Notice of

2023 Annual Meeting of Shareowners

and

Proxy Statement

Capital City Bank Group
217 North Monroe Street
Tallahassee, Florida 32301

LETTER TO SHAREOWNERS

217 North Monroe Street
Tallahassee, Florida 32301

March 15, 2023

Dear Fellow Shareowners:

Please join us for our 2023 Annual Shareowners Meeting at 10:00 a.m., Eastern Time, on Tuesday, April 25, 2023, at the Florida State University Turnbull Conference Center, 555 West Pensacola Street, Tallahassee, Florida 32301. I look forward to this opportunity to share highlights from 2022 and discuss near- and longer-term plans for Capital City. I will also be calling for a vote on several important matters.

As a valued Capital City Bank supporter, your vote is important and your Board of Directors encourages you to let your voice be heard. Proxy materials are attached for your convenience and are accessible at ***www.proxyvote.com*** along with the 2022 Annual Report. We are distributing Proxy Materials online rather than mailing printed copies as it allows us to expedite delivery to our shareowners through a lower-cost, more environmentally responsible option. You will not receive printed copies unless you request them by following the instructions contained in the Notice of Internet Availability of Proxy Materials.

Whether or not you are able to attend the meeting in person, I encourage you to vote as soon as possible. By voting your proxy, it ensures your representation at the meeting. We offer several methods of voting for your convenience: by telephone, online at ***www.proxyvote.com*** or by mailed proxy card if you received paper copies of your materials.

Thank you for your vote and for your continued support. I look forward to you joining us in April.

Your banker,

William G. Smith, Jr.
Chairman, President,
and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREOWNERS

BUSINESS

(1) Vote on 12 nominees for election to the Board of Directors;

(2) Consider and approve, on a non-binding advisory basis, the compensation of Capital City's named executive officers;

(3) Consider and approve, on a nonbinding basis, the frequency of the advisory vote on the compensation of Capital City's named executive officers;

(4) Vote on ratification of the appointment of FORVIS, LLP as our independent registered public accounting firm for the current fiscal year; and

(5) Transact other business properly coming before the meeting or any postponement or adjournment of the meeting.

RECORD DATE

Shareowners owning Capital City Bank Group shares at the close of business on February 23, 2023, are entitled to notice of, attend, and vote at the meeting. A list of these shareowners will be available for 10 days before the Annual Meeting between the hours of 9 a.m. and 5 p.m., Eastern Time, at our principal executive offices at 217 North Monroe Street, Tallahassee, Florida 32301.

TIME

10:00 a.m., Eastern Time, April 25, 2023

WHERE

Florida State University
Turnbull Conference Center
555 West Pensacola Street
Tallahassee, Florida 32301

VOTING

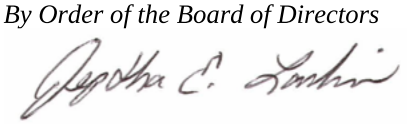
Even if you plan to attend the meeting in Tallahassee, Florida, please provide us your voting instructions in one of the following ways as soon as possible:

- Use the Internet address on the Notice of Internet Availability of Proxy Materials or the proxy card;

- Use the toll-free number on the proxy card, if you received one. You can also find the toll-free number to vote your shares when you access the Internet address on the Notice of Internet Availability of Proxy Materials; or

- Mark, sign, and date the proxy card and return in the enclosed postage-paid envelope. This option is available only to those shareowners who have received a paper copy of a proxy card by mail.

By Order of the Board of Directors



Jeptha E. Larkin
Executive Vice President, Chief Financial Officer, and Corporate Secretary

Tallahassee, Florida
March 15, 2023

Important Notice Regarding the Availability of Proxy Materials for the Shareowners' Meeting to be Held on April 25, 2023. The Proxy Statement and the Annual Report are available at: *www.proxyvote.com.*

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PROXY STATEMENT

We are providing these Proxy Materials in connection with the solicitation by the Board of Directors (the "Board") of Capital City Bank Group, Inc., a Florida corporation ("Capital City"), of proxies to be voted at our 2023 Annual Meeting of Shareowners and at any adjournments or postponements of the Annual Meeting.

We will hold our 2023 Annual Meeting at 10:00 a.m., Eastern Time, Tuesday, April 25, 2023, at the Florida State University Turnbull Conference Center, 555 West Pensacola Street, Tallahassee, Florida 32301. We are making these Proxy Materials available to our shareowners on or about March 16, 2023.

At Capital City, and in this Proxy Statement, we refer to our employees as "associates." Also in the Proxy Statement, we refer to Capital City as the "Company," "we," "our," or "us" and to the 2023 Annual Meeting as the "Annual Meeting."

VOTING INFORMATION

Who can vote?

All shareowners of record at the close of business on the record date of February 23, 2023 are entitled to receive these Proxy Materials and to vote at the Annual Meeting. On that date, there were 17,016,994 shares of our common stock outstanding and entitled to vote.

How do I vote my shares in person at the Annual Meeting?

Shares held in your name as the shareowner of record may be voted in person at the Annual Meeting. Shares for which you are the beneficial owner but not the shareowner of record may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee, or other nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you vote by proxy as described below so that your vote will be counted if you later decide not to attend the Annual Meeting. The vote you cast in person will supersede any previous votes that you submitted, whether by Internet, phone, or mail.

How do I vote my shares in the 401(k) plan?

If you are an associate who participates in Capital City's 401(k) Plan, you may instruct the Plan trustee on how to vote your shares in the Plan by mail, by telephone, or on the Internet as described above, except that, if you vote by mail, the card that you use will be a voting instruction card rather than a proxy card. If you own shares through the Plan and you do not vote, the Plan trustee will vote the shares in the same proportion as other Plan participants vote their Plan shares.

How can I vote my shares without attending the Annual Meeting?

Whether you hold shares directly as a shareowner of record or beneficially, you may direct how your shares are voted without attending the Annual Meeting. You may give voting instructions by the Internet or by telephone. If you requested and received a paper copy of a proxy card by mail, you may vote by mail. Instructions are on the Notice of Internet Availability of Proxy Materials or the proxy card.

Whether you provide voting instructions by the Internet or by telephone, or vote by mail, you are designating certain individuals to vote on your behalf as your legal Proxy. We have designated Bethany H. Corum and Dale A. Thompson each as a Proxy. The Proxies will vote all valid voting instructions and proxy cards that are delivered in response to this solicitation, and not later revoked, in accordance with the instructions given by you.

What is the deadline for voting my shares?

If you hold shares as the shareowner of record, then your vote by proxy must be received before 11:59 p.m., Eastern Time, on April 24, 2023 (the day before the Annual Meeting). If you are the beneficial owner of shares held through a broker, trustee, or other nominee, please follow the instructions provided by your broker, trustee, or other nominee.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

Twelve of our current directors have been nominated by the Board to stand for election at the Annual Meeting. Each nominee will stand for election to hold office for a term expiring at the next annual meeting of shareowners following the director's election and until such director's successor is duly elected and qualified, subject to the director's prior death, resignation, retirement, disqualification or removal. J. Everitt Drew will be retiring after the meeting of the Board on the date of the Annual Meeting and has not been nominated for reelection.

Each of the nominees is currently serving as a member of the Board. The proxies will vote, unless instructed otherwise, each valid voting instruction and proxy card for the election of the following nominees as directors. If a nominee is unable to serve, the shares represented by all valid proxies that have not been revoked will be voted for the election of a substitute as the Board may recommend, or the Board may by resolution reduce the size of the Board to eliminate the resulting vacancy. At this time, the Board knows of no reason why any nominee might be unable to serve.

If the 12 director nominees are elected, the Board will not have any vacancies. Brokers do not have discretion to vote on this proposal without your instructions. If you do not instruct your broker how to vote on this proposal, your broker will deliver a broker non-vote on this proposal.

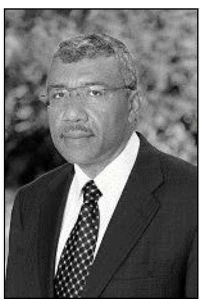
The following paragraphs provide information as of the date of this Proxy Statement about each nominee up for re-election in the categories of: age, positions held, principal occupation and business experience for the past five years, and names of other publicly-held companies for which the nominee serves as a director or has served as a director during the past five years. While the following paragraphs note certain individual qualifications and skills of our directors that contribute to the Board's effectiveness as a whole, we also believe that all of our nominees have a reputation for integrity, honesty, and adherence to high ethical standards. They each have demonstrated strong leadership skills, business acumen and an ability to exercise sound judgment, as well as a commitment of service to our shareowners.

THE FOLLOWING 12 DIRECTORS HAVE BEEN NOMINATED FOR ELECTION:

Chairman, President, and
Chief Executive Officer
Age: 69
Director since: 1982
Other current public company boards:
Southern Company

WILLIAM G. SMITH, JR.

Mr. Smith currently serves as our Chairman, President, and Chief Executive Officer. He was elected Chairman in 2003 and has been President and Chief Executive Officer since 1995. Mr. Smith also serves as Chairman of Capital City Bank, a position he has held since 1995. In addition, Mr. Smith has served as a director of Southern Company since 2006. We believe Mr. Smith's qualifications to sit on our Board include his four decades of banking experience, including more than 25 years as our President and Chief Executive Officer.



Independent director
Age: 66
Director since: 2019
Board committees: Audit and Corporate Governance and Nominating
Other current public company boards: None

ROBERT ANTOINE

Mr. Antoine was appointed to our Board in 2019 after retiring as a Senior Partner in the Deloitte & Touche Banking & Capital Markets Practice. During his two decades plus career with Deloitte, he advised a number of U.S. and Foreign institutions on a broad array of regulatory issues, mergers and acquisitions and corporate governance in addition to supporting many large financial statement audits for the Firm in various industries. He also served some of the largest agencies of the Federal Government as part of his work in the Federal Practice. Prior to Deloitte, Mr. Antoine held a number of executive positions in risk and financial management in the Financial Services industry.

Mr. Antoine is a Certified Public Accountant and a Certified Internal Auditor. He is a member of the American and Florida Institutes of Certified Public Accountants. He is also a founding member of the Jacksonville Chapter of the National Association of Black Accountants. We believe Mr. Antoine's qualifications to sit on our Board include his extensive regulatory experience and strong accounting and financial background.

President - Capital City Bank
Age: 70
Director since: 1982
Other current public company boards: None

THOMAS A. BARRON

Mr. Barron is our Treasurer and was appointed President of Capital City Bank in 1995. We believe Mr. Barron's qualifications to sit on our Board include his more than four decades of banking experience, including more than 25 years as the President of Capital City Bank.

Independent director
Age: 63
Director since: 2021
Board committees: Audit and Compensation
Other current public company boards: None

WILLIAM F. BUTLER

Mr. Butler is an accomplished real estate project and portfolio manager with over 40 years of experience partnering with high net worth private, corporate and institutional clients throughout the United States on projects ranging from commercial portfolios to mixed-use facilities and residential developments. As founder and principal of Real Estate InSync (REI), Mr. Butler works closely with clients to assess needs, clarify goals, design comprehensive development solutions and manage programs to strategically reposition assets, brand properties and maximize real estate portfolios valued up to $100 million. Mr. Butler's previous experience includes serving as a senior vice president with The St. Joe Land Company, where he designed and implemented business models for five new product lines involving 250,000 rural acres across a six-county region in North Florida. We believe Mr. Butler's qualifications to sit on our Board include his extensive executive leadership and management experience.

Independent director (Lead)
Age: 53
Director since: 2017
Board committees: Audit
Other current public company boards: None

STANLEY W. CONNALLY, JR.

Mr. Connally has been employed by Southern Company since 1989, currently serving as executive vice president of operations for Southern Company. From 2012, until the end of 2018, Mr. Connally served as Chairman, President, and Chief Executive Officer of Gulf Power Company, a subsidiary of Southern Company. Mr. Connally serves on the boards of the Electric Power Research Institute and the National Association of Manufacturers, and as Chairman, President and CEO of Southern Company Services, Inc. He formerly served on the boards of the Florida Chamber of Commerce, Florida Council of 100, Enterprise Florida and Aerospace Alliance. We believe Mr. Connally's qualifications to sit on our Board include his executive leadership and management experience and his operational and financial expertise gained from almost three decades of increasing responsibility at a Fortune 500 company.

Independent director
Age: 64
Director since: 2018
Board committees: Audit and Compensation (Chair)
Other current public company boards: None

MARSHALL M. CRISER III

Mr. Criser is the President of Piedmont University in Georgia. He previously served as the chancellor of the State University System of Florida since 2014 and, prior to that, he worked for AT&T and its predecessor, BellSouth, since 1980, where he most recently served as its President. Mr. Criser is a member of the Florida Council of 100, where he is a former chairman. Mr. Criser's community service includes terms as the vice chairman of the University of Florida's Board of Trustees, chairman of the Florida Chamber of Commerce, and chairman of Florida TaxWatch. A Florida native, Mr. Criser graduated from the University of Florida with a bachelor's degree in business administration in 1980, and later completed an Advanced Management Programme at INSEAD in Fontainebleau, France. We believe Mr. Criser's qualifications to sit on our Board include his extensive executive leadership and management experience.

Independent director
Age: 41
Director since: 2021
Board committees: Audit and Compensation
Other current public company boards: None

KIMBERLY CROWELL

Ms. Crowell, along with her husband, Angelo, co-founded Kalo Companies in 2009. Their company currently owns and operates over 40 Jersey Mike's Subs and Slim Chickens restaurant franchises with multiple stores currently in development in Florida, Georgia and Alabama. Prior to entering the franchise industry, she practiced corporate law in Charlotte, specializing in Commercial Real Estate and Development, and since that time, she has continued to use her legal knowledge and expertise to advise other franchisees and business-owners on a variety of business-related legal matters by serving on the Board of the International Franchise Association. Ms. Crowell graduated from the University of Virginia with a Bachelor of Science in Commerce. In 2006 she received her law degree from the University of North Carolina at Chapel Hill. We believe Ms. Crowell's qualifications to sit on our Board include her extensive executive leadership and management experience.

Independent director
Age: 43
Director since: 2021
Board committees: Corporate Governance and Nominating
Other current public company boards: None

BONNIE DAVENPORT

Ms. Davenport is a registered architect and general contractor. She is the president and founding principal of BKJ, Inc. Architecture. She has worked on many successful projects across the State of Florida that have built her reputation as a leader in our local community. She is a member of many organizations and serves on several local boards. She believes that working with every client is an opportunity to build a unique partnership. She strives to use her knowledge and experience to become an integral member of the project team. Ms. Davenport graduated summa cum laude from the University of Florida with a Masters of Architecture, Bachelors of Design, and a minor in Business Administration and Landscape Architecture. We believe Ms. Davenport's qualifications to sit on our Board include her extensive executive leadership and management experience.

Independent director
Age: 47
Director since: 2017
Board committees: Audit and Corporate Governance and Nominating
Other current public company boards: None

WILLIAM ERIC GRANT

Mr. Grant currently serves as a Vice President for CivicPlus. CivicPlus is one of the nation's largest providers of software and services to local governments across the nation. Prior to its acquisition by CivicPlus, Mr. Grant was the President and CEO of Municipal Code Corporation. Mr. Grant served as a Vice President at Municipal Code Corporation from 2007 to 2012. In 2012, Mr. Grant was promoted to President of Municipal Code Corporation. In 2019, Mr. Grant was promoted to CEO. Prior to receiving his Juris Doctorate from the University of Virginia, Mr. Grant attended the United States Naval Academy and Georgetown University's School of Foreign Service. While serving as a member of the United States Marine Corps, Mr. Grant was stationed in Virginia, Kentucky, California and abroad. Mr. Grant and his unit, the 15th Marine Expeditionary Unit, were deployed during Operation Enduring Freedom in 2001. We believe Mr. Grant's qualifications to sit on our Board include his executive leadership and management experience.

Independent director
Age: 60
Director since: 2017
Board committees: Compensation and Corporate Governance and Nominating (Chair)
Other current public company boards: None

LAURA L. JOHNSON

For over two decades, Ms. Johnson has been the founding artist and Chief Executive Officer of Coton Colors, a leading lifestyle brand in the giftware and home décor industries headquartered in Tallahassee, Florida. We believe Ms. Johnson's qualifications to sit on our Board include her executive leadership and management experience and her operational and financial expertise gained from the successful operation of her own businesses.

Independent director
Age: 66
Director since: 2016
Board committees: Audit (Chair)
Other current public company boards: 1st Franklin Financial Corp.

JOHN G. SAMPLE, JR.

Mr. Sample previously served, until his retirement in July 2017, as Senior Vice President and Chief Financial Officer of Atlantic American Corporation, an Atlanta, Georgia-based holding company that operates through its subsidiaries in specialty markets within the life, health and property and casualty insurance industries, from July 2002 until July 2017 and Corporate Secretary from May 2010 until July 2017. Prior to joining Atlantic American Corporation in July 2002, he had been a partner of Arthur Andersen LLP since 1990. Since 2004, Mr. Sample has also served as a director and chairman of the audit committee of the board of directors of 1st Franklin Financial Corporation, a consumer finance company that originates and services direct cash loans, real estate loans and sales finance contracts through over 300 branch offices located throughout the southern United States. We believe Mr. Sample's qualifications to sit on our Board include his executive leadership and management experience, his extensive accounting and financial background, and his experience in the financial services industry.

Independent director
Age: 68
Director since: 2021
Board committees: Corporate Governance and Nominating
Other current public company boards: None

ASHBEL C. WILLIAMS

Mr. Williams is Vice Chair at J.P. Morgan Asset Management. With assets under management of $2.7 trillion, the firm is a global leader in investment management. He served as executive director and chief investment officer for the Florida State Board of Administration, prior to his retirement in September 2021. There, he was responsible for managing approximately $250 billion in assets, including those of the Florida Retirement System, the fifth largest public pension fund in the United States. He serves on the board of the Economic Club of Florida and is a trustee of the Florida State University Foundation, where he also chairs the Investment Committee. He is a member of the Council on Foreign Relations, a founding trustee of the National Institute for Public Finance, and a member of the AIF Global Investor Board. He serves on the investment committees of the IEEE, the Episcopal Diocese of Florida, and the investment advisory board of the Public Employee Retirement System of Idaho. He received his bachelor's degree in management and a Master of Business Administration from Florida State University and completed post-graduate programs at University of Pennsylvania's Wharton School and Harvard University's John F. Kennedy School of Government. We believe Mr. Williams's qualifications to sit on our Board include his extensive executive leadership and management experience.

