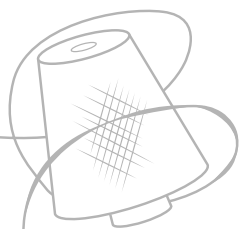




T H E D I X I E G R O U P



2019 ANNUAL REPORT





YEAR ANNIVERSARY

# PROUD OF OUR PAST EXCITED ABOUT OUR FUTURE

We have been “workin’ together” at Dixie for 100 years. Our company is all about our people and our customers. Though our products have changed, from making fine mercerized cotton yarns to designing and selling beautiful floorcovering products, our emphasis has stayed the same—to exceed our customer’s expectations. Founded in Chattanooga in 1920 as Dixie Mercerizing Company, we have been transformed first from a producer of cotton yarns, through the rise of specialty synthetic yarns in the textile and carpet business, through the transformation to become a manufacturer of carpets and rugs, and finally into a full service provider of both hard and soft surface floorcovering products focused on the premium portion of the market. Our goal has always been to offer specialized and beautiful products to the discerning consumer that command a premium for quality, design, and style. And the foundation of our success is dedication to our people. From an emphasis on safety in our operations to sponsoring the George R. West College Scholarships to children of Dixie associates, we want to support our people as they have supported us and our customers. At the heart of this is a motto by J. Burton Frierson, president



**Lupton City Facilities Begin Operation**  
The spinning plant at Lupton City begins operation on a 200-acre site. Facilities at Lupton City include a community store, post office, school, church, theatre, medical clinic and 72 company-owned houses for employees.

1923



**Nylon Plant Built**  
The “Nylon Plant” is designed and built in Lupton City for the processing of synthetic fibers.

1950

**Dixie Yarns, Inc.**  
Dixie Mercerizing Company changes its name to Dixie Yarns, Inc.



1964



1920

**Dixie Mercerizing Company Founded**  
Dixie Mercerizing Company, headquartered in Chattanooga, Tennessee, is founded to specially treat cotton yarn for the hosiery trade. Mercerized cotton, long popular in England because of its silk-like luster, was not then widely used in the United States.

**“Wheels turning at Dixie Plant”**  
newspaper headline.

1942

**Military Production**  
Seventy percent of the company’s output goes into yarns for military applications, including blackout curtains, parachutes and GI shoelaces of nylon.



1951

**Candlewick Yarns**  
Candlewick Yarns is acquired, which produced tufting yarns for bedspreads, robes, scatter rugs and bathmats. This acquisition opened the way for the company to enter into the floorcovering market.



of Dixie from 1947 until 1964, "We are trying to build people as we build our business". "Workin' together" is more than just a phrase, it is skilled hands doing their best, all for the common good of the company and our valued customers. Creativity is one of the most important ingredients for our ability to make products that are beautiful, functional and stylish. We are willing to try new and different machinery, yarn designs, patterns or techniques. We are constantly striving to anticipate the needs of our customers because no force in modern business can equal the power of customer goodwill. This means we have had to learn to live with and embrace change. Sometimes change is hard, such as when we left the textile industry to enter into the carpet industry in the 1990's or when we merged our Atlas and Masland Contract business in the last few years. But dramatic change that comes about from wrenching market forces can often produce the best results, such as when we combined our three residential businesses during the downturn in 2009, and set the stage to double our residential market share over the subsequent years. Other times change is exciting, such as when we are developing new wool carpet styles in our Fabrica TECHnique collection, our new Sustaina™ environmentally superior carpet backing or our TRUCOR™ Luxury Vinyl flooring offering. In all cases, we change because we are driven to meet the needs of our discerning customer. For we want to continue to follow our motto which embraces change in the future as we "Lead, Win and Have Fun."

**New President & CEO**  
Dan Frierson becomes president & CEO.



1979



**Dixie Yarns Enters the High-end Carpet Business**  
Dixie Yarns and Prudential Life acquire C.H. Masland and Company. The acquisition gave Dixie working control of Masland's high-end carpet business. In 1993 Dixie Yarns acquired all publicly-held stock of C.H. Masland and Company.

1988

**Winter Storm Crushes 9 Acres of Carriage Buildings**

One day after the purchase of Carriage Industries a winter storm of record magnitude slammed into the East Tennessee, North Georgia area. Snow packs up to 20 feet deep formed on the roof of the Carriage plant, crushing it like a tin can.



1993

1973

**Dixie Goes West**  
1st Plant in Lemoore, California. We have plants in California, even now.



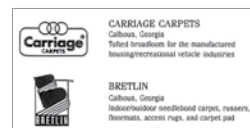
1986

**Dixie Yarns, Inc. Listed on NASDAQ**  
The public offering raised capital that would serve as "currency to make acquisitions."  
—Dan Frierson



1993

**Carriage Industries and Bretlin Are Acquired**  
Acquires Carriage Industries, a vertically-integrated carpet manufacturer and Bretlin Needlebond, its subsidiary. Dixie Yarns acquired all publicly-held stock of C.H. Masland and Company.



**DEAR SHAREHOLDERS:** 2019 was a year for completing projects and preparing for the next phase in our transition from a carpet and rug supplier into a supplier of fine flooring for both the hard surface and soft surface markets. We completed the consolidation of our AtlasMasland brands, after the decision by one of our suppliers to eliminate a major source of raw materials that was critically important to Atlas. This consolidation, which included shutting down or re-aligning five facilities, moving our commercial tufting operations from California to Alabama and consolidating our commercial sales and marketing, is now complete. As part of this overall restructuring effort we have seen our cost of quality reduced by 28% since 2015. Our head count is down 20% from the beginning of 2018. We reduced our debt by over \$50 million from a combination of the sale of our Susan Street facility and reductions in our working capital through better inventory control and more focus on just in time planning and scheduling since the third quarter of 2018. Through medical plan design changes, we anticipate lowering our cost by over \$2 million per year. Our continued focus on lower costs through our supply chain as well as focus on waste reduction efforts internally have helped us hold the line on costs. 2019 was also a year in which the industry dealt with several headwinds. The overall industry sales were down in carpets and rugs by mid-single digits in dollars and slightly more in units as we have seen a shift to higher value modular carpet tile in

the commercial business. At the start of 2019 we had dealers diverting funds to beat the tariffs by stocking luxury vinyl flooring and diverting investment away from carpet and rugs. Despite all of this, we continued preparing for the future.

Our residential business was impacted by the weakness in soft floorcovering for the industry. The residential soft surface market was down high-single digits in 2019 relative to 2018. We saw increased market share in each residential market except our mass merchant channel. We have seen changes in our mass merchant sales as this channel has shifted more to hard surface flooring products, and we did not repeat a large initial stocking order to this channel which occurred during this period in 2018. This shift at our mass merchant channel impacted our production volumes in the second half of the year. We have a number of initiatives to grow our soft surface product area despite the decline in carpet sales through our mass merchant channel. We are continuing to expand our offering using EnVision™ 6,6 nylon. EnVision™ 6,6 allows us to grow our business using a superior carpet fiber at more moderate price points. We continue to see success with our Energy main street commercial line through our network of high end retailers. We have increased the number of products we offer in our west coast oriented Dixie Home Pacific Living and Masland California Classics carpet lines. Our rug product lines continue to grow in both our Masland and Fabrica brands. In 2020 our



**The Dixie Group Has a New Name**

Shareholders vote to change the company's name to The Dixie Group, Inc. The company acquires Danube Carpet Mills and merges its operations into Candlewick and Carriage Carpets. General Felt Industries is also acquired and merges its needle-bond and artificial turf business into Bretlin.

