CORPORATE GOVERNANCE GUIDELINES
OF MINERALS TECHNOLOGIES INC.

These Corporate Governance Guidelines have been approved by the Board of Directors of Minerals Technologies Inc. (the "Company") and, along with the charters of the Board committees, provide the framework for the governance of the Company. The Board of Directors (the "Board") will review these principles at least annually.

1. ROLE OF THE BOARD AND RESPONSIBILITIES OF DIRECTORS

The business and affairs of the Company shall be managed by or under the direction of the Board, except as may otherwise be provided by law or the Company's certificate of incorporation. The Board is elected by the shareholders to oversee management and to assure that the long-term interests of the shareholders are being served. Both the Board and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties.

The basic responsibility of directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In discharging that responsibility, directors are entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Each director is expected, among other things, to (i) attend the Company's annual meeting of stockholders, all Board meetings, and all meetings of committees of which he or she is a member, (ii) review in advance all meeting materials, (iii) ask incisive, probing questions and receive accurate and honest answers, (iv) spend the time needed and meet as frequently as necessary to discharge his or her responsibilities, and (v) maintain an attitude of constructive involvement and oversight.

2. FUNCTIONS OF BOARD

The Board has five scheduled meetings a year at which it reviews and discusses reports by management on the performance of the Company, the Company's plans and prospects, and immediate issues facing it. In addition to its general oversight of management, the Board also performs a number of specific functions, such as:

(a) selecting, evaluating and compensating the Chief Executive Officer ("CEO") and overseeing CEO succession planning;

(b) providing counsel and oversight on the selection, evaluation, development, and compensation of senior management;

(c) reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;

(d) assessing major risks facing the Company and reviewing options for their management and mitigation;

(e) ensuring processes are in place for maintaining the integrity of the Company, the integrity of its financial statements, the integrity of its compliance with law, rules, regulations, and ethics, the integrity of its relationships with customers and suppliers, and the integrity of its relationships with other stakeholders;

(f) nominating directors, appointing committee members and shaping effective corporate governance; and

(g) advising and counseling management regarding significant issues facing the Company.

3. SIZE OF THE BOARD

Under the Company's bylaws, the Board shall be composed of between three and twelve directors, as fixed from time to time by the Board.

4. QUALIFICATION STANDARDS

(a) A majority of the Board shall consist of directors who have been determined by the Board to be "independent" under the Company's independence standards and the relevant listing standards of the New York Stock Exchange ("NYSE"). For a director to be considered independent, the Board must determine that the director does not have any direct or indirect material relationship with the Company. The Board annually shall make an affirmative determination regarding the independence of each director. For relationships not covered by the Company's categorical director independence standards, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the Company's categorical director independence standards. The Board shall make its independence determination on a case-by-case basis, after consideration of all relevant facts and circumstances.

(b) The Board has established the following categorical standards to assist it in determining director independence: A director will not be independent if, within the preceding three years: (i) the director was employed by the Company, or an immediate family member (as defined in the relevant NYSE listing standards) of the director was employed by the Company as an executive officer; (ii) the director or an immediate family member of the director received more than $120,000 in any twelve-month period in direct compensation from the Company, other than director and committee fees and pensions or other forms of direct compensation for prior service (provided such compensation is not contingent in any way on continued service); (iii) the director was employed by or affiliated with the Company's independent auditor or an immediate family member of the director was employed by or affiliated with the Company's independent auditor in a professional capacity; (iv) the director or an immediate family member was employed as an executive officer of another company where any of this Company's present executives served on that company's compensation committee; or (v) the director was an executive officer or an employee, or had an immediate family member who was an executive officer, of a company that made payments to, or received payments from, the Company for goods or services in an amount which, in any single fiscal year, exceeded the greater of $1,000,000 or 2% of the other company's consolidated gross revenues. For purposes of the foregoing, the "Company" means Minerals Technologies Inc. and its consolidated subsidiaries.

