

CAPITAL CITY BANK GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES OF THE BOARD OF DIRECTORS

These Corporate Governance Guidelines have been approved and adopted by the Board of Directors (the “Board”) of Capital City Bank Group, Inc. (the “Company”) to provide a framework within which the Board and management can effectively pursue the Company’s objectives for the benefit of its shareowners. These Guidelines, along with the Company’s Articles of Incorporation, Bylaws, Code of Conduct, and the charters of the various committees of the Board, provide the foundation for the Company’s governance. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Guidelines should be interpreted in the context of all applicable laws and regulations, the Company’s organizational documents, other governing legal documents, and the Company’s policies.

A. Roles of the Board and Management

The Board is elected by the Company’s shareowners to oversee the management of the Company and exercise business judgment to act in what it reasonably believes to be the best interests of the Company. The Company’s management, under the supervision of the Board, conducts the business of the Company. Both management and the Board seek to enhance the long-term value of the Company for the benefit of its shareowners. In so doing, the Company recognizes that the interests of its shareowners also will be advanced by responsibly taking into account the concerns of the Company’s other constituencies, including clients, associates, the communities in which the Company conducts its business, the public at large, and the governmental entities that regulate the Company’s business.

B. Board Functions

The Board, directly and through its appropriate committees, shall:

- Review and approve strategic plans;
- Review corporate performance;
- Oversee and evaluate management’s systems for internal control, financial reporting and public disclosure;
- Select, evaluate, compensate, and, in appropriate circumstances, terminate the employment of the Company’s Chief Executive Officer;
- Oversee and evaluate senior management performance and compensation;
- Monitor and manage potential conflicts of interest;
- Plan for effective succession of the Chief Executive Officer and other members of senior management;
- Set a tone for a climate of corporate trust and confidence;
- Select, engage, oversee, obtain advice from, and terminate outside counsel and/or advisors;
- Establish corporate governance guidelines and practices, including those relating to director qualifications, orientation, and continuing education; and
- Undertake an annual performance evaluation of the Board.

C. Nominee Selection

Nominees for election as directors will be selected by the Corporate Governance and Nominating Committee in accordance with its charter, these Guidelines, and other governing documents. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the best interests of the Company. In selecting candidates for nomination as directors, the Corporate Governance and Nominating Committee will consider criteria determined in its sole discretion in accordance with its charter.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively. No director may serve on more than three other public company boards of directors, except that the Chief Executive Officer of the Company may not serve on more than two other public company boards of directors. A director must advise the Chairperson of the Board and the Chairperson of the Corporate Governance and Nominating Committee before accepting an invitation to serve as a director of another public company. The Corporate Governance and Nominating Committee will review whether such board membership may unduly impact the ability of the director to fulfill the director's duties to the Company.

The Corporate Governance and Nominating Committee considers potential candidates identified on its own initiative, as well as those identified by other directors, members of management, search firms, shareowners and others (including individuals seeking to join the Board). Shareowners who wish to recommend candidates may contact the Corporate Governance and Nominating Committee c/o Capital City Bank Group, Inc., 217 North Monroe Street, Tallahassee, Florida 32301. All candidates are required to meet the criteria determined by the Corporate Governance and Nominating Committee in its sole discretion. Shareowner nominations must be made in accordance with the procedures required under the Company's Bylaws. Shareowner-recommended candidates and shareowner nominees whose nominations comply with these procedures and who meet the criteria referred to above will be evaluated by the Corporate Governance and Nominating Committee in the same manner as other nominees.

