VODAFONE GROUP PUBLIC LTD CO
Form 6-K
May 19, 2008

Form 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rules 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

Dated May 19, 2008

VODAFONE GROUP

PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

VODAFONE HOUSE, THE CONNECTION, NEWBURY, BERKSHIRE, RG14 2FN, ENGLAND

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F__ü__ Form 40-F_____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes_____ No__ü__

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

This Report on Form 6-K contains the following:-

1. A news release dated April 8, 2008 entitled Vodacom Announces Intention to Launch Vodafone M-Pesa Mobile Money Transfer Service in Tanzania
2. A news release dated April 17, 2008 entitled Vodafone Welcomes Serbia to its Global Community as 41st Partner Market
3. A news release dated April 21, 2008 entitled Vodafone Group Announces Commitment to Reduce CO2 Emissions by 50%
4. A news release dated April 24, 2008 entitled China Mobile, SOFTBANK and Vodafone in Agreement to Establish a Joint Innovation Lab to Develop Mobile Internet Services
5. A news release dated April 28, 2008 entitled Madonna Show Streamed Live to Vodafone Customers in Many Countries Around the World From New York s Roseland Ballroom on 30 April 2008
6. Stock Exchange Announcement dated April 2, 2008 entitled Transaction in Own Securities
7. Stock Exchange Announcement dated April 4, 2008 entitled Transaction in Own Securities
8. Stock Exchange Announcement dated April 8, 2008 entitled Transaction in Own Securities
9. Stock Exchange Announcement dated April 18, 2008 entitled Notification of Transactions of Directors, Persons Discharging Managerial Responsibility or Connected Persons
10. Stock Exchange Announcement dated April 18, 2008 entitled Vodafone Group Plc (the Company)
11. Stock Exchange Announcement dated April 21, 2008 entitled Transaction in Own Securities
12. Stock Exchange Announcement dated April 30, 2008 entitled Vodafone Group Plc Voting Rights and Capital

8 April 2008

VODACOM ANNOUNCES INTENTION TO LAUNCH VODAFONE M-PESA MOBILE MONEY TRANSFER

SERVICE IN TANZANIA

§ **Service set to revolutionise money in Tanzania, bringing Vodafone s award-winning money transfer service to a second African market**

Some 4.1 million Vodacom customers in Tanzania will soon be able to use their mobile phones to send money home and to loved-ones safely and securely with the leading network operator s new Vodafone M-PESA service. Vodacom plans to launch the service at the end of April 2008.

Vodacom, the leading mobile network operator in Southern Africa, has operations in the Republic of South Africa, Tanzania, Lesotho, Mozambique and the Democratic Republic of the Congo. Vodacom Group is a joint venture between Vodafone and Telkom South Africa. The launch of Vodafone M-PESA in Tanzania will see Vodafone s award-winning mobile money transfer service available in a second African market.

Vodafone M-PESA was originally developed and deployed by Vodafone in Kenya, where the service has now been running for over one year, with more than 1.6 million active customers. In February 2008, Vodafone launched the service in a second market, Afghanistan in partnership with the Afghani operator Roshan.

M-PESA, meaning **M** for **mobile** and **Pesa** for **money** in Swahili, is one of the world s first cellphone-to-cellphone PESA transfer services for people who do not have access to conventional banks, said Vodacom Tanzania managing director Dietlof Mare.

After finalisation of all technical and other requirements, the service should be available to Tanzanians from the 28 April 2008, Mare said.

Vodafone M-PESA is a service that is expected to revolutionise the way Tanzanians manage money. Of the 21 million Tanzanians over the age of 16, only 1.6 million currently have a bank account, but more than 7.5 million Tanzanians have a cellphone or have access to a cellphone, Mare said.

Hatem Dowidar, CEO of Vodafone Partner Markets said: We are delighted that Vodafone, with our partner Vodacom, will be extending our award-winning M-PESA mobile money transfer service to Tanzania.

Along with neighbouring Kenya, Tanzania is fundamentally a cash-based economy, and this service will provide an instant, effective and secure way for Tanzanians to send, store and receive money, wherever they are in the country. We welcome them to the Vodafone M-PESA community.

CEO of the Vodacom Group Alan Knott-Craig said cellphones have already changed the lives of millions of people on the African continent. With more than 225 million cellphone users in Africa according to the World Bank, many people have had the benefit of telephonic communication for the first time in their lives.

Now cellphone-to-cellphone PESA transfer will add huge value to the lives of many more people. This highly sophisticated first-world technology will make it possible for millions of Tanzanians who do not have ready access to banking, to safeguard and distribute their capital. The economic benefits, especially in rural areas, will be enormous, Knott-Craig said.

Vodafone M-PESA is available only to Vodacom customers, who have to provide their mobile phone number and identification at an M-PESA agent, which will include Vodacom airtime dealers and selected petrol stations, post offices, banks or supermarkets. Both pre-paid and post-paid Vodacom customers will be able to open a Vodafone M-PESA account at no cost.

- ends -

For Further Information

Vodafone Group Media Relations

Tel: +44 1635 664444

Vodacom Group Media Relations:

Tel: +27 11 653 5440

About Vodafone

Vodafone is the world s leading international mobile communications group with over 252 million proportionate customers as at 31 December 2007. Vodafone currently has equity interests in 25 countries across five continents and a further 40 partner networks worldwide. For more information, please visit www.vodafone.com

About Vodacom

Vodacom is a pan-African cellular communications company providing a world-class GSM service to millions of customers in South Africa, Tanzania, Lesotho, Mozambique and the Democratic Republic of Congo. Vodacom is the market leader in all of the countries it operates in, with the exception of Mozambique. The commercial availability of mobile broadband services via UMTS (3G) in South Africa (since 2005) and Tanzania (since 2007) affirms its leadership in offering the latest technologies and innovations. For more information please visit www.vodacom.com

For more information on Vodacom Tanzania, please visit www.vodacom.co.tz

17 April 2008

VODAFONE WELCOMES SERBIA TO ITS GLOBAL COMMUNITY AS 41ST PARTNER MARKET

Vodafone today announces that it has extended its Partner Market agreement with mobilkom austria group to Serbia, where Vodafone will introduce a range of Vodafone-branded products and services through mobilkom austria s subsidiary, Vip mobile . This agreement will make Serbia Vodafone s 41st Partner Market a network across the world where Vodafone products and services are available through partnerships with mobile operators that Vodafone does not own.

Serbia is an important telecommunications market in Europe and developing rapidly, and we are pleased that Vodafone is now able, through its partnership with Vip mobile, to offer a full range of international products and services from Vodafone to the Serbian market. We enjoy a long and very good cooperation with mobilkom austria group which is known for its innovation leadership and its high quality standards and are happy to extend this cooperation to Serbia. says Paul-Gerhard Itjeshorst, Executive, Vodafone Partner Market.

Vip was the first operator in Serbia to introduce the Blackberry® from Vodafone in December 2007.

It is a partnership for the benefit or our customers. It brings together the worlds of the leading international communications group and Vip mobile. So customers will enjoy the best of both worlds. stated Alexander Sperl, CEO Vip mobile.

Thanks to the partnership, Vip customers will enjoy in the future even more innovative services, exclusive handsets and the international roaming footprint of Vodafone.

Several members of mobilkom austria group, such as mobilkom austria (Austria), Vipnet (Croatia), Mtel (Bulgaria) and Si.mobil (Slovenia), have already joined this partnership. Vip mobile will add the Vodafone logo on all products and services that are offered as the result of this agreement.