(c) Directors shall possess the highest personal and professional ethics and be willing to devote sufficient time to their roles as members of the Board to carry out effectively their duties and responsibilities as directors. Candidates and ultimate Board members are selected for, among other things, their integrity, independence, diversity, range of experience, leadership and their ability to exercise sound judgment. The background and experience of members of the Board should be in areas important to the operations of the company. Scientific, technology, finance, manufacturing, as well as areas relevant to the company's global business are among the most significant criteria. The composition of the Board should reflect sensitivity to the need for diversity as to gender, ethnic background and experience.

(d) Each CEO, upon his or her resignation or retirement from the Company, shall resign from the Board. Other directors shall offer to resign in the event of any significant change in their personal circumstances, including a change in principal job responsibilities. It is the sense of the Board that directors should not necessarily leave the Board upon a change in responsibilities, however the Corporate Governance and Nominating Committee should be in a position to consider the change in evaluating the appropriate mix of skills and experience necessary for the board to perform its oversight function effectively.

(e) Directors who also serve as CEOs or in equivalent positions should not serve on more than two boards of public companies in addition to the Board, and other directors should not serve on more than four other boards of public companies in addition to the Board.

(f) The Board does not believe that arbitrary term limits on directors' service are appropriate. However, it is the policy of the Company that each member of the Board of Directors shall submit his or her resignation from the Board not later that the date of his or her 72nd birthday. Directors should not expect to be re-nominated at the end of each term until they reach the mandatory retirement age. The Board self-evaluation process described below will be an important determinant for board tenure. The full Board shall have the right to make exceptions to the foregoing policy.

(g) Directors bring to the company a range of experience, knowledge and judgment. Directors should not represent the interests of particular constituencies.

5. BOARD SELECTION PROCESS

The Company has a classified board in which approximately one-third of the directors are elected each year by the shareholders at the annual meeting of shareholders. The Corporate Governance and Nominating Committee solicits and receives recommendations and reviews the qualifications of potential director candidates. Stockholders may propose nominees for consideration by the Corporate Governance committee by submitting the names and supporting information to: Secretary, Minerals Technologies Inc., 622 3rd Avenue, New York, NY 10017, in accordance with the Company’s by-laws. Prospective candidates to the Board will be identified and evaluated pursuant to appropriate criteria, objectives and procedures established. (See Section 4c) The committee will make recommendations to the full Board. The Board proposes a slate of nominees to the stockholders for election to the Board. Between annual stockholder meetings, if the office of any director becomes vacant for any reason or any new directorship is created by any increase in the authorized number of directors, the Board may elect a director to fill the vacancy or the newly created directorship and the director so chosen shall hold office until the next annual election of the class for which such director shall have been chosen..

6. VOTING FOR DIRECTORS

In an uncontested election of directors, any nominee for director who is an incumbent director and receives a greater number of votes “withheld” or “against” his or her election than votes “for” his or her election (a “majority withhold vote”) will promptly tender his or her resignation to the Chairman of the Corporate Governance and Nominating Committee following certification of the shareholder vote. The Corporate Governance and Nominating Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject it. The Board will act on the Committee’s recommendation no later than 90 days after the date of the stockholders’ meeting where the majority withhold vote occurred. The Company will promptly publicly disclose the Board’s decision (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding the tendered resignation.

7. BOARD LEADERSHIP

The Board will periodically appoint a chairperson of the Board (“Chairman”). Both non-employee and employee directors, including the CEO, are eligible for appointment as the

Chairman. The Board expects the non-employee directors to work collaboratively to discharge their Board responsibilities, including in determining items to be raised in meetings of non-employee directors, and directors responsible for presiding over such meetings in accordance with Section 14, below. The Board reserves the right to change the leadership structure of the Board at any time should circumstances warrant.