1997



**FABRICA**

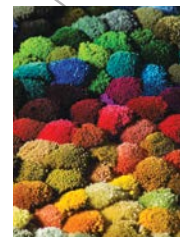
**Fabrica Is Acquired**

Fabrica International is acquired. Dixie's sales decline when the factory-built housing market suddenly plummets.

2000

**Colormaster and Crown Rugs Is Acquired**

Acquires Colormaster, a carpet dyeing facility in Calhoun, GA. Crown Rugs is purchased and merged into the Masland Brand.



2012



1999

**The Dixie Group Successfully Exits the Textile Business**

Dan Frierson told fellow shareholders and associates that it "Marked the end of Dixie as the textile company we have all known since 1920...and the beginning of Dixie as a floorcovering company." It was the finish line as well as the starting gate.

2003 **DIXIE HOME**

**Dixie Home Brand Is Established**

Sells North Georgia yarn extrusion and carpet operations (Carriage Carpets) to focus on the upper end of the carpet market. The Dixie Home brand, aimed to deliver affordable fashion to the residential floorcovering market, is established. Masland's commercial division launches the eNeRGY brand.



Fabrica division is introducing our TECHnique wool collection. This collection uses new technology that gives us a sharp crisp woven look in fine New Zealand wool. We have continued to focus on growing our hard surface sales with the successful launch of TRUCOR™ and TRUCOR™ Prime. Our dealer placements of new displays, along with growing our SKU count in TRUCOR™ by over 40%, has positioned us well for 2020. We are expanding our sales capabilities by adding dedicated hard surface sales representatives to our residential sales team. This will allow us to generate more sales and allow our sales representatives who are dedicated to soft surface in that territory to manage the large number of offerings we currently have in broadloom, rugs, modular and custom opportunities.

Our commercial business has finished its re-alignment and is now excited to introduce one of the most unique innovations in our modular carpet tile offering. The introduction of our Crafted collection with our new Sustaina™ backing is truly a game changer in being environmentally conscious and installer friendly in a beautiful set of patterns that any designer could love. The Sustaina™ modular tile backing system is a PVC and polyurethane free cushion modular carpet tile backing with very high recycled content. The product is breathable and able to be installed in environments up to 99% relative humidity and up to a pH of 12 when utilizing our custom formulated Sustaina™ 99 adhesive. The product provides the cushion backing benefits of

increased under foot comfort, appearance retention and sound absorption. The Crafted collection with our Sustaina™ backing system has an 81.5% total recycled content, the highest available on the market today. We are expanding our capacity in custom commercial rugs as we grow this business which allows our designer customers to make a unique presentation. These unique products, differentiating us in the market place and fulfilling the needs of our discerning environmentally conscious customers, we believe will accelerate our growth in 2020.

As we look at our last 100 years, we see a company that has responded to dramatic market changes while maintaining the core of what we believe, faith in our associates and dedication to serving our customers. We see the year of 2020 as an opportunity to grow with differentiated floorcovering offering as we look forward to the next 100 years. We want to thank our associates for their dedication and hard work this past year. We especially want to thank our customers for their continued support as we have tried to develop products which meet their needs for fine floorcovering products.

Sincerely,



Daniel K. Frierson  
Chairman and Chief Executive Officer



**Atlas Carpet Mills and Burtco Are Acquired**  
Acquires Atlas Carpet Mills, a high end manufacturer of commercial flooring located in Los Angeles, CA. Acquires Burtco, which has become Masland hospitality and a part of our contract offering.

2014



**Atlas and Masland Contract Merge**  
Atlas and Masland Contract merge into one operating division and combine product portfolios, sales force and manufacturing. The corporate office and manufacturing is relocated to Alabama.

2018

2013

**Robertex and Carousel Brands Are Acquired**  
Acquires Robertex and Carousel brands, which are known for producing fine wool floorcovering. Many of the Robertex products are added to the Masland line which help to expand the brand's wool portfolio. The Carousel brand was discontinued.



2017

**Hard Surface Floor Covering**  
Enters into hard surface floor covering segment, introducing Dixie Home and Masland Luxury Vinyl Flooring.



2019

**TruCor™ LVF Launched**







# EXCEPTIONAL RESIDENTIAL PRODUCTS







Fabrica, Masland, Dixie Home, and TRUCOR encompass the brands of our high-end residential flooring products. Each brand has an essential framework to provide differentiated style, design, and quality through product innovation. The goal is to create unique choices that will transform interior spaces by manufacturing products that give the consumer endless opportunities for their home décor. Through an exceptional line of brands, our upper-end residential flooring products are marketed to domestic and international customers in residential markets. While we continue to lead with carpet as our primary offering, we have successfully entered into the hard surface category. TRUCOR™, TRUCOR™ Prime Luxury Vinyl Flooring, and our Fabrica Fine Wood offerings combine to become a perfect complement to our diverse range of flooring options. It is allowing us to compete in the fastest-growing residential flooring segment immediately. Our brands live in the heart of the American Home. We believe that The Dixie Group brands exist to create the world's most beautiful floors.

### Dixie Home

Attainable Style and Beauty. At Dixie Home, we believe all families deserve beautiful flooring that lasts. To fulfill that vision, we drew on decades of textile knowledge and experience. We combined the latest patterns and colors using premium branded yarns and carefully chosen materials. And now, Dixie Home stands up to any lifestyle, because we don't want to be remembered just for our good looks. Today, our mission continues. With beauty that surprises and comfort that performs, Dixie Home we make style work. Live your life on us.

### Masland Carpets and Rugs

Empowerment, creative and limitless. At Masland, we believe in giving customers creative freedom to express themselves. The Masland difference is versatility by design, to give customers what they need to create and transform the space they want, the way they want. To accomplish this, Masland offers a robust selection of flooring types and styles to complement and enhance a wide range of décor. The Masland legacy lives on today through cutting edge designs that are fashion forward, bold and market-centric.

### Fabrica

Uncompromising Craftsmanship. Being "Best in Class" takes tremendous focus and a remarkable commitment to detail. Our Foundational Décor is understated elegance and timeless in its beauty. When it comes to style and design, Fabrica's rich foundational décor doesn't overpower, dominate, or compete with the troves of treasures and trophies that rest upon and surround it. We continue our pursuit of quality without compromise, combining innovative yarn technology with manufacturing excellence to push boundaries in broadloom carpeting.





# SUSTAINABLE COMMERCIAL CRAFTSMANSHIP







AtlasMasland has led the efforts in the development of environmental responsibility as we help our customers achieve the diverse spaces we build products for—hotels, office buildings, government facilities, worship spaces, restaurants, senior living communities, universities, retail and more. All are important aesthetically as we style and manufacture products that will reflect a positive brand image in the best possible way. Additionally, we believe that outstanding design is a two-fold proposition; that environmental responsibility must be on equal footing with interior architecture and design. To that end, our environmental initiatives are solid and serious.

We are especially excited about the launch of our Sustaina™ modular tile backing system. This system is a PVC and polyurethane free cushion modular carpet tile backing with very high recycled content. The product is breathable and able to be installed in environments up to 99% relative humidity and up to a pH of 12 when utilizing our custom formulated Sustaina™ 99 adhesive. The product provides the cushion backing benefits of increased under foot comfort, appearance retention and sound absorption. We have just launched “Crafted” with our Sustaina™ backing system. This product has an 82% total recycled content, which is comprised of 56% pre-consumer and 26% post-consumer, the highest available on the market today. In the Atmore and Saraland facilities for 2018 and 2019, we diverted just under eight million pounds of waste from the landfill. Of the diverted material, 90% has been repurposed into new and usable raw materials. Operationally, since 2014, our commercial manufacturing has reduced electricity by 29%, natural gas by 85%, and water an astounding 97% reduction. Our production facilities are also offset 100% with renewable energy credits where the amount of energy consumed is matched by energy generated through a clean power facility and added back to the national electric grid.