- ends -

For further information:

Vodafone Group

Investor Relations
Tel: +44 (0) 1635 664447
(a)

Media Relations
Tel: +44 (0) 1635 664444

Notes to Editors

About Vodafone

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Vip

On December 1, 2006 Vip, member of mobilkom austria group, was granted the licence for the third mobile operator in Serbia, The license for GSM 900/1800 plus UMTS is valid for 10-year period and it can be prolonged automatically for another 10 years. The licence obligation is for 80% population coverage in a four-year period. The first Vip mobile postpaid offer was launched on 19th October, 2007. Vip was the first to introduce BlackBerry® from Vodafone on the market. Vip is the biggest greenfield investor in Serbia to-date, investing 99,4 Million Euro in capital expenditure in 2007. At the end of 2007 Vip mobile had more than half a million customers and employed 445 experts. More information: www.vipmobile.co.yu

mobilkom austria group

Members of the mobilkom austria group, the mobile communication segment of Telekom Austria Group, are: mobilkom austria (Austria), Vipnet (Croatia), Si.mobil (Slovenia), mobilkom liechtenstein (Liechtenstein), Mobiltel (Bulgaria), Vip mobile (Serbia) and Vip operator (Macedonia) and the latest acquisition, MDC (Belarus). Around 8,000 employees serve more than 15.4 million customers.

At the full year for 2007 the mobilkom austria group recorded revenues of EUR 3,035.1 million, EBITDA of EUR 1,177.6 million and operating income of EUR 637,5 million. mobilkom austria group stands for innovation, both in marketing and technology. The launch of the worldwide first GPRS network in Austria in 2000, the introduction of the EDGE technology as the first company in Slovenia in 2003, the first launch of a UMTS network in Europe and Austria in 2002 and the first European launch of HSDPA 7.2 in Austria and Croatia in 2007 only prove its innovative role. The know-how transfer among the group members and markets provides rapid development and implementation of all products and services throughout the group. Since 2003 mobilkom austria group has a partnership agreement with Vodafone. More information: www.mobilkomaustriagroup.net

21 April 2008

VODAFONE GROUP ANNOUNCES COMMITMENT TO REDUCE CO2 EMISSIONS BY 50%

Vodafone Group today announces that by 2020 it will reduce its CO2 emissions by 50% against its 2006/7 baseline of 1.23 million tonnes. This target will be achieved principally by improvements in energy efficiency and increased use of renewable energy.

In addition, as part of its climate change strategy, Vodafone will be focusing on developing products and services which will help customers limit their own emissions.

Arun Sarin, Chief Executive of Vodafone Group Plc said, This is the right decision for a responsible business to take. It is good for the environment but also makes sense for the business. It resonates from a financial perspective as improving energy efficiency helps us to control costs. It also resonates with customers as developing new products and services, such as our plans for solar-powered phone chargers and universal phone chargers for Vodafone-branded handsets. This will help customers to limit their own emissions and this is something they value more and more.

We have reviewed the options, including carbon off-setting, and have concluded that the most effective strategy is to cut our CO2 emissions directly. There are no simple solutions to what is a complex challenge, but through operational changes and technological innovation we will focus on improving energy efficiency in our networks, which account for 80% of our emissions. We will use renewable energy when and where we can.

We hope that making this public commitment now will encourage others to take similar action.

Vodafone has been working hard to address climate change issues for a number of years. For example, in 2006/7 the company reduced the amount of carbon dioxide emitted relative to network traffic by 29% and improved the energy efficiency of new network equipment by 25%.

Vodafone is currently gathering data about the carbon footprint of its newly acquired companies in India and Turkey and climate change targets for these businesses will be announced in due course.

Jonathon Porritt, Founder Director of Forum for the Future, which works with Vodafone on sustainability issues, said: This is a significant commitment from one of the world s largest companies. It signals to its millions of customers around the globe that Vodafone is serious about tackling climate change. With a simultaneous focus on the products and services that they offer - and thus on helping their customers to reduce their emissions - Vodafone has the opportunity to show real leadership. 2020 may sound a long way away, but it is what Vodafone does over the next two or three years which will determine whether or not they hit that 50% target.

Tom Delay, Chief Executive of The Carbon Trust, said Taking early action on reducing carbon emissions offers major opportunities for business as it brings reduction in costs and boosts overall reputation. We also believe it is what consumers expect and want to see from leading businesses in the UK and abroad. More and more companies are stepping up to the plate and making strong commitments to cut their carbon emissions and today s announcement by Vodafone is very welcome and is increasing evidence that business momentum is growing on this critical issue.

- ends -

For further information:

Vodafone Group

Media Relations

Tel: +44 (0) 1635 664444

Notes for editors:

Vodafone s Energy Consumption (2006/07)

- Energy use in 2006/07 resulted in a total of 1.23 million tonnes of carbon dioxide emissions, reflecting an overall 6% increase in total energy consumption over the previous financial year on a like for like basis. Vodafone has an existing target to reduce network carbon dioxide emissions relative to network traffic by 40% by 2011 (from a 2005/06 baseline). The Company is on track to achieve this target, achieving a reduction of 29% during 2006/07
- The energy used to run the networks accounts for more than 80% of this total, with offices, transport and retail accounting for the remaining 20%
- Renewable energy accounted for 17% of Vodafone s total network energy consumption, the majority of this through purchasing agreements with power companies, supplemented by on-site renewable generation through mini-turbines and solar panels. This proportion (17%) represents an increase of 28% over the previous year

Existing Climate Change Initiatives

Vodafone s focus has been on its networks, due to these being responsible for 80% of total emissions. Initiatives are primarily in the following areas:

- **Operational initiatives** significant savings can be made by allowing a higher ambient temperature within base station cabinets, thus reducing cooling requirements. Average energy use in some base stations can be cut by more than 10% by increasing the ambient temperature by 4°C.
- **Technological initiatives** working with suppliers to improve the efficiency of network equipment. For example, the average energy efficiency of power amplifiers has improved from around 9% in 2004 to 15% in 2006.

- **Use of renewable energy on-site** a number of Vodafone s operating companies have been piloting renewable energy solutions to reduce climate change impact and improve the operational performance of remote base stations. This includes the use of solar power, wind power and fuel cells.

Using these and other approaches, Vodafone businesses are already making good progress on addressing climate change issues. For example:

- In Spain, Vodafone focused on increasing energy efficiency in the access network and at switching centres and has since reduced CO2 emissions by more than 6,600 tons.
- Vodafone Greece installed photovoltaic systems at 123 base stations in remote areas. These systems have generated some 3,300,000 kWh of energy since 2001 (or 700,000 kWh of energy per year) replacing diesel consumption in the respective base stations.
- Vodafone Germany deactivated unused electricity circuit devices at all its base stations and reduced energy use by 1-5% per site. This is now being implemented in other operating companies.
- Vodafone Portugal installed free-cooling at all its 1,100 base station sites, and increased base station room temperature to 35°C to maximise the benefits of free-cooling with no adverse effects on equipment.

Vodafone is also addressing energy consumption in offices and other network buildings.

- In the UK a number of measures were identified to significantly improve energy efficiency. For example, switching off air conditioning systems and lighting when office and call centre buildings are not occupied can reduce energy consumption by as much as 10%.
- Vodafone Germany ran a solar power pilot project at its Mobile Switching Centre in Würzburg. A total of 62 rooftop photovoltaic modules were installed on the roof of the building, at a cost of 70,000. The system will generate some 12,000 kWh of energy, which will be fed into the public grid.

China Mobile, SOFTBANK and Vodafone in agreement to establish

a Joint Innovation Lab to develop mobile internet services

24 April 2008

China Mobile, SOFTBANK and Vodafone have agreed to establish a Joint Innovation Lab (JIL) to promote the development of new mobile technologies, applications and services. The three companies expect the initiative will help to accelerate the commercial deployment of mobile internet services.

The three companies will use the JIL as a platform to develop mobile services and drive innovation and synergy in the industry to the benefit of their combined global customer base. The JIL will launch projects based on emerging technologies and market demand.