EXECUTIVE OFFICERS

Our officers are appointed annually by the Board at the first meeting of the Board held after the shareowners' annual meeting. Each officer shall hold office until a successor has been duly appointed and qualified, or until an earlier resignation, removal from office, or death.. Thomas A. Barron and William G. Smith, Jr. serve as directors and executive officers, and Jeptha E. Larkin is an executive officer.

Executive Vice President and Chief Financial Officer

JEPTHA E. LARKIN

Mr. Larkin, 59, was appointed Executive Vice President and Chief Financial Officer, effective January 1, 2023. He joined Capital City in 1986 and has worked closely with J. Kimbrough Davis, our former Chief Financial Officer, throughout his career. After serving in various credit roles early in his career, he lead the Capital City Bank Group Internal Audit Division from 1992 to 2002. He was subsequently appointed Capital City Bank Controller, where he served until assuming his current roles. As the principal financial and accounting officer of the Company, he oversees all functions involving accounting and financial reporting, profitability analysis, financial planning and treasury. Mr. Larkin is a Certified Public Accountant licensed in Florida and Georgia and, in addition to his role as Chief Financial Officer, he serves the Company in a number of leadership roles including by chairing the Asset/Liability and Market Risk Oversight Committees and overseeing the financial performance group within the Strategic Planning Committee. He assists managers in the evaluation and financial analysis of business line initiatives and acquisitions, and oversees the integration of accounting and financial reporting for the company's merger and acquisition activity. Mr. Larkin holds a Bachelor of Science degree in Economics and a Master of Business Administration in Finance from the Florida State University and is a graduate of the Stonier School of Banking.

The Board of Directors unanimously recommends a vote "FOR" the nominees

CORPORATE GOVERNANCE AT CAPITAL CITY

GOVERNING PRINCIPLES

We are committed to maintaining a business atmosphere where only the highest ethical standards and integrity prevail. An unwavering adherence to high ethical standards provides a strong foundation on which our business and reputation can thrive, and is integral to creating and sustaining a successful, high-caliber company.

ENVIRONMENTAL, SOCIAL, AND CORPORATE GOVERNANCE

Environmental

We are responsible for protecting our planet and understand that reducing our business's carbon footprint is key to a sustainable future. We are committed to measuring and minimizing our collective impact on the environment while contributing to environmental stewardship and responsible business operations. We strive to embed environmental sustainability throughout our products, services, operations, and culture to drive efficiencies and responsible resource use while creating comfortable, safe, and healthy workplaces for our associates. As part of our corporate responsibility, we continue to focus our efforts on sustainability within our business and our community.

We are focused on sustainability and resource conservation and, as a result, seek to reduce resource consumption through efficiency initiatives in our branches and offices. We do this through company-wide recycling programs, the implementation of LED lighting in our workplaces, and working to reduce our reliance on disposable products. As we renovate or build new facilities, we try to leverage renewable sources for power and HVAC through the employment of solar panels. In 2022, we made a $7 million investment in SOLCAP 2022-1, LLC, a fund that was formed to make solar tax equity investments in renewable solar energy projects that will provide us with tax credits and other tax benefits. We plan to continue to review these investment opportunities as they arise. We have also invested in tools and capabilities that allow our team members to work remotely as appropriate. We work hard to ensure that our lending activities do not encourage business activities that could cause irreparable damage to our reputation or the environment. As a result, we try to conduct business responsibly and actively work with shareowners to best serve our various constituents. In general, we evaluate each credit or transaction on its individual merits, with larger deals receiving more attention and deeper analysis, including a review of environmental matters related to certain real estate loans which is overseen by our Credit Risk Oversight Committee.

Sustainable Investing. For wealth management clients, Capital City Investments and Capital City Trust Company can provide Sustainable Investing – ESG (SI) strategies that seek to grow capital by employing a globally focused and sustainable investment approach. The SI portfolios use a broad array of sustainable approaches that consider environmental, social, and governance factors for the purpose of generating a long-term competitive return and positive societal impact. By seeking exposure to socially and economically innovative companies, these portfolios pursue the potential economic benefits resulting from future transformational change. With these portfolio strategies, the sustainable investing portfolios take a broader approach to evaluating risk and do so over a long-term horizon by evaluating a company's environmental, social, and governance risks, in addition to traditional financial risks.

Social

Community Involvement. We aim to give back to the communities where we live and work, and believe that this commitment helps in our efforts to attract and retain associates. Our commitment to help our community starts with our associates. Community involvement is a hallmark for our organization, and it comes naturally to our associates. We encourage our associates to volunteer their hours with service organizations and philanthropic groups in the communities we serve. We recorded 9,508, 8,697, and 8,169 community service hours in 2022, 2021 and 2020, respectively. Furthermore, we donated $0.3 million, $0.2 million, and $0.3 million to the Capital City Bank Group Foundation during 2022, 2021 and 2020, respectively, who in turn makes grants to various non-profit organizations in the communities we serve. Our community commitment to further financial literacy in our market remains an ongoing goal and focus for our associates and directors. We continue to focus on ways to better our communities in which we operate through monetary resources and volunteer hours.

Access, affordability, and financial inclusion. In 2022, our foundation made grants totaling approximately $150,000 to Community Reinvestment Act eligible organizations in our market area. Additionally, public relations funds totaling nearly $50,000 were distributed to Community Reinvestment Act eligible organizations in our market area.

Working with Capital City Home Loans, we are committed to providing educational outreach regarding home ownership and financial access for minorities.

We are a long-time supporter of Habitat for Humanity, with our associates providing volunteer hours on home builds. In 2020-2022, we partnered with Habitat for Humanity, Warrick Dunn Charities, and Capital City Home Loans to build and furnish three homes.

During tax season, we provide locations for community residents to access Volunteer Income Tax Assistance (VITA) services. VITA is a nationwide IRS program that offers free tax preparation assistance to people who generally make $54,000 or less, persons with disabilities, the elderly, and limited English speaking taxpayers who need assistance in preparing their own tax returns.

Since 2015, we have annually supported the United Way of the Big Bend in analyzing financial information for the annual grant review process. Many of these grants are provided to low-moderate income communities in the Big Bend area.

Small Business Lending. We are focused on supporting small businesses throughout our communities. In 2020 and 2021, the global pandemic exposed the challenges of small business and Capital City Bank was proud to participate in the Paycheck Protection Program (PPP), originating 3,508 loans totaling $266 million. During the pandemic, our company financially supported locally-owned restaurants to provide meals and gift cards for our associates.

Human Capital

For more than ten years, Florida Trend has honored us by listing Capital City Bank as a Best Place to Work, and American Bankers Magazine has recognized us as a Best Bank to Work For. Additionally, Georgia Trend recognized CCB in 2016 and 2017 as a Best Place to Work. Tenure statistics support these accolades and further demonstrate that associates enjoy working for CCB.

We emphasize compliance with all state and federal laws throughout our operations. However, we often exceed the requirements for our associates by providing more generous protection and benefits than mandated. In addition, we focus on providing training to our associates for a better work environment. For example, each year our legal counsel typically provides employment law training to our senior level associates.

We are dedicated to creating personal relationships with our customers and implementing solutions that are right for them. Our associates are critical to achieving this mission, and it is crucial that we continue to attract and retain experienced associates. As part of these efforts, we strive to offer a competitive compensation and benefits program, foster a community where everyone feels included and empowered to do to their best work, and give associates the opportunity to give back to their communities and make a social impact.

We actively seek to hire minorities, veterans and disabled individuals and have a robust internal response for associates that request an accommodation. We have remained focused on diversity at the Board of Directors level, and in 2022, minority representation increased for the companies in our holding company structure. Also, our vendor supply chain is comprised of approximately 28% female and/or minority owned businesses.

***Diversity and Inclusion*.** We believe that an equitable and inclusive environment with diverse teams produces more creative solutions, results in better services and is crucial to our efforts to attract and retain key talent. We strive to promote inclusion through our corporate values of integrity, advocacy, partnership, relationships, community, and exceptional service. In 2021, we formed the Diversity, Equity and Inclusion (DE&I) Charter and formed the DE&I Council. Our DE&I Council consists of a diverse group of members from all levels of the organization. The Council's focus is on diversity and inclusion in our workforce, workplace, and community. They are responsible for connecting our diversity and inclusion activities with our broader business strategies. Additionally, we created a Chief Diversity Officer position to provide direction and leadership as we build processes, initiatives, and special programs aimed at DE&I. Additionally, during 2021, we partnered with a third-party DE&I firm whose mission is to embed equity and inclusion into work systems and culture, enhancing outcomes for employees and clients. Our partnership will further develop and enhance our DE&I plan and includes development of focus group conversations, interviews with Senior Leadership, research of existing policies and documentation and outline of gaps in existing policies. All associates receive DE&I education, awareness and training each year. In January 2022, we added four new directors to our Board. Of these four directors 50% are white males, 25% are minority female, and 25% are non-minority female. The CCBG outside directors are made up of 11 non-shareowner individuals. Of the 11 individuals, 27% are female and 18% are ethnic minority. We continue to focus on building an inclusive culture through a variety of diversity and inclusion initiatives, including related to internal promotions and hiring practices. In 2022, 131 associates were promoted internally. As part of these initiatives, we added the new positions of Chief Culture Officer and Corporate Recruiter in 2022, and we have associate resource groups that help to build an inclusive culture through company events, participate in our recruitment efforts, and provide input into our hiring strategies.

Health and Safety. The success of our business is fundamentally connected to the well-being of our people. Accordingly, we are committed to the health, safety and wellness of our associates. We provide our associates and their families with access to a variety of flexible and convenient health and welfare programs, including benefits that support their physical and mental health, by providing tools and resources to help them improve or maintain their health status. We also offer choices to our associates where possible so they can customize their benefits to meet their needs and the needs of their families. In response to the COVID-19 pandemic, we implemented significant operating environment changes that we determined were in the best interest of our associates, as well as the communities in which we operate, and which comply with government regulations. This included having the option for one-third of our associates to operate within a flexible work schedule, which includes 100% remote work or a hybrid arrangement of on-site and remote. . We continue to follow local and federal guidance, including guidance prescribed by the Centers for Disease Control and Prevention (“CDC”), regarding COVID-19 precautions and health measures.

Governance

Our Board of Directors oversees the affairs of the company, striving to protect the interests of our shareowners. Our directors focus on exercising sound and independent business judgment regarding significant, strategic and operational issues. The Board also advises senior management and adopts governance principles consistent with Capital City Bank’s mission and vision. Our Board is specifically focused on corporate risk management, Board structure, and managing the company for the long-term.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE REPORT

During 2022, the Corporate Governance and Nominating Committee focused its efforts on:

- Management succession planning, specifically for the positions of Chief Executive Officer, President, and Chief Financial Officer;
- Completing a thorough review of all governing documents including Capital City Bank Group’s Articles of Incorporation & Bylaws; Capital City Bank’s Articles of Incorporation & Bylaws; all committee charters and the CCBG Corporate Governance Guidelines;
- Continued work on board refreshment;
- Reviewing risk management practices, including scheduling time with senior executive officers to discuss cybersecurity practices, posture, and response, as well as insurance coverages in place to help protect the Company and its shareowners in the event a cyberattack occurs; and
- Reviewing continuing director educational opportunities and monitoring compliance with our policy requiring all Directors complete at least one outside training event or four virtual seminars every twenty-four month cycle.

2022 Corporate Governance and Nominating Committee:

William Eric Grant (Chair)
Robert Antoine
Bonnie Davenport
J. Everitt Drew
Ashbel Williams

BOARD'S RESPONSIBILITIES AND DUTIES

Succession Planning

The Board plans for succession to the position of Chief Executive Officer as well as certain other senior management positions. To assist the Board, William G. Smith, Jr., our Chairman, President, and CEO, annually provides the Board with an assessment of senior managers and of their potential to succeed him. He also provides the Board with an assessment of persons considered potential successors to certain other senior management positions. The Corporate Governance and Nominating Committee and our independent directors in an executive session annually review this updated assessment. In addition, the Board interacts with members of senior management who are potential successors to our executive management.

Board Refreshment

Our Corporate Governance Guidelines reflect our belief that directors should not be subject to term limits because it would likely cause us to lose directors who have developed insight into our strategies and operations and risks. Nevertheless, we have several policies in place to support board refreshment such as a mandatory retirement age, mandatory resignation if the director does not receive a majority vote of support from our shareowners, mandatory tender of a resignation upon a change in our director's principal employment, and a strict prohibition on serving on too many boards. Nevertheless, our Board regularly reviews its own composition, and considers and plans for an orderly transition and refreshment process, which includes planning for potential retirements and identifying potential candidates for service as new directors. As part of this process, since 2016, the Board has added 11 new independent directors, Mses. Crowell, Davenport, and Johnson and Messrs. Antoine, Butler, Connally, Criser, Grant, Sample, and Williams, who the Board believes have the relevant experience and expertise to complement that of our other directors and to further contribute to the Board's ongoing guidance of our company.

Risk Management

Risk management is an important component of our corporate strategy. While we assess specific risks at our committee levels, the Board, as a whole, oversees our risk management process, and discusses and reviews with management major policies with respect to risk assessment and risk management. The Board is regularly informed through committee reports about our risks. In addition, we have an Enterprise Risk Oversight Committee, which reports to the Board at least twice per year. The Enterprise Risk Oversight Committee serves to assist the Board in establishing and monitoring our key risks, and meets at least on a quarterly basis. Further, our Disclosure Committee oversees the company's disclosure control framework and reports its activities and findings to our Audit Committee on a regular basis.

Board and Committee Evaluations

The Corporate Governance and Nominating Committee uses a variety of methods to annually evaluate the Board as a whole and its committees. In 2022, the Corporate Governance and Nominating Committee engaged an outside firm, Bank Director, to evaluate board and committee performance. Directors submitted completed questionnaires directly to Bank Director, which summarized the results without attribution. The full Board discussed the summary of the Board and committee evaluations.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines to implement the Nasdaq corporate governance listing standards and various other corporate governance matters.

Codes of Conduct and Ethics

The Board has adopted Codes of Conduct applicable to all directors, officers, and associates, and a Code of Ethics applicable to our Chief Executive Officer and our financial and accounting officers, all of which are available, without charge, upon written request to:

Capital City Bank Group, Inc.
c/o Corporate Secretary
217 North Monroe Street
Tallahassee, Florida 32301

These codes are designed to comply with Nasdaq and SEC requirements. We will disclose any amendments to, or waivers from, the Code of Ethics on our website (*www.ccbg.com*) within four business days of such determination.

BOARD STRUCTURE AND PROCESS

Independent Directors

Our common stock is listed on the Nasdaq Global Select Market. Nasdaq requires that a majority of our directors be "independent," as defined by Nasdaq's rules. Generally, a director does not qualify as an independent director if the director or a member of a director's immediate family has had in the past three years certain relationships or affiliations with us, our outside auditors, or other companies that do business with us. Our Board has adopted categorical independence standards that include all objective standards of independence set forth in the Nasdaq rules. The categorical independence standards are posted to the Corporate Governance section of our website, *www.ccbg.com*. Based on these standards, our Board has affirmatively determined that the following current directors, constituting a majority of our directors, are independent: Robert Antoine, William F. Butler, Stanley W. Connally, Jr., III, Marshall M. Criser III, Kimberly Crowell, Bonnie Davenport, J. Everitt Drew, William Eric Grant, Laura L. Johnson, John G. Sample, Jr., and Ashbel C. Williams. The Board, in making its determination with respect to Ms. Davenport's independence, considered that she is the founding principal, president, and majority owner of BKJ, Inc. Architecture ("BKJ"), a company that has provided architectural services to, and received fees from, CCBG over the last several years. The transactions with BKJ were not sufficiently material as to require disclosure as a Related Persons Transaction under Item 404(a) of Regulation S-K.

Board Leadership

The Board does not have a policy with respect to separation of the positions of Chairman and CEO or with respect to whether the Chairman should be a member of management or an independent director, and believes that these are matters that should be discussed and determined by the Board from time to time. When the Chairman of the Board is a member of management or is otherwise not independent, the independent directors elect a lead director, which we discuss below. Currently, William G. Smith, Jr. serves as our Chairman and CEO. Given the fact that Mr. Smith is tasked with the responsibility of implementing our corporate strategy, we believe he is best suited for leading discussions regarding performance relative to our corporate strategy, and these discussions represent a significant portion of our Board meetings.

Lead Director

The independent directors of our Board of Directors annually elect an independent director to serve in a lead capacity. Although elected annually, the lead director is generally expected to serve for more than one year. Mr. Connally currently serves as our lead director. The lead director's duties, which are listed in a Board approved charter, include:

- presiding at all meetings of the Board at which the Chairman is not present;
- calling meetings of the independent directors;
- coordinating with the Chairman the planning of meeting agenda items; and
- serving as an independent point of contact for shareowners wishing to communicate with the Board other than through the Chairman.

We have posted the Lead Director Charter on our website, *www.ccbg.com*.

Independent Director Meetings In Executive Sessions

Our independent directors have established a policy to meet separately without any Company associates present in regularly scheduled executive sessions at least twice annually, and at such other times as may be deemed appropriate by our independent directors. Any independent director may call an executive session of independent directors at any time. In 2022, the independent directors met in an executive session seven times.

Director Nominating Process

The Corporate Governance and Nominating Committee annually reviews and makes recommendations to the full 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 Board, consistent with applicable Nasdaq and regulatory requirements.

