

## **Lead Director Charter**

### ***Capital City Bank Group, Inc.***

#### ***Lead Director Duties***

The independent directors of the CCBG Board of Directors annually elect an independent director to serve in a lead capacity. Although annually elected, the Lead Director is generally expected to serve for more than one year.

The Lead Director coordinates the activities of the other independent directors, and performs such other duties and responsibilities as the independent directors may determine. The Lead Director shall have the following additional responsibilities and authority:

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.
- Call meetings of the independent directors.
- Serve as principal liaison on Board-wide issues between the independent directors and the Chairman.
- Coordinate with the Chairman of the Board on the quality, quantity, and timeliness of information sent to the Board, as well as Board meeting agenda items.
- Approve Board meeting schedules to assure that there is sufficient time for discussion of all agenda items.
- Recommend to the Chairman, at the direction of the independent directors, the retention of outside advisors and consultants who report directly to the Board of Directors on Board issues.
- Engage and terminate, at the direction of the independent directors, outside counsel and/or independent consultants to assist with or review any matter on such terms and at such reasonable expense, as the independent directors shall deem appropriate.
- Serve as an independent point of contact for shareowners wishing to communicate with the Board other than through the Chairman.