The JIL will focus on the rapidly growing areas of mobile internet services, such as mobile widgets*. Initially, the JIL plans to develop a platform for mobile widgets to encourage the development of innovative new services that can leverage mobile operators unique capabilities.

This move is expected to enable different widgets and applications to run seamlessly on different handset platforms and operating systems across different mobile operators, while safeguarding customer security, data privacy and billing systems. The development of a widget platform is expected to benefit both developers and users. The JIL also welcomes the co-operation of vendors and developers in the creation of new applications and services.

The establishment of the JIL and completion is subject to regulatory approvals and certain customary closing conditions.

- ends -

* EDITOR S NOTE: A widget is a highly functional, small, web-based application that gives customers access to useful services.

For media enquiries please contact:

China Mobile Public Relations	Tel: +86-10-6600-6688	Email: lijun@chinamobile.com
SOFTBANK Public Relations	Tel: +81-3-6889-2300	Email: pr@softbank.co.jp
Vodafone Group Media Relations	Tel: +44-1635 664444	

About China Mobile

China Mobile is the world s largest mobile operator with more than 392 million subscribes (as of March 31, 2008). China Mobile has been a leading player in the mobile communications industry. In 10 years, China Mobile has established a world class mobile network with over 300,000 base stations, best coverage and best customer services. It ranks the first in the world in terms of the network scale and the customer base. For more information, please visit http://www.chinamobile.com

About SOFTBANK

SOFTBANK GROUP offers its customers a range of services including mobile communications, broadband infrastructure, fixed-line telecommunications, internet culture, e-Commerce, and others. SOFTBANK MOBILE achieved the No. 1 position in net additions for FY 2007 in the Japanese market, with a total of 18,586,200 subscribers as of March 2008. For more information, please visit www.softbank.co.jp

About Vodafone

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28 April 2008

MADONNA SHOW STREAMED LIVE TO VODAFONE CUSTOMERS IN MANY COUNTRIES AROUND THE WORLD

FROM NEW YORK S ROSELAND BALLROOM ON 30 APRIL 2008

- **Show to be broadcast live on 30 April 2008 from Roseland Ballroom in New York City on Vodafone live! and from www.vodafone.com/music**
- **Social networking technology will allow customers to chat to other online show goers and change camera angles to capture the atmosphere, excitement and vibe of this unique event**
- **Vodafone customers will have an opportunity to win tickets to the event and become one of the lucky few to see Madonna perform in person**

28 April 2008 Vodafone, the world s largest mobile operator by revenue, and Warner Music International (WMI), today announced that on Wednesday, 30 April, Vodafone customers in 14 countries will be able to watch a live, one-off show by Madonna on their mobile. Streamed live from New York s famous Roseland Ballroom exclusively outside the US to Vodafone customers, the performance will celebrate the release of Madonna s new album, HARD CANDY, which is available globally from today.

Vodafone customers in Cyprus, Egypt, France (SFR), Germany, Greece, Hungary, Italy, Netherlands, New Zealand, Portugal, Romania, South Africa (Vodacom), Spain and UK will have access to the show via their mobile phones on Vodafone live! and via their PCs using a unique streaming platform at www.vodafone.com/music

Vodafone customers will be able to do more than simply view the performance. They will be able to interact and share their emotions with other online show goers and select camera angles to move around the stage to get the best view, making them feel as though they are there in person and part of the event.

Vodafone customers will also have a chance to win tickets to Roseland Ballroom in New York City and become one of the lucky few to experience Madonna s performance in person at the iconic venue.

As a leader in the digital music industry, we re providing our customers closer access to music from top artists and events, allowing them to enjoy their favorite content both on their PCs and mobile phones, said Frank Rovekamp, Global Chief Marketing Officer, Vodafone Group. Vodafone s strategy is to offer different music flavours and innovative formats allowing customers to experience music on their mobile in any way they wish.

We continue to explore innovative ways of deepening the connection between artist and audience. Offering millions of fans around the world live, interactive access to a unique, intimate Madonna show is a powerful way to showcase a new album said John Reid, Vice Chairman, WMI & President, Warner Music Europe. Building on the mobile première, this special broadcast will further heighten the sense of event and excitement during HARD CANDY s much anticipated launch week.

This performance will be the first time Madonna plays live songs from her new album HARD CANDY, which arrives in stores today. Last week, Vodafone customers in Spain, Greece, Italy, Turkey, Portugal, Romania, Hungary, Netherlands, Belgium (Proximus), UK, New Zealand, South Africa (Vodacom), Iceland and India were given access to seven tracks from HARD CANDY prior to the album launch. Each track remained live for 24 hours for download before being replaced by the next one.

The first single from the album, 4 Minutes has already jumped to the number one spot in many countries and has broken Vodafone UK s previous full track sales record by a wide margin becoming the biggest ever single downloaded track on Vodafone live!.

- ends -

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About Warner Music International:

Warner Music International (WMI) is Warner Music Group s global (ex-U.S.) recorded music division that markets and distributes WMG s world-class roster of U.S. and international recording artists through a network of affiliates and licensees in more than 50 countries. With a commitment to developing local talent as well as marketing international superstars, WMI leverages its expertise in each region around the world to attract and cultivate a diverse international artist roster. WMG is a pioneer in delivering music content in new and exciting ways, with a track record of firsts in the digital space.

Contact for Vodafone:

Vodafone Group Media Relations

groupmediarelations@vodafone.com

Tel: +44 1635 664444

Contact for WMI:

James Steven, Warner Music International

james.steven@warnermusic.com

Tel: +44 207 368 2572

Contact for Madonna:

Liz Rosenberg, Warner Bros. Records

liz.rosenberg@wbr.com

Tel: 1 212-707-3256

VODAFONE GROUP PLC

TRANSACTION IN OWN SECURITIES

Vodafone Group Plc (Vodafone) announces today that it has transferred to participants in its employee share schemes the following number of its ordinary shares of U.S.$0.11 3/7 each, which were previously held as treasury shares.

<u>Ordinary Shares</u>

Date of transfer:	1 April 2008
Number of ordinary shares transferred:	106,514
Highest transfer price per share:	157.4p
Lowest transfer price per share:	92.99p

Following the above transfer, Vodafone holds **5,127,351,176** of its ordinary shares in treasury and has **53,127,716,361** ordinary shares in issue (excluding treasury shares).

This announcement does not constitute, or form part of, an offer or any solicitation of an offer for securities in any jurisdiction.

VODAFONE GROUP PLC

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Ordinary Shares

Date of transfer:	3 April 2008
Number of ordinary shares transferred:	107,368
Highest transfer price per share:	154.3p
Lowest transfer price per share:	92.99p

Following the above transfer, Vodafone holds **5,127,243,808** of its ordinary shares in treasury and has **53,128,067,506** ordinary shares in issue (excluding treasury shares).

This announcement does not constitute, or form part of, an offer or any solicitation of an offer for securities in any jurisdiction.

VODAFONE GROUP PLC

TRANSACTION IN OWN SECURITIES

Vodafone Group Plc (Vodafone) announces today that it has transferred to participants in its employee share schemes the following number of its ordinary shares of U.S.$0.11 3/7 each, which were previously held as treasury shares.

<u>Ordinary Shares</u>

Date of transfer:	7 April 2008
Number of ordinary shares transferred:	87,346
Highest transfer price per share:	160.4p
Lowest transfer price per share:	92.99p

Following the above transfer, Vodafone holds **5,127,156,462** of its ordinary shares in treasury and has **53,128,232,386** ordinary shares in issue (excluding treasury shares).

This announcement does not constitute, or form part of, an offer or any solicitation of an offer for securities in any jurisdiction.