The Corporate Governance and Nominating Committee believes that all directors, including nominees, should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of our shareowners. The Corporate Governance and Nominating Committee will consider criteria including the nominee's current or recent experience as a senior executive officer, whether the nominee is independent, as that term is defined by the Nasdaq listing standards, the business experience currently desired on the Board, geography, the nominee's banking industry experience, and the nominee's general ability to enhance the overall composition of the Board. The Corporate Governance and Nominating Committee does not have a formal policy on diversity; however, the Board and the Corporate Governance and Nominating Committee believe that it is essential that the Board members represent diverse viewpoints and considers this issue during the annual board and committee evaluation process.

Our Corporate Governance and Nominating Committee identifies nominees for directors primarily based upon suggestions from shareowners, current directors, and executives. The Chair of the Corporate Governance and Nominating Committee and at least one other member of the Corporate Governance and Nominating Committee interviews director candidates. The full Board formally nominates candidates for director to be included in the slate of directors presented for shareowner vote based upon the recommendations of the Corporate Governance and Nominating Committee following this process.

Voting Standard

Our Bylaws provide that in an uncontested election, if a nominee for director does not receive at least a majority of the votes cast at any meeting for the nominee's election at which a quorum is present, then the director must promptly tender the director's resignation to the Board. The Corporate Governance and Nominating Committee would then recommend to the Board whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation and publicly disclose its decision and the rationale behind the decision within 90 days from the date of the certification of the election results. If a director's resignation is not accepted by the Board, then such director will continue to serve the remainder of the director's term. If a nominee's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any remaining vacancy or decrease the size of the Board. To be eligible to be a nominee for election or reelection as our director, a person must deliver to our Corporate Secretary a written agreement that such person will abide by these requirements.

Board Diversity

The demographic information presented below for our directors is based on voluntary self-identification by each director. Each of the categories listed in the below table has the meaning as it is used in Nasdaq Listing Rule 5605(f). Additional biographical information of our directors nominated for reelection and executive officers is set forth above.

Board Diversity Matrix (As of March 1, 2023 and as of April 30, 2022)				
Total Number of Directors	13			
	Female	**Male**	**Non-Binary**	**Did Not Disclose Gender**
Part I: Gender Identity				
Directors	**3**	**10**	**0**	**0**
Part II: Demographic Background				
African American or Black	**1**	**1**	**0**	**0**
Alaskan Native or Native American	**0**	**0**	**0**	**0**
Asian	**0**	**0**	**0**	**0**
Hispanic or Latinx	**0**	**0**	**0**	**0**
Native Hawaiian or Pacific Islander	**0**	**0**	**0**	**0**
White	**2**	**9**	**0**	**0**
Two or More Races or Ethnicities	**0**	**0**	**0**	**0**
LGBTQ+	**0**			
Did Not Disclose Demographic Background	**0**			

Mandatory Retirement Policy

Our Corporate Governance Guidelines provide for mandatory director retirement at age 72.

Director Service on Other Boards

To ensure that our directors can provide sufficient time and attention to the Company, our directors may not serve on more than three other boards of directors of public companies in addition to our Board. Our CEO may not serve on more than two other boards of directors of public companies in addition to our Board.

Change in Director Occupation

A director whose principal occupation or business association changes substantially during the director's tenure must tender a resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will recommend to the Board the action, if any, to be taken with respect to the resignation.

DIRECTOR ATTENDANCE

Our Board met 10 times in 2022. Each of our directors attended at least 85.7 percent of the aggregate number of meetings of the Board and Committees on which they served. We expect all directors to attend our Annual Meeting. Each of our directors, who was a director at the time of our Annual Meeting in 2022, attended the 2022 Annual Meeting.

SHAREOWNER COMMUNICATIONS

Our Corporate Governance Guidelines provide for a process by which shareowners may communicate with the Board, a Board committee, the independent directors as a group, or individual directors. Shareowners who wish to communicate with the Board, a Board committee, or any other directors or individual directors may do so by sending written communications to the address below:

Capital City Bank Group, Inc.
c/o Corporate Secretary
217 North Monroe Street
Tallahassee, Florida 32301

Communications will be compiled by our Corporate Secretary and submitted to the Board, a committee of the Board, or the appropriate group of directors or individual directors, as appropriate, at the next regular meeting of the Board. The Board has requested that the Corporate Secretary submit to the Board all communications received, excluding those items that are not related to board duties and responsibilities, such as: mass mailings, job inquiries, resumes, advertisements, solicitations, and surveys.

BOARD COMMITTEE MEMBERSHIP

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
The Committee assists the Board in its oversight of: ▪ the integrity of our financial reporting process, system of internal controls, and the independence and performance of our internal auditors; ▪ our compliance with Section 112 of the Federal Deposit Insurance Corporation Improvement Act of 1991; ▪ the hiring, qualifications, independence, and performance of our independent auditors, for which the Committee bears primary responsibility; and ▪ our policies and practices with respect to risk assessment and risk management. Our Board has determined that each member of the Committee is an "audit committee financial expert" as defined under applicable SEC rules.	The Committee assists the Board in its oversight of: ▪ our compensation and benefits policies and programs generally; ▪ the performance evaluation of designated senior managers, including our named executive officers; ▪ the compensation of our designated senior managers, including our named executive officers; ▪ assessing the relationship between incentive compensation arrangements and risk management policies and practices; ▪ stock ownership guidelines for directors and executive officers; and ▪ Board compensation.	The Committee assists the Board in its oversight of: ▪ Director qualification standards and nominations; ▪ appointing directors to committees; ▪ Board, committee, and director performance; ▪ managerial succession; ▪ our policies and practices relating to corporate governance; and ▪ shareowner proposals.
Current committee members John G. Sample (Chair) Robert Antoine William F. Butler Stanley W. Connally, Jr. Marshall Criser III Kimberly A. Crowell William Eric Grant	**Current committee members** Marshall Criser III (Chair) William F. Butler Kimberly A. Crowell J. Everitt Drew Laura Johnson	**Current committee members** Laura Johnson (Chair) Robert Antoine Bonnie Davenport William Eric Grant J. Everitt Drew Ashbel Williams
Meetings in 2022 14	**Meetings in 2022** 4	**Meetings in 2022** 3
Committee report on page 48	Committee report on page 24	Committee report on page 11
Each member of each committee is independent under the rules of Nasdaq. The Board has adopted written charters for each of its standing committees. The charter for each committee may be viewed on the Corporate Governance section of our website at www.ccbg.com.		

DIRECTOR COMPENSATION

COMPENSATION ELEMENTS

We currently have 11 independent directors who qualify for compensation for Board service. In 2021, the Compensation Committee engaged Blanchard Consulting to measure Capital City's board compensation against the same peer group used to measure executive management compensation. Additionally, Compensation Philosophy includes targeting total annual fees, including retainer, equity compensation, board meeting fees, committee chairmen fees, committee meeting fees, and Lead Director fees for our directors to be between the 50th and 75th percentile of our selected peer group unless an exception is stated by the Compensation Committee due to Company performance or market demand. As a result of the review, the Compensation Committee increased the Lead Director annual retainer to $10,000 and the Audit Committee Chair annual retainer to $10,000, effective January 1, 2022. While the Compensation Committee deems attendance by directors to be mandatory at all meetings, having a variable compensation structure better aligns compensation with the volume of business conducted by each committee. The elements of director compensation are as follows:

2022 Cash Compensation

Cash Payment	**Fees Earned in Cash ($)**
Annual Retainer	$30,000
Member of Board Committee	$500 per meeting attended
Audit Committee Chair – Annual Retainer	$10,000
Compensation Committee Chair – Annual Retainer	$8,000
Corporate Governance and Nominating Committee Chair – Annual Retainer	$5,000
Lead Outside Director – Annual Retainer	$10,000
Board Meeting Fees	$500 per board meeting and annual strategic meeting attended

Equity Compensation

Stock Grant. Each independent director earns restricted shares of our common stock valued at $30,000. The restricted shares are granted at the February Compensation Committee meeting and vest on December 31st of the same calendar year, provided that these shares will be forfeited if we incur a net loss for the year in which the grants were made. The restricted stock is issued under the terms of the current 2021 Associate Incentive Plan.

***Director Stock Purchase Plan*.** Directors are also permitted to purchase shares of common stock at a 10% discount from fair market value under the current 2021 Director Stock Purchase Plan. During 2022, 14,977 shares were purchased. As of December 31, 2022, there were 265,661 shares of common stock available for issuance to directors under this plan. Purchases under this plan were not permitted to exceed the annual retainer and meeting fees received. Our shareowners adopted the Director Stock Purchase Plan at our 2021 Annual Meeting.

Perquisites and Other Personal Benefits

We provide directors with perquisites and other personal benefits that we believe are reasonable, competitive and consistent with our overall director compensation program. The value of the perquisites for each director in the aggregate is less than $10,000.

DIRECTOR COMPENSATION TABLE

The following table sets forth a summary of the compensation we paid to our directors, other than directors who are also executive officers, in 2022:

Name	Fees Earned or Paid in Cash ($)	Stock Awards(1) ($)	All Other Compensation ($)	Total ($)
Robert Antoine	$38,500	$30,005	$0	$68,505
Allan G. Bense	27,166	0	0	27,166
William F. Butler	43,500	30,005	0	73,505
Stanley W. Connally, Jr.	50,500	30,005	0	80,505
Cader B. Cox, III	23,500	0	0	23,500
Marshall M. Criser III	46,833	30,005	0	76,838
Kimberly Crowell	43,500	30,005	0	73,505
Bonnie Davenport	39,500	30,005	0	69,505
J. Everitt Drew	38,500	30,005	0	68,505
William Eric Grant	47,500	30,005	0	77,505
Laura L. Johnson	43,500	30,005	0	73,505
John G. Sample, Jr.	55,500	30,005	0	85,505
Ashbel C. Williams	37,500	30,005	0	67,505

(1) In 2022, we granted each independent director 1,077 shares of our common stock under our 2021 Associate Incentive Plan. The fair value of each share at the time of the grant was $27.86. The column represents the fair value of the award as calculated in accordance with U.S. generally accepted accounting principles.

(2) Ms. Davenport is the founding principal, president and majority owner of BKJ, Inc. Architecture, a company that has provided architectural services to, and received fees from, us over the last several years. In fiscal year 2022, BKJ, Inc. Architecture received approximately $112,000 from us in exchange for its services.

(3) Mr. Sample serves as the chairman and our representative on the board of directors of Red Hills REIT, Inc., a wholly-owned subsidiary of Southern Live Oak Investments, Inc., which is a wholly-owned subsidiary of Capital City Bank. In 2022, he was paid $2,000 (his annual retainer) and an additional $1,000 ($500 per board meeting) for this service.

STOCK OWNERSHIP EXPECTATIONS

We maintain stock ownership guidelines for all independent directors. Under our current guidelines, each independent director is expected to own our common stock equal in value to 10 times their annual director retainer fees (including annual cash and equity grants). Directors have 10 years from the date they are first appointed or elected to our Board to meet the stock ownership requirement. The Compensation Committee has determined that as of December 31, 2022, all directors have met our share ownership expectations or are on track to meet these expectations within the stated time period of 10 years from date of appointment or election.

TRANSACTIONS WITH RELATED PERSONS

PROCEDURES FOR REVIEW, APPROVAL, OR RATIFICATION OF RELATED PERSON TRANSACTIONS

We recognize that related person transactions may raise questions among our shareowners as to whether the transactions are consistent with our best interests and our shareowners' best interests. We generally do not enter into or ratify a related person transaction unless our Board, acting through the Audit Committee or otherwise, determines that the related person transaction is in, or is not inconsistent with, our best interests and our shareowners' best interests. We have adopted a written Related Person Transaction Policy.

Under our procedures, each director, executive officer, and nominee for director submits to our designated compliance officer certain information to assist us in monitoring the presence of related party transactions. On an ongoing basis, and to the best of their knowledge, directors and executive officers are expected to notify our designated compliance officer of any updates to that information. We use our best efforts to have our Audit Committee pre-approve all related person transactions. In the event a related person transaction was not pre-approved by the Audit Committee, the transaction is immediately submitted for the Audit Committee's review for ratification or attempted rescission.

In addition to the policy described above, we circulate a questionnaire each quarter to our directors and executive officers, in which each respondent is required to disclose, to the best of their knowledge, all related person transactions that occurred in the previous quarter.

TRANSACTIONS WITH RELATED PERSONS

Some of our directors and officers and their affiliates, are clients of, and have, in the ordinary course of business and banking, transacted with, Capital City Bank. These transactions include loans, commitments, lines of credit, and letters of credit, any of which may, from time to time, exceed $120,000. All loans included in these transactions were made on substantially the same terms, including interest rates and collateral requirements, as those prevailing at the time for comparable transactions with other persons who were not affiliates of Capital City Bank and, in the opinion of management, did not involve more than the normal risk of collectability or presented other unfavorable features. Our Board of Directors approved each of these transactions.

For the year ended December 31, 2022, we have not identified any transactions or series of similar transactions (other than the ordinary course of business transactions discussed above) for which we are a party in which the amount involved exceeded or will exceed $120,000 and in which any current director, executive officer, or holder of more than 5% of our capital stock had or will have a direct or indirect material interest other than as follows:

Capital City Bank's Apalachee Parkway Office is located on land leased from the Smith Interests General Partnership L.L.P. ("SIGP") in which William G. Smith, Jr., Chairman of the Board, President, and Chief Executive Officer is a partner. William G. Smith, Jr. owns approximately 30.77% of SIGP interests personally. A trust, under which William G. Smith, Jr. is one of two beneficiaries, owns approximately 2.57% of SIGP interests. Under a lease agreement expiring in 2052, Capital City Bank makes monthly lease payments to SIGP. Lease payments are adjusted periodically for inflation. Actual lease payments made by Capital City Bank to SIGP in 2022 amounted to approximately $212,000. The approximate dollar value of Mr. Smith's interest in the transaction, without regard to profit and loss, was approximately $71,000. We believe the terms of this lease are comparable to the terms we would have received if we had leased the property from a third party.

William G. Smith, III, the son of our Chairman, President and Chief Executive Officer, William G. Smith, Jr., is employed as Senior Vice President and Regional Market Executive, North Florida Region at Capital City Bank. In 2022, William G. Smith, III's total compensation (consisting of annual base salary, annual bonus, and stock-based compensation) was determined in accordance with the Company's standard employment and compensation practices applicable to associates with similar responsibilities and positions.

COMPENSATION DISCUSSION AND ANALYSIS

EXECUTIVE OVERVIEW

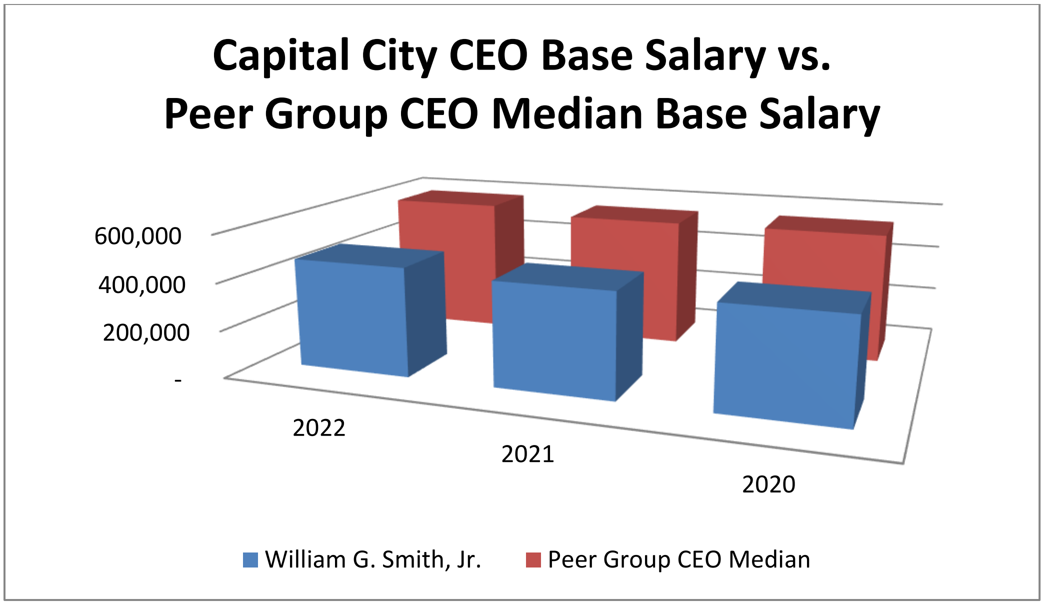
Capital City's Performance Highlights

We believe Capital City has performed well and has positioned itself to take advantage of new opportunities. Consider that:

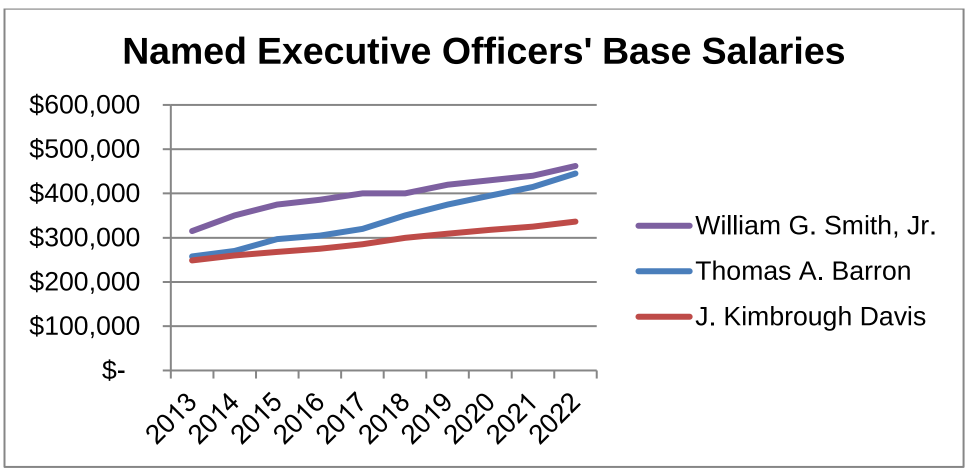
- 2022 was a record year of earnings which totaled $40 million, a 20% increase over 2021. Since 2017, our EPS have grown at a compound annual growth rate of 30%;
- End of year loan balances grew $594 million, or 30.7%, over 2021 and have grown by $872 million, or 52.7%, since the end of 2017;
- Average deposit balances grew $356 million, or 10.5%, in 2022, and have grown at a compound annual growth rate of 9.67% for the past 5 years driven by core deposit growth and government stimulus programs;
- Our total cost of deposits in 2022 was 9 basis points, contributed greatly to our performance, and outperformed many of our peer banks;
- Credit quality remained strong in 2022 as net loan losses were 18 basis points of average loans. From 2018 to 2022, our average annual loan losses were 10 basis points of average loans. Classified assets totaled $19.8 million at December 31, 2022 and our nonperforming assets to total assets ratio was 6 basis points. Our allowance for credit losses as a percentage of loans was 98 basis points;
- On April 30, 2021, we acquired 100% of Strategic Wealth Group, subsequently rebranded as Capital City Strategic Wealth ("CCSW"). CCSW is an addition to our wealth management business and specializes in insurance planning, risk management and asset protection services. In 2022, CCSW contributed $0.07 per share in earnings;
- We have not taken on excessive interest rate risk or relaxed our credit standards, and believe our balance sheet continues to be well positioned for the current economic and interest rate environment;
- Our tangible book value per share increased $0.54, or 3.2%, in 2022, and has increased $5.98 per share, or an average annual growth rate of 9.0% since 2017;
- We increased our quarterly cash dividends in the third quarter of 2022 to $0.17 per share, an increase of 6.3% over the second quarter of 2022; and
- We believe we have sufficient capital and liquidity to pursue and implement our long-term strategic initiatives.

