, the Sisters of St. Francis of Philadelphia for inclusion in the 2023 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. As of December 2, 2022, Bon Secours Mercy Health has been a shareholder continuously for more than three years holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included with this letter. One of the filers will attend the Annual Meeting to present the proposal as required by SEC rules. We authorize the Sisters of St. Francis of Philadelphia to withdraw on our behalf if an agreement is reached.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct **all future correspondence** regarding this proposal to Lydia Kuykendal of Mercy Investment Services, who is authorized to speak and negotiate on Bon Secours Mercy Health's behalf. Lydia's contact information is: [REDACTED]
[REDACTED] 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,



Jerry Judd
Senior Vice President and Treasurer
Bon Secours Mercy Health

Altria Group, Inc.

Civil Rights Equity Audit

WHEREAS: we believe in full transparency of the effectiveness of Altria’s commitment to prevent underage use of nicotine products¹ and its commitment to racial equity² so we can determine if they adequately address potential legal, financial, and reputational business risks.

RESOLVED: Shareholders of Altria, Inc. (“Altria”) request that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company’s policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth. Input from civil rights organizations, employees, customers, and communities in which Altria operates and other stakeholders should be considered. A report on the audit, prepared at reasonable cost and omitting confidential or proprietary information, should be publicly disclosed on Altria’s website.

SUPPORTING STATEMENT: Altria notes “increases in youth usage of e-vapor have threatened to undermine the hard-fought gains made in preventing underage use.”³ As age is a protected class in the US constitution, a civil rights audit should include impacts on children and youth.

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December 5, 2022

W. Hildebrandt Surgner, Jr.
Vice President, Corporate Secretary and Associate General Counsel
Altria Group, Inc.
6601 West Broad Street
Richmond, VA 23230
shareholderservicesgrp@altria.com

Dear Mr. Surgner:

The Congregation of St. Joseph is concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. The Congregation of St. Joseph is currently the beneficial owner of shares of Altria Group, Inc.

The enclosed proposal requests that the Board of Directors commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth.

The Congregation of St. Joseph is co-filing the enclosed shareholder proposal for inclusion in the 2023 proxy statement with lead filer, the Sisters of St. Francis of Philadelphia, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. The Congregation of St. Joseph has been a shareholder continuously for more than 3 years holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is included in this packet. A representative of the filers will attend the Annual Meeting to present the resolution as required by SEC rules.

We will plan to participate in any meetings on this proposal to the extent we are available at the time selected by the lead filer and our company. Please direct **all future correspondence** regarding this proposal to Lydia Kuykendal of Mercy Investment Services, Inc. who is authorized to speak and negotiate on Congregation of St. Joseph's behalf. Lydia's contact information is: [REDACTED] 2039 No. Geyer Rd., St. Louis, MO 63131. We authorize the Sisters of St. Francis of Philadelphia to withdraw on our behalf if an agreement is reached.

Best regards,

Karen Watson, CFA Chief Investment Officer
Congregation of St. Joseph

That all may be one...

Altria Group, Inc.

Civil Rights Equity Audit

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The Province of St. Joseph of the Capuchin Order
Office of Corporate Responsibility

6 December 2022

Via email shareholderservicesgrp@altria.com

William Surgner
Office of the Secretary
Altria Group, Inc.
6601 West Broad Street
Richmond, VA 23230

Re: Shareholder proposal for 2023 Annual Shareholder Meeting

Dear Mr. Surgner:

The Province of Saint Joseph of the Capuchin Order (the “Proponent”) is a shareholder in the Altria Group, Inc. (the “Company”). The Proponent is submitting the attached proposal (the “Proposal”) pursuant to the Securities and Exchange Commission’s Rule 14a-8 to be included in the proxy statement of the Company for its 2023 annual meeting of shareholders. The Proponent is co-filing the Proposal with lead filer, the Sisters of Saint Francis of Philadelphia (the “OSF”). We designate the OSF to meet initially with the Company but may join the meeting subject to our availability. As co-filers of this resolution, we authorize the OSF to withdraw the resolution on our behalf if an agreement is reached.

The Proponent has continuously beneficially owned, for at least three years as of the date hereof, at least \$2,000 worth of the Company’s common stock. Verification of this ownership will be sent under separate cover. The Proponent intends to continue to hold such shares through the date of the Company’s 2023 annual meeting of shareholders. A representative of the OSF will attend the stockholders' meeting to move the resolution as required.

Please confirm receipt of these documents. I am at your service should questions arise, and send thanks for the time and attention you commit to this matter. I wish you peace and all good.

Sincerely,

Robert Wotypka, OFM Cap.
Corporate Responsibility agent – The Province of Saint Joseph of the Capuchin Order

████████████████████
████████████████████

Altria Group, Inc.

Civil Rights Equity Audit

WHEREAS: we believe in full transparency of the effectiveness of Altria’s commitment to prevent underage use of nicotine products¹ and its commitment to racial equity² so we can determine if they adequately address potential legal, financial, and reputational business risks.