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

Vodafone Group Plc (the Company)

In accordance with Disclosure and Transparency Rule 3.1.4R(1), I have to inform you that the Company was advised on 17 April 2008 by HBOS Employee Equity Solutions that on 10 April 2008 the following directors and persons discharging managerial responsibility acquired an interest in the following number of shares of US$0.113/7 each in the Company at the price of 160p per share pursuant to the rules of the Vodafone Group Share Incentive Plan:

Andrew Nigel Halford*	159
Paul Michael Donovan	159
Terry Dean Kramer	159
Stephen Roy Scott	159

* Denotes Director of the Company

Stephen Scott

Group General Counsel and Company Secretary

Vodafone Group Plc (the Company)

In accordance with Disclosure and Transparency Rule 3.1.4R(1), I have to inform you that the Company was advised on 17 April 2008 by HSBC Trustee (CI) Limited that Sir John Bond, Chairman of the Company, acquired the following number of ordinary shares in the Company, through his participation in the Company s Dividend Reinvestment Plan. As a result, Sir John s shareholding in the Company totals 224,926 shares.

Date	Acquired	Price
12. 08. 2005	503*	147.91
11. 08. 2006	4,444	117.49
09. 02. 2007	3,317	150.55
10. 08. 2007	6,045	157.44
08. 02. 2008	3,060	180.52

* As part of the Return of Capital to shareholders, existing ordinary shares with a nominal value of US$0.10 held on 28 July 2006 were consolidated on a 7 for 8 basis and new shares issued with a nominal value of US$0.11 3/7 Accordingly these shares were consolidated into 440 new ordinary shares of US$0.11 3/7 on 31 July 2006.

Stephen Scott

Group General Counsel and Company Secretary

VODAFONE GROUP PLC

TRANSACTION IN OWN SECURITIES

Vodafone Group Plc (Vodafone) announces today that it has transferred to participants in its employee share schemes the following number of its ordinary shares of U.S.$0.11 3/7 each, which were previously held as treasury shares.

Ordinary Shares

Date of transfer:	18 April 2008
Number of ordinary shares transferred:	194,094

Internal Revenue Code Section 162(m)

Internal Revenue Code Section 162(m) and regulations thereunder, which limit the deductibility of certain executive compensation in excess of $1,000,000, did not result in any disallowance of a deduction for compensation payments made by Minerals Technologies Inc. for the 2004 fiscal year. However, the Committee has determined that, in order to retain the discretion referred to in the previous paragraph; it reserves the right to make compensation payments that in part may not qualify for a tax deduction because of the limitations of Internal Revenue Code Section 162(m).

John B. Curcio, Chair
Duane R. Dunham
Steven J. Golub
Joseph C. Muscari

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Performance Graph

This line graph compares Minerals Technologies Inc.'s cumulative total stockholder return with the S&P 500 Index, as a performance indicator for the overall stock market, and our peer group, the S&P Midcap 400 Materials Index, a published industry index.

The starting point for the comparison is a hypothetical investment of $100 in our common stock and in each of the indexes at the close of the last trading day of 1999. The ending point is the close of the last trading day of 2004, at which time the price of our common stock was $66.70.

CUMULATIVE TOTAL STOCKHOLDER RETURN

Minerals Technologies Inc., S&P 500 Index, and S&P Midcap 400 Materials Index

D
O
L
L
A
R
S

12/99

12/04

12/00

12/01

12/02

12/03

200

0

180

160

120

100

80

60

40

20

MINERALS TECHNOLOGIES INC.

S&P 500

PEER GROUP

140

	December 1999	December 2000	December 2001	December 2002	December 2003	December 2004
Minerals Technologies Inc.	100.0	85.55	116.99	108.47	149.26	168.62
S&P 500	100.0	90.89	80.09	62.39	80.29	89.02
S&P Midcap 400 Materials	100.0	103.86	117.50	110.61	137.35	172.32

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COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

This table shows the cash and other compensation paid or accrued for services to Minerals Technologies Inc. and its subsidiaries by the Chairman, President and Chief Executive Officer, and by the four other most highly compensated executive officers who held such positions as of the end of 2004 (the “named executive officers”), for the three fiscal years ended December 31, 2004.

		Annual Compensation		Long-Term Compensation			All Other Compensation($)(d)
				Awards		Payouts	
Name and Principal Position	Year	Salary($)	Bonus($)(a)	Deferred Restricted Stock Awards Value($)(b)	Securities Underlying Options (number of shares)	LTIP Payouts ($)(c)	
Paul R. Saueracker	2004	631,712	420,900	462,078	24,600	96,154	41,795
Chairman, President	2003	563,462	317,000	427,390	20,000	—	30,541
and Chief Executive Officer	2002	546,154	200,063	—	1,649	—	32,040
John A. Sorel	2004	315,731	168,360	166,563	8,800	48,077	19,581
Senior Vice President,	2003	284,077	125,700	167,710	8,000	—	14,448
Finance, Chief Financial Officer	2002	262,692	77,115	—	684	—	14,535
Kenneth L. Massimine	2004	305,096	143,724	193,428	10,300	48,077	19,211
	2003	268,616	127,100	221,012	10,000	—	13,616
Senior Vice President, Managing Director, Paper PCC	2002	236,923	71,784	—	581	—	12,983
Alain F. Bouruet-Aubertot(e)	2004	289,269	192,965	182,682	9,800	—	16,279
	2003	250,000	127,700	210,990	20,000	—	10,016
Senior Vice President, Managing Director, Minteq International	2002	14,423	—	—	—	—	—
S. Garrett Gray	2004	285,077	126,500	112,833	6,000	48,077	17,222
Vice President, General	2003	264,462	97,400	108,200	5,000	—	13,090
Counsel and Secretary	2002	257,385	62,565	—	908	—	13,681

(a) The amounts shown in this column exclude the value of any performance units granted pursuant to Minerals Technologies Inc.'s long term incentive program. Further information about performance units awarded by the Company is set forth under the caption “Long Term Incentive Plan Awards in Last Fiscal Year.”

(b) The amounts shown in this column as part of 2004 compensation represent the value of Deferred Restricted Stock Units (“DRSUs”) granted to each named executive officer on February 25, 2004, calculated by multiplying the number of DRSUs awarded by $53.73, the closing price of our common stock on the date of the grant. The number and value of each officer's aggregated DRSU holdings at the end of 2004, calculated by multiplying the number of DRSUs held as of December 31, 2004 by $66.70, the closing price of our common stock on December 31, 2004, were as follows: Mr. Saueracker, 16,500 DRSUs ($1,100,550); Mr. Sorel, 6,200 DRSUs ($413,540); Mr. Massimine, 7,755 DRSUs ($517,259); Mr. Bouruet-Aubertot 7,300 DRSUs ($486,910); and Mr. Gray, 4,100 DRSUs ($273,470). Dividends will not be paid on DRSUs.

(c) The amounts shown in this column were paid out in 2004 and represent the dollar value of performance units granted to the named executive officers in 2001 under Minerals Technologies Inc.'s long term incentive program.

(d) The amounts shown in this column as part of the compensation for Messrs. Saueracker, Sorel, Massimine, Bouruet-Aubertot and Gray represent matching amounts contributed on their behalf to the Savings and Investment Plan and the Non-Funded Deferred Compensation and Supplemental Savings Plan.

(e) Mr. Bouruet-Aubertot became Senior Vice President, Managing Director, Minteq International effective November 25, 2002.

* None of the named executive officers received perquisites in excess of the lesser of $50,000 or 10% of combined salary and bonus for fiscal years 2004, 2003 or 2002.

