

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

Charter for the Compensation Committee of The McClatchy Company, as amended on July 23, 2013. Created as permanent committee of the Board by Board resolution June 22, 1988.

I. Purpose

The purpose of the Compensation Committee shall be to discharge the board's responsibilities relating to compensation of the Company's executive officers. The Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company. The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

II. Committee Membership Organization and Meetings:

1. The Compensation Committee shall consist of no fewer than three (3) members.
2. The members of the Compensation Committee shall meet the (i) independence and other eligibility requirements applicable to compensation committee members under the rules of the New York Stock Exchange and under any applicable Securities and Exchange Commission rules or regulations, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.
3. The members of the Compensation Committee will be appointed by the board and replaced by the board.
4. A majority of the members of the Committee shall constitute a quorum at any meeting. The Chair or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Company.

III. Committee Responsibilities And Authority

1. Review and approve corporate goals and objectives relevant to CEO compensation and evaluate the Company's CEO's performance in light of those goals and objectives.
2. Determine and approve the CEO's compensation, based on such evaluation, including (a) annual base salary, (b) annual incentive bonus, including the specific goals and amount,

- (c) equity compensation, (d) long-term incentive awards and (e) any other benefits, compensation or arrangements.
3. Review and approve the compensation of the executive officers other than the CEO including (a) annual base salary, (b) annual incentive bonus targets, (c) equity compensation and (d) long-term incentive awards and (e) any other benefits, compensation or arrangements.
 4. Make recommendations to the board with respect to board compensation, including compensation of the Chairman of the Board.
 5. Make recommendations to the board with respect to incentive compensation plans and equity-based plans and administer those plans pursuant to such authority as the board may delegate to the Committee, including, without limitation, making such awards under those plans as the Committee may determine.
 6. Review and discuss with the Company's management the Company's "Compensation Discussion and Analysis" required by Item 402 of Regulation S-K (or any successor rule or regulation) of the Securities and Exchange Act of 1934, as amended, and based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis be included for use in the Company's Annual Report on Form 10-K or proxy statement.
 7. Produce on an annual basis a report on executive compensation for inclusion in the Company's Annual Report on Form 10-K and/or proxy statement.
 8. Form and delegate authority to subcommittees when appropriate.
 9. Make regular reports to the board.
 10. Review and re-examine this Charter annually and recommend any proposed changes to the board for approval.
 11. Annually review and evaluate its own performance.
 12. In performing its responsibilities, the Compensation Committee shall have the sole authority to select, retain, oversee, terminate and approve the fees and other retention terms of any compensation consultant, outside legal counsel and any other experts or advisors as the Compensation Committee may deem appropriate, in its sole discretion, to fulfilling its duties. The Company will provide the Compensation Committee with the necessary funding, as the Compensation Committee determines, for the payment of compensation to the compensation consultant, outside legal counsel, and any other experts or advisors as the Compensation Committee deems appropriate and administrative expenses that are necessary or appropriate in carrying out its duties. Prior to selecting, or receiving advice from, a compensation consultant, outside legal counsel, or other expert or advisor, the Compensation Committee shall consider the

independence of the compensation consultant, outside legal counsel or other expert or advisor, taking into account all factors relevant to that person's independence from management, including the factors prescribed by the New York Stock Exchange or applicable Securities and Exchange Commission rules and regulations.

Members:

Craig Forman, Chair

Leroy Barnes

Molly Maloney Evangelisti

Clyde Ostler