We are Focused on Being Careful with How We Spend our Shareowners' Money

We have an experienced and hardworking management team. In fact, members of our executive management team have more than 28 years of experience in the banking industry on average. We have been able to retain our management team by strongly linking pay to performance. Compare how our CEO's base salary matches up to the median base salary of the CEOs of our 2022 peer group, which is listed on pages 31 and 32:



Mr. Smith's relatively low base salary does not reflect his performance level, but rather it reflects our conservative compensation philosophy. Superior compensation should be earned through superior performance. Because Capital City's performance was adversely affected during last decade's recession, we significantly limited the raises our named executive officers received during that time frame. On the other hand, as Capital City has thrived, we have recognized our executives' performance through base salary increases.

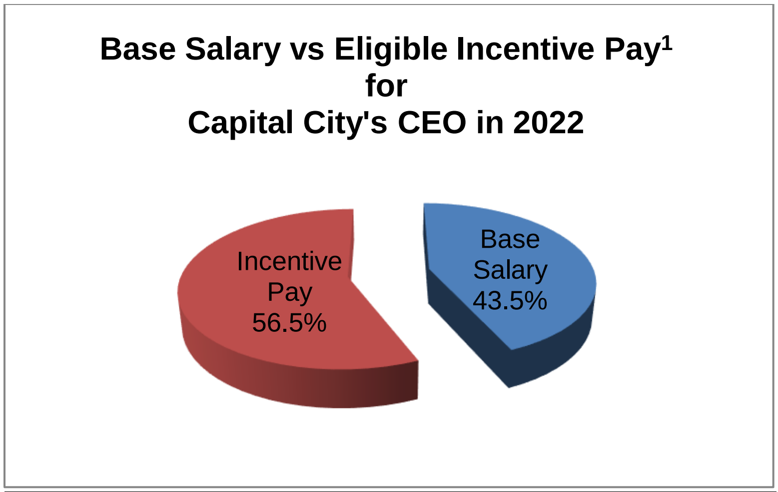


We Strive to Maximize Shareowner Return

At Capital City, we strive to foster a culture of accountability to our shareowners and work to maximize shareowner return each day. In fact, this is why we refer to our shareholders as "shareowners" – we understand that we work for the benefit of Capital City's owners. We also believe that a good way to align the interests of our associates with the interests of our shareowners is to encourage our associates to become shareowners. We are proud to offer our associates the ability to purchase shares of Capital City through our 2021 Associate Stock Purchase Plan and through the Capital City 401(k) Plan. We also pay our directors, executive officers and senior management team partially in shares of Capital City stock and maintain robust share ownership requirements for many of these individuals.

Pay for Performance is Integral to the Capital City Culture

Our focus on maximizing shareowner return and the strong ownership culture among our associates makes it much easier to implement a strong pay-for-performance compensation plan for your management team. Your executive officers do not expect to get paid well when Capital City's results do not meet our expectations. On the other hand, when Capital City achieves its board approved performance goals, your management team should be rewarded. In 2022, a substantial majority of Mr. Smith's eligible compensation was "at risk."



(1) Eligible Incentive Pay assumes performance goals met at the 100% level.

Compensation Best Practices

We are proud of the strong corporate governance practices we have implemented. Below we have summarized some of the important policies we have implemented to ensure that we provide compensation to align the interests of our executive officers with the interests of our shareowners. More importantly, we have summarized the compensation practices that we do not have because we believe that these particular practices are not in the best interests of our shareowners.

What We Do	What We Don't Do
✓ Pay for performance	✗ Employment contracts
✓ Balanced mix of fixed and variable pay	✗ Stock option grants
✓ Meaningful stock ownership requirements	✗ Separate change in control agreements
✓ Use an independent compensation adviser	✗ Excise tax gross-ups upon change in control
✓ Allocate a significant portion of pay in stock	✗ Guaranteed bonuses
✓ Independent compensation committee	✗ Excessive perquisites
✓ Mitigate undue risk in compensation programs	✗ Income tax "gross-up bonuses" Award shares for the "passage of time"
✓ Broad clawback policy for incentive compensation	

COMPENSATION COMMITTEE REPORT

We, as a Compensation Committee, met four times in 2022, including two (2) executive sessions with only the Compensation Committee members present. Mr. Criser, the chair of our Committee, sets the meeting dates and agenda for the committee. In the past year, we:

- Held an executive session to discuss the 2022 performance of Mr. Smith. In accordance with our charter, Mr. Criser distributed an evaluation to all outside directors, and then collected and compiled the results of the evaluations. He presented the summarized and aggregated results for review by our Committee;
- Reviewed and approved Mr. Smith's 2022 base salary of $462,000, and targeted short-term incentive compensation of $350,000; Mr. Barron's 2022 base salary of $435,000, and targeted short-term incentive compensation of $300,000 and Mr. Davis's 2022 base salary of $336,400 and targeted short-term incentive compensation of $160,000;
- Reviewed and approved 2022 Long-Term Incentive Plans for Mr. Smith targeted at $250,000, Mr. Barron targeted at $100,000 and Mr. Davis targeted at $100,000;
- Reviewed total compensation for 13 senior managers, including a review of incentive plans and relative risk to the Company;
- Reviewed executive perquisites and found them to be reasonable;
- Reviewed stock ownership positions for all senior managers and directors;
- Reviewed our director compensation and recommended changes for 2022 as disclosed on page 18; and
- Discussed strategic compensation issues.

We have also reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K included in this Proxy Statement. Based on that review and discussion, we have recommended to the Board of Directors of the Company that the Compensation Discussion and Analysis be included in this Proxy Statement.

2022 Compensation Committee

Marshall Criser III (Chair)
Robert Antoine
William F. Butler
Kimberly A. Crowell
Bonnie Davenport
J. Everitt Drew
Laura Johnson

COMPENSATION AND BENEFITS STRATEGY

Our compensation strategy provides broad guidance on senior management compensation and more specifically on the compensation of the named executive officers. Our compensation objectives are to provide compensation programs that:

- Align compensation with shareowner value;
- Provide a direct and transparent link between our performance and pay for our CEO and senior management;
- Make wise use of our equity resources to ensure compatibility between senior management and shareowner interests;

- Align the interests of our executive officers with those of our shareowners through performance-based incentive plans; and
- Award total compensation that is both reasonable and effective in attracting, motivating and retaining key associates.

We believe that accomplishing corporate goals is essential for our continued success and sustained financial performance. Therefore, we believe that executive officer compensation should be largely at-risk and performance based. Specific targets and weightings used for establishing short-term and long-term performance goals are subject to change at the beginning of each measurement period, and are influenced by the Board's desire to emphasize performance in certain areas. Each year, the Compensation Committee reviews and approves all executive officer performance-based goals.

The compensation and benefits programs for our executives are designed with the goal of providing compensation that is fair, reasonable and competitive. These programs are intended to help us recruit and retain qualified executives, and provide rewards that are linked to performance while also aligning the interests of executives with those of our shareowners.

COMPENSATION PHILOSOPHY

The Compensation Committee, with Board approval, has adopted the following compensation philosophy and set the following compensation objectives:

- Target base salaries for our senior executives at the 50th percentile of our selected peer group unless an exception is approved by our Compensation Committee due to performance, experience, or market demand;
- Position direct compensation (salary, cash and equity compensation) of our senior executives at the 75th percentile of our selected peer group of banks dependent upon performance, to attract top talent and to recognize exceptional performance by management;
- Target variable (pay for performance) compensation to at least 30% of total compensation mix;
- Continue, over time, the alignment of senior management's interests with those of our shareowners (the percentage of equity compensation should increase relative to total incentive compensation); and
- Target total annual fees, including retainer, equity compensation, board meeting fees, committee chairman fees, committee meeting fees, and Lead Director fees, to be between the 50th and 75th percentile of our selected peer group unless an exemption is approved by our Compensation Committee due to company performance or market demand.

We discuss the composition of our peer group and our benchmarking practices in further detail below.

EXECUTIVE COMPENSATION POLICY DECISIONS

The Compensation Committee has adopted a number of policies to further the goals of our executive compensation program, particularly with respect to strengthening the alignment of our executives' interests with our shareowners' long-term interests. Further, the Compensation Committee believes the policies set forth below are effective based on the stability of our management team and our ability to attract talent from outside the Company.

Stock Ownership Expectations

We maintain stock ownership expectations for all senior managers, including our executive officers. Under our current guidelines, all senior managers are expected to own shares of our common stock equal in value to at least two times their annual base salary; Mr. Barron is, and Mr. Davis, due to his retirement at the end of 2022, was, expected to own shares of our common stock equal in value to at least three times their annual base salary; and Mr. Smith is expected to own shares of our common stock equal in value to at least five times his annual base salary. Compliance is expected within six years of becoming a senior manager or executive officer.

The Compensation Committee has determined that as of December 31, 2022, all named executive officers have met our share ownership expectations and all other senior managers covered by this program are making significant strides in meeting the ownership expectations.

Stock Options

We ceased granting stock options in 2007 and there are currently no stock options outstanding.

Prohibition on Repricing Stock Options

By the terms of the 2021 Associate Incentive Plan, which is the only plan we may use to grant stock options, repricing stock options is prohibited without shareowner approval.

Employee, Officer and Director Hedging

We do not have any practices or policies regarding hedging.

Employment Agreements and Severance Agreements

We believe the employment of our executive officers should remain "at will." Therefore, none of our executive officers have an employment agreement or severance agreement with us.

Incentive Compensation Clawback

Effective, January 1, 2017, all participants in the Associate Stock Incentive Plan have their incentive compensation subject to a clawback where: (i) we issue a material restatement of our financial statements; (ii) we make a subsequent finding that the financial information or performance metrics used to determine the amount of the incentive compensation are materially inaccurate regardless of individual fault; (iii) a plan participant engages in intentional misconduct; or (iv) the plan participant has committed ethical or criminal violations. In addition, we may recover any incentive compensation awarded or paid based on a participant's conduct which is not in good faith and which materially disrupts, damages, impairs or interferes with our business or which causes harm to our reputation.

COMPENSATION PROGRAM DESIGN

Compensation Framework

We design our specific compensation elements based on the following:

- **Performance:** We believe that the best way to accomplish alignment of compensation plans with the participants' interests is to directly link pay to individual and Company performance.
- **Competitiveness:** Compensation and benefits programs are designed to be competitive with those provided by companies with whom we compete for talent. Benefits programs are not based on performance.
- **Cost:** Compensation and benefit programs are designed to be cost-effective and affordable, ensuring that the interests of our shareowners are considered.
- **Peer Group:** The relevant peer group for comparison of compensation and benefits programs consists of commercial banks and thrifts with a geographic footprint or asset base similar to ours.

Specific Compensation Elements

Our executive compensation program is comprised of four discrete elements (which are each described in further detail below):

- Base salary
- Incentive compensation
- Benefits and perquisites
- Post-termination compensation and retirement benefits

DISCUSSION OF SPECIFIC COMPENSATION ELEMENTS

Base Salary

Our compensation philosophy guideline is to target base salaries at the 50th percentile of our peer group; however, superior performance may warrant a base salary in excess of this target. Our Compensation Committee believes that this target level will allow us to attract and retain the talent necessary to achieve our performance goals. The base salaries for the named executive officers are determined by analyzing available market data as well as taking into account the experience and performance of the individual. In 2022, all named executive officers received an increase in their base salary. The increases were Mr. Smith, 5%; Mr. Barron, 4.82% and Mr. Davis, 3.51%. Mr. Smith's base salary is 20.17% below the 50th percentile base salary of our peer group. His relatively low base salary is not reflective of his performance or experience level. It has been historically low compared to our peer group benchmark and the Compensation Committee continues to place great emphasis on bringing Mr. Smith's base salary in line with the stated target level. Mr. Barron's base salary is 3.16% below the 50th percentile and Mr. Davis's base salary was 5.49% above the 50th percentile. We consider an officer's salary to be in line with the benchmark if it is within +/- 15% of the benchmark.

Incentive Compensation

In addition to their base salary, each named executive officer has the opportunity to earn annual incentive compensation. The Compensation Committee believes a competitive overall compensation package should include incentive compensation in the form of both cash and equity awards. The Compensation Committee believes, based on past advice from its compensation consultant, targeting incentive compensation equal to or greater than 30% of total compensation is sufficient to change behaviors relative to performance. As a result, we believe our total incentive-based compensation target of at least 30% of total compensation is appropriate.

In 2022, Mr. Smith's targeted incentive compensation was 56.50% of his total targeted compensation, Mr. Barron's was 47.90% and Mr. Davis's was 43.59%. We believe the differences of potential impact each executive officer has on our performance warrants differences in how much compensation they individually have at risk. Each executive officer has an opportunity to earn incentives under a long term plan.

In 2022, Mr. Smith's total targeted incentive compensation of $600,000 was comprised of 42.5% cash and 57.5% equity and includes both short term and long term incentive plans. Mr. Barron's total target incentive compensation of $400,000 was comprised of 67% cash and 33% equity, and includes both short-term and long-term incentive plans. Mr. Davis's total target incentive compensation of $260,000 was comprised of 62.2% cash and 37.8% equity, and includes both short-term and long-term incentive plans. The difference in allocation between cash and equity among the named executive officers is due to each executive's responsibilities.

The base and incentive (cash and equity) compensation for Messrs. Smith, Barron, and Davis placed them below the 75th percentile for total compensation, relative to their respective peers.

Cash Incentive Plan. Cash incentives for each of the named executive officers are based primarily on performance with regard to goals established by the Compensation Committee. In 2022, measurement was based on using five distinct goals that were weighted based on their relative relationship to overall performance including:

- achieving an efficiency ratio of less than 76.17% (weighted at 22.5%);
- achieving net income greater than $34.821 million (weighted at 22.5%);
- achieving a classified asset level of no more than $24.929 million (weighted at 22.5%);
- achieving risk-adjusted loan income at a level greater than $90.624 million (weighted at 22.5%); and
- achieving net growth in consumer checking accounts of 2,400 (weighted at 10%).

All five goals were achieved at the 100% level or better. Net income paid out at 161.18%, efficiency ratio paid out at 152.97%, classified assets paid out at 182.73%, risk-adjusted loan income paid out at 197.10%, and net consumer checking account growth paid out at 200%. Factoring in the component weighting of each goal, the total payout was 176.15%.

Messrs. Smith, Barron, and Davis received a payout of $308,263, $317,070; and $169,104, respectively, under the Cash Incentive Plan. The payout represented 176.15% of the target.

Although the goals are generally consistent from year to year, the Compensation Committee evaluates the exact goals each year to better align incentives with the Company's strategy. The goals can be based upon performing loan levels; loan growth; classified or non-performing asset levels; net charge-offs; deposit levels, including growth; increase in shareowner value; stock price; revenue, including growth; net interest income; fee income; net interest margin; non-interest income; non-interest expense; loan loss provision expense; expense management; net income; earnings per share; return on assets; return on shareowners' equity; return on capital; efficiency ratio; or the extent to which direct reporting managers meet their own goals based on designated metrics.

Stock-Based Incentive Plan. The Stock-Based Incentive Plan is a performance-based equity bonus plan in which selected members of management, including all named executive officers, are eligible to participate. The Stock-Based Incentive Plan is administered under our 2021 Associate Incentive Plan. The Compensation Committee believes the equity component of our incentive compensation package creates ownership in the Company and aligns the goals of our shareowners and named executive officers because it provides incentives to our named executive officers to focus on improving long-term performance. Payments under the Stock-Based Incentive Plan consists of an award payable 60% in performance shares and 40% in cash, and is designed to align the economic interests of management with those of our shareowners.

Under the Stock-Based Incentive Plan, all participants were eligible to earn an equity award tied to achievement of five distinct objectives weighted based on their relative relationship to overall performance of the Company:

- achieving an efficiency ratio of less than 76.17% (weighted at 22.5%);
- achieving net income greater than $34.821 million (weighted at 22.5%);
- achieving a classified asset level of no more than $24.929 million (weighted at 22.5%);
- achieving risk-adjusted loan income at a level greater than $90.624 million (weighted at 22.5%); and
- achieving net growth in consumer checking accounts of 2,400 (weighted at 10%).

Depending on performance, component payouts under the plan could have ranged from 0% to 200% of the target, and the maximum payout, in aggregate, could have been 200%.

All five goals were achieved at the 100% level or better. Net income paid out at 161.18%, efficiency ratio paid out at 152.97%, classified assets paid out at 182.73%, risk-adjusted loan income paid out at 197.10%, and net consumer checking account growth paid out at 200%. Factoring in the component weighting of each goal, the total payout was 176.15%.