EMPLOYMENT, TERMINATION AND CHANGE-IN-CONTROL ARRANGEMENTS

Employment Agreements

In January 2002, Minerals Technologies Inc. entered into employment agreements with the following individuals for the indicated terms and for not less than the annual base salaries indicated: Mr. Saueracker, 24 months, $550,000; Mr. Sorel, 18 months, $265,000; Mr. Massimine, 18 months, $240,000, in March 2001, with Mr. Gray, 18 months, $250,000; and, in November 2002 with Mr. Bouruet-Aubertot, 18 months, $250,000. The term of each of these agreements is extended on the first day of each month for an additional month, unless either the employee or the employer gives the other written notice that the agreement should not be further extended. Each of the named executive officers may also receive salary increases and annual bonuses in amounts to be determined by the Board or the Compensation Committee. The agreements also entitle the named executive officers to participate in employee benefit plans and other fringe benefits that are generally available to our executive employees.

Under the agreements, each named executive officer has agreed to comply with certain customary provisions, including covenants not to disclose our confidential information at any time and not to compete with our business during the term of the agreement and, subject to our continued payment of amounts under the agreement, for two years thereafter. We may terminate the employment agreements before the end of the specified term of employment for “cause” as defined in the agreements.

Severance Agreements

Minerals Technologies Inc. has entered into severance agreements with certain of its executive officers, including each of the named executive officers. The agreements continue through December 31 of each year, and are automatically extended in one-year increments unless we choose to terminate them. If a change in control occurs, the severance agreements are effective for a period of four years from the end of the then existing term. These agreements are intended to provide for continuity of management in the event of a change in control of Minerals Technologies Inc.

If, following a change in control, the executive is terminated by Minerals Technologies Inc. for any reason, other than for disability, death, retirement or for cause (as defined in the agreements), or if the executive terminates his or her employment for good reason (as defined in the agreements), then the executive is entitled to a severance payment of 2.99 times the executive's base amount (as defined in the agreements). The severance payment generally will be made in a lump sum. For a period of up to two years following a termination that entitles an executive to severance payments, Minerals Technologies Inc. will provide life, disability, accident and health insurance coverage substantially similar to the benefits provided before termination, except to the extent such coverages would result in an excise tax being imposed under Section 4999 of the Internal Revenue Code.

The agreements also provide that upon the occurrence of certain stated events that constitute a “potential change in control” of Minerals Technologies Inc., the executive agrees not to voluntarily terminate his employment with Minerals Technologies Inc. for a six-month period.

Under the severance agreements, a change in control includes any of the following events unless approved by the Board: (i) we are required to report a “change in control” in accordance with the Securities Exchange Act of 1934; (ii) any person acquires 15% of our voting securities; (iii) a majority of our directors are replaced during a two-year period; or (iv) our stockholders approve a merger, liquidation or sale of assets.

Stock Award and Incentive Plan

The Stock Award and Incentive Plan provides that all non-vested stock options granted under the plan may, at the discretion of the Compensation Committee, be made immediately exercisable upon the employee's retirement or upon a change in control of Minerals Technologies Inc. (as defined in the plan).

Retirement Plans

Each of the named executive officers is entitled to benefits under the defined benefit pension plans which we maintain. The Retirement Plan is a tax qualified pension plan which pays retirement benefits within the limits prescribed by the Internal Revenue Code. The Nonfunded Supplemental Retirement Plan is an unfunded, non-tax qualified pension plan which pays retirement benefits in excess of such Code limits. For employees hired prior to January 1, 2002, benefits under the Retirement Plan and the Nonfunded Supplemental Retirement Plan are based upon an annuity equal to the greater of (i) 1.4% of a participant's career earnings or (ii) 1.75% of a participant's career earnings less 1.5% of primary Social Security benefits, multiplied by years of service up to 35 years. For purposes of this formula, a participant's “career earnings” are based on the average earnings for the five highest consecutive calendar years prior to January 1, 1998, and on actual earnings for periods after December 31, 1997. For employees hired after January 1, 2002, benefits under the Retirement Plan and the Nonfunded Supplemental Retirement Plan are based upon a cash balance formula which credits such employees with annual pay credits equal to the employee's pensionable earnings for the year multiplied by 5%. An employee's cash balance account will also receive “interest credits” each year, based on a market rate of interest declared at the end of each year.

Under the Retirement Plan and the Nonfunded Supplemental Retirement Plan, each of the named executive officers would be entitled to the following annual benefits after retirement: Mr. Saueracker, $201,560; Mr. Sorel, $143,828; Mr. Massimine, $108,110; Mr. Bouruet-Aubertot, $37,177 and Mr. Gray, $106,148. This assumes that (i) payments will be made in the form of a 50% joint and survivor annuity; (ii) employment will be continued until normal retirement at age 65 (in the case of Mr. Gray, until December 31, 2004); and (iii) creditable compensation will continue at 2004 levels until retirement.

Grantor Trust

In order to secure the benefits accrued under the Nonfunded Supplemental Retirement Plan and the Nonfunded Deferred Compensation and Supplemental Savings Plan (an unfunded, non-tax qualified plan which pays amounts in excess of the limits which the Internal Revenue Code imposes on benefits under our Savings and Investment Plan), Minerals Technologies Inc. has entered into an agreement establishing a grantor trust within the meaning of the Internal Revenue Code. Under the Grantor Trust Agreement, we are required to make certain contributions of cash or other property to the trust upon the retirement of individuals who are beneficiaries of those plans; upon the occurrence of certain events defined as constituting a “Change of Control;” and in certain other circumstances.

Option Grants in Last Fiscal Year

This table provides information on options granted to all of the named executive officers on February 25, 2004. The last two columns of the table show the potential realizable value of the options in each of two hypothetical cases. The first case assumes that the price of the stock increases at a rate of five per cent per year over the term of the options, which, in the case of the February 2004 grants, would result in a price of approximately $87.78 per share in 2014 and an increase in aggregate stockholder value of approximately $696 million. The second case assumes that the price of the stock increases at a rate of ten per cent per year over the term of the options, which, in the case of the February 2004 grants, would result in a price of approximately $139.78 per share in 2014 and an increase in aggregate stockholder value of approximately $1,765 million. The actual market value of the stock at any future date may, or may not, correspond to any of these hypothetical cases.

	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
	Number of Securities Underlying Options/SARs Granted (Number of Shares)(a)	% of Total Options/SARs Granted to Employees in Fiscal Year	Exercise or Base Price ($/share)	Expiration Date	5%($)	10%($)
P. R. Saueracker	24,600	9.1%	53.89	Feb. 25, 2014	833,722	2,112,815
J. A. Sorel	8,800	3.3%	53.89	Feb. 25, 2014	298,242	755,804
K. L. Massimine	10,300	3.8%	53.89	Feb. 25, 2014	349,079	884,634
A. F. Bouruet-Aubertot	9,800	3.6%	53.89	Feb. 25, 2014	332,133	841,690
S. G. Gray	6,000	2.2%	53.89	Feb. 25, 2014	203,347	515,321

(a) One-third of the total number of options granted vests on each of the first, second and third anniversaries of the grant date.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

The following table shows the value realized by each of the named executive officers upon exercise of options during 2004, measured using the price of our common stock on the day of exercise, and the value of the options held by each named executive officer at year-end, measured using the average of the high and low trading prices ($67.05) of our common stock on December 31, 2004.

			Number of Unexercised Options at Fiscal Year-end (number of shares)		Value of Unexercised In-the-Money Options at Fiscal Year-end($)	
	Shares Acquired on Exercise (number of	Value Realized($)	Exercisable	Unexercisable	Exercisable	Unexercisable

	shares)					
P. R. Saueracker	32,294	888,464	155,181	38,482	3,804,760	574,077
J. A. Sorel	12,041	389,695	40,700	14,361	1,138,281	216,112
K. L. Massimine	12,307	250,065	19,669	17,159	551,702	259,045
A. F. Bouruet-Aubertot	0	0	6,668	23,132	152,330	433,538
S. G. Gray	60,582	1,266,524	12,273	9,635	364,525	144,906

Long Term Incentive Plan Awards in Last Fiscal Year

The following table gives information concerning the participation of the named executive officers in the Company's long term incentive plan as governed by the 2001 Stock Award and Incentive Plan. Under this plan, the named executive officers and certain other executives were awarded units whose value will be determined based on a non-discretionary formula which measures our performance over a three-year period using performance goals that were determined by the Compensation Committee and approved by the Board. The formula is based on the target growth in operating income employed over the three-year period. If our performance is below the threshold level set forth in the plan, the value of the units will be zero. To the extent the Company's performance exceeds the threshold performance level, the value of the units will increase up to the maximum amount of $300 per unit. The plan is also discussed in the Report of the Compensation Committee above.