### AtlasMasland

The Dixie Group has combined the Atlas and Masland sales forces and product portfolios creating a unified commercial flooring brand: AtlasMasland. This unification is an exciting opportunity for us to be a greater resource to our customers in the hyper-competitive commercial flooring market. The combined product portfolios of Atlas and Masland leverage a diversity in technologies, yarn systems, and styling which positions AtlasMasland as a comprehensive resource to the commercial flooring market. Whether a project calls for broadloom carpet, modular carpet tile, area rugs, walk-off material or luxury vinyl flooring, AtlasMasland has the product and expertise to service any commercial segment.







THE DIXIE GROUP is the preeminent provider of premium carpets and rugs to both the residential and corporate markets. We are committed to sophistication and style, contemporary color palettes, unique design, and excellent quality in the mid to upper-end categories of flooring. The Dixie Group emphasizes superior product design that continues to lead trends and satisfy the discerning consumer and corporate customer. We aim to satisfy the consumer with recognition, trust, quality, value and inspiration.

Fabrica, Masland and Dixie Home encompass the brands of our sophisticated residential offerings. These brands are known for fine quality and innovative styling that provide beauty and comfort to home interiors. Our residential brands target both great price points as well as fashion-oriented patterns. In 2018, The Dixie Group united Atlas and Masland to create a unified commercial brand. AtlasMasland services the exclusive corporate and hospitality sectors along with all areas of the specified commercial markets. Our commitment is to provide a unique line of brands that satisfy the needs of the premium floor covering market.



FABRICA

DIXIE  
HOME 

Masland







T H E   D I X I E   G R O U P

2019 10-K REPORT





**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the fiscal year ended December 28, 2019**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**Commission File Number 0-2585**



T H E D I X I E G R O U P

**The Dixie Group, Inc.**

(Exact name of registrant as specified in its charter)

<b>Tennessee</b>	<b>62-0183370</b>
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)
<b>475 Reed Road, Dalton, GA 30720</b>	<b>(706) 876-5800</b>
(Address of principal executive offices and zip code)	(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:	Name of each exchange on which registered
Title of Class	NASDAQ Stock Market, LLC
Common Stock, \$3.00 par value	
Securities registered pursuant to Section 12(g) of the Act:	
Title of class	
None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 29, 2019 (the last business day of the registrant's most recently completed fiscal second quarter) was \$7,846,814. The aggregate market value was computed by reference to the closing price of the Common Stock on such date. In making this calculation, the registrant has assumed, without admitting for any purpose, that all executive officers, directors, and holders of more than 10% of a class of outstanding Common Stock, and no other persons, are affiliates. No market exists for the shares of Class B Common Stock, which is neither registered under Section 12 of the Act nor subject to Section 15(d) of the Act.

Indicate the number of shares outstanding of each of the registrant's classes of Common Stock as of the latest practicable date.

Class	Outstanding as of February 21, 2020
Common Stock, \$3.00 Par Value	14,983,013 shares
Class B Common Stock, \$3.00 Par Value	836,669 shares
Class C Common Stock, \$3.00 Par Value	0 shares

**DOCUMENTS INCORPORATED BY REFERENCE**

Specified portions of the following document are incorporated by reference:

Proxy Statement of the registrant for annual meeting of shareholders to be held May 6, 2020 (Part III).

**THE DIXIE GROUP, INC.**

Index to Annual Report  
**on Form 10-K for**  
**Year Ended December 28, 2019**

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## **FORWARD-LOOKING INFORMATION**

This Report contains statements that may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include the use of terms or phrases such as "expects," "estimates," "projects," "believes," "anticipates," "intends," and similar terms and phrases. Such forward-looking statements relate to, among other matters, our future financial performance, business prospects, growth strategies or liquidity. The following important factors may affect our future results and could cause those results to differ materially from our historical results; these factors include, in addition to those "Risk Factors" detailed in Item 1A of this report, and described elsewhere in this document, the cost and availability of capital, raw material and transportation costs related to petroleum price levels, the cost and availability of energy supplies, the loss of a significant customer or group of customers, the ability to attract, develop and retain qualified personnel, materially adverse changes in economic conditions generally in carpet, rug and floorcovering markets we serve and other risks detailed from time to time in our filings with the Securities and Exchange Commission.

## PART I.

### Item 1. BUSINESS

#### General

Our business consists principally of marketing, manufacturing and selling floorcovering products to high-end residential and commercial customers through our various sales forces and brands. We focus exclusively on the upper-end of the floorcovering market where we believe we have strong brands and competitive advantages with our style and design capabilities and customer relationships. Our Fabrica, Masland, and Dixie Home brands have a significant presence in the high-end residential floorcovering markets. Our Atlas | Masland Contract brand participates in the upper-end specified commercial marketplace. Dixie International sells all of our brands outside of the North American market.

Our business is primarily concentrated in areas of the soft floorcovering markets which include broadloom carpet, carpet tiles and rugs. However, over the past few years, there has been a significant shift in the flooring marketplace as hard surface products have grown at a rate much faster than soft surface products. We have responded to this accelerated shift to hard surface flooring by launching several initiatives in both our residential and commercial brands. Our commercial business offers luxury vinyl flooring (“LVF”) products under the Calibré brand in the commercial markets. Within the residential markets we launched TRUCOR™ and TRUCOR Prime™ offering LVF products. In 2020 we are increasing the number of items in our TRUCOR™ family of products by over 40%. We are featuring a new innovation in LVF tile with our “Integrated Grout Technology” where the locking system is engineered to simulate a real grout line. We are launching our new TRUCOR Prime™ WPC program, including 18 oversized planks, featuring our XXL plank, the longest and widest rigid core plank product on the market. We are expanding our Fabrica wood program with nine new products including European White Oak and American Hickory. We continue to innovate in our soft floorcovering residential markets with around 50 new styles launching in 2020, including STAINMASTER®, EnVision 6,6™, and Strongwool. We continue to be a leading manufacturer in STAINMASTER® carpet and are proud to launch some of the most unique and beautiful STAINMASTER® products on the market. We are diversifying our product offering with our new EnVision 6,6™ program. We are featuring a patent pending yarn innovation, Colorplay, in a new PetProtect® product named Grace, in our Masland product line. This Colorplay innovation gives us a unique color story for solution dyed nylon, with natural striations across 16 different colors. We are very excited about a new tufting technology, “TECHnique”, which is being showcased in our Masland and Fabrica lines. TECHnique delivers a woven visual with a crisp clean finish and products that are more work of art than floor covering. In the soft floorcovering commercial market, we have introduced one of the most unique innovations: Crafted Collection with Sustaina™ backing. This environmentally conscious and installer friendly product line comes in a beautiful set of patterns. The Sustaina™ modular tile backing system is a PVC and polyurethane free cushion modular carpet tile backing with very high recycled content.

We have one reportable segment, Floorcovering, which is comprised of two operating segments, Residential and Commercial. We have aggregated the two operating segments into one reporting segment because they have similar economic characteristics, and the operating segments are similar in all of the following areas: (a) the nature of the products and services; (b) the nature of the production processes; (c) the type or class of customer for their products and services; (d) the methods used to distribute their products or provide their services; and (e) the nature of the regulatory environment.

