

CAPITAL CITY BANK GROUP, INC.

LEAD INDEPENDENT DIRECTOR CHARTER

When the Chairman of the Capital City Bank Group, Inc. (“CCBG”) Board of Directors is a member of management or is otherwise not independent, the independent members of the CCBG Board of Directors shall annually elect an independent director to serve in a lead capacity (the “Lead Director”). Although annually elected, the Lead Director may, and is generally expected to, serve for more than one year.

The Lead Director shall be responsible for coordinating the activities of the other independent directors and for performing such other duties and responsibilities as the independent directors may determine, including the following:

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

Date of Last Nominating and Governance Committee Approval: February 14, 2024

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