Similar to the Cash Incentive Plan, the goals are generally consistent from year to year, but may change to align management's incentive with the Company's strategy. The goals are generally selected from the same group of metrics as available to be used in the Cash Incentive Plan.

The total economic value of the award for each named executive officer is set as a percentage of total incentive compensation. The total economic value of the target award at the 100% payout level is split 60% in shares and 40% in cash. The formula used a stock price of $27.83 to arrive at the number of performance shares granted. The price was derived based on the average high and low of the previous 10 trading days from date of grant (February 23, 2022). This formula was set by the terms of the 2021 Associate Incentive Plan.

For 2022, the named executive officers received the following shares:

Name	100% Payout	Maximum Payout	2022 Actual Payout
William G. Smith, Jr.	3,773	7,546	6,646
Thomas A. Barron	2,587	5,174	4,557
J. Kimbrough Davis	1,380	2,760	2,431

The cash portion of the Stock-Based Incentive Plan award was as follows:

Name	100% Payout	Maximum Payout	2022 Actual Payout
William G. Smith, Jr.	$70,000	$140,000	$123,725
Thomas A. Barron	48,000	96,000	84,840
J. Kimbrough Davis	25,600	51,200	45,248

Awards earned under the Stock-Based Incentive Plan are issued in the calendar quarter following the calendar year in which the awards were earned. Generally, any awards earned are issued in late January or early February.

Long-term Incentive Plan (LTIP) – Compound Annual Growth Rate in Diluted EPS. The Compensation Committee awards Messrs. Smith, Barron, and Davis performance shares as provided in the 2021 Associate Incentive Plan. This plan is designed to correlate compensation with the long-term growth of the Company. Pursuant to this three-year plan, which is adopted each year to allow for the annual adoption of rolling three-year goals, we award performance shares and cash with an economic value equivalent ranging from $0 to $500,000 after the conclusion of each three-year performance period for Mr. Smith. For the year ended December 31, 2022, Messrs. Barron and Davis, could be awarded performance shares and cash with an economic value equivalent ranging from $0 to $200,000 after the conclusion of each performance period.

Details of Mr. Smith's long-term incentive plan

For the 2021 plan (with a possible payout in 2024 based on 2021-23 performance), the target award of $250,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $1.88 per share (2020 earnings) as the base amount. A maximum award of $500,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level.

For the 2022 plan (with a possible payout in 2025 based on 2022-24 performance), the target award of $250,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $1.98 per share (2021 earnings) as the base amount. A maximum award of $500,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level.

For the 2023 plan (with a possible payout in 2026 based on 2023-25 performance), the target award of $250,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $2.36 per share (2022 earnings) as the base amount. A maximum award of $500,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level.

Details of Mr. Barron's long-term incentive plan

For the 2021 plan (with a possible payout in 2024 based on 2021-23 performance), the target award of $100,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $1.88 per share (2020 earnings) as the base amount. A maximum award of $200,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level.

For the 2022 plan (with a possible payout in 2025 based on 2022-24 performance), the target award of $100,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $1.98 per share (2021 earnings) as the base amount. A maximum award of $200,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level.

For the 2023 plan (with a possible payout in 2026 based on 2023-25 performance), the target award of $100,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $2.36 per share (2022 earnings) as the base amount. A maximum award of $200,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level.

Details of Mr. Davis's long-term incentive plan

For the 2021 plan (with a possible payout in 2024 based on 2021-23 performance), the target award of $100,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $1.88 per share

(2020 earnings) as the base amount. A maximum award of $200,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level. Upon his retirement and separation from the company on December 31, 2022, Mr. Davis forfeited this award.

For the 2022 plan (with a possible payout in 2025 based on 2022-24 performance), the target award of $100,000 is based on Capital City achieving a 10% three-year compound annual growth rate in diluted earnings per share using $1.98 per share (2021 earnings) as the base amount. A maximum award of $200,000 would be earned if the compound annual growth rate in diluted earnings per share equals or exceeds 12.5%, the maximum performance level. Upon his retirement and separation from the company on December 31, 2022, Mr. Davis forfeited this award.

Benefits and Perquisites

Determining Benefit Levels. Benefit levels are reviewed periodically to ensure that the plans and programs provided are competitive and cost-effective for us, and support our human capital needs. Benefit levels are not tied to company, business area or individual performance.

Perquisites. We provide our named executive officers with perquisites that we believe are reasonable, competitive and consistent with our overall executive compensation program. The value of the perquisites for each named executive officer in the aggregate is less than $10,000.

Health, Dental, Disability and Life Insurance Coverage. The core insurance package for our named executive officers and senior management team includes health, dental, disability and basic group life insurance coverage. Our named executives and senior management participate in these benefits on the same basis as our other associates.

Paid Time-Off Benefits. We provide vacation and other paid holidays to all associates, including our named executive officers and senior management team, which are comparable to those provided at similarly sized financial institutions.

Post-Termination Compensation and Retirement Benefits

We provide retirement benefits to named executive officers and senior management through a combination of qualified (under the Internal Revenue Code) and nonqualified plans.

Retirement Plan. The Retirement Plan is a tax-qualified, noncontributory defined benefit plan intended to provide for an associate's financial security in retirement. All full-time and part-time associates, hired prior to January 1, 2020 with 1,000 hours of service annually are eligible for the Retirement Plan. The Retirement Plan was closed to new entrants as of January 1, 2020.

401(k) Plan. The 401(k) plan provides associates the opportunity to save for retirement on a tax-favored basis. For associates hired after January 1, 2002, the associates receive a reduced pension benefit under the Retirement Plan and a 50% matching contribution (matched up to 6% of cash compensation) under the 401(k) Plan. For associates hired after December 31, 2019, no pension benefit is available, but each is eligible for a 3% annual company-paid contribution, regardless of deferral status. Executives may elect to participate in the 401(k) Plan on the same basis as our other similarly situated associates. No named executive officers are currently eligible for the company-sponsored match.

Supplemental Executive Retirement Plan. Messrs. Smith and Barron participate in our Supplemental Executive Retirement Plan ("SERP"), a nonqualified plan which provides benefits in excess of the Retirement Plan. The SERP is designed to restore a portion of the benefits our named executive officers would otherwise receive under our Retirement Plan, if these benefits were not limited by U.S. tax laws. This more closely aligns the benefits of our named executive officers with those of other Retirement Plan participants. We have no obligation to fund the SERP, but accrue for our anticipated obligations under the SERP on an annual basis.

BENCHMARKING

We use benchmarking as a method to understand what similar positions pay in similar organizations. In setting 2022 executive compensation and director compensation, the Compensation Committee engaged Blanchard Consulting to create a custom peer group, based on the following traits: publicly traded bank holding company with 2021 assets at year end between $2B - $12B, and located in Florida and nearby states. Peers were then narrowed to include only those which had filed a current proxy statement with executive compensation data.

CCBG Peer Group Comparison

- **Blanchard to ISS** – Blanchard's custom peer group development for CCBG focused on peers within the same industry; all peers have the same eight digit GICS classification as CCBG. All of CCBG's peers are within the asset size range recommended by ISS (0.4 to 2.5 times). CCBG's peer group has 24 peers, while ISS peer groups contain between 14 and 24 peers. ISS has indicated that it will use as many as 24 peers when enough peers with the same eight digit GICS classification are available. CCBG is at the 53rd percentile of the peer group in assets as of 2021 fiscal year end and 54th percentile as of the most recent quarter. Choosing peers which keep the subject company near the group median is an ISS peer group selection priority.

- **Blanchard to Glass Lewis/CGLytics** – Glass Lewis/CGLytics states it starts with a company's self-disclosed peers, then includes investor views on both industry-based and country-based peers, in addition to the company's "peer of peers." This methodology then scrutinizes a larger pool of potential peers by introducing additional screens based on corporate revenue, market capitalization and assets, weightings for peers based on the source and frequency of confirmation, and peer rankings based on a strength-of-connection approach that considers all potential peers, not just those resulting from corporate disclosure.

- **Summary** – *Overall, the CCBG custom peer group was developed using metrics in line with the methods of the two largest international proxy advisory groups. Potential peer groups developed for CCBG by either of these groups to analyze executive pay and company performance should have overlap with the CCBG peer group used in this analysis.*

Benchmarking is the primary tool we use to set executive compensation; however, we also review individual performance and industry trends in terms of increases to executive compensation. For Mr. Smith, we also undertake a 10-year historical compensation review.

The compensation peer group is not identical to the peer group used to measure company performance, due to difficulty in gathering compensation data from nonpublic companies. Company performance data can be gathered from financial institution call reports for public and nonpublic financial institutions. However, some of the institutions represented on the compensation peer group are included in the Company performance peer group.

Financial Institution	Total Assets ($ in thousands)(1)
Amerant Bancorp, Inc.	7,638,399
American National Bankshares Inc.	3,334,597
BancPlus Corporation	5,196,278
Blue Ridge Bankshares, Inc.	2,665,139
Business First Bancshares, Inc.	4,726,378
C&F Financial Corporation	2,264,521
Carter Bankshares, Inc	2,691,715
Colony Bankcorp, Inc..	4,133,746
Community Trust Bancorp, Inc.	5,418,257
First Bancorp	10,508,901
First Bancshares, Inc.	6,077,414
First Community Bancshares, Inc.	3,154,519
First Guaranty Bancshares, Inc.	2,878,120
Home Bancorp, Inc.	2,938,244
HomeTrust Bancshares, Inc.	3,524,723
Investar Holding Corporation	2,513,203
Origin Bancorp, Inc.	7,861,285
Primis Financial Corp.	3,407,353
Red River Bankshares, Inc.	3,224,710
Republic Bancorp, Inc.	6,093,632

Seacoast Banking Corporation of Florida	9,681,433
SmartFinancial, Inc.	4,611,579
Stock Yards Bancorp, Inc.	6,646,025
Wilson Bank Holding Co.	3,989,596

(1) All data is for fiscal year end 2021, which was the latest available data when we set 2022 compensation.

PAY RATIO DISCLOSURE

The following information discloses the ratio of our median employee's annual total compensation to the annual total compensation of our principal executive officer ("CEO"), Mr. Smith.

In determining the median employee, we prepared a list of all employees (excluding our CEO) as of December 31, 2022 (other than employees on leave of absence). Wages and salaries were annualized for employees who began employment after January 1, 2022 or who took a leave of absence during 2022. We had 957 employees during calendar year 2022, including short-term and partial-year employees (*i.e*., new hires, temporary, etc.). We annualized compensation figures for all employees newly hired during 2022. For simplicity, we excluded the value of the our 401(k) plan and medical benefits provided in selecting the median employee because all employees (including our CEO) are provided the exact same benefits. We then selected the employee who earned the median compensation for 2022.

For purposes of determining our CEO pay ratio, we are permitted to use the same median employee for up to three years, provided there is no material change to the employment population or change in employee compensation arrangements that would significantly impact our pay ratio disclosure. We elected to continue using our median employee as determined by our 2021 analysis.

Once we identified the median employee, we added that individual's *Change in Pension Value* to his/her annual compensation, continuing to mirror the *Executive Compensation – Summary Compensation Table* structure.

In determining the ratio, we included all compensation paid to the median employee, including base salary, incentive awards, and overtime; however, we did not include any benefits (i.e., employer paid premiums, group term life values, etc.), consistent with the compensation disclosures in *Executive Compensation – Summary Compensation Table*.

The median of the annual total compensation of all of our employees (excluding our CEO) was $52,276. The annual total compensation of our CEO was ($707,103) resulting in an estimated ratio of CEO to Median Employee Total Compensation of -13.53 to 1.

Because of the high variability of pension value each year, particularly when the age of our CEO and our identified median employee is significant, we are also providing a ratio excluding the change in pension value. The median of the annual total compensation of all of our employees (excluding our CEO) was $49,806 excluding the change in pension value. The annual total compensation of our CEO (excluding the change in pension value) was $1,210,382, resulting in an estimated ratio of CEO to Median Employee Total Compensation excluding the change in pension value of 24.30 to 1.

IMPACT OF REGULATORY REQUIREMENTS

Federal Reserve and FDIC Guidance

In 2010, the Federal Reserve issued final comprehensive guidance regarding the manner in which banks and bank holding companies pay incentive compensation. In accordance with the final guidance, all banking organizations supervised by the Federal Reserve are required to review the incentive compensation arrangements of: senior executive officers and others responsible for oversight of company-wide activities or material business lines; individual employees, including nonexecutive employees, whose activities may expose the bank to material amounts of risk; and groups of employees who are subject to the same or similar incentive compensation arrangements and who, in the aggregate, may expose the bank to material amounts of risk. Our Compensation Committee has conducted a review to ensure that compensation is structured in a manner so as not to encourage excessive risk-taking.

IMPACT ON SAY-ON-PAY VOTE

We provide our shareowners with the opportunity to cast an advisory vote on executive compensation ("Say-on-Pay") every three years. At our Annual Meeting in 2020, out of the 12,458,761 votes cast (excluding abstentions and broker nonvotes), our shareowners cast 12,085,459 shares, or 97.0%, "For" approval of our executive compensation. The Compensation Committee believes this vote affirmed shareowners' support of our approach to executive compensation. The Compensation Committee will continue to consider the outcome of the Say-on-Pay vote when making future compensation decisions for our named executive officers.

COMPENSATION COMMITTEE PROCESS AND PROCEDURES

Scope of Authority

The Compensation Committee has strategic and administrative responsibility for a broad range of issues, including reviewing, authorizing, and approving compensation to be paid to our executive officers, directors, and our senior management team. The Corporate Governance and Nominating Committee recommends to the Board, and the Board appoints, each member of the Compensation Committee. The Corporate Governance and Nominating Committee has evaluated, and the Board has determined, that each member of the Compensation Committee is an independent director.

The Compensation Committee's policy is to review executive compensation, including incentive goals, at least annually. The Compensation Committee also periodically reviews benefits and perquisites, reviews and provides oversight of our compensation philosophy, serves as the administrative committee for our equity-based plans, and reviews stock ownership guidelines for our executive officers and directors.

Delegation of Authority

The Compensation Committee's charter permits the delegation of its authority to our Chief Operating Officer to administer compensation and benefits programs. In 2022, the Compensation Committee delegated the administration of all associate compensation, benefit and welfare plans to Bethany H. Corum, Capital City Bank's Chief Operating Officer.

None of the members of the Compensation Committee is an executive officer of a public company of which one of our executive officers is a director.

Independent Consultants

In carrying out its responsibilities, the Compensation Committee evaluates the information and recommendations put forth by management and its independent advisors in making its decisions regarding executive compensation. The Compensation Committee's decisions are made with the objective of providing fair, equitable and performance-based compensation to executives in a manner that is affordable and cost effective for our shareowners. In 2022, the Compensation Committee engaged Blanchard Consulting Group to create a custom peer group for the purpose of benchmarking executive officer and director compensation.

Management's Role

The Compensation Committee sets compensation for the Chief Executive Officer based on data provided by the Chief Operating Officer and a review of peer group statistics. In addition, the Compensation Committee reviews and approves the Chief Executive Officer's recommendations for other executive officers' compensation. In making these decisions, the Compensation Committee relies on information and recommendations provided by the Chief Executive Officer and Chief Operating Officer. The key roles played by management in assisting the Compensation Committee to determine compensation levels for our named executive officers are as follows:

- **Develop performance measures:** Identify appropriate performance measures and recommend performance targets that are used to determine annual and long-term awards.

- **Compile benchmark data:** Management participates in compensation surveys through reputable third-party firms which are used to gather data on base salary, annual cash and long-term performance awards. In reviewing and setting 2022 senior management compensation, we used custom compensation profiles created by an independent consultant engaged by the Compensation Committee in 2022. Senior management compensation profiles are updated every two years and time-adjusted in alternate years. For executive officers and senior management, we used peer group data gathered by Blanchard Consulting Group. The Chief Operating Officer also provides historical compensation data for each position reviewed by the Compensation Committee.

- **Develop compensation guidelines:** Using the benchmark survey data and publicly disclosed compensation information as the foundation, management develops compensation guidelines for each executive position, such as targeting base salaries for our senior executives at the 50th percentile of our selected peer group and total direct compensation (salary, cash and equity compensation) at the 75th percentile. These guidelines are provided to the CEO as the basis for his recommendations regarding individual compensation actions. In addition, executives are briefed on the guidelines.

The key members of management involved in the executive compensation process were Mr. Smith and Mrs. Corum. Mr. Smith has no involvement in setting his own compensation and was not present during the Compensation Committee's deliberations regarding his own compensation. Mrs. Corum attends all meetings of the Compensation Committee to provide information to the Compensation Committee members and to take minutes of the meetings. At times, the Compensation Committee conducts executive sessions. Mrs. Corum is excused from all executive sessions and the Chairman of the Committee communicates any decisions for inclusion in the minutes. Management (other than Mr. Smith and Mr. Barron solely in their roles as directors approving the Compensation Committee's recommendations) had no role in setting compensation for the independent directors.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE FOR 2022, 2021, AND 2020

The following summary compensation table shows compensation information for our principal executive officer, principal financial officer (Mr. Davis, whom retired at the end of 2022), and our president (the only other executive officer whose total compensation exceeded $100,000) for each of the three previous fiscal years. Amounts listed under column (f), "Nonequity Incentive Plan Compensation" are determined by the Compensation Committee at its first meeting following the year in which the compensation is earned and paid to the executives shortly after such determination is made.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position	**Year**	**Salary ($)[(1)]**	**Bonus ($)**	**Stock A wards ($)[(2)]**	**Nonequity Incentive Plan Compensation ($)[(3)]**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)[(4)]**	**All Other Compensation ($)[(5)]**	**Total ($)**	**Total Without Change in Pension Value ($)[(6)]**
William G. Smith, Jr.	2022	462,000	0	255,278	484,953	(1,917,485)	8,151	(707,103)	1,210,382
Chairman, President, and	2021	440,000	0	256,482	320,448	214,283	8,151	1,238,364	1,024,081
Chief Executive Officer	2020	430,000	0	241,555	387,640	1,574,593	4,191	2,637,979	1,063,386
Thomas A. Barron	2022	435,000	0	150,163	423,086	(1,433,450)	9,800	(415,401)	1,018,049
President, Capital City	2021	415,000	0	118,031	259,204	(11,935)	7,451	787,751	799,686
Bank	2020	395,000	0	111,763	244,718	675,380	4,191	1,431,052	755,672
J. Kimbrough Davis	2022	336,400	0	120,131	235,528	208,212	39,737	940,008	731,796
Executive Vice President	2021	325,000	0	96,548	147,066	115,811	8,536	692,961	577,150
and Chief Financial Officer	2020	318,000	0	90,684	172,208	650,890	4,191	1,235,973	585,083

(1) We have no employment agreements with our named executive officers.