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EXHIBIT B

(Press Release)



Altria to Conduct an Equity and Civil Rights Assessment

- Altria will conduct an equity and civil rights assessment following the passage of a 2022 shareholder proposal.
- Assessment to be led by Altria and overseen by an independent external advisory review board consisting of third-party members who possess relevant expertise.
- Assessment plan informed by recent shareholder engagement.
- A comprehensive third-party assured report will be published approximately 12 months after the assessment commences.

RICHMOND, VA (January 12, 2023) – Altria Group, Inc. (NYSE: MO) today announces that we will conduct an equity and civil rights assessment (Assessment). The Assessment follows last year’s passage of a shareholder proposal recommending Altria commission a civil rights equity audit and seeks to address feedback received from recent robust shareholder engagement. We believe the Assessment will identify opportunities to accelerate progress toward our 2025 Corporate Responsibility focus area goals, enhance stakeholder alignment and promote transparency.

Consistent with our prior commitments and efforts in these areas, the Assessment will review our policies, practices, programs and services intended to address the harm associated with tobacco use and the effectiveness of our harm reduction efforts, including underage tobacco use prevention programs, tobacco cessation support, responsible marketing practices and regulatory engagement and public policy. The Assessment will include an evaluation of these policies, practices, programs and services on communities of color and youth, as well as our inclusion, diversity and equity (ID&E) progress.

The Assessment, which our Board of Directors (Board) has authorized, will be led by Altria and overseen by an external advisory review board consisting of third-party, independent members who possess relevant expertise in fields such as civil rights, ID&E, legal/law enforcement, public policy, public health and youth development. The external advisory review board will advise on and oversee the Assessment, including the scope, stakeholder engagement and, ultimately, the presentation of the findings in a published report, which will be subject to assurance by a third-party firm. We will continue to prioritize our long-standing robust stakeholder engagement approach throughout the Assessment. We intend to seek input from key stakeholders, such as investors, shareholder proponents, employees, customers, suppliers, community partners, policy makers and civil rights organizations. Our Board’s Nominating, Corporate Governance and Social Responsibility Committee, which is comprised entirely of independent directors, will provide Board-level oversight of the Assessment.

The Assessment design takes into consideration emerging practices for these types of audits, potential risks and the potential benefits to Altria and our shareholders from the Assessment as we pursue our Vision. Because the topics raised in the shareholder proposal are subject to active and pending litigation involving our companies' tobacco products, the Assessment plan considers mitigating litigation risk while including extensive third-party perspective and oversight. Furthermore, the Assessment is intended to address the concerns raised by the shareholder proponents. We believe the structure of the Assessment mitigates potential risks with alternative forms of assessments, while being responsive to the shareholder vote.

In the second half of 2022, we contacted our top 30 shareholders – representing approximately 43% of our outstanding shares – to seek their views concerning the requested civil rights equity audit and our proposed approach to conducting the Assessment. We met with all shareholders that accepted our request to meet. The feedback we received from these investors helped inform our approach to the Assessment and confirmed our belief that the Assessment is responsive to the shareholder vote.

We plan to post on altria.com a report discussing the results of the Assessment within approximately 12 months from when we begin the Assessment.

Altria's Profile

We have a leading portfolio of tobacco products for U.S. tobacco consumers age 21+. Our Vision by 2030 is to responsibly lead the transition of adult smokers to a smoke-free future (Vision). We are *Moving Beyond Smoking*[™], leading the way in moving adult smokers away from cigarettes by taking action to transition millions to potentially less harmful choices – believing it is a substantial opportunity for adult tobacco consumers, our businesses and society.

Our wholly owned subsidiaries include leading manufacturers of both combustible and smoke-free products. In combustibles, we own Philip Morris USA Inc. (PM USA), the most profitable U.S. cigarette manufacturer, and John Middleton Co. (Middleton), a leading U.S. cigar manufacturer. Our smoke-free portfolio includes ownership of U.S. Smokeless Tobacco Company LLC (USSTC), the leading global moist smokeless tobacco (MST) manufacturer, and Helix Innovations LLC (Helix), a leading manufacturer of oral nicotine pouches.

Additionally, we have a majority-owned joint venture, Horizon Innovations LLC (Horizon), for the U.S. marketing and commercialization of heated tobacco stick products and, through a separate agreement, we have the exclusive U.S. commercialization rights to the *IQOS Tobacco Heating System*[®] and *Marlboro HeatSticks*[®] through April 2024.

Our equity investments include Anheuser-Busch InBev SA/NV (ABI), the world's largest brewer, Cronos Group Inc. (Cronos), a leading Canadian cannabinoid company, and JUUL Labs, Inc. (JUUL), a U.S. based e-vapor company.

The brand portfolios of our tobacco operating companies include *Marlboro*[®], *Black & Mild*[®], *Copenhagen*[®], *Skoal*[®] and *on!*[®]. Trademarks and service marks related to Altria referenced in this release are the property of Altria or our subsidiaries or are used with permission.

Learn more about Altria at www.altria.com and follow us on Twitter, Facebook and LinkedIn.

Altria Client Services
Investor Relations
804-484-8222

Altria Client Service
Media Relations
804-484-8897