

APPROVED BY CCBG BOARD FEBRUARY 23, 2010

CAPITAL CITY BANK GROUP, INC.

COMPENSATION COMMITTEE CHARTER

A. Purpose

The Compensation Committee (the "Committee") of Capital City Bank Group, Inc. (the "Company") shall assist the Board of Directors (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 and Exchange Act of 1934 ("Executive Officers"), as well as certain other associates as determined by the Committee or required by law.

B. 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 any independence requirements promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange, quotation or listing service on which the Company's securities are traded, 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 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 once each year. Meetings may be held telephonically. 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.

C. Responsibilities and Duties

In discharging its responsibilities to review, authorize and approve compensation to be paid to directors, the CEO and Executive Officers, 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 the 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 and submit

- a CEO Evaluation Form to the Chairman of the Compensation Committee, which forms will be used in evaluating CEO performance and in determining overall compensation levels.
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 ensuring that the incentive compensation plans are appropriately balanced and do 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. 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.
 8. Serve as the administrative committee for the 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.

9. Review and approve employment agreements, severance agreements, and change in control agreements with the CEO and Executive Officers, as the Committee deems appropriate.
10. Approve the delegation of authority to the Director of Human Resources or designated committee to administer compensation and benefits programs, including the authority to interpret the plan in individual cases when appropriate.
11. 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.
12. Establish and periodically review stock ownership guidelines for directors and officers.
13. 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.
14. Conduct an annual performance evaluation of this Committee and its compliance with this Charter.
15. Monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002 and other applicable laws, regulations and rules relating to compensation arrangements.
16. Make an annual report on executive compensation for inclusion in the Company's annual proxy statement as required by the rules or regulations promulgated by any Regulatory Authority.
17. Have sole authority to engage and terminate outside counsel and/or independent consultants, including executive compensation consultants, to assist with or review any matter under its responsibility on such terms and at such expense as the Committee shall deem appropriate.
18. 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.
19. Allocate its responsibilities under this Charter or as directed by the Board to subcommittees, as the Committee deems appropriate.

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. Further, nothing herein is intended to or shall limit the responsibilities, duties and liabilities of the independent

auditors to the Company, the Board or the Committee. The Committee relies to a significant extent on information and advice provided by management and independent 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.