(2) The amounts in column (e) reflect the grant date fair value of stock awards under our Stock-Based Incentive Plan and LTIP, as determined under applicable SEC and accounting rules. See "Grants of Plan-Based Awards in 2022," on page 36, below, for additional information. Among other things, these rules require that the amounts shown in column (e) for the LTIP awards be based upon the probable outcome of the performance conditions. The named executive officers may never realize any value from the awards under the LTIP and, to the extent that they do, the amounts realized may be different than the amounts reported above. As discussed in the Compensation Discussion & Analysis, for Mr. Smith, the maximum value of the stock portion of the LTIP award each year is $300,000; for Messrs. Barron and Davis, the maximum value of the stock portion of the LTIP award each year is $120,000.

(3) The amounts in column (f) reflect the cash awards to the named individuals under the Cash Incentive Plan, the cash portion of the awards under the Stock-Based Incentive Plan, and the cash portion of the awards under the LTIP, all of which is discussed further in the Compensation Discussion & Analysis. For each of the named executive officers, awards under the Cash Incentive Plan were paid out at approximately 176.15%, 118.04%, and 107.2%, of the target awards for 2022, 2021, and 2020, respectively. Cash awards under the Stock-Based Incentive Plan were as follows:

	2022	**2021**	**2020**
William G. Smith, Jr.	$123,725	$82,628	$75,040
Thomas A. Barron	84,840	51,938	40,993
J. Kimbrough Davis	45,248	28,330	25,728

Cash awards under the LTIP are shown in the third year of the three-year performance period, but only if actually paid out. Mr. Smith declined his awards in 2017 and 2018. Awards were as follows:

	2022	**2021**	**2020**
William G. Smith, Jr.	$52,940	$31,250	$125,000
Thomas A. Barron	21,176	12,500	50,000
J. Kimbrough Davis	21,176	12,500	50,000

These amounts were earned during the years indicated and were paid to our named executive officers in January of the following year.

(4) The amounts in column (g) reflect the actuarial increase (decrease) in the present value of the named executive officer's benefits under all pension plans established by us determined using the assumptions consistent with those used in our financial statements, which are discussed in further detail on page 38 under the heading "Pension Benefits."

(5) The amount shown in column (h) reflects for each named executive officer a life insurance premium and personal use of a company car. For Mr. Davis, the amount in this column for the fiscal year ended December 31, 2022 includes (a) the fair value of a company car gifted to him upon his retirement equal to $31,550 at 12/31/2022, (b) life insurance premiums in the amount of $3,842, and (c) personal use of a company car in the amount of $4,345.

(6) To show the effects that the year-over-year change in pension value had on total compensation, as determined under applicable SEC rules, we have included an additional column (j) to show total compensation minus the change in pension value. The amounts reported in the Total Without Change in Pension Value column may differ substantially from the amounts reported in the Total column required under SEC rules and are not a substitute for total compensation. Total Without Change in Pension Value represents total compensation, as determined under applicable SEC rules, minus the change in pension value reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column (but including the nonqualified deferred compensation earnings reported in that column, if any). The change in pension value is subject to many external variables, such as interest rates, that are not related to Company performance. Therefore, we do not believe a year-over-year change in pension value is helpful in evaluating compensation for comparative purposes and instead, believe shareowners may find the accumulated pension benefits in the 2022 Pension Benefits table on page 39 a more useful calculation of the pension benefits provided to the named executive officers.

GRANTS OF PLAN-BASED AWARDS IN 2022

As discussed in the Compensation Discussion and Analysis, cash bonus plan payouts and performance share units are awarded only when we achieve Board-approved established levels of performance.

			Estimated Possible Payouts Under Nonequity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock Awards
(a) Name	Award Type	(b) Grant Date	(c) Threshold ($)	(d) Target ($)	(e) Maximum ($)	(f) Threshold ($)	(g) Target ($)	(h) Maximum ($)	(i) ($)
William G. Smith, Jr.	Cash	N/A	-	175,000	350,000	-	-	-	-
	Stock(1)	2/23/22	-	-	-	-	175,000	350,000	105,113
	LTIP(2)	2/23/22	-	-	-	-	250,000	500,000	150,165
Thomas A. Barron	Cash	N/A	-	180,000	360,000	-	-	-	-
	Stock(1)	2/23/22	-	-	-	-	120,000	240,000	90,097
	LTIP(2)	2/23/22	-	-	-	-	100,000	200,000	60,066
J. Kimbrough Davis	Cash	N/A	-	96,000	192,000	-	-	-	-
	Stock(1)	2/23/22	-	-	-	-	64,000	128,000	60,065
	LTIP(2)	2/23/22		-	-	-	100,000	200,000	60,066

(1) Represents the Stock-Based Incentive Plan, administered under the 2021 Associate Incentive Plan. Payments are payable 60% in performance shares and 40% in cash.

(2) Represents the LTIP pursuant to which we award performance shares with an economic value equivalent ranging from $0 - $500,000 for Mr. Smith and ranging from $0 - $200,00 for each of Messrs. Barron and Davis, representing 60% equity and 40% cash. For Mr. Smith, the plan has a target award of $250,000 and a maximum award of $500,000. For each of Messrs. Barron and Davis, the plan has a target award of $100,000 and a maximum award of $200,000. The target award is based on the Company earning $2.64 per share in 2024. The award is based on compounded growth in diluted earnings per share. The number of performance shares that can be earned is calculated based on the average highs and lows of the previous 10 trading days from date of grant (February 23, 2022). The formula is set by the terms of the 2021 Associate Incentive Plan. Upon his retirement and separation from the company on December 31, 2022, Mr. Davis forfeited this award.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2022

The following table provides information on outstanding equity awards for our executive officers named in the Summary Compensation Table at the end of 2022.

		Stock Awards	
Name (a)	**Grant Date (b)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (1) (c)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested ($) (2) (d)**
William G. Smith, Jr.	2/23/22	5,390	175,175
	2/25/21	6,191	163,442
Thomas A. Barron	2/23/22	2,156	70,070
	2/25/21	2,476	65,366
J. Kimbrough Davis	2/23/22	2,156(3)	70,070(3)
	2/25/21	2,476(3)	65,366(3)

(1) This column reflects performance shares granted assuming the performance goals are met at the 100% level. These shares are conditioned upon a component of an equity security (compounded growth in diluted earnings per share) performance during a three-year cycle. An award, if earned, will be determined and be paid following the performance period.

(2) The dollar amounts shown in this column are determined by multiplying (x) the number of performance shares shown in Column (c) by (y) $32.50 (the closing price of the Company's common stock on December 30, 2022, the last trading day of the Company's 2022 fiscal year).

(3) Upon his retirement and separation from the company on December 31, 2022, Mr. Davis forfeited this award because these awards are tied to the Company meeting certain performance goals during periods for which Mr. Davis will no longer be employed by the Company.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The amount of compensation (if any) that is payable to our named executive officers upon termination of employment depends on the nature and circumstances under which employment is ended.

Change in Control

In the event of a change in control, Messrs. Smith and Barron will be credited with an additional two years of credited service for purposes of computation of retirement benefits payable under the SERP; however, all of our executive officers already have earned the maximum service time. Accrued benefits based upon normal retirement are payable to Messrs. Smith and Barron upon a change in control. A "change in control" under the SERP means the sale of substantially all of our assets, a change in share ownership of greater than 50% within a 24-month period, or any other determination of change in control made by our Board of Directors.

In the event of a change in control, Messrs. Smith and Barron would not receive any additional benefit under the qualified Retirement Plan but would have the same benefits as any associate who separates employment with the Company.

We have no post-employment compensation programs designed to provide benefits upon a change in control, other than those discussed above.

The above provisions also applied to Mr. Davis prior to his retirement at the end of 2022.

Payments Upon Termination of Employment

Voluntary Termination. If Messrs. Smith or Barron voluntarily resigns from our employment, no amounts are triggered under the Cash Incentive Plan or the Stock-Based Incentive Plan. The executive may be entitled to receive benefits from the Retirement Plan and the SERP to the extent those benefits have been earned under the provisions of the plans and the executive officer has met the vesting requirements of the plans. In addition, the executive would be entitled to receive any amounts voluntarily deferred (and the earnings on deferrals) under the 401(k) Plan.

Retirement. As of December 31, 2022, Messrs. Barron and Smith are, and, in the case of Mr. Davis, were, eligible for normal retirement as defined by the Retirement Plan and the SERP. As such, Messrs. Barron and Davis may be, and in the case of Mr. Davis, is, entitled to receive benefits from the Retirement Plan and SERP to the extent those benefits have been earned under the provisions of the plans.

Death. If Messrs. Smith or Barron dies while employed by us, the Retirement Plan and the SERP will provide benefits to the heirs of the deceased executive. The benefits are of the same value as those provided for a voluntary termination or early retirement as applicable.

Involuntary Termination with or without Cause. If Messrs. Smith's or Barron's employment is involuntarily terminated, the executive may be entitled to receive benefits from the Retirement Plan and the SERP to the extent those benefits have been earned under the provisions of the plans and the executive officer has met the vesting requirements of the plans. In addition, the executive would be entitled to receive any amounts voluntarily deferred (and the earnings on deferrals) under the 401(k) Plan.

Disability. In the event that Messrs. Smith or Barron becomes disabled on a long-term basis, the executive officer's employment by us would not necessarily terminate. If a named executive officer becomes disabled under the terms of the Retirement Plan or the SERP, the executive will continue to accrue a retirement benefit until the earliest of recovery, death or retirement. This benefit cannot be paid as a lump sum distribution.

The above provisions also applied to Mr. Davis prior to his retirement at the end of 2022.

Payment Tables

Each named executive officer would have received the following payments had his employment terminated on December 31, 2022 under the following triggering events:

Name	Compensation Components	Change in Control [1]	Voluntary Termination [1]	Retirement [1]	Death [1]	Disability [2]	Involuntary Termination [1]
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
William G. Smith, Jr.	Retirement Plan	$ 3,162,608	$ 3,162,608	$ 3,162,608	$ 3,162,608	$24,444	$ 3,162,608
	SERP	7,097,172	7,097,172	7,097,172	7,097,172	38,101	7,097,172
Thomas A. Barron	Retirement Plan	3,079,967	3,079,967	3,079,967	3,079,967	24,444	3,079,967
	SERP	3,852,133	3,852,133	3,852,133	3,852,133	19,193	3,852,133
J. Kimbrough Davis	Retirement Plan	N/A	N/A	3,221,370	N/A	N/A	N/A
	SERP	N/A	N/A	2,029,600	N/A	N/A	N/A

(1) ***Lump Sum.*** Lump sum payments are determined as of December 31, 2022 using the Retirement Plan's applicable basis, namely, 417(e) Mortality Table under Revenue Notice 20-85; a three segment yield curve using rates specified in Revenue Notice N-2022-02, which are 1.02% for the first five years, 2.72% for the next 15 years, and 3.08% thereafter. Under the Retirement Plan and the SERP, lump sum payments are triggered upon a change in control, voluntary termination, retirement, death, and involuntary termination. No further benefits would be payable after the lump sum payment is made. Messrs. Smith and Barron qualify, and Mr. Davis qualified, for unreduced retirement benefits as all have reached the Normal Retirement Date of age 61. Mr. Davis retired at December 31, 2022 and elected a lump sum payment.

PENSION BENEFITS

Retirement Plan

The key provisions of the Retirement Plan are as follows:

Monthly Benefit. Participants with a vested benefit will be eligible to receive the following retirement benefits each month for the rest of their lives beginning at age 65:

- 1.90% of final average monthly compensation multiplied by years of service after 1988 (limited to 30 years), plus
- 0.40% of final average monthly compensation in excess of $2,000 multiplied by years of service after 1988 (generally limited to 30 years), plus
- the monthly benefit accrued as of December 31, 1988, updated for salary increases since 1988.

Total benefits are limited by the Internal Revenue Code. In 2022, the limit was $245,000 per year or $20,417 per month. Additional provisions may apply for participants who were hired after January 1, 2002 or who worked for a bank that we acquired. Associates hired post January 1, 2020 are not eligible to participate in the Retirement Plan.

Final Average Monthly Compensation. The final average monthly compensation is the average of the highest five years of W-2 earnings (plus 401(k) deferrals minus taxable automobile allowance) within the previous 10 years, regardless of whether the years occur consecutively. Compensation is limited by the Internal Revenue Code to $305,000 per year (or $25,417 per month) for 2022.

Vesting. Participants become vested after reaching five years of service.

Early Retirement Benefits. Participants may elect to retire prior to their Normal Retirement Date.

- **Reduced Retirement**: If participants are at least age 55 and have at least 15 years of service, then they may commence benefits early on a reduced basis. The monthly benefit will be calculated using the benefit formula described above, reduced 6.67% times the number of years (up to five) that the benefit commencement date precedes the normal retirement date, and 3.33% times any additional years (up to five).

- **Unreduced Retirement**: If participants are at least age 61 and have at least 30 years of service, then they may commence benefits early on an unreduced basis.

Form of Payment. Participants may receive their pension benefit as an annuity or as a lump sum.

SERP

In general, the plan provisions for the SERP are identical to the provisions of the Retirement Plan, except the benefits are calculated without regard to the limits set by the Internal Revenue Code on compensation and benefits. The net benefit payable from the SERP is the difference between this gross benefit and the benefit payable by the Retirement Plan. The SERP limits gross benefits to 60% of final average monthly compensation. As a general rule, we do not grant extra years of service under the SERP other than in the event of a change in control, when we credit our named executive officers with an additional two years of credited service; however, all of our executive officers already have earned the maximum service time. Exceptions may occur in limited instances such as a mid-career hire.

2022 Pension Benefit Table

The following table shows the years of credited service, present value of the accumulated benefit for the named executive officers as of December 31, 2022 and payments made during the last fiscal year.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit[1] ($)	Payments During Last Fiscal Year ($)
William G. Smith, Jr.	Retirement Plan	44	3,801,826	0
	SERP	44	6,179,994	0
Thomas A. Barron	Retirement Plan	48	3,030,908	0
	SERP	48	2,428,222	0
J. Kimbrough Davis	Retirement Plan	41	3,221,370	3,221,370
	SERP	41	2,029,609	0

(1) Because the pension amounts shown in the Summary Compensation Table and the Pension Benefits Table are projections of future retirement benefits, numerous assumptions must be applied. In general, the assumptions should be the same as those used to calculate the pension liabilities in accordance with U.S. GAAP on the measurement date, although the SEC permits certain exceptions. The assumptions we use are described in Note 15 of our financial statements in the Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC. As described in such Note, the discount rate assumption is 5.63% for the Retirement Plan and 5.45% for the SERP. The accumulated benefit is based on service and W-2 earnings (plus 401(k) deferrals minus taxable automobile allowance, as described above) considered by the plans for the period through December 31, 2022. We also assumed that for the Retirement Plan, 90% of participants would elect to receive a lump sum and 10% of participants would elect to receive an annuity. For the SERP, we assumed 100% of participants would elect a lump sum. We used a 5.63% interest rate for any lump sum payments in the Retirement Plan and 5.45% interest rate for any lump sum in the SERP. The post-retirement mortality assumption is based on the prescribed mortality assumption under PRI-2012 mortality table, with a blue-collar adjustment for the Retirement Plan and white-collar adjustment for the SERP, projected generationally from 2012 using Scale MP-2021 with separate mortality for annuitants and non-annuitants. The changes in the pension values shown in the Summary Compensation Table are determined as the change in the values during the fiscal year (including the impact of changing assumptions from the prior fiscal year).

PAY VERSUS PERFORMANCE

PAY VERSUS PERFORMANCE TABLE FOR 2022, 2021, AND 2020

As required by the SEC rules, we are providing the following information regarding the relationship between executive compensation and our financial performance for each of the last three years. In determining "compensation actually paid," or "CAP," to our NEOs, those rules require us to make various adjustments to amounts that have been reported in the Summary Compensation Table ("SCT") in previous years, as the SEC's valuation methods for this section differ from those required in the SCT. The table below summarizes compensation values both reported in our SCT, as well as the adjusted values required in this section for 2020, 2021, and 2022. Note that for our NEOs other than our principal executive officer (the "PEO"), compensation is reported as an average. The Compensation Committee did not consider the pay versus performance disclosure when making its incentive compensation decisions. For further information about how we align executive compensation with the Company's performance, see the section entitled "Executive Compensation" on page 35 above.

Year	Summary compensation table total for PEO(1)	Compensation actually paid to PEO(1)(4)	Average summary compensation table total for non-PEO named executive officers(2)	Average compensation actually paid to non-PEO named executive officers(2)(4)	Value of initial fixed $100 investment based on: (3)		Net income	Diluted Earnings Per Share Growth(5)
					Total shareholder return	Peer group total shareholder return		
2022	($707,103)	$1,276,058	$262,304	$860,912	$114.42	$111.47	$40,147	$2.36
2021	$1,238,364	$996,828	$740,356	$678,321	$90.94	$126.43	$33,396	$1.98
2020	$2,637,979	$1,303,883	$1,333,513	$766,977	$82.66	$90.82	$31,576	$1.88

(1) The PEO in 2020, 2021, and 2022 is Mr. William G. Smith, Jr.

(2) The non-PEO NEOs in 2020, 2021, and 2022 were Messrs. J. Kimbrough Davis and Thomas A. Barron.

