

**CAPITAL CITY BANK GROUP, INC.**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**A. Title**

The title of this committee shall be the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Capital City Bank Group, Inc. (the “Company”).

**B. Purpose**

The Compensation Committee shall assist the Board in fulfilling its responsibilities by determining and making recommendations with respect to all forms of compensation to be paid to directors, the Chief Executive Officer (“CEO”) and other officers subject to Section 16 of the Securities Exchange Act of 1934 (“Executive Officers”), as well as certain other associates as determined by the Committee or required by law (together, with the Executive Officers, the “Senior Management Team”).

**C. Composition and Meetings**

The Committee shall consist of at least three members of the Board as appointed by the Board, each of whom shall meet all independence requirements promulgated by the Securities and Exchange Commission (the “Commission”), the NASDAQ Global Select Market, the Internal Revenue Service (pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended) and any other governmental or regulatory body exercising authority over the Company (each a “Regulatory Authority”). Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with that person’s independent judgment as a member of the Committee, taking into account all relevant factors, including, without limitation (1) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (2) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Committee shall be elected and may be removed by the Board. Each member shall serve for his or her term<sup>1</sup> as a director and until a successor shall have been duly elected and qualified or until such member’s earlier death, resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein or as directed by the Board, but in no event shall the Committee meet less than twice each year. All meetings of the Committee may be held by telephone or other communications equipment. The Committee shall report its actions to the Board and keep written minutes of its meetings, which shall be recorded and filed with the Company’s books and records. Except as otherwise stated herein, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite such members of the Senior Management Team to its meetings as it deems appropriate. However, the committee shall meet regularly without such members present, and in all cases the CEO and other such officers shall not be present at meetings at which their respective compensation or performance is discussed or determined. From time to time, as necessary, the Committee shall conduct executive sessions with members of management or others.

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<sup>1</sup> Or are directors appointed to committees each year?

**D. Responsibilities and Duties**

In discharging its responsibilities to review, authorize and approve compensation to be paid to directors, the CEO, and the Senior Management Team, the Committee, as it deems necessary or appropriate, or as required by any Regulatory Authority, shall:

1. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives, and set the CEO's base salary, short-term incentive compensation, and long-term incentive compensation based on this evaluation. Annually, each director will complete a CEO evaluation form and submit the form to the Chairman of the Committee, which forms will assist in evaluating CEO performance and in determining overall CEO compensation.
2. Annually review and approve the base salary, short-term incentive compensation, and long-term incentive compensation of the Company's Senior Management Team, after having received recommendations from the Company's CEO. Base salary and incentive compensation may be stated in terms of ranges and, depending on the desire of the Committee, may be aggregated as a group.
3. Approve and document any material exceptions or adjustments to the incentive compensation arrangements established for the Senior Management Team and consider and closely monitor the effects of any approved exceptions or adjustments on the balance of the arrangements, the risk-taking incentives of the Senior Management Team, and the safety and soundness of the Company.
4. Periodically review benefits, including retirement benefits, and perquisites of the CEO and Executive Officers to determine whether such benefits and perquisites are reasonable, competitive, and consistent with the Company's overall executive compensation program.
5. Review and provide oversight of the Company's compensation philosophy and composition of the peer group used for market comparison.
6. Evaluate the Company's equity and cash incentive compensation plans to determine whether the plans are adequately designed to meet the Company's goal of attracting and retaining talented associates, while appropriately balanced and so as to not jeopardize the safety and soundness of the Company. Approve and recommend such plans to the Board for ratification and take actions necessary or advisable to implement such plans.
7. Annually review the Company's compensation arrangements to determine whether they encourage excessive risk-taking; review and discuss at least annually the relationship between risk management policies and practices and compensation; and evaluate compensation policies and practices that could mitigate such risk.
8. Monitor the performance, and regularly review the design and function, of incentive compensation arrangements for (i) the Senior Management Team; (ii) individual associates, including non-executive associates, whose activities may expose the Company to material amounts of risk; and (iii) groups of associates who are subject to the same or similar incentive compensation arrangements and who, in the aggregate, may expose the Company to material amounts of risk, even if no individual associate is likely to expose the Company to material risk.