#### Our Brands

Our brands are well known, highly regarded and complementary; by being differentiated, we offer meaningful alternatives to the discriminating customer.

**Fabrica** markets and manufactures luxurious residential carpet, custom rugs, and engineered wood at selling prices that we believe are approximately five times the average for the residential soft floorcovering industry. Its primary customers are interior decorators and designers, selected retailers and furniture stores, luxury home builders and manufacturers of luxury motor coaches and yachts. Fabrica is among the leading premium brands in the domestic marketplace and is known for styling innovation and unique colors and patterns. Fabrica consists of extremely high quality carpets and area rugs in both nylon and wool, with a wide variety of patterns and textures. Fabrica is viewed by the trade as the premier quality brand for very high-end carpet and enjoys an established reputation as a styling trendsetter and a market leader in providing both custom and designer products to the very high-end residential sector.

**Masland Residential**, founded in 1866, markets and manufactures design-driven specialty carpets and rugs for the high-end residential marketplace. In addition, it offers luxury vinyl flooring products to the marketplace it serves. Its residential and commercial broadloom carpet products are marketed at selling prices that we believe are over three times the average for the residential soft floorcovering industry. Its products are marketed through the interior design community, as well as to consumers through specialty floorcovering retailers. Masland Residential has strong brand recognition within the upper-end residential market. Masland Residential competes through innovative styling, color, product design, quality and service.

**Dixie Home** provides stylishly designed, differentiated products that offer affordable fashion to residential consumers. Dixie Home markets an array of residential tufted broadloom carpet and rugs to selected retailers and home centers under the Dixie Home and private label brands. In addition, it offers luxury vinyl flooring products to the marketplace it serves. Its objective is to make the Dixie



Home brand the choice for styling, service and quality in the more moderately priced sector of the high-end residential market. Its products are marketed at selling prices which we believe average two times the soft floorcovering industry's average selling price.

**Atlas | Masland Contract** is our combined brand of the former Atlas Carpet Mills and Masland Contract. We strategically re-aligned our business in 2018 by merging the two brands into one cohesive operating unit with a broader array of products but a single management, marketing, back office, manufacturing and sales structure to serve the specified commercial marketplace. Its commercial products are marketed to the architectural and specified design community and directly to commercial end users, as well as to consumers through specialty floorcovering retailers. Atlas | Masland Contract also sells to the hospitality market with both custom designed and running line products. Utilizing computerized yarn placement technology, as well as offerings utilizing our state of the art Infinity tufting technology, this brand provides excellent service and design flexibility to the hospitality market serving upper-end hotels, conference centers and senior living markets. Its broadloom, rug product and luxury vinyl flooring offerings are designed for the interior designer in the upper-end of the hospitality market who appreciates sophisticated texture, color and patterns with excellent service. Atlas | Masland Contract has strong brand recognition within the upper-end contract market, and competes through innovative styling, color, patterns, quality and service.

## **Industry**

We are a flooring manufacturer in an industry composed of a wide variety of companies from small privately held firms to large multinationals. In 2018, according to the most recent information available, the U.S. floorcovering industry reported \$27.2 billion in sales, up approximately 5.7% over 2017's sales of \$25.7 billion. In 2018, the primary categories of flooring in the U.S., based on sales dollars, were carpet and rug (43%), ceramic tile (14%), wood (13%), luxury vinyl flooring (LVF) (13%), vinyl (7%), stone (6%) and laminate and other (4%). In 2018, the primary categories of flooring in the U.S., based on square feet, were carpet and rug (48%), ceramic tile (14%), vinyl (12%), luxury vinyl flooring (12%), wood (7%), laminate (4%) and stone and other (3%). Each of these categories is influenced by the residential construction, commercial construction, and residential remodeling markets. These markets are influenced by many factors including consumer confidence, spending for durable goods, turnover in housing and the overall strength of the economy.

The carpet and rug category has two primary markets, residential and commercial, with the residential market making up the largest portion of the industry's sales. A substantial portion of industry shipments is made in response to replacement demand. Residential products consist of broadloom carpets and rugs in a broad range of styles, colors and textures. Commercial products consist primarily of broadloom carpet and modular carpet tile for a variety of institutional applications such as office buildings, restaurant chains, schools and other commercial establishments. The carpet industry also manufactures carpet for the automotive, recreational vehicle, small boat and other industries.

The Carpet and Rug Institute (the "CRI") is the national trade association representing carpet and rug manufacturers. Information compiled by the CRI suggests that the domestic carpet and rug industry is comprised of fewer than 100 manufacturers, with a significant majority of the industry's production concentrated in a limited number of manufacturers focused on the lower end of the price curve. We believe that this industry focus provides us with opportunities to capitalize on our competitive strengths in selected markets where innovative styling, design, product differentiation, focused service and limited distribution add value.

## **Competition**

The floorcovering industry is highly competitive. We compete with other carpet, rug and hard surface manufacturers. In addition, the industry provides multiple floorcovering surfaces such as luxury vinyl tile and wood. Though soft floorcovering is still the dominant floorcovering surface, it has gradually lost market share to hard floorcovering surfaces over the last 25 years. We believe our products are among the leaders in styling and design in the high-end residential and high-end commercial carpet markets. However, a number of manufacturers produce competitive products and some of these manufacturers have greater financial resources than we do.

We believe the principal competitive factors in our primary floorcovering markets are styling, color, product design, quality and service. In the high-end residential and commercial markets, we compete with various other floorcovering suppliers. Nevertheless, we believe we have competitive advantages in several areas. We have an attractive portfolio of brands that we believe are well known, highly regarded by customers and complementary; by being differentiated, we offer meaningful alternatives to the discriminating customer. We believe our investment in new yarns, such as Stainmaster's® LiveWell™ and PetProtect™, and innovative tufting and dyeing technologies, strengthens our ability to offer product differentiation to our customers. In addition, we have established longstanding relationships with key suppliers, such as the providers of Stainmaster® for which we utilize both branded yarns and luxury vinyl flooring, and significant customers in most of our markets. Finally, our reputation for innovative design excellence and our experienced management team enhance our competitive position. See "Risk Factors" in Item 1A of this report.

## **Backlog**

Sales order backlog is not material to understanding our business, due to relatively short lead times for order fulfillment in the markets for the vast majority of our products.

## Trademarks

Our floorcovering businesses own a variety of trademarks under which our products are marketed. Among such trademarks, the names "Fabrica", "Masland", "Dixie Home", "Atlas", "Masland Contract" and "Masland Hospitality" are of greatest importance to our business. We believe that we have taken adequate steps to protect our interest in all significant trademarks.

## Customer and Product Concentration

As a percentage of our net sales, one customer, a mass merchant, accounted for approximately 11% in 2019, 13% in 2018, and 14% in 2017 and as a percentage of our customer's trade accounts receivable, accounted for approximately 18% in 2019 and 34% in 2018. No other customer was more than 10 percent of our sales during the periods presented. During 2019, sales to our top ten customers accounted for approximately 15% of our sales and our top 20 customers accounted for approximately 18% of our sales. We do not make a material amount of sales in foreign countries.

We do not have any single class of products that accounts for more than 10 percent of our sales. However, sales of our floorcovering products may be classified by significant end-user markets into which we sell, and such information for the past three years is summarized as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Residential floorcovering products	72%	72%	68%
Commercial floorcovering products	28%	28%	32%

## Seasonality

Our sales historically have normally reached their lowest level in the first quarter (approximately 24% of our annual sales), with the remaining sales being distributed relatively equally among the second, third and fourth quarters. Working capital requirements have normally reached their highest levels in the third and fourth quarters of the year.

