



CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

A. Title

The title of this committee shall be the Audit Committee of the Board of Directors (the "Board") of Capital City Bank Group, Inc. (the "Company").

B. Purpose

The primary purposes of the Audit Committee are to provide independent and objective oversight of the accounting and financial reporting functions and internal controls of the Company and its affiliates and to ensure the objectivity of the Company's financial statements. In particular, the Audit Committee:

1. Shall provide assistance to the Board in fulfilling its fiduciary responsibilities relating to corporate accounting and financial reporting practices.
2. Shall facilitate communications between the Board and the Company's independent auditor.
3. Shall oversee the business risk management process that identifies, sources, measures, and prioritizes business and financial reporting risks, and monitor the effectiveness of the control and risk management processes established to manage those risks.
4. Shall provide to the independent auditor a private, confidential audience at any time it is desired or requested, with or without the knowledge of management.
5. Shall review with the auditors (internal and external) and management about the quality and acceptability of material financial reporting decisions and judgments.
6. May perform the functions of an audit committee for each of the Company's affiliates that are banks, as contemplated by Section 36 of the Federal Deposit Insurance Act.

The Audit Committee's function is one of oversight and review, and it is not required to prepare or audit the financial statements, to define the scope of the audit, to control the Company's accounting policies and practices, or to define the standards used in preparing the financial statements.

C. Composition

The members of the Audit Committee shall be appointed by the Board based on

recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Audit Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation, removal, or death. The Board may remove any member from the Audit Committee at any time with or without cause.

The Audit Committee shall consist of at least three members of the Board as appointed by the Board, each of whom shall meet the independence requirements promulgated by the Securities and Exchange Commission (the “Commission”), the Nasdaq Stock Market, and any governmental or regulatory body exercising authority over the Company (each a “Regulatory Authority”). Each member of the Audit Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with that person’s independent judgment as a member of the Audit Committee. The independence and qualifications of the members of the Audit Committee shall at all times satisfy the requirements of each Regulatory Authority and other applicable laws and regulations (including the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the Commission).

Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. No member of the Audit Committee can have participated in the preparation of the Company’s or any of the Company’s subsidiaries’ financial statements at any time during the past three years.

At least one member of the Audit Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. At least one member of the Audit Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. A person who qualifies as an audit committee financial expert will also be presumed to have financial sophistication.

The independence and qualifications of the Audit Committee members will be monitored on an annual basis by the Board.

D. Reporting Structure

The independent auditor will report to the Audit Committee and will be ultimately accountable to the Audit Committee, as representatives of the shareowners.

E. Duties and Responsibilities

1. The Audit Committee will have the sole authority to appoint or replace the independent auditor. The Audit Committee will be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. If the Audit Committee or its Chairperson does not execute the engagement letter with the independent auditor, then the Audit Committee should acknowledge and agree to the terms of the engagement.
2. The Audit Committee will preapprove all auditing services and permitted non-audit services (including the fees and terms of such services) to be performed for the Company by its independent auditor, and establish policies and procedures for the

engagement of the Company's independent auditor to provide permitted audit and non-audit services.

3. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next regularly scheduled meeting.
4. The Audit Committee will, at least annually, evaluate the qualifications, performance and independence of the independent auditor, including whether the provision of non-audit services is compatible with maintaining the auditors' independence, and taking into account the opinions of management. This shall include a review and discussion of the annual communication as to independence delivered by the independent auditor (PCAOB Rule 3526 – "Communication with Audit Committees Concerning Independence"). The Audit Committee shall present its conclusions to the Board, and if so determined by the Audit Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the auditors.
5. The Audit Committee will have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Audit Committee. The Company will provide for appropriate funding for payment of (i) compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee; and (ii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
6. The Audit Committee will meet with the independent auditor at least annually to review the scope of the audit for the current year and the audit procedures to be utilized. This review is to include the potential effects of business and financial statement risks on the Company's control systems and quality of financial reporting, and a discussion of the extent to which the financial statements contain all disclosures that could reasonably be deemed "material" within the meaning of applicable requirements. This review should also include a review of the Audit Committee's (i) knowledge of the risks of material misstatement, including fraud; (ii) awareness of tips or complaints in the Company's financial reporting, and (iii) awareness of potential violations of law or regulations by the Company. At the conclusion of this meeting, the Audit Committee will review any comments or recommendations made by the independent auditor.
7. The Audit Committee will, at least annually, obtain and review a report by the independent auditor describing:
 - i. The independent auditor's internal quality-control procedures;
 - ii. Any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such

issues; and

- iii. The independent auditor's independence, and all relationships between the independent auditor and the Company and the Company's subsidiaries.
8. The Audit Committee will review and discuss with management and the independent auditor the annual audited financial statements prior to the independent auditor issuing its audit report, including disclosures made in Management's Discussion and Analysis.
9. The Audit Committee will review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of the Company's Quarterly Reports on Form 10-Q, including the results of the independent auditor's reviews of the quarterly financial statements and the disclosures made in Management's Discussion and Analysis.
10. The Audit Committee will discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
11. The Audit Committee will review the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies and significant changes in internal controls reported to the Audit Committee by the independent auditor or management, the Company's internal audit procedures and the adequacy and effectiveness of the Company's disclosure controls and procedures.
12. The Audit Committee will discuss with the independent auditor a common framework to assess financial reporting quality and facilitate a common vocabulary and understanding about quality among the Audit Committee, management, and the auditors.
13. The Audit Committee will review and discuss quarterly reports from the independent auditor, including:
 - i. All critical accounting policies and practices to be used;
 - ii. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - iii. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
14. The Audit Committee will discuss with management the Company's earnings press releases, including the use of non-GAAP financial information, as well as

financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

15. The Audit Committee will discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
16. The Audit Committee will discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
17. The Audit Committee will discuss with the independent auditor the matters required to be discussed by the PCAOB Auditing Standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management, including management's response to such situations.
18. The Audit Committee will review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for all Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud or misconduct involving management or other employees who have a significant role in the Company's internal controls.
19. The Audit Committee will monitor the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law. The Audit Committee must consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm itself on a regular basis.
20. The Audit Committee will recommend to the Board policies for the Company's hiring of employees or former employees of any independent auditor who participated in any capacity in an audit of the Company.
21. The Audit Committee will obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act, which relates to illegal acts, has not been implicated.
22. The Audit Committee will monitor the Company's and its affiliates' compliance with applicable legal requirements and the Company's Codes of Conduct and Code of Ethics.
23. The Audit Committee will review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures, and to develop policies and procedures for the Audit Committee's approval of related person transactions.

24. The Audit Committee will establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
25. Annually, the Audit Committee will report to the Board of Directors, in a timely manner and prior to the issuance of the auditor's report, that:
 - i. The Company's audited financial statements have been reviewed and discussed with the independent auditor, including all required communications pursuant to the PCAOB Auditing Standards.
 - ii. The Audit Committee has executed its responsibility to oversee the independent auditor. In particular, the Audit Committee shall (a) require that the independent auditor delivers to the Audit Committee a formal written statement disclosing all relationships between the audit firm and the Company and (b) discuss with the independent auditor whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors.
 - iii. The Company's financial statements will be included in the Company's Annual Report on Form 10-K.
 - iv. The required Audit Committee duties and responsibilities have been satisfied for the most recently completed fiscal year.
26. The Audit Committee will review and monitor the activities of the Company's Internal Audit Department and the Compliance Department, bank regulatory examination reports and other regulatory reports and filings, the Company's Codes of Conduct and Code of Ethics, and other legal, regulatory or other matters.

F. Processes

Management will annually prepare, and the Audit Committee will approve, detailed procedures and processes for carrying on the Audit Committee's duties and responsibilities.

G. Additional Authority

The Audit Committee will review and take appropriate action with respect to any reports to the committee from the Company's outside legal counsel concerning any material violation of securities law or breach of fiduciary duty or similar violation by the Company, its subsidiaries or any person acting on their behalf. The Audit Committee may consider and review with the full Board, management, internal or outside legal counsel, the independent auditor or any other appropriate person any other topics relating to the purposes of the Audit Committee that may come to the Audit Committee's attention and will make such reports to the full Board as are necessary or advisable. To facilitate the execution of its responsibilities and duties, the Committee has authority, in its sole discretion, to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of the Company and to seek such

information as it deems necessary from the members of the Board, management, and employees. The Audit Committee may perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Audit Committee or the Board considers appropriate.

H. Meetings

The Audit Committee will meet on an as needed basis, but not less frequently than quarterly. Meetings will be called as needed to discuss any significant issues, including those related to the review of any Quarterly Report on Form 10-Q, Annual Report on Form 10-K or report by the Company's independent auditor.

A portion of each meeting shall be conducted without the presence of any Company employees so as to facilitate a private discussion between the Audit Committee, independent auditor, or internal auditors.

Selected independent members of the Board of Directors of Capital City Bank may be invited to attend Audit Committee meetings to share their insights with the Audit Committee. Such persons shall not be deemed members of the Audit Committee, nor shall they have any duties or liabilities as Audit Committee members.

The Audit Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Audit Committee and shall make such reports to the Board as may be requested by the Board or its Chairperson.

I. Review and Approval

The Audit Committee will review this Charter annually and submit any proposed amendments to the Corporate Governance and Nominating Committee for review. The Corporate Governance and Nominating Committee may recommend amendments to this Charter at any time. The Board must finally approve any and all amendments to this Charter.

The Audit Committee's responsibilities and powers as delegated by the Board are set forth in this Charter. This Charter is not intended to, and shall not, alter the standards of conduct set forth in the Florida Business Corporation Act, as amended (the "FBCA") or the Florida Financial Institutions Code (the "FFIC") for directors, including those directors who serve as Audit Committee members. Members of the Committee shall have the duties and the benefits of all limitations and protections from liabilities provided by the FBCA and the FFIC and other applicable laws and regulations with respect to their service on the Committee. Further, nothing herein is intended to or shall limit the responsibilities, duties and liabilities of the Company's independent auditor, the Board or the Audit Committee. The Audit Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Audit Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its shareowners.

Date of Last Board Approval: February 29, 2024