9. Develop and implement policies covering circumstances where the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws to allow the Board to require reimbursement or forfeiture of any incentive compensation received by any covered executive during the three-year period preceding the date on which the Company is required to prepare an accounting restatement. The Committee shall direct that such policies be disclosed as required by applicable rules, regulations, and laws.
10. Serve as the administrative committee for the Company's equity-based plans, which includes reviewing and approving all short- and long-term performance goals used to grant equity-based compensation after receiving and considering recommendations from the CEO, approving and recommending to the full Board for ratification the grant and issuance of stock options, stock awards, and other equity awards, establishing purchase discounts for the Company's stock purchase plans, interpreting plan provisions where necessary, and performing other administrative duties as set forth in the plan documents or from time to time as deemed appropriate.
11. Review and approve employment agreements, severance agreements, and change in control agreements with the CEO and Executive Officers, as the Committee deems appropriate.
12. Approve the delegation of authority to the Director of Human Resources or any other person or persons to administer compensation and benefits programs, including the authority to interpret the plan in individual cases when appropriate.
13. Annually evaluate director compensation and recommend to the full Board the appropriate level of director compensation, including compensation for service as a member or chair of a Board committee.
14. Review and discuss with the Senior Management Team the Company's Compensation Discussion and Analysis ("CD&A") to be included in the Company's filings with the Commission and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement and produce the compensation committee report on Executive Officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
15. Establish and periodically review stock ownership guidelines for directors and officers and compliance with such guidelines.
16. Periodically, but no less than annually, review and assess the adequacy of this Charter to ensure compliance with any rules or regulations promulgated by any Regulatory Authority and, when appropriate, recommend any modifications to the Board for its approval.
17. Conduct an annual evaluation of the performance of its duties under this Charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner that it deems appropriate.

18. Have authority, in its sole discretion, to select, engage, oversee, obtain advice from, and terminate outside counsel and/or advisors, including executive compensation consultants (each an “Outside Advisor”), to assist with or review any matter under its responsibility on such terms and at such reasonable expense as the Committee shall deem appropriate. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to each Outside Advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Outside Advisor retained by the Committee.
19. Before selecting or receiving advice from any Outside Advisor, the Committee shall evaluate the independence of such Outside Advisor, taking into account the following factors:
  - the provision of other services to the Company by the person that employs the Outside Advisor;
  - the amount of fees received from the Company by the person that employs the Outside Advisor, as a percentage of the total revenue of the employer;
  - the policies and procedures of the person that employs the Outside Advisor that are designed to prevent conflicts of interest;
  - any business or personal relationship of the Outside Advisor with a member of the Committee;
  - any stock of the Company owned by the Outside Advisor; and
  - any business or personal relationship of the Outside Advisor or the person that employs the Outside Advisor with an Executive Officer.

The Committee’s consideration of these factors does not, however, mean that the Committee must select or receive advice from only independent Outside Advisors. Instead, the Committee must consider these factors before selecting or receiving advice from an Outside Advisor. Furthermore, the Committee is not required to conduct this independence analysis if the Outside Advisor’s role is limited to activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K.
20. Take such other actions within the general scope of the Committee’s responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate.
21. Delegate its responsibilities under this Charter or as directed by the Board to subcommittees, as the Committee deems appropriate.

**E. Processes**

Management will prepare annually, for review and approval by the Committee, detailed procedures and processes for carrying on the Committee’s duties and responsibilities.

**F. Review and Approval**

This Charter will be reviewed and assessed annually by the Committee, and approved by the Board on an annual basis.

Date of Latest Approval by Committee: February 21, 2017

Date of Latest Approval by Board of Directors: April 25, 2017

*The Compensation Committee's responsibilities and powers as delegated by the Board are set forth in this Charter. This Charter is not intended to, and shall not, alter the standards of conduct set forth in the Florida Business Corporation Act, as amended (the "FBCA") or the Florida Financial Institutions Code (the "FFIC") for directors, including those directors who serve as Committee members. Members of the Committee shall have the duties and the benefits of all limitations and protections from liabilities provided by the FBCA and the FFIC and other applicable laws and regulations with respect to their service on the Committee. To the extent permitted by law, the Committee may rely on information and advice provided by management and advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its shareowners.*

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