			Estimated Future Payouts Under Non-Stock Price-Based Plans(1)		
Name	Number of Units	Performance Period (or Other Period Until Maturation or Payment)	Threshold (2)($)	Target (3)($)	Maximum (4)($)
P. R. Saueracker	4,700	January 1, 2004–December 31, 2006	235,000	470,000	1,410,000
J. A. Sorel	1,700	January 1, 2004–December 31, 2006	85,000	170,000	510,000
K. L. Massimine	2,000	January 1, 2004–December 31, 2006	100,000	200,000	600,000
A. F. Bouruet-Aubertot	1,900	January 1, 2004–December 31, 2006	95,000	190,000	570,000
S. G. Gray	1,100	January 1, 2004–December 31, 2006	55,000	110,000	330,000

(1) The actual value of units that will be paid out at the end of the performance period, if any, cannot be determined because the value of units will be based upon the Company's future growth in operating income. If the Company's performance is below the established threshold performance levels, then the value of the units will be zero. To the extent the Company's performance exceeds the threshold performance level, the units will increase in value.

(2) The threshold amount of each unit is $50.

(3) The target amount of each unit is $100.

(4) The maximum amount of each unit is $300.

ITEM 1—ELECTION OF DIRECTORS

The Board of Directors is divided into three classes. One class is elected each year for a three-year term. This year the Board has nominated Paula H. J. Cholmondeley, Duane R. Dunham, Steven J. Golub and Jean-Paul Vallès, who are now directors of Minerals Technologies Inc., to serve for a three-year term expiring at the Annual Meeting of Stockholders to be held in 2008.

The Board expects that the nominees will be available for election. If one or more nominees should become unavailable, your proxy would be voted for a nominee or nominees who would be designated by the Board, unless the Board reduces the number of directors.

The Board of Directors unanimously recommends a vote FOR election of each of Paula H. J. Cholmondeley, Duane R. Dunham, Steven J. Golub and Jean-Paul Vallès.

Name and Age as of the May 25, 2005 Meeting Date	Position, Principal Occupation, Business Experience and Directorships
NOMINEES FOR DIRECTOR FOR TERMS EXPIRING IN 2008	
Paula H. J. Cholmondeley...58	Business consultant since January 2004. Vice President and General Manager, Specialty Products from 2000 to 2004 of Sappi Fine Paper, North America, a producer of coated fine paper. Director of Terex Corp. since June 2004. Director of Ultralife Batteries Inc. since June 2004. Director of Dentsply International since August 2001. Independent trustee of Gartmore Mutual Funds since June 2000. Director of Minerals Technologies Inc. since January 2005. Member of the Corporate Governance Committee of Minerals Technologies Inc.
Duane R. Dunham...63	Retired in January 2002 as President and Chief Operating Officer of Bethlehem Steel Corporation. Chairman and Chief Executive Officer of Bethlehem Steel from April 2000 to September 2001. President and Chief Operating Officer from 1999 to April 2000 and President of the Sparrows Point division from 1993 to 1999. Director of Bethlehem Steel Corporation from 1999 to 2001. Director of Minerals Technologies Inc. since October 2002. Member of the Compensation Committee and of the Corporate Governance Committee of Minerals Technologies Inc.
Steven J. Golub...59	Managing Director since 1986 and Vice Chairman since 2004 of the investment banking firm of Lazard LLC. Director of Minerals Technologies Inc. since 1993. Member of the Compensation Committee of Minerals Technologies Inc.
Jean-Paul Vallès...68	Chairman of the Board of Minerals Technologies Inc. from 1989 to October 2001, and Chairman Emeritus of the Board since October 2001. Chief Executive Officer of Minerals Technologies Inc. from 1992 to December 31, 2000. Member of the Board of Directors of Pfizer Inc. Director of Minerals Technologies Inc. since 1989. Member of the Corporate Governance Committee of Minerals Technologies Inc.

Name and Age as of the May 25, 2005 Meeting Date	Position, Principal Occupation, Business Experience and Directorships
DIRECTORS WHOSE TERMS EXPIRE IN 2007	
John B. Curcio...70	Retired Chairman of the Board and Chief Executive Officer, Mack Trucks, Inc. Vice Chairman and a Director of Harvard Industries Inc., a manufacturer of automotive accessories, from 1985 to 1993. Member of the Board of Directors of Bethlehem Steel Corporation from 1988 to 2003. Director of Minerals Technologies Inc. since 1992. Chair of the Compensation Committee of Minerals Technologies Inc.
Joseph C. Muscari...58	Executive Vice President—Alcoa and Group President—Rigid Packaging, Foil & Asia from 2004 to present; Executive Vice President and Group President, Asia & Latin America from 2001 to 2004; and Vice President Environment, Health, Safety, Audit and Compliance from 1997 to 2001 of Alcoa Inc., a producer of aluminum and aluminum products and components and other consumer products. Director of Aluminum Corporation of China Limited since June 2002. Director of Minerals Technologies Inc. since January 2005. Member of the Compensation Committee of Minerals Technologies Inc.
Paul R. Saueracker...63	Chairman of the Board of Minerals Technologies Inc since October 2001. Chief Executive Officer of Minerals Technologies Inc. since December 31, 2000. President of Minerals Technologies Inc. since August 2000. Senior Vice President from 1999 to 2000. Vice President from 1994 to 1999. President and Chief Executive Officer of Specialty Minerals Inc. from 1994 to 2001. Member of the Board of Directors of the National Association of Manufacturers, Washington, D.C. Former Member of the Board of Trustees of the Institute of Paper Science and Technology, Atlanta, Georgia. Director of Minerals Technologies Inc. since 2000.
William C. Stivers...66	Retired Executive Vice President of Weyerhaeuser Company, serving as Chief Financial Officer from 1990 to 2003. Member of the Board of the Factory Mutual Insurance Company and Chairman of its Finance Committee, and a member of its Finance Committee and its Audit Committee. Member of the Financial Executives Institute. Former Chairman of St. Francis Hospital and a former member of Chase Manhattan Bank's National Advisory Board. Director of Minerals Technologies Inc. since 2003. Member of the Audit Committee of Minerals Technologies Inc.

