



Capital City Bank Group, Inc.



CCBG NASDAQ

Banks

Market Capitalization USD:

\$178.04 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: William G. Smith

Age: 58

CEO Since: 1995

	2009	2010	2011
Base Salary	\$285,000	\$285,000	\$304,000
Discretionary Bonus	\$0	\$0	\$37,314
Annual Cash Incentive	\$0	\$182,046	\$86,645
Benefits and Perquisites	\$1,032	\$1,118	\$1,032
TOTAL ANNUAL COMPENSATION	\$286,032	\$468,164	\$428,991
Increase in Post-Retirement Benefits	\$187,986	\$380,927	\$387,506
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$474,018	\$849,091	\$816,497
Median of Other Named Executive Officers Total Compensation	\$482,612	\$605,927	\$685,402
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 15 Mar 2012

Annual Meeting Date: 24 Apr 2012

Equity Reserves: 9.58%

Stock Option Run Rate: 0.00%

Capital City Bank Group, Inc.

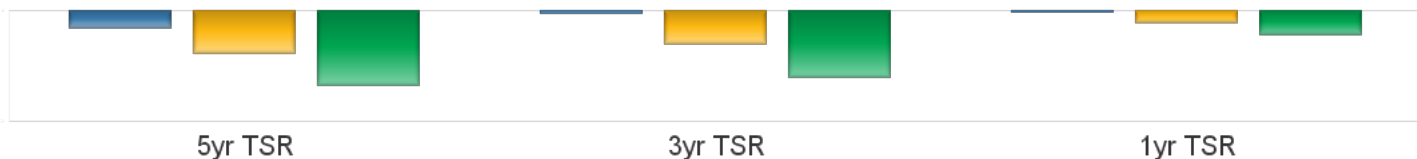
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Performance Comparison

■ S&P500 ■ Industry ■ CCBG



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CCBG	Capital City Bank Group, Inc.	\$474,018	\$849,091	\$816,497	\$178,037,718
SRCE	1st Source Corporation	\$990,891	\$1,871,600	\$1,976,362	\$504,359,747
BANF	BancFirst Corporation	\$439,368	\$435,671		\$501,562,939
PACW	PacWest Bancorp	\$1,505,375	\$3,400,078		\$494,599,605
INDB	Independent Bank Corp.	\$1,924,710	\$1,982,595		\$466,642,599
WSBC	WesBanco, Inc.	\$518,397	\$874,315	\$949,750	\$460,954,221
FIBK	First Interstate BancSystem, Inc.	\$1,353,082	\$783,245		\$460,003,207

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Bank of the Ozarks, CenterState Banks of Florida, Inc, City Holding Company, Green Bankshares, Great Florida Bank, Home Bancshares, Inc., SCBT Financial Corp., Seacoast Banking Corp., TIB Financial Corp., Virginia Commerce Bancorp

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Cader B. Cox	Chairman	62	Male	18	Outside Related
DuBose Auslev	Member	74	Male	30	Outside Related
J. Everitt Drew	Member	56	Male	9	Outside

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