

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

Title

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

Composition

The Audit Committee shall be composed of a minimum of three directors. The independence and qualifications of the members of the Committee shall at all times satisfy the requirements of the NASDAQ Global Select Market and other applicable laws and regulations (including the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (the “Commission”). All members of the Committee must have a working familiarity with basic finance and accounting practices. At least one member of the Audit Committee must be a financial expert, as defined by the Commission. The independence and qualifications of the Committee members will be monitored on an annual basis by the Board.

Reporting Structure

The independent auditors will report to the Audit Committee and will be ultimately accountable to the Audit Committee, as representatives of the shareholders.

Purposes

The primary purposes of the Audit Committee are to provide independent and objective oversight of the accounting and financial reporting functions and internal controls of the Company and its affiliates and to ensure the objectivity of the Company’s financial statements. The Committee’s function is one of oversight and review, and it is not required to prepare or audit the financial statements, to define the scope of the audit, to control the Company’s accounting policies and practices, or to define the standards used in preparing the financial statements. In furtherance of its purposes, the Committee:

1. Shall provide assistance to the Board in fulfilling its fiduciary responsibilities relating to corporate accounting and reporting practices.
2. Shall facilitate communications between the Board and the independent auditors.
3. Shall oversee the business risk management process that identifies, sources, measures, and prioritizes business and financial reporting risks, and monitor the effectiveness of the control and risk management processes established to manage those risks.

4. Shall provide to the independent auditors a private, confidential audience at any time it is desired or requested, with or without the knowledge of management.
5. Shall review with the auditors (internal and external) and management about the quality and acceptability of material financial reporting decisions and judgments.
6. May perform the functions of an Audit Committee for each of the Company's affiliates that are bank's, as contemplated by Section 36 of the Federal Deposit Insurance Act.

Duties and Responsibilities

1. The Audit Committee will have the sole authority to appoint or replace the independent auditor. The Audit Committee will be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
2. The Audit Committee will pre-approve all auditing services and permitted non-audit services (including the fees and terms of such services) to be performed for the Company by its independent auditor, and establish policies and procedures for the engagement of the Company's independent auditor to provide permitted audit and non-audit services.
3. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next regularly scheduled meeting.
4. Evaluate the qualifications, performance and independence of the independent auditors, including whether the provision of non-audit services is compatible with maintaining the auditors' independence, and taking into account the opinions of management. This shall include a review and discussion of the annual communication as to independence delivered by the independent auditors (PCAOB Rule 3526 – "Communication with Audit Committees Concerning Independence"). The Audit Committee shall present its conclusions to the Board, and if so determined by the Audit Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the auditors.
5. The Audit Committee will have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee. The Company will provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.
6. The Audit Committee will meet with the independent auditors at least annually to review the scope of the audit for the current year and the audit procedures to be utilized. This review is to include the potential effects of business and financial statement risks on the Company's

control systems and quality of financial reporting, and a discussion of the extent to which the financial statements contain all disclosures that could reasonably be deemed “material” within the meaning of applicable requirements. At the conclusion of this meeting, the Audit Committee will review any comments or recommendations made by the independent auditors.

7. The Audit Committee shall, at least annually, obtain and review a report by the independent auditor describing:
 - (i) the auditor’s internal quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues; and
 - (iii) to assess the auditor’s independence, and all relationships between the independent auditor and the Company.
8. The Audit Committee will review and discuss with management and the independent auditor the annual audited financial statements prior to filing with the commission of Form 10-K and/or distribution of the Company’s annual report to shareholders, including disclosures made in management’s discussion and analysis.
9. The Audit Committee will review and discuss with management and the independent auditor the Company’s quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor’s’ reviews of the quarterly financial statements and the disclosures made in the MD&A.
10. The Audit Committee will discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the Company’s selection or application of accounting principles.
11. The Audit Committee will review the adequacy and effectiveness of the Company’s internal controls, including any significant deficiencies and significant changes in internal controls reported to the Audit Committee by the independent auditors or management, the Company’s internal audit procedures and the adequacy and effectiveness of the Company’s disclosure controls and procedures.
12. The Audit Committee will discuss with the independent auditors a common framework to assess financial reporting quality and facilitate a common vocabulary and understanding about quality among the Committee, management, and the auditors.
13. The Audit Committee will review and discuss quarterly reports from the independent auditors, including:

- All critical accounting policies and practices to be used;
 - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - Other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
14. The Audit Committee will discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
 15. The Audit Committee will discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
 16. The Audit Committee will discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
 17. The Audit Committee will discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management, including management's response to such situations.
 18. The Audit Committee will review disclosures made to the Committee by the Company's CEO and CFO during their certification process for all Form 10-K and Form 10-Q reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
 19. The Audit Committee will ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law. The Committee must consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm itself on a regular basis.
 20. The Audit Committee will recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
 21. The Audit Committee will obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

22. The Audit Committee will obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its affiliates are in conformity with applicable legal requirements and the Company's Codes of Conduct and Code of Ethics. The Committee will review reports and disclosures of insider and affiliated party transactions, and will advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Codes of Conduct and Code of Ethics. The Audit Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
23. Annually, the Audit Committee will report to the Board of Directors that:
- The Company's audited financial statements have been reviewed and discussed with the independent auditors, including all required SAS No. 114 communications.
 - The Committee has executed its responsibility to oversee the independent auditors. In particular, the Committee shall (a) require (and shall so report to the Board) that the independent auditors deliver to the Committee a formal written statement delineating all relationships between such accountants and the Company and (b) engage in a dialogue with such auditors concerning whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors.
 - The Company's financial statements be included in the Company's Annual Report on Form 10-K.
 - The required Audit Committee duties and responsibilities have been met for the most recently completed fiscal year.
24. Engage in such review and discussion as the Committee deems appropriate with regard to activities of the Internal Audit Department and the Compliance Department, bank regulatory examination reports and/or other regulatory reports and filings, the Company's Codes of Conduct and Code of Ethics, and other legal, regulatory or other matters.

Processes

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

Additional Authority

The Audit Committee shall have the authority to direct an investigation by the independent auditors into any matter related to the Company's business and affairs. In addition, the Audit Committee

shall have the authority to use internal resources, and to retain such outside counsel and/or other resources as it deems necessary at any time in carrying out the duties of the Committee.

Meetings

The Committee will meet on an as needed basis, but not less frequently than quarterly. Meetings will be called as needed to discuss any significant issues, including those related to the review of any Form 10-Q or Form 10-K Report by the Company's independent auditors.

It is intended that any management representative present withdraw for a period at the end of each meeting so as to permit discussion in private with the independent auditors and/or internal auditors.

Selected independent members of the Board of Directors of Capital City Bank may be selected by the Audit Committee to attend audit committee meetings and share their insights with the Audit Committee. Such persons shall not be members of the Audit Committee nor shall they have any duties or liabilities as Audit Committee members.

The Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Committee and shall make such reports to the Board as may be requested by the Board or its Chairman.

Review and Approval

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

Date of Latest Approval by Audit Committee: January 28, 2010

Date of Latest Approval by Board of Directors: February 23, 2010

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