(3) Pursuant to SEC rules, the Total Shareholder Return ("TSR") figures assume an initial investment of $100 on December 31, 2019 and represent the value of such investment as of December 31, 2022, 2021, and 2020, respectively. As permitted by SEC rules, the peer group referenced for purpose of the TSR comparison is the group of companies included in the S&P U.S. SmallCap Banks Index, which is the industry peer group used for purposes of Item 201(e) of Regulation S-K. Because fiscal years are presented in the table in reverse chronological order (from top to bottom), the table should be read from bottom to top for purposes of understanding cumulative returns over time.

(4) The following tables set forth the adjustments made during each year represented in the PVP Table to arrive at compensation "actually paid" to our NEOs during each of the years in question:

Adjustments to Determine "Compensation Actually Paid" for PEO	2022	2021	2020
Increase/deduction for Change in the actuarial present values reported under the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the SCT	$1,917,485	$(214,283)	$(1,574,593)
Deduction for amounts reported under the "Stock Awards" column in the SCT	$(255,278)	$(256,482)	$(241,555)
Increase for fair value of awards granted during Year that remain unvested as of Year end	$25,175	$13,442	$37,054
Increase/deduction for change in fair value from prior Year-end to current Year-end of awards granted prior to Year that were outstanding and unvested as of Year-end	$37,765	$9,375	$(45,051)

Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to Year that vested during Year	$73,056	$82,742	$377,489
Increase for fair value of awards granted during Year that vest during Year	$184,958	$123,669	$112,560
Total Adjustments	$1,983,161	$(241,536)	$(1,334,096)

Adjustments to Determine "Compensation Actually Paid" for Non-PEO NEOs	**2022**	**2021**	**2020**
Increase/deduction for Change in the actuarial present values reported under the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the SCT	$612,619	$(51,938)	$(663,135)
Deduction for amounts reported under the "Stock Awards" column in the SCT	$(135,147)	$(107,290)	$(101,224)
Increase for fair value of awards granted during Year that remain unvested as of Year end	$10,070	$5,366	$14,821
Increase/deduction for change in fair value from prior Year-end to current Year-end of awards granted prior to Year that were outstanding and unvested as of Year-end	$15,104	$3,749	$(18,020)
Increase/deduction for change in fair value from prior year-end to vesting date of awards granted prior to Year that vested during Year	$29,217	$33,097	$150,981
Increase for fair value of awards granted during Year that vest during Year	$132,113	$54,980	$50,041
Deduction of fair value of awards granted prior to Year that were forfeited during Year	($65,366)*	-	-
Total Adjustments	$598,609	$(62,035)	$(566,536)

*This amount does not include ($70,070), which is the fair value of awards granted to and forfeited by Mr. Davis in 2022.

(5) Diluted Earnings Per Share Growth is the financial measure from the tabular list of most important measures shown in the section below entitled "Required Tabular Disclosure of Most Important Measures Linking Compensation Actually Paid During 2022 to Company Performance".

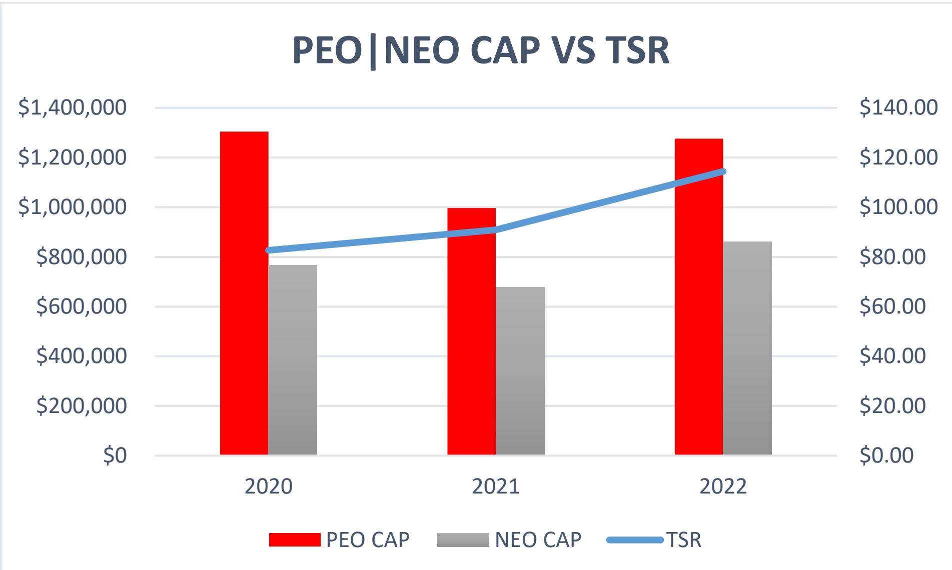
REQUIRED TABULAR DISCLOSURE OF MOST IMPORTANT MEASURES LINKING COMPENSATION ACTUALLY PAID DURING 2022 TO COMPANY PERFORMANCE We disclose below, in no particular order, the most important measures used by the Company to link compensation actually paid to our NEOs for 2022 to Company performance.

- Net Income
- Diluted Earnings Per Share Growth
- Efficiency Ratio
- Level of Classified Assets

REQUIRED DISCLOSURE OF THE RELATIONSHIP BETWEEN COMPENSATION ACTUALLY PAID AND FINANCIAL PERFORMANCE MEASURES

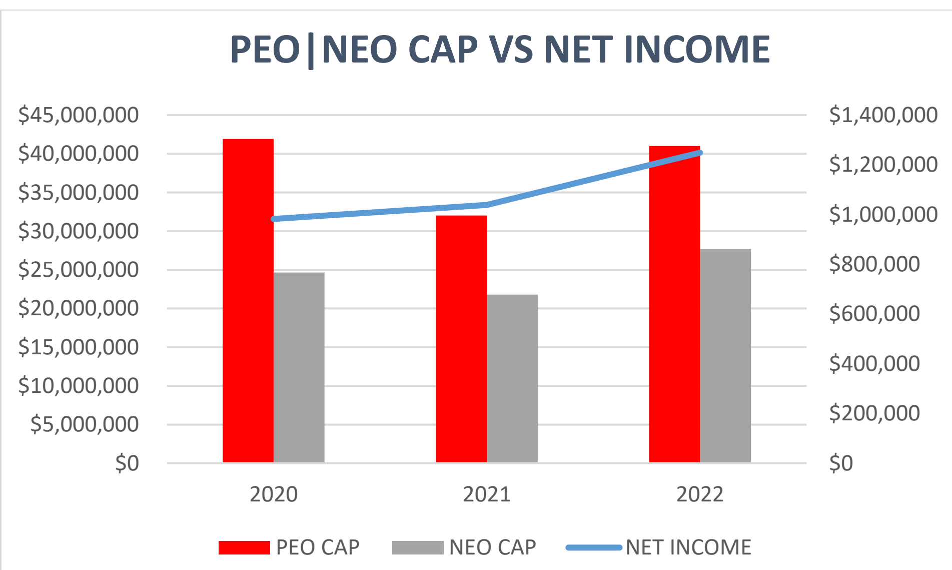
Relationship between CAP and Company TSR

The graph below reflects the relationship between PEO and Average Non-PEO NEO CAP amounts and the Company's TSR (assuming an initial investment of $100 made on December 31, 2019) for the fiscal years ending December 31, 2020, 2021, and 2022.



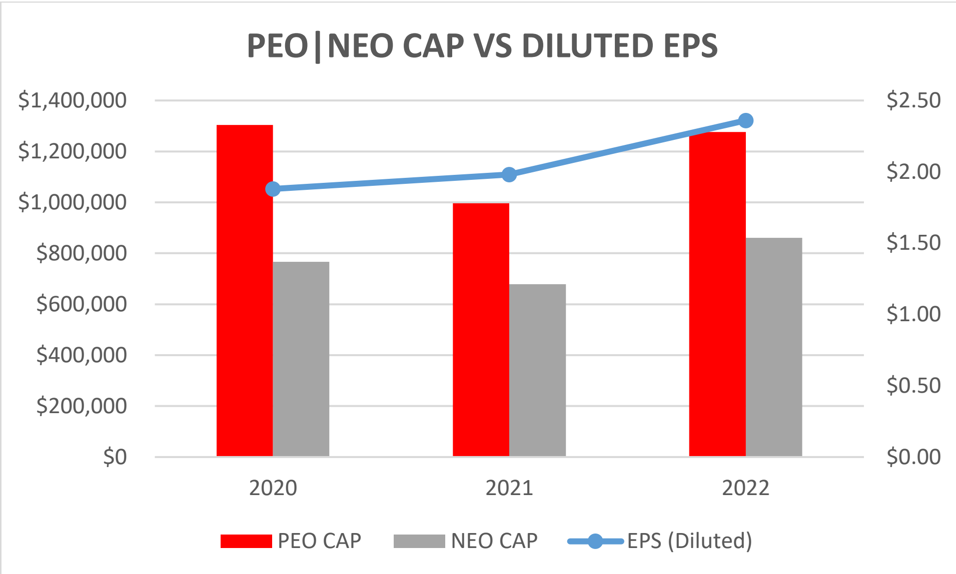
Relationship between CAP and Net Income

The graph below reflects the relationship between PEO and Average Non-PEO NEO CAP amounts and the Company's net income for the fiscal years ending December 31, 2020, 2021, and 2022.



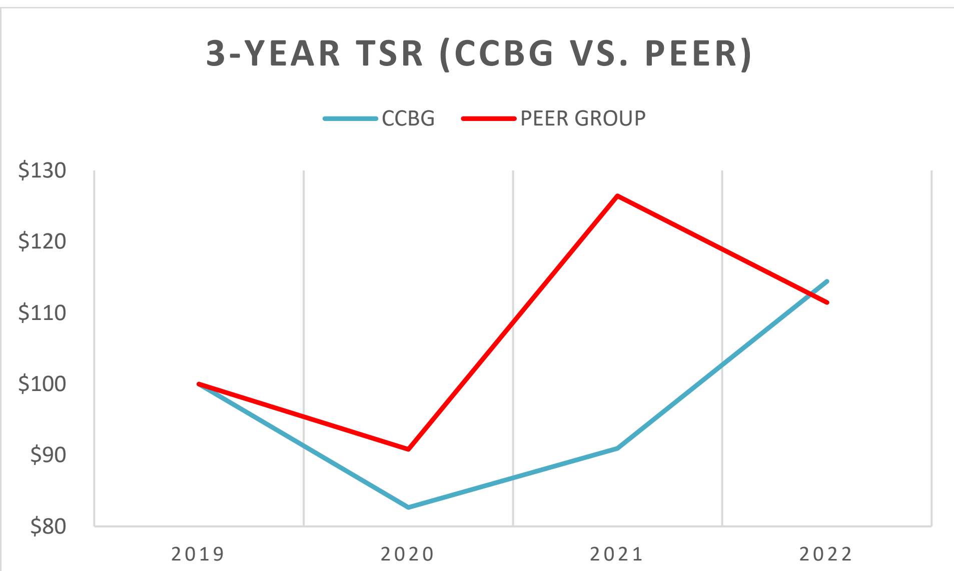
Relationship between CAP and Diluted Earnings Per Share

The graph below reflects the relationship between PEO and Average Non-PEO NEO CAP amounts and the Company's diluted earnings per share for the fiscal years ending December 31, 2020, 2021, and 2022.



Relationship between Company TSR and Peer Group TSR

The graph below reflects the relationship between Company TSR and Peer Group TSR (each assuming an initial investment of $100 made on December 31, 2019) for the fiscal years ending December 31, 2020, 2021, and 2022.



PROPOSAL NO. 2 – NONBINDING ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE COMPENSATION

We believe that our executive compensation program is designed to retain and motivate high-quality executive leadership with the talent to support the creation of long-term shareowner value. We have structured these plans such that significant elements of the total executive compensation package (cash and equity incentives) are "at risk" elements that provide both upside potential and downside risk, ensuring that management's interests are aligned with those of shareowners.

The Board of Directors asks that shareowners consider the following:

- 2022 was a record year of earnings which totaled $40 million, a 20% increase over 2021. Since 2017, our EPS have grown at a compound annual growth rate of 30%;
- End of year loan balances grew $594 million, or 30.7%, over 2021 and have grown by $872 million, or 52.7%, since the end of 2017;
- Average deposit balances grew $356 million, or 10.5%, in 2022, and have grown at a compound annual growth rate of 9.67% for the past 5 years driven by core deposit growth and government stimulus programs;
- Our total cost of deposits in 2022 was 9 basis points, contributed greatly to our performance, and outperformed many of our peer banks;
- Credit quality remained strong in 2022 as net loan losses were 18 basis points of average loans. From 2018 to 2022, our average annual loan losses were 10 basis points of average loans. Classified assets totaled $19.8 million at December 31, 2022 and our nonperforming assets to total assets ratio was 6 basis points. Our allowance for credit losses as a percentage of loans was 98 basis points;
- On April 30, 2021, we acquired 100% of Strategic Wealth Group, subsequently rebranded as Capital City Strategic Wealth ("CCSW"). CCSW is an addition to our wealth management business and specializes in insurance planning, risk management and asset protection services. In 2022, CCSW contributed $0.07 per share in earnings;
- We have not taken on excessive interest rate risk or relaxed our credit standards, and believe our balance sheet continues to be well positioned for the current economic and interest rate environment;
- Our tangible book value per share increased $0.54, or 3.2%, in 2022, and has increased $5.98 per share, or an average annual growth rate of 9.0% since 2017;
- We increased our quarterly cash dividends in the third quarter of 2022 to $0.17 per share, an increase of 6.3% over the second quarter of 2022; and
- We believe we have sufficient capital and liquidity to pursue and implement our long-term strategic initiatives.

Shareowners are encouraged to carefully review the "Compensation Discussion and Analysis" and "Executive Compensation" sections of this Proxy Statement for a detailed discussion of our executive compensation program. In accordance with Section 14A of the Exchange Act and as a matter of good corporate practice, we are asking for our shareowners to approve the following resolution:

"RESOLVED, that the compensation paid to Capital City Bank Group, Inc.'s Named Executive Officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion, is hereby APPROVED."

Your vote on this proposal is advisory and will not be binding upon our Board of Directors. The Compensation Committee of our Board of Directors, however, will take into account the outcome of the vote when considering future executive compensation arrangements. Our current policy, as approved by the shareowners in 2017, is to hold a nonbinding shareowner vote on executive compensation every three years.

The Board of Directors unanimously recommends a vote "FOR" for the approval, on an advisory basis, of the compensation of the named executive officers, as stated in the above resolution.

PROPOSAL NO. 3 – NONBINDING ADVISORY VOTE ON THE FREQUENCY OF A SHAREOWNER VOTE ON THE COMPENSATION

This proposal gives our shareowners the opportunity to vote, on an advisory basis, whether the frequency of a shareowner vote on the compensation of the named executive officers will be every one, two or three years. Shareowners may also abstain from voting on the frequency of a shareowner vote on executive compensation. Because the vote is advisory, it will not be binding upon the Company or the Board. However, the Compensation Committee will take into account the outcome of the vote when considering the frequency of a shareowner vote on executive compensation.

After careful consideration, the Board has determined that having an advisory vote on the compensation of the named executive officers every three years is the best approach because an advisory vote occurring every three years will permit our shareowners to fully observe and evaluate the impact of any changes to our executive compensation philosophy and objectives which have occurred since the last advisory vote on executive compensation, including any changes in response to the outcome of a prior advisory vote on executive compensation.

The Board unanimously recommends conducting a vote to approve the compensation of the named executive officers every three years.

Note: Shareowners are not voting to approve or disapprove this recommendation. Shareowners are voting on setting the frequency of the shareowner advisory vote on executive compensation at every “3 YEARS,” as recommended by the Board of Directors, “2 YEARS,” “1 YEAR,” or you may “ABSTAIN.”

The Board of Directors unanimously recommends a vote for a frequency of every “3 YEARS.”

PROPOSAL NO. 4 – RATIFICATION OF INDEPENDENT AUDITORS

Our Audit Committee expects to appoint FORVIS, LLP as our independent registered public accounting firm for the 2023 fiscal year. Shareowner ratification of the appointment of FORVIS as our independent auditors is not required by our Bylaws or other applicable legal requirement. However, the Board is submitting the expected appointment of FORVIS to the shareowners for ratification as a matter of good corporate practice. If the shareowners fail to ratify the expected appointment of FORVIS, the Audit Committee will reconsider whether or not to retain that firm. Even if the expected appointment of FORVIS is ratified, the Audit Committee at its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our and our shareowners' best interests.

Representatives of FORVIS are expected to attend the 2023 Annual Meeting and, if in attendance, will have an opportunity to make a statement if they so desire and to respond to appropriate questions.

The proposal to ratify the expected appointment of FORVIS as independent auditors will be approved if the votes cast by the shareowners at the Annual Meeting, and entitled to vote on the matter, favoring this proposal exceed the votes cast in opposition to the proposal.

CHANGE IN AUDITOR

During 2021, the Audit Committee solicited proposals from three major accounting firms and conducted an extensive evaluation process in connection with the selection of our new independent auditor. Following this process, on August 31, 2021, the Audit Committee dismissed Ernst & Young LLP as our independent auditor for our fiscal year ending December 31, 2021, and appointed FORVIS (formerly known as BKD) to serve as our independent auditor for 2021. Ernst & Young served as our independent auditor for the fiscal year ended December 31, 2020.

Ernst & Young's audit report on our consolidated financial statements as of and for the fiscal year ended December 31, 2020 did not contain an adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal year ended December 31, 2020 and the subsequent interim period through March 1, 2021, the date we filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, (i) there were no disagreements between us and Ernst & Young on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Ernst & Young, would have caused Ernst & Young to make reference to the subject matter of the disagreement in its report on our consolidated financial statements, and (ii) there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

During the fiscal year ended December 31, 2020 and the subsequent interim period through March 1, 2021, neither we nor anyone acting on our behalf consulted Ernst & Young regarding (1) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements; or (2) any matter that was either the subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a "reportable event" described in Item 304(a)(1)(v) of Regulation S-K.