## Environmental

Our operations are subject to federal, state and local laws and regulations relating to the generation, storage, handling, emission, transportation and discharge of materials into the environment. The costs of complying with environmental protection laws and regulations have not had a material adverse impact on our financial condition or results of operations in the past. See "Risk Factors" in Item 1A of this report.

## Raw Materials

Our primary raw material is bulk continuous filament for yarn. Nylon is the primary yarn we utilize and, to a lesser extent, wool and polyester yarn is used. Additionally, we utilize polypropylene carpet backing, latex, dyes and chemicals, and man-made topical applications in the construction of our products. Our synthetic yarns are purchased primarily from domestic fiber suppliers and wool is purchased from a number of international sources. Our other raw materials are purchased primarily from domestic suppliers, although the majority of our luxury vinyl tile is sourced outside the United States. Where possible, we pass raw material price increases through to our customers; however, there can be no assurance that price increases can be passed through to customers and that increases in raw material prices will not have an adverse effect on our profitability. See "Risk Factors" in Item 1A of this report. We purchase a significant portion of our primary raw material (nylon yarn) from one supplier. We believe there are other sources of nylon yarn; however, an unanticipated termination or interruption of our supply arrangements could adversely affect our supplies of raw materials and could have a material effect on our operations. See "Risk Factors" in Item 1A of this report.

## Utilities

We use electricity as our principal energy source, with oil or natural gas used in some facilities for dyeing and finishing operations as well as heating. We have not experienced any material problem in obtaining adequate supplies of electricity, natural gas or oil. Energy shortages of extended duration could have an adverse effect on our operations, and price volatility could negatively impact future earnings. See "Risk Factors" in Item 1A of this report.

## Working Capital

We are required to maintain significant levels of inventory in order to provide the enhanced service levels demanded by the nature of our business and our customers, and to ensure timely delivery of our products. Consistent and dependable sources of liquidity are required to maintain such inventory levels. Failure to maintain appropriate levels of inventory could materially adversely affect our relationships with our customers and adversely affect our business. See "Risk Factors" in Item 1A of this report.

## Employment Level

At December 28, 2019, we employed 1,526 associates in our operations.

## Available Information

Our internet address is [www.thedixiegroup.com](http://www.thedixiegroup.com). We make the following reports filed by us with the Securities and Exchange Commission available, free of charge, on our website under the heading "Investor Relations":

1. annual reports on Form 10-K;
2. quarterly reports on Form 10-Q;
3. current reports on Form 8-K; and
4. amendments to the foregoing reports.

The contents of our website are not a part of this report.

## Item 1A. RISK FACTORS

**In addition to the other information provided in this Report, the following risk factors should be considered when evaluating the results of our operations, future prospects and an investment in shares of our Common Stock. Any of these factors could cause our actual financial results to differ materially from our historical results, and could give rise to events that might have a material adverse effect on our business, financial condition and results of operations.**

**The floorcovering industry is sensitive to changes in general economic conditions and a decline in residential or commercial construction activity or corporate remodeling and refurbishment could have a material adverse effect on our business.**

The floorcovering industry, in which we participate, is highly dependent on general economic conditions, such as consumer confidence and income, corporate and government spending, interest rate levels, availability of credit and demand for housing. We derive a majority of our sales from the replacement segment of the market. Therefore, economic changes that result in a significant or prolonged decline in spending for remodeling and replacement activities could have a material adverse effect on our business and results of operations.

The floorcovering industry is highly dependent on construction activity, including new construction, which is cyclical in nature. The U.S. and global economies, along with the residential and commercial markets in such economies, can negatively impact the floorcovering industry and our business. Although the impact of a decline in new construction activity is typically accompanied by an increase in remodeling and replacement activity, these activities typically lag during a cyclical downturn. Although the difficult economic conditions have improved since the last cyclical downturn in 2008, there may be additional downturns that could cause the industry to deteriorate in the foreseeable future. A significant or prolonged decline in residential or commercial construction activity could have a material adverse effect on our business and results of operations.

**We have significant levels of sales in certain channels of distribution and reduction in sales through these channels could adversely affect our business.**

A significant amount of our sales are generated through a certain mass merchant retailer. A significant reduction of sales through this channel could adversely affect our business. Such a shift could occur if this retailer decided to reduce the amount of emphasis on soft surface flooring or determine that our concentration of better goods was not advantageous to their marketing program. We have seen a change in strategy by this customer to emphasize products at a lower price point than we currently offer.

**We have significant levels of indebtedness that could result in negative consequences to us.**

We have a significant amount of indebtedness relative to our equity. Insufficient cash flow, profitability, or the value of our assets securing our loans could have a material adverse effect on our ability to generate sufficient funds to satisfy the terms of our senior loan agreements and other debt obligations. Additionally, the inability to access debt or equity markets at competitive rates in sufficient amounts to satisfy our obligations could adversely impact our business. Further, our trade relations depend on our economic viability and insufficient capital could harm our ability to attract and retain customers and or supplier relationships.

**Uncertainty in the credit market or downturns in the economy and our business could affect our overall availability and cost of credit.**

Uncertainty in the credit markets could affect the availability and cost of credit. Despite recent improvement in overall economic conditions, market conditions could impact our ability to obtain financing in the future, including any financing necessary to refinance existing indebtedness. The cost and terms of such financing is uncertain. Continued operating losses could affect our ability to continue to access the credit markets under our current terms and conditions. These and other economic factors could have a material adverse effect on demand for our products and on our financial condition and operating results.



**If our stock price were to fall below \$1.00 for an extended time, our common stock may be subject to delisting from The NASDAQ Stock Market.**

NASDAQ Marketplace Rule 5550(a)(2) requires that, for continued listing on the exchange, we must maintain a minimum bid price of \$1 per share. Should the price of our stock close below \$1 per share for 30 consecutive business days we will have 180 days to bring the price per share up above \$1. If we are not able stay in compliance with the relevant NASDAQ bid price listing rule, there is a risk that our common stock may be delisted from NASDAQ, which would adversely impact liquidity of our common stock and potentially result in even lower bid process for our common stock.

**Our stock price has been and could remain volatile, which could further adversely affect the market price of our stock, our ability to raise additional capital and/or cause us to be subject to securities class action litigation.**

The market price of our common stock has historically experienced and may continue to experience significant volatility. Our progress in restructuring our business, our quarterly operating results, our perceived prospects, lack of securities analysts' recommendations or earnings estimates, changes in general conditions in the economy or the financial markets, adverse events related to our strategic relationships, significant sales of our common stock by existing stockholders, and other developments affecting us or our competitors could cause the market price of our common stock to fluctuate substantially. In addition, in recent years, the stock market has experienced significant price and volume fluctuations. This volatility has affected the market prices of securities issued by many companies for reasons unrelated to their operating performance and may adversely affect the price of our common stock. Such market price volatility could adversely affect our ability to raise additional capital. In addition, we may be subject to securities class action litigation as a result of volatility in the price of our common stock, which could result in substantial costs and diversion of management's attention and resources and could harm our stock price, business, prospects, results of operations and financial condition.