8. BOARD COMMITTEES

The Board has established the following committees to assist it in discharging its responsibilities: (i) Audit; (ii) Compensation; and (iii) Corporate Governance and Nominating. Each committee is comprised solely of independent directors. The Board approves committee assignments, including committee chairmanships. In so doing, the Board considers, among other things, the desires of individual directors, Securities and Exchange Commission and NYSE rules, regulations and standards and the recommendations of the Corporate Governance and Nominating Committee. The current charters of these committees are published on the Company website, and will be mailed to stockholders on written request. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees.

9. INDEPENDENCE AND SPECIAL QUALIFICATIONS OF AUDIT COMMITTEE MEMBERS

Each member of the Audit Committee must also satisfy the additional Sarbanes-Oxley Act independence requirement that he or she may not, other than in his or her capacity as a member of the Audit Committee, the Board, or any other Board committee, accept any consulting, advisory, or other compensatory fee from the Company or be an affiliated person of the Company or of any subsidiary of the Company. All members of the Audit Committee must be financially literate or must become so within a reasonable time after their appointment to the committee, and at least one member of the committee must be a "financial expert" as defined by the Securities and Exchange Commission.

10. SELF-EVALUATION

The Board and each of its committees will perform an annual self-evaluation. Each January, the directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments will be organized and summarized by the Corporate Governance and Nominating Committee for discussion with the Board each April.

11. SETTING THE BOARD AGENDA

The Board shall be responsible for its agenda. The Board and the Chairman have established a standing agenda for the calendar year. In addition, the Chairman meets privately with the Chairpersons of each committee to discuss additional agenda items. Further, input from all Board members for is sought at each meeting for additional topics and agenda items. In addition, the CEO will propose for the Board's approval key issues of strategy, risk, executive resources, and integrity to be scheduled and discussed during the course of the next calendar year, and the Board shall inform the CEO of any additional requirements it may have. As a result of this process, a schedule of major discussion items for the following year will be established. The Chairman may add such additional items to Board agendas as he or she shall determine to be appropriate thereafter. Directors are urged to make suggestions for agenda items to the Chairman or appropriate committee chair at any time. Directors are free to raise subjects at Board meetings that are not on the agenda for a specific meeting.

12. BOARD MATERIALS

Approximately one week prior to Committee and Board meetings, Board materials related to agenda items are provided to Board members to allow the directors to prepare for discussion of the items at the meeting. The CEO shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled Board or committee meeting. Directors are urged to make suggestions for additional pre-meeting materials to the CEO or appropriate committee chair at any time.

13. BOARD MEETINGS

At the invitation of the Chairman, members of senior management shall attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations.

14. MEETINGS OF NON-EMPLOYEE DIRECTORS

The non-employee directors will meet in executive session after each regularly scheduled meeting of the Board without management present. At each such meeting, the chair of the Board committee that has primary responsibility for the principal matter to be discussed will preside. The non-employee directors may meet without management present at such other times as determined by the presiding director.

15. COMMUNICATIONS WITH THIRD PARTIES

The Board believes that management speaks for the Company. It is expected that non-employee directors would not speak for the Company, absent unusual circumstances (or as required by regulations, NYSE listing standards or the Board). Shareholders and any other interested parties may communicate by e-mail with the independent members of the Board at the following address: *independent.directors@mineralstech.com.*

16. ETHICS AND CONFLICTS OF INTEREST

The Board expects the directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's code of conduct. The Board will not permit any waiver of any ethics policy for any director or executive officer. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman and chair of the Corporate Governance and Nominating Committee. Directors are expected to notify the Chairman and chair of the Corporate Governance and Nominating Committee before accepting a seat on the board of another business corporation as well as any non-profit or charitable organization, in order to avoid potential conflicts. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving the CEO or a senior vice president, and the CEO shall resolve any conflict of interest issue involving any other officer of the company.

17. PERSONAL LOANS AND EXTENSIONS OF CREDIT

The Company will not make any personal loans or extensions of credit to directors or executive officers. No non-employee director or immediate family member (as defined above in section 4) may provide personal services for compensation to the Company.