D. Director Independence

A majority of directors shall meet the criteria for independence required for listing on the Nasdaq Stock Market and on any other market, exchange or listing service on which the Company's common stock or other securities are traded, as well as other applicable criteria for independence. The Corporate Governance and Nominating Committee is responsible for reviewing with the Board the independence, requisite skills, and characteristics of Board members. To qualify as "independent," a director must be a person other than an officer or associate of the Company or any of its subsidiaries and must not have a relationship that, in the affirmative opinion of the Board, would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. The following persons are considered to not be independent:

- a director who is or has been employed by the Company or by any parent or subsidiary of the Company at any time within the past three years;
- a director who has accepted or who has a non-associate Family Member (as defined in Nasdaq rules) who has accepted any payments from the Company or any parent or subsidiary of the Company in excess of \$120,000 during the current fiscal year or any of the past three fiscal years, other than the following: compensation for Board or committee service, compensation paid to a Family Member who is a non-executive associate of the Company or a parent or subsidiary of the Company, or benefits under a tax-qualified

- retirement plan or non-discretionary compensation;
- a director who is a Family Member of an individual who is, or at any time within the past three years was, employed by the Company or by any parent or subsidiary of the Company as an executive officer;
 - a director who is, or who has a Family Member who is, a partner in, or a controlling shareowner or an executive officer of, any organization, to which the Company has made, or from which the Company has received, payments for property or services in the current fiscal year or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than those arising solely from investments in the Company's securities or under non-discretionary charitable contribution matching programs;
 - a director of the Company who is, or who has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity; or
 - a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.

The following relationships are not considered to be material relationships that would impair a director's independence.

1. A director is presumed to be independent despite the existence of one or more extensions of credit between Capital City Bank and the director, or any of the director's related interests (as defined in the Federal Reserve Board's Regulation O) ("Related Interests") if, in each such case:
 - (a) The extension of credit was made in the ordinary course of business of Capital City Bank, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with non-affiliated persons and did not involve more than the normal risk of collectability or present other unfavorable features;
 - (b) The extension of credit was made in compliance with applicable laws and regulations, including but not limited to Regulations O and W of the Federal Reserve Board, Sections 23A and 23B of the Federal Reserve Act and Section 13(k) of the Securities Exchange Act of 1934;
 - (c) The aggregate amount of the extensions of credit to the director and all of his or her Related Interests does not exceed 1% of Capital City Bank's consolidated assets; and
 - (d) The Board concludes, based on a review of the extension(s) of credit, including without limitation, the amount of the extension(s) of credit in relation to the net worth of the borrower and the borrower's performance, as well as representations of the borrower, as follows: (i) if the borrower is a company or other entity, that a failure to make a proposed extension of credit or the termination of an extension of credit in the ordinary course of business would not reasonably be expected to have a material and adverse effect on the financial condition, results of operations or business of the borrower, or (ii) if the

borrower is an individual, that a failure to make a proposed extension of credit or the termination of the extension of credit in the ordinary course of business would not reasonably be expected to have a material and adverse effect on the financial condition of the borrower. The Audit Committee and the Board shall review any extension of credit by Capital City Bank to a director or his or her Related Interests in which a default has occurred or that has been criticized by Capital City Bank's regulators to determine the impact that such default or criticism has on the director's independence.

2. A director is presumed to be independent despite the existence of one or more banking or other commercial relationships (other than extensions of credit, but including, without limitation, depository, fiduciary, securities brokerage and insurance relationships) between a subsidiary of the Company, on the one hand, and the director, a Family Member of the director or a company with which the director or a Family Member of the director is affiliated by reason of being a director, executive officer or significant shareholder thereof, on the other hand, if in each such case the transaction was entered into in the ordinary course of business on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons.
3. The fact that a particular relationship or transaction is not addressed by either 1 or 2 above or exceeds the thresholds in those standards does not create the presumption that a director is not independent.

E. Board Size and Term Limits

It is the policy of the Company that the number of directors on the Board include and not exceed a number that can function efficiently as a body. The Corporate Governance and Nominating Committee periodically considers and makes recommendations to the Board concerning the appropriate size and needs of the Board. There is no specified term limit that a director may serve on the Company's Board.

The Company does not have an age limit for its director candidates or its current directors.

F. Chairperson of the Board

The Company has no fixed policy with respect to the separation of the offices of Chairperson of the Board and the Chief Executive Officer or with respect to whether the Chairperson should be a member of management or a non-associate director. The Board believes that it is in the best interests of the Company and its shareowners for the Board to make this determination from time to time, including when selecting a new Chief Executive Officer. When the Chairperson of the Board is a member of management or is otherwise not independent, the non-associate directors shall elect a Lead Director. Although annually elected, the Lead Director may, and is generally expected to, serve for more than one year.

