

THE NEW YORK TIMES COMPANY
NOMINATING & GOVERNANCE COMMITTEE CHARTER
(Last amended November 8, 2012)

Purpose of the Committee

The Board of Directors of The New York Times Company (the “Company”) has established the Nominating & Governance Committee (the “Committee”) to identify individuals qualified to become Board members, and to recommend to the Board individuals for selection as the director nominees for each annual meeting of stockholders; to advise the Board on corporate governance matters, including developing and recommending to the Board a set of corporate governance principles applicable to the Company; and to oversee the evaluation of the Board.

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.

Class B Common Stock

Under the Company’s Certificate of Incorporation, the holders of the Company’s Class B Common Stock are legally entitled to elect approximately 70% of the Board. The Ochs/Sulzberger family’s 1997 trust (the “1997 Trust”) holds a majority of the outstanding Class B Common Stock. In recommending individuals to be nominees for election by holders of Class B Common Stock, the Committee may consult with and consider the views of the trustees of the 1997 Trust.

Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange and the Company’s independence guidelines.

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. 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. Representatives of management 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:

1. The Committee shall identify individuals qualified to become members of the Board. Such individuals should meet the criteria set forth in the Company's corporate governance principles and otherwise developed by the Committee and/or Board. The Committee shall consider director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's annual proxy statement.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.
3. The Committee shall recommend to the Board director nominees to fill vacancies on the Board, as necessary, and director nominees for stockholder approval at any regular or special meeting of stockholders at which one or more directors are to be elected. The Committee shall, in consultation with the Chairman, review the continued appropriateness of Board membership for any director who retires from or changes his or her principal position and make a recommendation to the Board with respect thereto.
4. The Committee shall review the Board's committee structure and composition and make recommendations to the Board with respect to (a) the appointment of directors to serve as members of each Board committee and as committee Chairs and (b) the designation of a Presiding Director.
5. The Committee shall review and make recommendations to the Board with respect to Board compensation for non-employee directors. The Committee shall periodically assess the Company's stock ownership guidelines for directors and the directors' ownership relative to such guidelines and make recommendations, as appropriate, to the Board. The Committee shall also oversee, in such manner as it deems appropriate, periodic evaluation of the Board.
6. The Committee shall review and recommend to the Board the retirement age for directors and changes in the size of the Board.
7. The Committee shall periodically review and reassess the adequacy of the Company's corporate governance principles and recommend any changes to such principles to the Board.
8. The Committee shall advise the Board on corporate governance matters, including recommending practices that enable the Board to comply with applicable laws and regulations.
9. The Committee shall review and approve or ratify any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) if so required in accordance with the Company's related person transaction approval policy.

10. 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.
11. The Committee may retain and terminate independent legal, financial or other advisers as it may deem necessary. The Company shall provide the Committee with the resources necessary to carry out its purposes, including funds sufficient for the retention of advisers and payment of administrative expenses.
12. The Committee shall (a) consult with the Chairman with respect to recommendations made to the Board hereunder or otherwise and (b) report to the Board regularly on its actions and deliberations.
13. 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.