

## THE NEW YORK TIMES COMPANY

### AUDIT COMMITTEE CHARTER

#### **Purpose and Responsibilities of the Committee**

The Board of Directors of The New York Times Company (the “Company”) has established the Audit Committee (the “Committee”) to assist the Board in monitoring (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditor’s qualifications and independence, and (4) the performance of the Company’s internal audit function and independent auditor. The Committee is also responsible for preparing an audit committee report as required by the Securities and Exchange Commission (the “Commission”) for inclusion in the Company’s annual proxy statement.

The business of the Company is managed under the direction of the Board of Directors and the various committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. The Committee is not expected to assume an active role in the day to day operation or management of the Company.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee (i) to plan or conduct audits or (ii) to determine that the Company’s financial statements are complete and accurate and are in accordance with accounting principles generally accepted in the United States of America. This is the responsibility of management and the independent auditor.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence and experience requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Commission.

In consultation with the Nominating & Governance Committee, the Board shall appoint the members of the Committee and designate one member to be its Chair. Committee members may be replaced, and the Chair may be changed, from time to time by the Board.

#### **Organization**

The Committee shall meet regularly at such time and place as the Committee shall determine. Representatives of management and the independent auditor shall attend meetings as necessary. A quorum for the transaction of business at any meeting of the Committee shall consist of two Committee members.

The Chair shall, in consultation with other Committee members, set the agenda for, and preside at, meetings of the Committee.

The Secretary, the Assistant Secretary or another designated individual shall record and keep minutes of all Committee meetings.

### **Committee Responsibility and Authority**

The responsibility and authority of the Committee include the following:

#### **Engagement of Auditor; Company Relationship with Auditor**

1. The Committee shall have the sole authority to retain and terminate the Company's independent auditor, subject, if applicable, to stockholder ratification. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or non-audit work. The independent auditor shall report directly to the Committee. In carrying out this responsibility, the Committee may obtain the input of the Company's management.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor.

2. The Committee shall discuss with the independent auditor the matters required to be discussed by: (a) Statement on Auditing Standards No. 61, as it may be amended, relating to the conduct of the audit, and (b) Statement on Auditing Standards No. 100, as it may be amended ("SAS 100"), relating to the conduct of a review of interim financial information.
3. The Committee shall review with the independent auditor the items as to which the independent auditor is required to report to the Committee pursuant to Section 10A(k) of the Exchange Act and any rules and regulations promulgated thereunder, as in effect from time to time. These include (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management.
4. The Committee shall review with the independent auditor (a) any management letter provided by the independent auditor and management's response to that letter and (b) a summary of the major audit reports issued by the internal audit department and management's response thereto.

5. The Committee shall review with the independent auditor audit problems or difficulties encountered by the independent auditor in the course of its annual audit work, and management's response.
6. As required by the NYSE, the Committee shall, at least annually, obtain and review a report by the independent auditor describing: (a) the firm's internal quality-control procedures; (b) any material issues raised by (i) the most recent internal quality-control review (or peer review) of the firm, or (ii) 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 (c) all relationships between the independent auditor and the Company.
7. The Committee shall evaluate the qualifications, performance and independence of the independent auditor (in light of applicable legal or stock exchange independence standards then in effect), including evaluating the lead partner of the independent auditor team and considering whether the independent auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence, in each case taking into account the opinions of management and the internal auditors.
8. The Committee shall meet with the independent auditor and the Company's internal auditors, prior to the commencement of the annual audit, to review the planning and scope of the audit.
9. The Committee shall set clear Company policies for hiring employees or former employees of the independent auditor.

#### **Financial Disclosure of the Company**

10. The Committee shall generally discuss earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies. It is not expected that the Committee will pre-approve each such release or guidance. The Committee Chair (or another Committee member acting as Chair), as representative of the Committee, shall discuss the Company's quarterly earnings press releases with management and the independent auditor prior to public release.
11. The Committee shall meet to review and discuss with management and the independent auditor the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including the annual financial statements, the quarterly financial statements and the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in such reports. The Committee shall also review with management, on a quarterly basis, the Company's disclosure controls and procedures. The Committee shall

recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

12. The Committee shall discuss with management and the independent auditor the effect of regulatory and accounting initiatives.
13. The Committee shall discuss with management, the internal auditors and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including (i) any significant change in the Company's selection or application of accounting principles, (ii) any major issues relating to the adequacy of the Company's internal controls, (iii) any steps adopted in light of material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting and (iv) any fraud, material or otherwise, that involved management or other employees who have a significant role in the Company's internal controls and that had come to the attention of management or to the independent auditor.
14. The Committee shall review and discuss with management (including the internal auditors) and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Annual Report on Form 10-K.

#### **Communication with Management and Employees**

15. The Committee shall review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
16. The Committee shall meet separately, periodically, with the Company's Chief Financial Officer, its General Counsel, and its Director of Internal Audit, and with representatives of the independent auditor.
17. As required by the NYSE, the Committee shall maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by Company employees of concerns regarding accounting or auditing matters.

#### **Other Responsibilities**

18. The Committee shall review the Company's policies with respect to risk assessment and risk management.
19. The Committee shall review the organization of the internal audit department, the adequacy of its resources, the competence of its staff and whether it has the independence necessary to work in compliance with recognized standards of internal auditing.

20. The Committee shall, as it determines necessary to carry out its duties, engage and obtain advice and assistance from independent legal, accounting or other advisors.
21. The Committee may delegate authority to individual Committee members or such subcommittees as the Committee deems appropriate and shall review the actions of all such individuals or subcommittees as appropriate. In this regard, the Chair is delegated the authority to (a) pre-approve any engagement for audit services or permitted non-audit services (other than internal control-related services, which must be pre-approved by the full Committee), provided the Chair shall present any decisions made under the auspices of this authority to the full Committee at the next scheduled meeting, and (b) discuss with the independent auditor the matters required to be discussed by SAS 100.
22. The Committee shall report to the Board regularly on its actions and deliberations.
23. The Committee shall exercise such other powers and authority as the Board shall, from time to time, confer upon it.

In carrying out its responsibilities, the Committee's practices and policies should remain flexible, in order for the Committee to respond to changing facts and circumstances.

### **Committee Self-Assessment**

The Committee shall conduct an annual evaluation of its performance and shall report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications to this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.