**We face intense competition in our industry, which could decrease demand for our products and could have a material adverse effect on our profitability.**

The floorcovering industry is highly competitive. We face competition from a number of domestic manufacturers and independent distributors of floorcovering products and, in certain product areas, foreign manufacturers. Significant consolidation within the floorcovering industry has caused a number of our existing and potential competitors to grow significantly larger and have greater access to resources and capital than we do. Maintaining our competitive position may require us to make substantial additional investments in our product development efforts, manufacturing facilities, distribution network and sales and marketing activities. These additional investments may be limited by our access to capital, as well as restrictions set forth in our credit facilities. Competitive pressures and the accelerated growth of hard surface alternatives, have resulted in decreased demand for our soft floorcovering products and in the loss of market share to hard surface products. As a result, competition from providers of other soft surfaces has intensified and may result in decreased demand for our products. In addition, we face, and will continue to face, competitive pressures on our sales price and cost of our products. As a result of any of these factors, there could be a material adverse effect on our sales and profitability.

**If we are unable to anticipate consumer preferences and successfully develop and introduce new, innovative and updated products, we may not be able to maintain or increase our net revenues and profitability.**

Our success depends on our ability to identify and originate product trends as well as to anticipate and react to changing consumer demands in a timely manner. All of our products are subject to changing consumer preferences that cannot be predicted with certainty. In addition, long lead times for certain products may make it hard for us to quickly respond to changes in consumer demands. Recently we have seen the supply of white dyeable yarns for the commercial business decline and that has forced us to transition to new products faster than was originally intended. If we fail to successfully replace those products with equally desirable products to the marketplace, we will lose sales volume. Our new products may not receive consumer acceptance as consumer preferences could shift rapidly to different types of flooring products or away from these types of products altogether, and our future success depends in part on our ability to anticipate and respond to these changes. Failure to anticipate and respond in a timely manner to changing consumer preferences could lead to, among other things, lower sales and excess inventory levels, which could have a material adverse effect on our financial condition.

**Raw material prices may vary and the inability to either offset or pass on such cost increases or avoid passing on decreases larger than the cost decrease to our customers could have a material adverse effect on our business, results of operations and financial condition.**

We require substantial amounts of raw materials to produce our products, including nylon and polyester yarn, as well as wool yarns, synthetic backing, latex, and dyes. Substantially all of the raw materials we require are purchased from outside sources. The prices of raw materials and fuel-related costs vary significantly with market conditions. The fact that we source a significant amount of raw materials means that several months of raw materials and work in process are moving through our supply chain at any point in time. We are sourcing the majority of our new luxury vinyl flooring and wood product lines from overseas. We are not able to predict whether commodity costs will significantly increase or decrease in the future. If commodity costs increase in the future and we are not able to reduce or eliminate the effect of the cost increases by reducing production costs or implementing price increases, our

profit margins could decrease. If commodity costs decline, we may experience pressures from customers to reduce our selling prices. The timing of any price reductions and decreases in commodity costs may not align. As a result, our margins could be affected.

**Unanticipated termination or interruption of our arrangements with third-party suppliers of nylon yarn could have a material adverse effect on us.**

Nylon yarn is the principal raw material used in our floorcovering products. A significant portion of such yarn is purchased from one supplier. Our yarn supplier is one of the leading fiber suppliers within the industry and is the exclusive supplier of certain innovative branded fiber technology upon which we rely. We believe our offerings of this innovative fiber technology contribute materially to the competitiveness of our products. While we believe there are other sources of nylon yarns, an unanticipated termination or interruption of our current supply of branded nylon yarn could have a material adverse effect on our ability to supply our products to our customers and have a material adverse impact on our competitiveness if we are unable to replace our nylon supplier with another supplier that can offer similar innovative and branded fiber products. We have had a disruption in our supply of white dyeable yarns for the commercial market place which has resulted in our taking additional charges for the write down of certain inventories. An interruption in the supply of these or other raw materials or sourced products used in our business or in the supply of suitable substitute materials or products would disrupt our operations, which could have a material adverse effect on our business. We continually evaluate our sources of yarn for competitive costs, performance characteristics, brand value, and diversity of supply.

**We rely on information systems in managing our operations and any system failure or deficiencies of such systems may have an adverse effect on our business.**

Our businesses rely on sophisticated systems to obtain, rapidly process, analyze and manage data. We rely on these systems to, among other things, facilitate the purchase, manufacture and distribution of our products; receive, process and ship orders on a timely basis; and to maintain accurate and up-to-date operating and financial data for the compilation of management information. We rely on our computer hardware, software and network for the storage, delivery and transmission of data to our sales and distribution systems, and certain of our production processes are managed and conducted by computer. Any damage by unforeseen events or system failure which causes interruptions to the input, retrieval and transmission of data or increase in the service time, whether caused by human error, natural disasters, power loss, computer viruses, intentional acts of vandalism, various forms of cybercrimes including and not limited to hacking, intrusions and malware or otherwise, could disrupt our normal operations. There can be no assurance that we can effectively carry out our disaster recovery plan to handle the failure of our information systems, or that we will be able to restore our operational capacity within sufficient time to avoid material disruption to our business. The occurrence of any of these events could cause unanticipated disruptions in service, decreased customer service and customer satisfaction and harm to our reputation, which could result in loss of customers, increased operating expenses and financial losses. Any such events could in turn have a material adverse effect on our business, financial condition, results of operations, and prospects.

**The long-term performance of our business relies on our ability to attract, develop and retain qualified personnel.**

To be successful, we must attract, develop and retain qualified and talented personnel in management, sales, marketing, product design and operations. We compete with other floorcovering companies for these employees and invest resources in recruiting, developing, motivating and retaining them. The failure to attract, develop, motivate and retain key employees could negatively affect our business, financial condition and results of operations.

**We are subject to various governmental actions that may interrupt our supply of materials.**

We import most of our luxury vinyl flooring ("LVF"), some of our wood offering, some of our rugs and broadloom offerings. Though currently a small part of our business, the growth in LVF products is an important product offering to provide our customers a complete selection of flooring alternatives. Recently there have been trade proposals that threatened these product categories with added tariffs which would make our offerings less competitive compared to those manufactured in other countries or produced domestically. These proposals, if enacted, or if expanded, or imposed for a significant period of time, would materially interfere with our ability to successfully enter into these product categories and could have a material adverse effect upon the company's cost of goods and results of operations. Further, our suppliers have experienced disruptions relative to actions taken by the Chinese government to control the COVID-19 coronavirus.

**We may experience certain risks associated with internal expansion, acquisitions, joint ventures and strategic investments.**

We continually look for strategic and tactical initiatives, including internal expansion, acquisitions and investment in new products, to strengthen our future and to enable us to return to sustained growth and to achieve profitability. Growth through expansion and acquisition involves risks, many of which may continue to affect us after the acquisition or expansion. An acquired company, operation or internal expansion may not achieve the levels of revenue, profitability and production that we expect. The combination of an acquired company's business with ours involves risks. Further, internally generated growth that involves expansion involves risks as well. Such risks include the integration of computer systems, alignment of human resource policies and the retention of valued talent. Reported earnings may not meet expectations because of goodwill and intangible asset impairment, other asset impairments, increased interest costs and issuance of additional securities or debt as a result of these acquisitions. We may also face challenges

in consolidating functions and integrating our organizations, procedures, operations and product lines in a timely and efficient manner.

The diversion of management attention and any difficulties encountered in the transition and integration process could have a material adverse effect on our revenues, level of expenses and operating results. Failure to successfully manage and integrate an acquisition with our existing operations or expansion of our existing operations could lead to the potential loss of customers of the acquired or existing business, the potential loss of employees who may be vital to the new or existing operations, the potential loss of business opportunities or other adverse consequences that could have a material adverse effect on our business, financial condition and results of operations. Even if integration occurs successfully, failure of the expansion or acquisition to achieve levels of anticipated sales growth, profitability or productivity, or otherwise perform as expected, may have a material adverse effect on our business, financial condition and results of operations.

