

CAPITAL CITY BANK GROUP, INC.
CHARTER OF
THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS

A. Title

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

B. Purpose

The Committee shall assist the Board in fulfilling its responsibilities by (i) establishing, implementing, and monitoring policies and processes to facilitate proper corporate governance consistent with its fiduciary duties, (ii) reviewing and making recommendations to the Board regarding its composition and structure, and (iii) establishing criteria for Board membership and evaluating corporate policies relating to the recruitment of Board members.

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 the independence requirements promulgated by the Securities and Exchange Commission, the NASDAQ Global Select Market, or any 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.

The members of the Committee shall be elected and may be removed by the Board. Each member shall serve for his or her term¹ 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. Additionally, the Committee may invite to its meetings any officer or director of the Company or any other person that the Committee deems appropriate in order to carry out its responsibilities. From time to time, as necessary, the Committee shall conduct executive sessions with members of management or others.

D. Duties and Responsibilities

In discharging its responsibilities to review, authorize and approve the Company’s corporate governance principles and policies, the Committee, as it deems necessary or appropriate, or as required by any Regulatory Authority, will:

¹ Or are directors appointed to committees each year?

1. Review payments, if any, to directors other than in their capacity as directors to determine whether they are proper, and are fully and properly disclosed under applicable rules promulgated by any Regulatory Authority. Determine whether such payments impair a Board or committee member's ability to be deemed "independent" in his or her respective capacity.
2. Periodically, but not less than annually, evaluate and assess the independence of each director, based on the Company's Corporate Governance Guidelines, applicable law, and the rules promulgated by any Regulatory Authority; determine whether any independent directors have relationships with the Company or its affiliates that would impair their independence; and present such assessments and determinations to the Board for any necessary action.
3. Oversee the Board's periodic (but not less than annual) review of the Company's liability and other insurance coverages for directors and officers.
4. Review, with the assistance of legal counsel, all proposed amendments to Board committee charters to consistent with any principles of corporate governance adopted by the Committee, applicable law, and the rules promulgated by any Regulatory Authority. Recommend to the Board any necessary modifications to the committee charters. Oversee the Company's corporate governance documents, policies, practices and procedures, including identifying leading practices and reviewing and recommending to the Board for approval any changes to such documents, policies, practices and procedures.
5. Direct management to provide director orientation and appropriate continuing education programs relating to principles of corporate governance and related matters and review and monitor programs provided by management.
6. Annually, conduct or oversee an assessment of the performance of the Board and the Board committees and report the results of such assessment to the Board.
7. Review all shareowner proposals submitted to the Company and the timeliness thereof. After consultation with other Board committees that may have expertise or responsibility for such matters, recommend to the Board appropriate action on each such proposal.
8. Review policies relating to the meetings of the Board and Board committees, including policies relating to meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of the meetings.
9. In discharging its responsibilities to review, authorize and approve director nominations, the Committee, as it deems necessary or appropriate, or as required by any Regulatory Authority, shall:
 - i. Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Authority, any statute, rule or regulation applicable to the Company or any corporate governance leading practices that the Committee deems relevant, and make recommendations regarding the foregoing to the Board for approval.
 - ii. Review and make recommendations to the Board regarding the composition and size of the Board so that the Board consists of members with the proper

expertise, skills, attributes and personal and professional backgrounds needed by the Company, and to meet the requirements of applicable Regulatory Authorities, as determined appropriate by the Committee, and make recommendations to the Board regarding the foregoing.

- iii. Determine and submit for adoption by the Board a list of desired qualifications and attributes of directors to be used by the Committee for screening nominee candidates and selecting nominees for Board membership, including candidates proposed by shareowners. The criteria shall reflect, among other things, the independence standards and other requirements of each Regulatory Authority.
 - iv. As part of the assessment referred to above or otherwise, evaluate the performance of any current Board members proposed for reelection, and make recommendations to the Board with respect thereto.
 - v. Develop and implement a screening process designed to identify individuals qualified to be Board members and, from time to time, recommend individuals for nomination and/or election to the Board.
 - vi. Make recommendations to the Board regarding whether vacancies on the Board should be filled by the shareowners or the Board.
 - vii. Evaluate and, if necessary, recommend the termination of Board membership of any director in accordance with the Company's Code of Conduct or any corporate governance principles adopted by the Board for cause or for other appropriate reason.
 - viii. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members or any planned expansion of the Board.
 - ix. Evaluate and recommend to the Board the appointment or election of Board members to committees of the Board and as Chair for each Board committee.
 - x. Review all candidates for nomination submitted to the Company by shareowners or others and the timeliness of the submission thereof, and recommend to the Board appropriate action with respect to each such candidate based on qualifications and selection criteria and the needs of the Board.
 - xi. Develop plans for managerial succession of the Company, including in the event of retirement or emergency.
10. In discharging its responsibilities as described above with respect to both corporate governance and director nomination matters, the Committee, as it deems necessary or appropriate, or as required by any Regulatory Authority, shall:
- i. Have authority, in its sole discretion, to select, engage, oversee, obtain advice from, and terminate outside counsel and/or advisors, including director candidate search firms (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.

- ii. 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.
- iii. Allocate its responsibilities under this Charter or as directed by the Board to subcommittees, as the Committee deems appropriate.
- iv. Periodically as appropriate, including upon changes or prospective changes in law or Regulatory Authority requirements, but at least annually, review and assess the adequacy of this Charter and recommend any modifications to the Board for its approval.

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 Corporate Governance and Nominating 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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