Name and Age as of the May 25, 2005 Meeting Date	Position, Principal Occupation, Business Experience and Directorships
DIRECTORS WHOSE TERMS EXPIRE IN 2006	
Kristina M. Johnson...48	Dean of the Edmund T. Pratt, Jr. School of Engineering at Duke University since 1999. Member of the Board of Guidant Corporation since February 2004 and AES Corporation since April 2004. Member of the Board from 1995 to 2002, and co-founder, of ColorLink Inc., a manufacturer of components for color projection television. Co-founder of KAJ, LLC, a patent and intellectual property licensing company. Director and a member of the Audit Committee of Dycom Industries, Inc., a provider of specialty contracting services to telecommunications providers, since November 2001. Professor of Electrical and Computer Engineering at the University of Colorado at Boulder from 1985 to 1999. Director of Minerals Technologies Inc. since 2000. Member of the Audit Committee and of the Corporate Governance Committee of Minerals Technologies Inc.
Michael F. Pasquale...58	Business consultant since January 2001. Executive Vice President and Chief Operating Officer of Hershey Foods Corporation from February 2000 to December 2000. Prior to holding this position, Mr. Pasquale was Senior Vice President, Confectionery and Grocery of Hershey from 1999 to February 2000, President of Hershey Chocolate North America from 1995 to 1998, President of Hershey Chocolate USA from 1994 to 1995, and Senior Vice President and Chief Financial Officer of Hershey Foods Corporation from 1988 to 1994. Member of the Board of Directors of Cold Fusion Foods, Inc. Director of Minerals Technologies Inc. since 1992. Chair of the Audit Committee of Minerals Technologies Inc.
John T. Reid...65	Adjunct Professor, Stern Business School, New York University since 2001. CEO of CityQuicker, a website providing information for expatriate executives and their families, from 2000 to 2001. Chief Technological Officer of Colgate-Palmolive Company, a global manufacturer of consumer products, from 1997 to 2000. Member of the Board of Directors, and of the Executive Committee and the Audit Committee, of Center for Global Development since 2001. Member of the Board of Directors of Citizens' Committee for Children since 2002. Director of Minerals Technologies Inc. since February 2003. Chair of the Corporate Governance Committee and member of the Audit Committee of Minerals Technologies Inc.

ITEM 2—RATIFICATION OF APPOINTMENT OF AUDITORS

The Audit Committee of the Board has appointed KPMG LLP to serve as our independent registered public accounting firm for the current fiscal year, subject to the approval of the stockholders. KPMG LLP and its predecessors have audited the financial records of the businesses that comprise Minerals Technologies Inc. for many years. We consider the firm well qualified.

We expect that representatives of KPMG LLP will be present at the Annual Meeting of Stockholders. These representatives will have the opportunity to make a statement if they wish to do so, and will be available to respond to appropriate questions.

The Board of Directors unanimously recommends a vote FOR ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2005 fiscal year.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and reporting practices of the Company. The Audit Committee operates in accordance with a written charter, which was adopted by the Board. A copy of that charter is attached as Appendix 1 to this Proxy Statement.

As part of fulfilling its oversight responsibility, the Audit Committee reviewed and discussed with management the audited financial statements of the Company, including the audit of management's assessment of, and the effective operation of, internal control over financial reporting, for the fiscal year ended December 31, 2004. In addition, the Audit Committee discussed with the Company's independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, “Communication with Audit Committees.”

The Audit Committee obtained from the independent registered public accounting firm a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence, consistent with Independence Standards Board Standard No. 1, “Independence Discussions with Audit Committees,” and discussed with the auditors any relationships that may impact their objectivity and independence.

Principal Accounting Fees And Services

The Company incurred the following fees for services performed by KPMG LLP in fiscal years 2004 and 2003:

	2004	2003
Audit Fees	$ 2,604,000	$ 1,410,000
Audit Related Fees	337,500	45,000
Tax Fees	249,500	204,000
All Other Fees	—	2,000
Total Fees	$ 3,191,000	$ 1,661,000

Audit Fees. Audit fees are fees the Company paid to KPMG LLP for professional services for the audit of the Company's consolidated financial statements included in the Annual Report on Form 10-K, including fees associated with the audit of management's assessment of, and the effective operation of, internal control over financial reporting, and review of financial statements included in Quarterly Reports on Form 10-Q, or for services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

Audit Related Fees. Audit related fees are billed by KPMG LLP for assurance and related services that are reasonably related to the audit or review of the Company's financial statements, including due diligence and benefit plan audits.

Tax Fees. Tax fees are fees billed by KPMG LLP for tax compliance, tax advice and tax planning.

All Other Fees. All other fees are fees billed by KPMG LLP to the Company for any services not included in the first three categories.

Pre-Approval Policy. During fiscal year 2004, the Audit Committee established a policy to require that it approve all services provided by its independent registered public accounting firm before the independent registered public accounting firm provides those services. The Audit Committee has pre-approved the engagement of the independent registered public accounting firm for audit services, audit-related services, tax services and all other fees within defined limits. The percentage of fees paid to KPMG LLP for services that were approved by the Audit Committee in accordance with its pre-approval policy is 100% with respect to fiscal year 2004.

The Audit Committee considered all these services in connection with KPMG LLP's audits of the Company's financial statements, management's assessment of internal control over financial reporting, and the effective operation of internal control over financial reporting for the fiscal years ended December 31, 2004 and 2003, and concluded that they were compatible with maintaining KPMG LLP's independence from the Company in the applicable periods.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, for filing with the Securities and Exchange Commission.

Michael F. Pasquale, Chair
John T. Reid
Kristina M. Johnson
William C. Stivers
By Order of the Board of Directors,

Kirk G. Forrest
Vice President, General Counsel and Secretary

APPENDIX 1

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF MINERALS TECHNOLOGIES INC.

I. PURPOSE

The primary purposes of the Audit Committee (the “Committee”) are to:

1. Assist the Board of Directors (the “Board”) in its oversight of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Company's independent auditor; and (iv) the performance of the Company's internal audit function and independent auditor;
2. Appoint, compensate, and oversee the work of any registered public accounting firm employed by the Company (including resolution of disagreements between management and the auditor concerning financial reporting) for the purpose of preparing or issuing an audit report or related work. Each such registered public accounting firm shall report directly to the Committee; and
3. Prepare the report of the Committee that the rules of the Securities and Exchange Commission (the “Commission”) require be included in the Company's annual proxy statement.

To fulfill these purposes, the Committee shall have the powers and responsibilities enumerated in Sections IV and V, below, and shall be provided by the Company with appropriate funding for (i) compensation of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation of any advisers employed by the Committee under item 32 of Article V, below; and (iii) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

II. MEMBERSHIP

The Committee shall be composed of three or more directors as determined by the Board, each of whom shall be independent and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. For purposes of determining whether or not a director is independent, the Board shall, at a minimum, apply the standards set forth in Section 303A of the Listed Company Manual of the New York Stock Exchange (the “NYSE Manual”) and Section 301 of the Sarbanes-Oxley Act of 2002 (the “Act”). All members of the Committee shall have a working familiarity with basic finance and accounting practices and must be financially literate, as such qualification is interpreted by the Board, and at least one member of the Committee shall be an “audit committee financial expert” as defined by the Commission. Committee members may enhance their familiarity with finance and accounting by participating in educational programs. No member of the Committee may serve on the audit committees of more than three public companies, including the Committee.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board, and at such other times as vacancies may occur, and shall serve until the next annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communications, the Committee should meet at least annually with management, the director of the internal auditing department, and the independent auditor in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately. In addition, the Committee, or at least the Chair, should meet with the independent auditor and management quarterly to review the Company's Form 10-Q and the matters required to be discussed by Statement of Auditing Standards (“SAS”) No. 61, prior to their filing or prior to the release of earnings reports.

IV. GENERAL POWERS

The general powers of the Audit Committee shall be to:

1. Oversee management's maintenance of the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company;
2. Oversee management's establishment and maintenance of processes to assure that an adequate system of internal control is functioning within the Company; and
3. Oversee management's establishment and maintenance of processes to assure compliance by the Company with all applicable laws, regulations, and Company policies.