**We are subject to various environmental, safety and health regulations that may subject us to costs, liabilities and other obligations, which could have a material adverse effect on our business, results of operations and financial condition.**

We are subject to various environmental, safety and health and other regulations that may subject us to costs, liabilities and other obligations which could have a material adverse effect on our business. The applicable requirements under these laws are subject to amendment, to the imposition of new or additional requirements and to changing interpretations of agencies or courts. We could incur material expenditures to comply with new or existing regulations, including fines and penalties and increased costs of our operations. Additionally, future laws, ordinances, regulations or regulatory guidelines could give rise to additional compliance or remediation costs that could have a material adverse effect on our business, results of operations and financial condition. For example, producer responsibility regulations regarding end-of-life disposal could impose additional cost and complexity to our business.

Various federal, state and local environmental laws govern the use of our current and former facilities. These laws govern such matters as:

- Discharge to air and water;
- Handling and disposal of solid and hazardous substances and waste, and
- Remediation of contamination from releases of hazardous substances in our facilities and off-site disposal locations.

Our operations also are governed by laws relating to workplace safety and worker health, which, among other things, establish noise standards and regulate the use of hazardous materials and chemicals in the workplace. We have taken, and will continue to take, steps to comply with these laws. If we fail to comply with present or future environmental or safety regulations, we could be subject to future liabilities. However, we cannot ensure that complying with these environmental or health and safety laws and requirements will not adversely affect our business, results of operations and financial condition.

**We may be exposed to litigation, claims and other legal proceedings in the ordinary course of business relating to our products or business, which could have a material adverse effect on our business, results of operations and financial condition.**

In the ordinary course of business, we are subject to a variety of work-related and product-related claims, lawsuits and legal proceedings, including those relating to product liability, product warranty, product recall, personal injury, and other matters that are inherently subject to many uncertainties regarding the possibility of a loss to our business. Such matters could have a material adverse effect on our business, results of operations and financial condition if we are unable to successfully defend against or resolve these matters or if our insurance coverage is insufficient to satisfy any judgments against us or settlements relating to these matters. Although we have product liability insurance, the policies may not provide coverage for certain claims against us or may not be sufficient to cover all possible liabilities. Further, we may not be able to maintain insurance at commercially acceptable premium levels. Additionally, adverse publicity arising from claims made against us, even if the claims are not successful, could adversely affect our reputation or the reputation and sales of our products.

**Our business operations could suffer significant losses from natural disasters, pandemics, catastrophes, fire or other unexpected events.**

Many of our business activities involve substantial investments in manufacturing facilities and many products are produced at a limited number of locations. These facilities could be materially damaged by natural disasters, such as floods, tornadoes, hurricanes and earthquakes, or by fire or other unexpected events such as adverse weather conditions or other disruptions to our facilities, supply chain or our customer's facilities. We could incur uninsured losses and liabilities arising from such events, including damage to our reputation, and/or suffer material losses in operational capacity, which could have a material adverse impact on our business, financial condition and results of operations.

Our operations, suppliers, customers and the consumers and markets they serve could be disrupted by a pandemic, such as the COVID-19 coronavirus. Such a pandemic could adversely impact our business, directly or indirectly, through market disruption, supply chain interruption or reduced demand for our products. Our suppliers for a portion of our hard surface products have experienced disruptions in operations as a result of the COVID-19 coronavirus.



**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

The following table lists our facilities according to location, type of operation and approximate total floor space as of February 21, 2020:

Location	Type of Operation	Approximate Square Feet
Administrative:		
Saraland, AL*	Administrative	29,000
Santa Ana, CA*	Administrative	4,000
Calhoun, GA	Administrative	10,600
Dalton, GA*	Administrative	50,800
	Total Administrative	94,400
Manufacturing and Distribution:		
Atmore, AL	Carpet Manufacturing, Distribution	610,000
Roanoke, AL	Carpet Yarn Processing	204,000
Saraland, AL*	Carpet, Rug and Tile Manufacturing, Distribution	384,000
Porterville, CA*	Carpet Yarn Processing	249,000
Santa Ana, CA*	Carpet and Rug Manufacturing, Distribution	200,000
Adairsville, GA	Samples and Rug Manufacturing, Distribution	292,000
Calhoun, GA *	Distribution	99,000
Calhoun, GA	Carpet Dyeing & Processing	193,300
Eton, GA	Carpet Manufacturing, Distribution	408,000
Dalton, GA*	Samples Warehouse and Distribution	40,000
	Total Manufacturing and Distribution	2,679,300
* Leased properties	TOTAL	2,773,700

In addition to the facilities listed above, we lease a small amount of office space in various locations.

In our opinion, our manufacturing facilities are well maintained and our machinery is efficient and competitive. Operations of our facilities generally vary between 120 and 168 hours per week. Substantially all of our owned properties are subject to mortgages, which secure the outstanding borrowings under our senior credit facilities.

**Item 3. LEGAL PROCEEDINGS**

We have been sued, together with 3M Company and approximately 30 other named defendants and unnamed "fictitious defendants" including various carpet manufacturers and suppliers, in four lawsuits whereby the plaintiffs seek monetary damages and injunctive relief related to the manufacture, supply, and/or use of certain chemical products in the manufacture, finishing, and treatment of carpet products in the Dalton, Georgia area. These chemical products allegedly include without limitation perfluorinated compounds ("PFC") such as perfluorinated acid ("PFOA") and perfluorooctane sulfonate ("PFOS"). In each lawsuit, the plaintiff(s) alleges that, as a consequence of these actions, these chemical compounds discharge or leach into the water systems around Dalton and then flow into the waters in or near the water bodies from which the plaintiff(s) draw for drinking water.

Two of these lawsuits were filed in Alabama. The first lawsuit in Alabama was filed on September 22, 2016 by The Water Works and Sewer Board of the City of Gadsden (Alabama) in the Circuit Court of Etowah County, Alabama (styled *The Water Works and Sewer Board of the City of Gadsden v. 3A1 Company, et al.*, Civil Action No. 31-CV-2016-900676.00). The second lawsuit in Alabama was filed on May 15, 2017 by The Water Works and Sewer Board of the Town of Centre (Alabama) in the Circuit Court of Cherokee County, Alabama (styled *The Water Works and Sewer Board of the Town of Centre v. 3M Company, et al.*, Civil Action No. 13-CV- 2017-900049.00). In each of these Alabama lawsuits, the plaintiff seeks damages that include but are not limited to the expenses associated with the future installation and operation of a filtration system capable of removing from the water the chemicals that are allegedly present as a result of the manufacturing and treatment process described above. Each plaintiff requests a jury trial, does not specify an amount of damages other than an assertion that its damages exceed \$10,000.00, and requests

injunctive relief. We have answered the complaint in each of these lawsuits, intend to defend those matters vigorously, and are unable to estimate our potential exposure to loss, if any, for these lawsuits at this time.

The other two lawsuits were filed in Georgia. The first lawsuit in Georgia was filed on November 19, 2019 by the City of Rome (Georgia) in the Superior Court of Floyd County, Georgia (styled *The City of Rome, Georgia v. 3A1 Company, et al.*, No. 19CV02405JFL003). The plaintiff in that case also seeks damages that include without limitation the expenses associated with the future installation and operation of a filtration system capable of removing from the water the chemicals that are allegedly present as a result of the manufacturing and treatment process described above. The plaintiff requests a jury trial and also seeks injunctive relief. While the amount of damages is unspecified, the plaintiff asserts it has spent "tens of millions" to remove the chemicals from the county's water supply and will incur additional costs related to removing such chemicals in the future. We have answered the complaint, intend to defend the matter vigorously, and are unable to estimate our potential exposure to loss, if any, at this time.