18. REPORTING OF CONCERNS TO NON-EMPLOYEE DIRECTORS OR THE AUDIT COMMITTEE

Anyone who has a concern about the Company's adherence to appropriate good governance principles, or about the ethical business conduct of its management, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern directly to the non-employee directors or to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed, submitted in writing, or reported by phone, to special addresses and a toll-free phone number that will be published on the Company's website. All such concerns will be received by the appropriate directors for their review, and will be simultaneously reviewed and addressed by the Company's General Counsel in the same way that other concerns are addressed by the Company. The status of all outstanding concerns addressed to the non-employee directors or the Audit Committee will be reported to the Board on a quarterly basis. The non-employee directors or the Audit Committee may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's policies prohibit any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve an integrity concern.

19. COMPENSATION OF BOARD MEMBERS

The Compensation Committee shall have responsibility for recommending to the Board compensation and benefits for non-employee directors. In discharging this duty, the committee shall be guided by three goals: compensation should fairly pay directors for work required in a company of the Company's size and scope taking into account compensation paid to directors at similarly situated companies; compensation should align directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand. At the end of each year, the Compensation Committee shall review non-employee director compensation and benefits. To establish additional guidance for setting the appropriate compensation levels, the committee will utilize the services of an independent Board compensation consultant. Directors who are officers of the Company receive no additional remuneration for serving as a director.

20. SUCCESSION PLAN

The Board shall approve and maintain a succession plan for the CEO and senior executives, based upon recommendations from the Compensation Committee. The Board should identify, and periodically update, the qualities and characteristics necessary for an effective CEO of this company. With these principles in mind, the Board should periodically monitor and review the development and progression of potential internal candidates against these standards.

21. ANNUAL COMPENSATION REVIEW OF SENIOR MANAGEMENT

The Compensation Committee shall annually approve the goals and objectives for compensating the CEO. That committee shall evaluate the CEO's performance in light of those goals before setting the CEO's salary, bonus and other incentive and equity compensation. The committee shall also annually approve the compensation structure for the Company's officers, and shall evaluate the performance of the Company's senior executive officers before approving their salary, bonus and other incentive and equity compensation.

22. ACCESS TO SENIOR MANAGEMENT

Non-employee directors are encouraged to contact senior managers of the Company without senior corporate executives present.

23. ACCESS TO INDEPENDENT ADVISORS

The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

24. DIRECTOR ORIENTATION AND EDUCATION

The committee will oversee and review the orientation program for new directors. The CEO, the General Counsel, and the Chief Financial Officer shall be responsible for implementation of orientation program for new directors, and for periodically providing materials, briefing sessions, and other formal and informal opportunities (including site visits to operations) for all directors on subjects that would assist them in discharging their duties. Each new director shall, within three months of election to the Board, spend a day at corporate headquarters for personal briefing by senior management on the Company's strategic plans, its financial statements, and its key policies and practices. All directors are also encouraged to attend, at the Company's expense, director continuing education programs.

25. STOCK OWNERSHIP REQUIREMENTS

To align Directors' interests with the interests of shareholders, all non-employee Directors are required to own a minimum number of the Company's common stock.. New Directors shall have a period to attain the ownership threshold and thereafter will be required to maintain this minimum level of ownership throughout their service as a director. The Committee will determine and periodically review the minimum level of ownership and the period for new Directors to attain the ownership threshold. Changes will be approved by the full Board. The Committee may determine which shares shall be included for purposes of calculating stock ownership. The following shares shall be included: shares owned outright by the Director and by his or her immediate family members residing in the same household; phantom stock units awarded under the Company's Nonfunded Deferred Compensation and Unit Award Plan; any other stock received pursuant to service as an employee or Director, which may be in the form of restricted stock, restricted stock units or shares held pursuant to deferred compensation arrangements; and, if applicable, shares purchased with amounts invested in the Company's retirement plans, such as a 401(k) plan, and any employee stock purchase plan. Unexercised options may not be counted toward such stock ownership requirements. Management Directors are required to own stock of the Company in accordance with the Company's stock ownership requirements for executives.

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