

**THE NEW YORK TIMES COMPANY**  
**FINANCE COMMITTEE CHARTER**  
(Last amended February 19, 2015)

**Purpose of the Committee**

The Board of Directors of The New York Times Company (the “Company”) has established the Finance Committee (the “Committee”) to review, and, as appropriate, act on behalf of the Board or make recommendations to the Board concerning, financial issues.

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.

**Committee Membership**

The Committee shall consist of no fewer than three members.

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 shall attend meetings as necessary. The Committee is governed by the same rules regarding meetings by telephone or other similar communications equipment, action by written consent and notice and waiver of notice requirements as are applicable to the Board. 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:

1. The Committee shall review the material financial policies, practices and matters of the Company and make recommendations to the Board in respect thereof, including, without limitation:

- a. dividend policy;
  - b. policies and guidelines for investment of cash;
  - c. plans and programs involving the purchase of the Company's outstanding capital stock;
  - d. short- and long-term financings;
  - e. foreign currency, hedging and derivative transactions; and
  - f. issuances of the Company's capital stock.
2. The Committee shall review and make recommendations to the Board with respect to all material acquisitions or dispositions proposed by management.
  3. The Committee shall have such responsibilities for the management and investment of the Company's employee benefit plan assets as may be delegated to it by the Board from time to time. The Committee shall carry out its responsibilities in part by establishing and delegating responsibilities and authority to a Pension Investment Committee (which shall consist of employees or such other persons designated by the Committee).
  4. The Committee shall review and make recommendations to the Board with respect to the establishment of parameters for the approval of capital expenditures and long-term commitments. The Committee shall review and may authorize, without further action by the Board, capital expenditures and long-term commitments of the Company according to the parameters approved by the Board.
  5. 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.
  6. The Committee may retain and terminate independent legal, financial or other advisors as it may deem necessary.
  7. The Committee shall report to the Board regularly on its actions and deliberations.
  8. 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.