

CAPITAL CITY BANK GROUP, INC.

DIRECTOR CODE OF CONDUCT

This Code of Conduct sets forth the general expectations for individuals serving as Directors on a Board of Directors and serving as Managers on a Board of Managers (each a “Director”) for Capital City Bank Group, Inc. (“CCBG”) or any of its subsidiaries (collectively with CCBG, the “Company”) and describes standards of ethical behavior that each Director is expected to uphold. No document can address every situation that may be encountered. This Code of Conduct is not a substitute for a Director’s exercise of good judgment and common sense. A Director who has a question about a particular circumstance that may relate to a provision of this Code of Conduct should address the question with the Chairperson of the Audit Committee of CCBG (the “Audit Committee”), who may consult with inside or outside legal counsel as appropriate.

A. What is Expected of Directors

Directors should represent the Company conscientiously and professionally, with the highest integrity, and should adhere to the spirit and provisions of this Code of Conduct as follows:

1. Maintain High Ethical Standards.

You must:

- avoid illegal or unethical conduct;
- carry out your responsibilities honestly and with the utmost integrity, exercising at all times your best independent judgment;
- maintain sound personal finances, avoiding any circumstances that may lead to over-extensions of credit, salary attachments, overdrafts, personal bankruptcy, or other financially embarrassing situations (this prohibition does not apply to overdrafts that are covered through pre-approved overdraft facilities, provided that such facilities must not be a violation of Regulation O regarding prohibited insider transactions);
- perform your duties in good faith, without misrepresenting material facts, and in the best interests of the Company;
- maintain integrity of accounting and financial information and related disclosures, making every effort for information in the Company’s public communications and disclosures, including all filings submitted to the Securities and Exchange Commission (the “SEC”), to be full, fair, accurate, timely and understandable. Directors should not attempt to improperly influence internal or external auditors or regulators;
- exercise your fiduciary duties owed to shareowners and the Company;
- remain loyal to the Company; and
- avoid the use of your position as a Director for personal gain.

2. Comply with Laws and Company Policies.

You must comply with all applicable laws, rules and regulations, including federal and state securities and banking laws, rules, and regulations, and all Company policies, including the Insider Trading Policy, which may be amended from time to time.

3. Avoid Possible Conflicts of Interest.

Conflicts of interest are prohibited except when specifically permitted in advance by the Audit Committee after full disclosure of the conflict of interest. A conflict of interest exists in any situation in which your personal interests (or the interests of a member of your family), or your obligations to another person or company, are in conflict, or even appear to conflict, with the Company's interests. You must not use your association with the Company for personal gain except for authorized compensation and benefits. Any actual or potential conflict of interest should be promptly reported in writing to the Audit Committee.

4. Protect Confidential Information.

While serving as a Director, you may acquire certain confidential nonpublic information. You may not use or disclose any confidential information, either during or after your service as a Director, except with authorization by the Board of Directors of CCBG (the "Board") or as required by law. Confidential information includes all Nonpublic Personal Information (as that term is defined by Regulation P – Privacy of Consumer Information) and all nonpublic information entrusted to you or obtained by you by reason of your position as a Director.

5. Fair Dealing.

You must deal fairly with anyone with whom you have contact in the course of performing your responsibilities on behalf of the Company. In acting for or on behalf of the Company, you may not take unfair advantage of anyone through manipulation, concealment, abuse, the use of privileged information, misrepresentation of facts, or any other unfair dealing practice.

B. Amendment, Modification, and Waiver.

This Code of Conduct may be amended, modified, or waived by a vote of the Board or a committee designated by the Board. Prior to such a vote, the Board (or a committee of the Board designated to act on the Board's behalf) must ascertain whether a waiver is appropriate and ensure that any waiver is accompanied by appropriate controls designed to protect the Company. Any amendment to, or waiver of, this Code of Ethics shall be disclosed to the extent required by the rules of the SEC or Nasdaq Stock Market.

C. Reporting and Enforcement.

Directors should report to the Audit Committee any suspected violations of this Code of Conduct, including any violations of laws, rules or regulations. Suspected violations will be investigated by the Board, Audit Committee, or persons designated to do so by the Board or Audit Committee. Appropriate action will be taken in the event a violation is confirmed. The Company will not tolerate retaliation against any director, officer, or associate who in good faith reports such suspected violations.

If a Director is concerned about confidentiality, the Director may consider reporting on an anonymous basis. The Company's Whistleblower Policy contains details on reporting illegal or unethical conduct and the protections the Company provides.

D. Periodic Acknowledgement.

Every new Director will be required to sign the attached statement indicating that he or she has received a copy of and has read this Code of Conduct, understands its provisions, and agrees to abide by them. The acknowledgement should be returned to the Corporate Secretary Governance of CCBG. All Directors will be required to provide an annual acknowledgement re-confirming their original representations and further confirming that they are still in compliance with this Code of Conduct or that any event of non-compliance has been reported in accordance with this Code of Conduct.

Date of Last Board Approval: February 29, 2024

**ACKNOWLEDGEMENT OF RECEIPT AND REVIEW
OF DIRECTOR CODE OF CONDUCT**

NEW DIRECTORS: My signature below acknowledges my receipt of and agreement to the Capital City Bank Group, Inc. Director Code of Conduct. I understand the contents of the Code and agree to comply with the policies and procedures set out in the Code. I agree that any event of non-compliance will be reported to the Audit Committee.

Signature

Name

Date

EXISTING DIRECTORS: My signature below acknowledges my receipt of and continued compliance with the current version of the Capital City Bank Group, Inc. Director Code of Conduct. I certify that I am still in compliance with this Code or that any event of non-compliance has been reported to the Audit Committee.

Signature

Name

Date