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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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|---|--|--|
| 1. Name and Address of Reporting Person * <u>Butler William F</u> (Last) (First) (Middle) <u>997 ILEX WAY</u> (Street) <u>TALLAHASSEE FL 32312</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CAPITAL CITY BANK GROUP INC [CCBG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/29/2024</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/04/2024</u> | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/29/2024 ⁽¹⁾ | | A | | 1,087 ⁽²⁾ | A | \$0 | 4,464 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On March 4, 2023, the reporting person filed a Form 4 which inadvertently reported that the transaction occurred on February 28, 2024. In fact, as reported in this amendment, the transaction occurred on February 29, 2024.
- Represents restricted shares granted to the reporting person under the Registrant's Associate Incentive Plan (AIP), which will vest on December 31, 2024, subject to the terms of the reporting person's Restricted Stock Award Agreement.

/s/ Susan Stephens, Attorney-in-Fact 03/13/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS
FOR
CAPITAL CITY BANK GROUP, INC.**

KNOW ALL MEN BY THESE PRESENTS, that I, William F. Butler, hereby make, constitute and appoint each of Jeptha E. Larkin, Susan Stephens, Gregory K. Bader, Esq., Christopher R. Seifter, Esq., Melanie Stocks, and Robin L. Goldston, acting jointly and individually, as my true and lawful attorneys-in-fact, with full power and authority, including full power of substitution, as hereinafter described on behalf of and in my name, place and stead to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, acknowledge, deliver and submit to the United States Securities and Exchange Commission ("SEC") a Form ID (including any amendments thereto), and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act");

(2) prepare, execute in the undersigned's name and on the undersigned's behalf, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Capital City Bank Group, Inc., a Florida corporation (the "Company"), with the SEC, any applicable national securities exchange, trading associations, over the counter trading market, or similar entity as considered necessary or advisable under the Exchange Act;

(3) seek or obtain, as my representative and on my behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and I hereby authorize any such person to release any such information to me and approve and ratify any such release of information; and

(4) do and perform any and all other acts, which in the discretion of such attorney-in-fact, are necessary or desirable for and on my behalf in connection with the foregoing.

I acknowledge that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his/her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney-in-fact on my behalf pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his/her discretion, deems necessary or desirable;

(3) neither the Company nor any of such attorneys-in-fact assumes (i) any liability for my responsibility to comply with the requirement of the Exchange Act, (ii) any of my liability for any failure to comply with such requirements, or (iii) any of my obligation or liability for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve me from responsibility for compliance with my obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

I hereby give and grant each of the attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as I might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

The attorneys-in-fact will not be liable for any acts or decisions made by such attorneys-in-fact in good faith and under the terms of this Limited Power of Attorney.

Any photocopy of this Limited Power of Attorney shall have the same force and effect as the original.

This Power of Attorney shall remain in full force and effect until revoked by me in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of August 23, 2023.

A handwritten signature in black ink on a white background with a faint horizontal line. The signature is written in a cursive style, starting with a large 'W' and ending with a long horizontal stroke.

WILLIAM F. BUTLER