

**CHARTER FOR THE
AUDIT COMMITTEE
OF
THE MCCLATCHY COMPANY**

Created as a permanent committee of the Board of Directors by Board Resolution on June 22, 1988.

I. Purpose

The primary functions of the Audit Committee are to assist the Board of Directors in fulfilling its oversight responsibilities regarding (a) the integrity of the Company's financial statements, (b) the Company's compliance with legal and regulatory requirements, (c) the independent auditor's performance, qualifications and independence (d) the performance of the Company's internal audit function and (e) the Company's system of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established. The Audit Committee shall also prepare the report that SEC rules require be included in the Company's annual proxy statement.

In meeting its responsibilities, the Audit Committee is expected to:

1. Serve as an independent and objective party to monitor the Company's financial reporting process and internal control system.
2. Review and appraise the audit efforts of the Company's internal auditing department and independent accountants, who are ultimately accountable to the Audit Committee.
3. Provide an open avenue of communication among the independent accountants, financial and senior management, the internal auditing department and the Board of Directors.

II. Composition

The Audit Committee shall be comprised of three or more directors as determined by the Board. All members of the Audit Committee shall be independent in accordance with the requirements applicable to members of audit committees of the New York Stock Exchange and the rules of the Securities and Exchange Commission, as in effect from time to time. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise, as determined by the Board.

The members of the Committee shall be elected by the Board at the 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 Committee membership.

The Audit Committee shall be provided with appropriate funding (as determined by the Audit Committee) by the Company and is authorized, as appropriate and as deemed necessary by the Committee, to retain and obtain advice and assistance from outside legal, accounting or other advisors.

III. Meetings

The Committee shall meet at least six times annually, or more frequently as legal requirements or other circumstances dictate. As part of its responsibility to foster open communication, the Committee should meet periodically with management, the director of internal auditing department and the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

The Committee may designate one or more sub-committees, each sub-committee to consist of one or more of the members of the Committee. Any such sub-committee, to the extent provided in the resolution of the Committee shall have and may exercise all the powers and authority of the Committee, subject to applicable law and the requirements of the New York Stock Exchange.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

1. Provide an open avenue of communication between the internal auditors, the independent accountants and the Board of Directors.
2. Review and update this Charter periodically, as conditions dictate.
3. Appoint and oversee the work of the independent accountants, approve the compensation of the independent accountants and review the independent accountants (including consideration of the merits of regular rotation of the audit firm used by the Company) and the lead partner of the independent accountants. In this regard, the independent auditors shall report directly to the Audit Committee and the Audit Committee shall have the sole authority to approve: (i) the hiring and firing of the independent accountants; (ii) all audit engagement fees and terms; and (iii) all non-audit engagements, to the extent permissible, with the independent accountants. The Company will provide for appropriate funding, as determined by the Audit Committee, for payment of compensation of the independent accountants, compensation to any advisers employed by the Audit Committee and ordinary administrative expenses of the Audit Committee that are necessary or appropriate for carrying out its duties.
4. Pre-approve (or subsequently approve where permitted under the rules of the Securities Exchange Commission) engagements of the independent auditors to render audit or non-audit services and/or establish pre-approval policies and procedures for such engagements provided that such policies and procedures are detailed as to the particular services rendered, the Audit Committee is informed of each such service and such

policies and procedures do not include delegation of the Audit Committee's responsibilities under the Securities Exchange Act of 1934 to management.

5. Confirm and assure the independence of the internal auditor and the independent accountants.
6. Set clear hiring policies with respect to employees or former employees of the independent accountants.
7. Inquire of management, the director of internal auditing and the independent accountants about significant risks or exposures and assess the steps management has taken to minimize such risks to the Company.
8. Consider, in consultation with the independent accountant and the director of internal auditing, the audit scope and plan of the internal auditors and the independent accountant.
9. Review with the director of internal auditing and the independent accountant the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
10. Consider and review with the independent accountants and the director of internal auditing:
 - (a) The adequacy of the Company's internal controls including information system controls and security.
 - (b) Any related significant findings and recommendations of the independent accountants and internal auditing together with management's responses to those findings and recommendations.
11. At least annually, obtain and review a report by the independent accountants describing:
 - (a) The independent accountants' internal quality-control procedures.
 - (b) Any material issues raised by the most recent internal quality-control review or peer review of the independent accountants and any steps taken to deal with any such issues.
 - (c) Any investigation or significant inquiry by the Securities and Exchange Commission, other federal or state authority or professional board.
 - (d) All relationships between the independent accountants and the Company.
 - (e) Such other matters as may be required from time to time under New York Stock Exchange listing requirements.
12. Review with management and the independent accountants at the completion of the annual examination:
 - (a) The Company's annual financial statements and related footnotes.
 - (b) The independent accountants' audit of the financial statements and report thereon.

- (c) Any significant changes required in the independent accountants' audit plan.
- (d) Any difficulties or disputes with management encountered during the course of the audit and management's response.
- (e) Any report or attestation of the independent accountants made in accordance with rules and regulations of the Securities and Exchange Commission and/or the Public Company Accounting Oversight Board with regard to the Company's internal controls and procedures for financial reporting.
- (f) Other matters related to the conduct of the audit that are communicated to the Committee under generally accepted auditing standards.

13. Consider and review with management and the director of internal auditing:

- (a) Significant findings during the year and management's responses to those findings.
- (b) Any difficulties encountered in the course of the internal audits, including any restrictions on the scope of their work or access to required information.
- (c) Any changes required in the planned scope of the internal audit plan.
- (d) The internal auditing department charter.
- (e) Internal auditing's compliance with The International Internal Auditors' Standards for the Professional Practice of Internal Auditing.

14. Review with management and the independent accountants annual SEC filings and other published documents containing the Company's financial statements, including any discussion therein under Management's Discussion and Analysis, and consider whether the information contained in these documents is consistent with the information contained in the financial statements.

15. Require management and the independent accountants to review with the Chairman of the Committee, or, at the request of the Chairman, the Committee, the results of the independent accountants' review of the Company's quarterly financial statements prior to the public announcement of quarterly earnings and the filing of the Company's Form 10-Q.

16. Generally discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.

17. Provide a report in the Company's proxy statement in accordance with the requirements of Item 306 of Regulation S-K and Item 7(e)(3) of Schedule 14A promulgated under the Securities Exchange Act of 1934.

18. Review policies and procedures with respect to the officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the internal audit department or the independent accountants.

19. Review legal and regulatory matters that may have a material impact on the financial statements, Company compliance policies and programs and reports received from regulators.

20. Establish, review and update periodically a Code of Conduct including a Code of Ethics for Senior Financial Officers and ensure that management has established an appropriate system of enforcement in connection therewith.
21. Establish procedures for receiving, retaining and treating complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
22. Conduct or authorize investigations into any matters within the Audit Committee's scope of responsibilities.
23. Report regularly to the Board of Directors as the Committee may deem appropriate.
24. Annually review and evaluate its own performance.
25. Perform such other functions as assigned by law, the Company's charter or bylaws or the Board of Directors.

Notwithstanding the foregoing, the Committee's responsibility is limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, as well as the Company's financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The Company's independent auditor is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the company's financial statements and disclosure are complete and accurate and in accordance with generally accepted accounting principles and applicable laws, rules and regulations. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company's internal auditor, or others responsible for the internal audit function, and the Company's independent auditor) from which the Committee receives information and the accuracy of the financial and other information provided to the Committee by such persons, professionals and experts.

Members:

Leroy Barnes, Chair
Elizabeth Ballantine
Clyde Ostler
Fred Ruiz