V. SPECIFIC DUTIES AND RESPONSIBILITIES

The specific duties and responsibilities of the Audit Committee shall be to:

1. Hold such regular meetings as may be necessary and such special meetings as may be called by its Chair or at the request of the public accounting firm serving as the Company's independent auditor or of the Company's Controller;
2. Create an agenda for the ensuing year;
3. Review the performance of the Company's independent auditor and retain them, subject to shareholder ratification, if applicable; request from the independent auditor annually, a formal written statement delineating all relationships between the independent auditor and the Company, consistent with the provisions of the Act and the NYSE Manual; discuss with the independent auditor any such disclosed relationships and their impact on the independent auditor's independence; take appropriate action in response to the independent auditor's report to satisfy itself of the independent auditor's independence; and terminate the independent auditor when and if such action shall, in the opinion of the Committee, be appropriate;
4. Review and evaluate the lead partners of the independent auditor team and ensure the rotation of audit partners as required by law;
5. Confer with the independent auditor and the internal auditing department concerning the scope of their examinations of the books and records of the Company and its subsidiaries; review and approve the independent auditor's annual engagement letter; review and approve the Company's internal audit charter, annual audit plans and budgets; direct the attention of the auditor to specific matters or areas deemed by the Committee or the auditor to be of special significance; and authorize the auditor to perform such supplemental reviews or audits as the Committee may deem desirable;
6. Review with management, the independent auditor, and the internal auditing department, jointly or separately as the Committee deems appropriate, significant risks and exposures, audit activities, and significant audit findings, and regularly review with the independent auditor any audit problems or difficulties and management's response thereto;
7. Review the range and cost of audit and non-audit services proposed to be performed by the independent auditor and approve in advance any such services. The authority to pre-approve such services may be delegated to one or more Committee members, who shall report any pre-approved decision to the full Committee at its next regularly scheduled meeting;
8. Report the pre-approval of any permitted non-audit services to management for disclosure in the Company's periodic reports;
9. Make itself available during the course of the audit or at other times, either as a group or individually, to discuss any matters that might affect the financial statements, internal controls or other financial aspects of the operations of the Company or its subsidiaries;

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10. Review with the independent auditor any comments on accounting procedures and systems of control and all audit findings at all Company locations subsequent to the completion of the audit; and review with the independent auditor any questions, comments or suggestions they may have relating to the internal controls, accounting practices or procedures of the Company or its subsidiaries;
11. Review with management and the independent auditor the Company's annual audited financial statements (and the independent auditor's opinion with respect to such financial statements), and its quarterly financial statements, including the nature and extent of any significant changes in accounting principles or the application thereof and the matters required to be discussed by SAS No. 61;
12. Make or cause to be made, from time to time, such other examinations or reviews as the Committee may deem advisable with respect to the adequacy of the systems of internal control and accounting practices of the Company and its subsidiaries and with respect to current accounting trends and developments, take such action with respect thereto as it shall deem appropriate;
13. Review the results of audits conducted by the independent auditor and the internal auditors regarding internal controls and other matters relating to the accounting procedures and the books and records of the Company and its subsidiaries, ensure that programs are in place to implement all accepted recommendations made by the independent auditor and the internal auditor, and review the correction of any controls deemed to be deficient;
14. Provide an independent, direct line of communication between the Board, the independent auditor, and the internal auditing department;
15. Review the adequacy of internal controls and procedures related to executive travel and entertainment;
16. Review with appropriate Company personnel the actions taken to ensure compliance with the Company's Summary of Policies on Business Conduct and the results of confirmations and violations of those policies;
17. Review the programs and policies of the Company designed to ensure compliance with applicable laws and regulations, including, but not limited to, the Federal Corrupt Practices Act, and monitor the results of these compliance efforts;
18. Review the Company's procedures to monitor its compliance with applicable loan and indenture covenants and restrictions;
19. Report to the entire Board following the Committee's meetings and activities and inform the Board of any issues that have arisen with respect to the quality or integrity of the Company's financial statements, with respect to its compliance with legal or regulatory requirements, or with respect to the performance of its independent or internal auditors;
20. Maintain minutes or other records of its meetings and activities;
21. Review the powers of the Committee annually and report and make recommendations to the Board on these responsibilities;
22. Conduct or authorize investigations into any matters within its scope of responsibilities and utilizing the assistance of independent counsel, accountants, or other professionals as it may, in its sole discretion, determine to be advisable;
23. Consider such other matters in relation to the financial affairs of the Company and its accounts, and in relation to the internal and external audit of the Company as it may, in its sole discretion, determine to be advisable;

24. Obtain and review, at least annually, a report by the independent auditor describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company that would be relevant to a determination of the auditor's independence;
25. Discuss the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent auditor;
26. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls and any fraud involving management or other employees who have a significant role in the Company's internal controls;
27. Discuss earnings press releases, including use of "proforma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies;
28. Discuss policies with respect to risk assessment and risk management separately and with management;
29. Meet separately, periodically, with each of management, the internal auditors, and the independent auditor;
30. Establish clear hiring policies for employees or former employees of the independent auditor;
31. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
32. As appropriate, obtain advice and assistance from outside legal, accounting, or other advisers;
33. At least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval, and
34. Conduct an annual review of the Committee's own performance.

This Proxy Statement is printed on paper containing precipitated calcium carbonate (“PCC”)
produced by Minerals Technologies Inc.

Appendix I

MINERALS TECHNOLOGIES INC.

Dear Stockholder,

Please take note of the important information enclosed with this Proxy Ballot.

Your vote counts, and you are strongly encouraged to exercise your right to vote your shares.

Please mark the boxes on the proxy card to indicate how your shares should be voted. Then sign the card, detach it and return your proxy vote in the enclosed postage paid envelope. You may also vote your shares by telephone or via the internet. If you choose to vote by telephone or via the internet, you do not need to return the attached card.

If you are a participant in the Minerals Technologies Inc. Savings and Investment Plan, you may direct the Trustee how to vote the shares allocated to your account under the Plan. If you do not direct the Trustee, the Trustee will vote any undirected shares in the same proportion as those for which it has received instructions. As a participant in the Plan, your vote remains confidential.

Your vote must be received prior to the Annual Meeting of Stockholders on May 25, 2005.

Thank you in advance for your prompt consideration of these matters.

Sincerely,

Minerals Technologies Inc.

DETACH HERE ZMTC72

COMMON STOCK **MINERALS TECHNOLOGIES INC.** **COMMON STOCK**

This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby appoints K.G. Forrest and J.A. Sorel, or either of them, as Proxies to vote at the Annual Meeting of Stockholders of Minerals Technologies Inc. on May 25, 2005 and any adjournments or postponements thereof, on matters which may properly come before the Annual Meeting, in accordance with and as more fully described in the Notice of Meeting and Proxy Statement, receipt of which is acknowledged.

The Proxies will vote your shares in accordance with your directions on this card. **If you do not indicate your choices on this card, the Proxies will vote your shares FOR all proposals.**

PLEASE VOTE, DATE, AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign exactly as your name(s) appear(s) on the books of the Company. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer, who should state his or her title.

HAS YOUR ADDRESS CHANGED? DO YOU HAVE ANY COMMENTS?

MINERALS TECHNOLOGIES INC.

C/O EQUISERVE TRUST COMPANY, N.A.
P.O. BOX 8694
EDISON, NJ 08818-8694

Your vote is important. Please vote immediately.

Vote-by-Internet		**Vote-by-Telephone**
Log on to the Internet and go to http://www.eproxyvote.com/mtx	**OR**	**Call toll-free 1-877-PRX-VOTE (1-877-779-8683)**

If you vote over the Internet or by telephone, please do not mail your card.

DETACH HERE IF YOU ARE RETURNING YOUR PROXY CARD BY MAIL ZMTC71

3369

Please mark votes as in this example.

MINERALS TECHNOLOGIES INC.

COMMON STOCK

1. Election of Directors. **Nominees:**
(01) Paula H.J. Cholmondeley, (02) Duane R. Dunham, (03) Steven J. Golub, (04) Jean-Paul Vallès

FOR ALL NOMINEES **WITHHELD FROM ALL NOMINEES**

For all nominees except as noted above

	FOR	**AGAINST**	**ABSTAIN**
2. Ratification of appointment of independent registered public accounting firm.			

Mark box at right if an address change or comment
has been noted on the reverse side of this card.

Please be sure to sign and date this Proxy.

Signature: Date: Signature: Date:

.