G. Functioning of the Board

1. *Number of Meetings.* The Board will have no fewer than eight scheduled meetings each year, and will hold such additional special meetings each year as circumstances may require.
2. *Meeting Attendance and Preparation.* Each director is expected to prepare for, attend and contribute meaningfully to all Board meetings and all meetings of Board committees on which

the director serves. Directors are expected to devote the amount of time and effort necessary to properly discharge their responsibilities. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees. Information and data that are important to the directors' understanding of the business to be conducted at a meeting of the Board will be distributed to the directors sufficiently in advance of the meeting to allow the directors to prepare for discussion of the relevant matters at the meeting. Each director should review these materials in advance of the meeting. Each director is expected to attend the Company's annual meeting of shareholders unless an emergency prevents the director from doing so.

3. *Executive Sessions.* The independent directors shall meet in executive session at each regular meeting of the Board without the Chief Executive Officer or any other member of management present. The Lead Director (or the Chairperson of the Board, if he or she is independent) will preside at executive sessions of the Board.
4. *Board Committees.* It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board is generally limited to those standing committees considered to be basic to, or required or appropriate for, the operation of the Company. Currently, these committees are the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee. All of the members of the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee shall be independent directors under the criteria set forth in each committee's charter. The Board shall consider the rotation of committee assignments at such intervals as the Board determines on the recommendation of the Corporate Governance and Nominating Committee. Consideration of rotation shall seek to balance the benefits derived from continuity and experience, on the one hand, and the benefits derived from gaining fresh perspectives and enhancing directors' understanding of different aspects of the Company's business and enabling functions, on the other hand.
5. *Committee Charters.* The Board will approve a charter for each standing committee. The duties and responsibilities assigned to each committee shall be reviewed annually by each committee and by the Corporate Governance and Nominating Committee, and any recommended changes shall be presented to the Board for consideration on the recommendation of the Corporate Governance and Nominating Committee. Committees are empowered to act on the Board's behalf with respect to those matters that the Board has prescribed.
6. *Meeting Agendas and Conduct.* Board agendas are set by the Chairperson, with input from the other Board members and members of management. If the Chairperson is not independent, the Lead Director and the Chairperson will together set the Board agenda, with input from the other Board members and members of management. Committee agendas are set by the committee chairs, in consultation with committee members and appropriate members of management. The Board believes that Board and committee meetings should be conducted in a manner that provides for open communication, objective and constructive participation and timely resolution of issues.
7. *Board Access to Management.* Directors shall have full and free access to the Company's officers and associates. The Board encourages bringing to Board and committee meetings members of management who can provide additional insight on matters to be discussed at those meetings. Any other meetings or contacts with officers or associates that a director wishes to initiate may be arranged through the Chief Executive Officer or the Company's Secretary. The

Board will use its judgment to minimize the extent to which contact with the Company's officers or associates is disruptive to the Company's operations.

8. *Interplay with Bank Board Committees.* Certain committees of the Company's Board may meet simultaneously as committees of Capital City Bank (the "Bank"), although separate meetings will be held, if necessary. Additionally, any such committee should consult with appropriate counsel if, in the committee's opinion, any matter under consideration by the committee has the potential for any conflict between the interests of the Company or its other subsidiaries, on one hand, and those of the Bank, on the other, to provide that appropriate procedures are established for addressing any potential conflict and for ensuring compliance with the Company's policies regarding Sections 23A and 23B of the Federal Reserve Act. The Company's Audit Committee shall also act as the audit committee of the Bank.
9. *Board and Committee Access to Advisers.* The Board and each of the Audit, Corporate Governance and Nominating, and Compensation Committees have the power to hire, at the Company's expense, independent legal, financial, or other advisors as they may deem necessary or appropriate, without consulting or obtaining the advance approval of any Company officer. Directors are expected to use their best judgment in determining when such engagements are necessary and shall consider the qualifications and fees to be charged by such advisors when making their selection.
10. *Advance Resignation to Address Majority Voting.* Director nominees are required to execute an agreement with the Company that would obligate the director to submit an irrevocable written resignation to the Corporate Governance and Nominating Committee upon the failure of the nominee to receive the requisite vote for his or her election as set forth in the Company's Bylaws.
11. *Directors with Significant Job Changes.* Any director who retires from his or her present employment, or who experiences a material change in his or her professional responsibilities or in the principal occupation he or she had when he or she joined the Board, should offer to resign from the Board. The Board, on the recommendation of the Corporate Governance and Nominating Committee, will then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her professional responsibilities.

H. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee. The Compensation Committee will conduct an annual review of director compensation. The Compensation Committee understands that the independence of directors may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect compensation to) a director or an organization with which the director is affiliated.

I. Reliance on Others: Liability Insurance

In discharging their obligations and responsibilities, the directors are entitled to rely on the honesty and integrity of the other directors, the Company's management, independent auditors and outside advisors. Further, to promote the ability of each director to act in accordance with the director's reasonable, good faith

business judgment without undue concern for the substantial risk of personal liability faced by public company directors, the Company shall purchase and maintain at all times directors' and officers' liability insurance in amounts deemed reasonably appropriate.

J. Director Orientation and Continuing Education

All new directors must participate in the Company's Orientation Program, which should be conducted as soon as reasonably practicable after the meeting at which a new director is elected. The orientation program will include information to acquaint new directors with the Company, including its strategy, its significant financial, accounting and risk management issues, long-range plans, financial statements, properties and operations, these Guidelines, and the Code of Conduct.

The Company will provide appropriate continuing education for all directors, including providing, from time to time, information and updates on legal and regulatory changes that affect the Company and the directors. Directors are further encouraged to participate in continuing director education. All reasonable expenses for such education will be paid or reimbursed by the Company.

K. Ethics and Conflicts of Interests

Directors, as well as officers and associates, must adhere to the applicable Company Code of Conduct and these Guidelines. If an actual or potential conflict of interest exists for a director, the director should promptly inform the Chief Executive Officer, and if it involves the Chief Executive Officer, to the Chairperson of the Corporate Governance and Nominating Committee. If a significant conflict exists and cannot be resolved, the director should submit his or her resignation to the Board. All directors shall recuse themselves from any discussion or decision affecting their personal or professional interests.

L. Annual Performance Evaluations

Under the supervision of the Corporate Governance and Nominating Committee, the Board and each of its committees will conduct an annual evaluation to determine whether and to what extent each is functioning effectively.

M. Shareowner Communications

Shareowners may communicate with the Board, a Board committee, the independent directors as a group, or individual directors by sending written communications to Capital City Bank Group, Inc., c/o Corporate Secretary, 217 North Monroe Street, Tallahassee, Florida 32301. Communications will be compiled by the 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 Corporate Secretary will submit to the Board all communications received, excluding those items that are not directly related to board duties and responsibilities, such as: mass mailings, job inquiries, resumes, advertisements, solicitations, and surveys.

N. Succession Planning

The Board shall plan for succession to the position of Chief Executive Officer as well as certain other senior management positions. To assist, the Chief Executive Officer shall annually provide the Board with an assessment of senior managers and their potential to succeed him or her. The Chief Executive Officer shall also provide the Board with an assessment of persons considered potential successors to certain senior

management positions. The Corporate Governance and Nominating Committee and the independent directors in an executive session shall annually review this updated assessment. Periodically, the entire Board shall interview members of senior management who are potential successors to the Company's executive management.

O. Communications

To foster open discussions, the proceedings and deliberations of the Board are strictly confidential. Each director will maintain the confidentiality of non-public information received from the Company or its advisors. In addition, the Board believes that it is Company management's responsibility to speak for the Company.

P. Periodic Review

These Guidelines shall be reviewed periodically by the Corporate Governance and Nominating Committee. The Board will make appropriate changes based on recommendations from the committee.

Date of Last Board Approval: February 29, 2024

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