The Board of Directors unanimously recommends a vote "FOR" the ratification of the expected appointment of FORVIS, LLP as the Company's independent auditors for the 2023 fiscal year

AUDIT COMMITTEE MATTERS

AUDIT COMMITTEE REPORT

The Audit Committee, which operates under a written charter adopted by the Board of Directors, monitors the Company's financial reporting process on behalf of the Board of Directors. This report reviews the actions taken by the Audit Committee with regard to the Company's financial reporting process during 2022 and particularly with regard to the Company's audited consolidated statements of financial condition as of December 31, 2022 and 2021, and the related statements of operations, comprehensive income, changes in shareowners' equity, and cash flows for each of the years in the three-year period ended December 31, 2022.

The Audit Committee believes that it has taken the actions necessary or appropriate to fulfill its oversight responsibilities under the Audit Committee's charter. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements to be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, including a discussion of the quality (rather than just the acceptability) of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee also reviewed with FORVIS their judgments as to quality (rather than just the acceptability) of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee in accordance with the Public Company Accounting Oversight Board standards. In addition, the Audit Committee discussed with FORVIS, the auditor's independence from management and the Company, including the written disclosures, letter, and other matters required of FORVIS by the Public Company Accounting Oversight Board.

Management and the Company's internal and independent auditors also made presentations to the Audit Committee throughout the year on specific topics of interest, including: (i) cyber security procedures; (ii) information technology systems and controls; (iii) significant regulatory matters, including the results of regulatory examinations, BSA/AML, Fair Lending, Community Reinvestment Act, Home Mortgage Disclosure, and Regulation O issues; (iv) whistleblower procedures and monitoring; (v) benefit plan fund management; (vi) critical accounting policies; (vii) assessment of the impact of new accounting guidance; (viii) compliance with the internal controls required under Section 404 of the Sarbanes-Oxley Act and COSO's *Internal Control – Integrated Framework 2013*; (ix) compliance with Company Code of Conduct and Ethics programs; (x) risk management initiatives and controls; (xi) the appropriateness of loan loss reserves and methodology; (xii) significant legal matters; (xiii) insider and related party transactions; and (xiv) Service Organization Control engagements.

Additionally, the Audit Committee discussed with the Company's internal and independent auditors the overall scope and plan for their respective audits. The Audit Committee met with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, for filing with the SEC.

2022 Audit Committee

John G. Sample (Chair)
William F. Butler
Stanley W. Connally, Jr.
Marshall Criser III
Kimberly A. Crowell
William Eric Grant
Laura Johnson

FEES PAID TO PRINCIPAL ACCOUNTANTS

The following table represents aggregate fees, including out-of-pocket expenses, paid or to be paid to FORVIS for the 2022 and 2021 fiscal years.

	2022	2021
Audit Fees	$491,000	$457,000
Audit-Related Fees	40,700	0
Tax Fees	0	0
All Other Fees	0	0
Total	$531,700	$457,000

Audit Fees primarily represent amounts billed to us for auditing our annual consolidated financial statements (including services incurred with rendering an opinion under Section 404 of the Sarbanes-Oxley Act of 2002), HUD Audits, reviewing the financial statements included in our Quarterly Reports on Form 10-Q, and for services that are normally provided by the auditor in connection with statutory and regulatory filings. Audit-Related Fees include fees for certain attestation engagements and 401(K) plan and employee benefit audits.

POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT AND NONAUDIT SERVICES OF INDEPENDENT AUDITORS

The Audit Committee's policy is to pre-approve all audit and nonaudit services provided by the independent auditors. These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally provided for up to 12 months from the date of pre-approval, and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The Audit Committee may delegate pre-approval authority to one or more of its members when expedition of services is necessary. The independent auditors and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval policy and the fees for the services performed to date. The Audit Committee pre-approved all audit and nonaudit services provided by FORVIS in 2022 and 2021 and Ernst & Young in 2021.

The Audit Committee has determined that the nonaudit services provided by FORVIS during the fiscal year ended December 31, 2022 were compatible with maintaining their independence.

SHARE OWNERSHIP

SHARE OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of February 23, 2023 , for:

1. Each shareholder known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;
2. Each of our directors and director nominees;
3. Each of our named executive officers; and
4. All of our current directors and executive officers as a group.

We have determined beneficial ownership in accordance with the rules of the Securities and Exchange Commission (SEC). Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the following table have sole voting and investment power with respect to all shares of our common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 17,016,994 shares of our common stock outstanding at February 23, 2023 . In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options or other convertible securities held by that person that are currently exercisable or releasable or that will become exercisable or releasable within 60 days of February 23, 2023 . We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the address of each beneficial owner listed in the following table is c/o Capital City Bank Group, Inc. Post Office Box 11248, Tallahassee, Florida 32302.

Name of Beneficial Owner	Shares Beneficially Owned	Percentage of Total Voting Power[1]
Named Executive Officers, Directors, and Nominees:		
Robert Antoine	10,003	*
Thomas A. Barron	188,655[2]	1.1
William F. Butler	3,377	*
Stanley W. Connally, Jr.	23,195	*
Marshall M. Criser III	16,361	*
Kimberly Crowell	1,961	*
Bonnie Davenport	3,473	*
J. Kimbrough Davis	662,002 [3]	3.9
J. Everitt Drew	38,643 [4]	*
William Eric Grant	23,646	*
Laura L. Johnson	30,710	*
Jeptha E. Larkin	2,494	*
John G. Sample, Jr.	24,305	*
William G. Smith, Jr.	2,915,258[5]	17.1
Ashbel C. Williams	1,961	*
All Directors and Executive Officers as a Group (15 Persons)	3,955,656	23.2
Other 5% Shareholders:		
BlackRock, Inc. [6]	1,922,700	11.3
Dimensional Fund Advisors LP [7]	856,412	5.05

(1) An asterisk in this column means beneficial owner of less than 1% of our common stock.

(2) Includes (i) 15,500 shares held in trusts under which Mr. Barron serves as trustee; and (ii) 28,906 shares owned by Mr. Barron's wife, of which he disclaims beneficial ownership. Of the shares of our common stock beneficially owned by Mr. Barron, 85,684 shares are pledged as security.

(3) Includes (i) 33,005 shares owned jointly by Mr. Davis and his wife; (ii) 7,612 shares owned by Mr. Davis's wife, directly and through an Individual Retirement Account of which he disclaims beneficial ownership, and (iii) 519,447 shares owned by SSX2, LLC in which the J&W Trust, for which Mr. Davis serves as co-trustee and has a 99% pecuniary interest.

(4) Includes (i) 37,143 shares owned jointly by Mr. Drew and his wife; and (ii) 1,500 shares in accounts for his children for which Mr. Drew is custodian.

(5) Includes (i) 524,694 shares held by SSx2, LLC under which Mr. Smith has sole voting and investment power, and (ii) 60,954 shares owned by Mr. Smith's wife, of which he disclaims beneficial ownership. Of the 524,694 shares held by SSx2, LLC, 519,447 shares are also reported as beneficially owned by J. Kimbrough Davis as co-trustee for the J&W Trust, which has a 99% pecuniary interest in SSx2, LLC.

(6) Based solely on a Statement on Schedule 13G/A filed on January 26, 2023. Such filing indicates that BlackRock, Inc. has sole voting power with respect to 1,828,791 shares and sole investment power with respect to 1,922,700 shares. The address for BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055.

(6) Based solely on a Statement on Schedule 13G filed on February 14, 2023. Such filing indicates that Dimensional Fund Advisors LP has sole voting power with respect to 833,966 shares and sole investment power with respect to 856,412 shares. The address for Dimensional Fund Advisors LP is 6300 Bee Cave Road, Building One, Austin, TX 78746.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended requires our directors and executive officers, and parties owning beneficially more than 10% of our common stock, to file reports with the SEC to reflect their interests in our common stock. Copies of these reports must be furnished to us.

Based solely upon a review of these reports received by us for 2022 and any written representations from reporting persons, we believe that during 2022 each required Section 16(a) report for 2022 was filed on time, except that, due to an administrative oversight, Messrs. Antoine, Connally, Grant, and Sample and Mses. Davenport and Johnson each had two Form 4s that were filed late, each Form 4 relating to one transaction relating to issuances under the 2021 Director Stock Purchase Plan.

PROXY STATEMENT – GENERAL INFORMATION

Why did I receive a Notice of Internet Availability of Proxy Materials in the mail instead of a paper copy of the Proxy Materials?

This year, we are again pleased to be using the SEC rule that allows companies to furnish their Proxy Materials over the Internet. As a result, we are mailing to our shareowners a Notice of Internet Availability of Proxy Materials instead of a paper copy of the Proxy Materials. No shareowner will receive a paper copy of the Proxy Materials by mail unless you request it. All shareowners will have the ability to access the Proxy Materials over the Internet.

Why didn't I receive a Notice of Internet Availability of Proxy Materials in the mail?

We are providing a Notice of Internet Availability of Proxy Materials by e-mail to those shareowners who have previously elected delivery of the Proxy Materials electronically. Those shareowners should have received an e-mail containing a link to the website where those materials are available and a link to the proxy voting website.

How can I access the Proxy Materials over the Internet?

Your Notice of Internet Availability of Proxy Materials or proxy card will contain instructions on how to:

- View our Proxy Materials for the Annual Meeting on the Internet at *www.proxyvote.com*; and
- Instruct us to send our future Proxy Materials to you by e-mail.

Choosing to access your future Proxy Materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our Proxy Materials. If you choose to access future Proxy Materials electronically, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to receive a Notice of Internet Availability of Proxy Materials by e-mail will remain in effect until you terminate it.

How may I obtain a paper copy of the Proxy Materials?

To obtain a paper copy of the Proxy Materials, please follow the instructions contained on your Notice of Internet Availability of Proxy Materials.

What is being voted upon?

You are being asked to vote on 12 nominees for election to the Board of Directors; to consider and approve, on a nonbinding advisory basis, the compensation of Capital City's named executive officers; to consider and approve, on a nonbinding basis, the frequency of the advisory vote on the compensation of Capital City's named executive officers; and to ratify our appointment of FORVIS, LLP as our independent registered certified public accounting firm for 2023. None of the proposals will create appraisal or dissenters' rights.

How does the Board recommend that I vote?

Our Board recommends that you vote your shares as follows:

- **FOR** each of the nominees for election to the Board; and
- **FOR** the ratification of the appointment of our independent registered public accounting firm.

Could other matters be decided at the Annual Meeting?

We are not aware of any matters to be presented at the Annual Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the Annual Meeting, the holders of the proxies (those persons named on your proxy card) will have the discretion to vote on those matters for you.

How many votes does each share have?

Each share has one vote. For the proposals scheduled to be voted upon at the Annual Meeting, abstentions, and shares held by a broker that the broker fails to vote are all counted to determine a quorum, but are not counted for or against the matters being considered; however, pursuant to our Bylaws, if a director nominee in an uncontested election does not receive at least a majority of the votes cast at any meeting for the election of directors at which a quorum is present, the director must tender the director's resignation to the Board, as described under the heading "Meeting of Shareowners - Voting for Directors." There is no cumulative voting.

How many votes are required to have a quorum?

In order for us to conduct the Annual Meeting, a majority of the shares entitled to vote must be present in person or by proxy.

How many votes are required to elect directors to the Board of Directors, to approve executive compensation, to determine frequency of shareowner vote on executive compensation, and to ratify FORVIS's appointment?

Each nominee for election as a director will be elected (Proposal No. 1) if the votes cast in favor of the nominee's election constitute a majority of the votes cast. Votes cast include votes against in each case, but exclude broker non-votes and abstentions with respect to a nominee's election. Votes against are counted as votes against the election of a nominee. At our Annual Meeting, the maximum number of directors to be elected is 12.

The nonbinding vote on the approval of executive compensation (Proposal No. 2) will be approved if the affirmative votes cast by shareowners present, or represented, at the Annual Meeting and entitled to vote on the matter exceed the votes cast in opposition.

The frequency of the shareowner vote on executive compensation (Proposal No. 3) shall be determined by a plurality of the votes cast. This vote is not binding but will be taken into consideration by the Board of Directors in determining the frequency of the shareowner vote on executive compensation.

FORVIS's appointment (Proposal No. 4) will be ratified if the affirmative votes cast by the shareowners present or represented at the Annual Meeting and entitled to vote on the matter exceed the votes cast in opposition.

What is the difference between holding shares as a shareowner of record and as a beneficial owner?

Many of our shareowners hold their shares through a broker, trustee or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those shares owned beneficially.

- **Shareowner of Record.** If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the "shareowner of record." As the shareowner of record, you have the right to grant your voting proxy directly to us or to a third party, or to vote in person at the Annual Meeting.

- **Beneficial Owner.** If your shares are held in a brokerage account, by a trustee, or by another nominee, you are considered the "beneficial owner" of those shares. As the beneficial owner of those shares, you have the right to direct your broker, trustee, or nominee how to vote and you also are invited to attend the Annual Meeting. However, because a beneficial owner is not the shareowner of record, you may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

How will my voting instructions be treated?

If you provide specific voting instructions, your shares will be voted as instructed.

If you hold shares as the shareowner of record and sign and return a proxy card or vote by telephone or Internet without giving specific voting instructions, then your shares will be voted as recommended by our Board of Directors.

If you are the beneficial owner of shares held through a broker, trustee, or other nominee, and that nominee has discretion to vote your shares on a particular proposal and you do not give instructions to that nominee on how you want your shares voted, then generally your nominee can vote your shares on certain “routine” matters. At our Annual Meeting, only Proposal No. 4 to ratify the Company’s auditors is considered routine, which means that your broker, trustee, or other nominee can vote your shares on Proposal No. 4 if you do not timely provide instructions to vote your shares.

If you are the beneficial owner of shares held through a broker, trustee, or other nominee, and that nominee does not have discretion to vote your shares on a particular proposal and you do not give your broker instructions on how to vote your shares, then the votes will be considered broker nonvotes. A “broker nonvote” will be treated as unvoted for purposes of determining approval for the proposal and will have the effect of neither a vote for nor a vote against the proposal.

Can I change my vote?

If you are a shareowner of record, you may revoke your proxy by submitting a later proxy or by written request received by our Corporate Secretary before the Annual Meeting. You may also revoke your proxy at the Annual Meeting and vote in person. If you are the beneficial owner of shares held through a broker, trustee, or other nominee, you should review the information provided to you by the holder of record that explains how to revoke previously given instructions.

Who pays for soliciting proxies?

Proxies will be solicited from our shareowners by mail or e-mail. We will pay all expenses in connection with the solicitation, including postage, printing and handling, and the expenses incurred by brokers, custodians, nominees and fiduciaries in forwarding proxy material to beneficial owners. We may hire Alliance Advisors, LLC to assist in the distribution and solicitation of proxies for a fee of approximately $12,000, plus reasonable expenses. It is possible that our directors and officers and other associates may make further solicitations personally or by telephone, mail, or e-mail. Our directors and officers and other associates will receive no additional compensation for any such further solicitations.

What does it mean if I get more than one Notice of Internet Availability of Proxy Materials or more than one paper copy of the Proxy Materials?

You will receive a Notice of Internet Availability of Proxy Materials or proxy card for each account you have. Please vote proxies for all accounts to ensure that all your shares are voted.

Where can I find voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting and publish preliminary, and if available, final voting results in a current report on Form 8-K filed within four business days after our Annual Meeting.

OTHER MATTERS

ANNUAL REPORT

We filed an annual report for the fiscal year ended December 31, 2022 on Form 10-K with the SEC. **Shareowners may obtain, free of charge, a copy of our annual report.** Requests should be directed to our Corporate Secretary, Capital City Bank Group, Inc., 217 North Monroe Street, Tallahassee, Florida 32301.

SHAREOWNERS SHARING THE SAME ADDRESS

We have adopted a procedure approved by the SEC known as “householding.” Under this procedure, shareowners of record who have the same address and last name and do not participate in electronic delivery or in notice and access will receive only one set of Proxy Materials, unless one or more of these shareowners notifies our transfer agent that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees. If you wish to receive your own copy of these materials, you may contact our transfer agent, American Stock Transfer & Trust Company, in writing, by telephone, or on the Internet:

American Stock Transfer & Trust Company
59 Maiden Lane, Plaza Level
New York, NY 10038
(800) 937-5449 (U.S. and Canada)
(718) 921-8124 (International)
www.amstock.com

If you are eligible for householding, but you and other shareowners of record with whom you share an address currently receive multiple copies of our Notice of Annual Meeting, Proxy Statement, and Annual Report, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of each document for your household, please contact our transfer agent as indicated above. Beneficial owners can request information about householding from their banks, brokers, or other holders of record.

SHAREOWNER PROPOSALS

Shareowner proposals that are to be included in the Proxy Statement for the 2024 meeting must be received by November 16, 2023. Shareowner proposals for the 2024 meeting that are not intended to be included in the Proxy Statement for that meeting must be received no earlier than December 27, 2023, and no later than January 26, 2024, or the Board of Directors can vote the proxies in its discretion on the proposal. Proposals must comply with the proxy rules and be submitted in writing to Jeptha E. Larkin, Corporate Secretary, at our principal offices.

DIRECTOR NOMINATIONS

Any shareowner entitled to vote generally in the election of directors may recommend a candidate for nomination as a director. A shareowner may recommend a director nominee by submitting the name and qualifications of the candidate the shareowner wishes to recommend, as well as all other information required to be submitted pursuant to Article VII of our Articles of Incorporation and Section 1.16 of our Bylaws, to the Corporate Governance and Nominating Committee of the Board of Directors, c/o Capital City Bank Group, Inc., 217 North Monroe Street, Tallahassee, Florida 32301. To be considered, recommendations with respect to an election of directors to be held at an annual meeting must be received no earlier than 180 days and no later than 120 days prior to March 16, 2024, the first anniversary of this year’s Notice of Annual Meeting date. In other words, director nominations must be received no earlier than September 18, 2023, and no later than November 17, 2023. Recommendations meeting these requirements will be brought to the attention of the Corporate Governance and Nominating Committee. Candidates for director recommended by shareowners are afforded the same consideration as candidates for director identified by our directors, executive officers, or search firms, if any, employed by us.

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