The second lawsuit in Georgia was filed on November 26, 2019 and is presented as a class action lawsuit by and on behalf of a class of persons who obtain drinking water from the City of Rome, Georgia and the Floyd County Water Department (and similarly situated persons) (generally, for these purposes, residents of Floyd County) (styled *Jarrold Johnson v. 3M Company, et al.*, Civil Action No. 19-CV-02448-JFL-003) (the "Class Action Lawsuit"). The plaintiffs in this case allege their damages include without limitation the surcharges incurred for the costs of partially filtering the chemicals from their drinking water. The Complaint requests a jury trial and asserts damages unspecified in amount, in addition to requests for injunctive relief.

The Canyons Grand Summit Resort Hotel Owner's Association, Inc. has filed a lawsuit against us in the state of Utah (styled *The Canyons Grand Summit Resort Hotel Owners Association, Inc. v. The Dixie Group Inc. dba Masland Contract Carpet*, in the Third District Court, State of Utah, Summit County, Silver Summit Department, Civil No. 190500139) regarding a large quantity of carpet purchased for a hotel. The claim asserts that we manufactured and delivered carpet that did not meet the proper specifications. The plaintiff seeks damages "in an amount not less than \$500,000" and does not request a jury trial. We have answered the complaint, intend to defend the matter vigorously, and are unable to estimate our potential exposure to loss, if any, at this time.

On November 16, 2018 the Superior Court of the State of California granted preliminary approval of a class action settlement in the matter of Carlos Garcia v. Fabrica International, Inc. et al Orange County Superior Court Case No. 30-2017-00949461-CU-OE-CXC. The court further approved the procedures for Settlement Class Members to opt-out of or object to the Settlement. The terms of the settlement provide that Fabrica, a wholly owned subsidiary of ours, has agreed to pay \$1,514,000 (the "Gross Settlement Amount") to fully resolve all claims in the Lawsuit, including payments to Settlement Class Members, Class Counsel's attorneys' fees and expenses, settlement administration costs, and the Class Representative's Service Award. The amount of the proposed settlement was recorded during the quarter ended June 30, 2018. The deadline for class members to opt-out was February 1, 2019. The deadline for the plaintiff to file a motion for final approval of the class action settlement was March 29, 2019. The final fairness hearing took place on April 12, 2019 with final approval being granted. The payment of the settlement occurred in October, 2019.

We are one of multiple parties to three lawsuits filed in Madison County Illinois, styled Brenda Bridgeman, Individually and as Special Administrator of the Estate of Robert Bridgeman, Deceased, vs. American Honda Motor Co., Inc., f/k/a Metropolitan Life Insurance Co., et al No. 15-L-374, styled Charles Anderson, Pltf., vs. 3M Company, et al, No. 17-L-525 and styled Danny Atkins and Pamela Atkins, Pltfs., vs. Aurora Pump Company, et al. No. 18-L-2. All three lawsuits entail a claim for damages to be determined in excess of \$50,000 filed on behalf of either a former employee or the estate of an individual which alleges that the deceased contracted mesothelioma as a result of exposure to asbestos while employed by us. Discovery in each matter is ongoing, and a tentative trial date has been set for one of the cases. We have denied liability, are defending the matters vigorously and are unable to estimate our potential exposure to loss, if any, at this time. In August of 2017, the lawsuit styled Sandra D. Watts, Individually and as Special Administrator of the Estate of Dianne Averett, Deceased vs. 4520 Corp., Inc. f/k/a Benjamin F. Shaw Company, et al No. 12-L-2032 was placed in the category of "special closed with settlements and bankruptcy claims pending" to all remaining defendants. In March 2018, the lawsuit styled Charles Anderson, Individually and as Special Administrator of the Estate of Charles Anderson, Deceased vs. 3M Company, et al, No. 17-L-525 was dismissed without prejudice. In October 2018, the lawsuit styled Danny Atkins and Pamela Atkins, Pltfs., vs. Aurora Pump Company, et al. No. 18-L-2 was dismissed without prejudice.

See Note 21 under the Notes to Consolidated Financial Statements for discussion of a series of workers compensation claims filed related to the closure of manufacturing facilities in California.

#### **Item 4. MINE SAFETY DISCLOSURES**

Not applicable.

Pursuant to instruction G of Form 10-K the following is included as an unnumbered item to PART I.

## EXECUTIVE OFFICERS OF THE REGISTRANT

The names, ages, positions and offices held by the executive officers of the registrant as of February 21, 2020, are listed below along with their business experience during the past five years.

<b>Name, Age and Position</b>	<b>Business Experience During Past Five Years</b>
Daniel K. Frierson, 78 Chairman of the Board, and Chief Executive Officer, Director	Director since 1973, Chairman of the Board since 1987 and Chief Executive Officer since 1980. He is the Chairman of the Company's Executive Committee. He is past Chairman of The Carpet and Rug Institute. He serves as Director of Astec Industries, Inc. headquartered in Chattanooga, Tennessee.
D. Kennedy Frierson, Jr., 52 Vice President and Chief Operating Officer, Director	Director since 2012 and Vice President and Chief Operating Officer since August 2009. Vice President and President Masland Residential from February 2006 to July 2009. President Masland Residential from December 2005 to January 2006. Executive Vice President and General Manager, Dixie Home, 2003 to 2005. Business Unit Manager, Bretlin, 2002 to 2003.
Allen L. Danzey, 50 Chief Financial Officer	Chief Financial Officer since January 2020. Director of Accounting from May 2018 to December 2019. Commercial Division Controller from July 2009 to May 2018. Residential Division Controller and Senior Accountant from February 2005 to July 2009.
Jon A. Faulkner, 59 Vice President Strategic Initiatives	Vice President Strategic Initiatives since January 2020. Vice President and Chief Financial Officer from October 2009 to December 2019. Vice President of Planning and Development from February 2002 to September 2009. Executive Vice President of Sales and Marketing for Steward, Inc. from 1997 to 2002.
Thomas M. Nuckols, 52 Vice President and President, Dixie Residential	Vice President and President of Dixie Residential since November 2017. Executive Vice President, Dixie Residential from February 2017 to November 2017. Dupont/Invista, from 1989 to 2017, Senior Director of Mill Sales and Product Strategy from 2015 to 2017.
W. Derek Davis, 69 Vice President, Human Resources and Corporate Secretary	Vice President of Human Resources since January 1991 and Corporate Secretary since January 2016. Corporate Employee Relations Director, 1988 to 1991.

The executive officers of the registrant are generally elected annually by the Board of Directors at its first meeting held after each annual meeting of our shareholders.



## PART II.

### Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Common Stock trades on the NASDAQ Global Market under the symbol DXYN. No market exists for our Class B Common Stock.

As of February 21, 2020, the total number of holders of our Common Stock was approximately 2,800 including an estimated 2,400 shareholders who hold our Common Stock in nominee names. The total number of holders of our Class B Common Stock was 10.

#### Recent Sales of Unregistered Securities

None.

#### Issuer Purchases of Equity Securities

Fiscal Month Ending	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or approximate dollar value) of Shares That May Yet Be Purchased Under Plans or Programs
November 2, 2019	83,527 *	\$ 1.92	83,527	
November 30, 2019	263,485 *	1.58	263,485	
December 28, 2019	153,042 *	1.46	153,042	
Three Fiscal Months Ended December 28, 2019	500,054	\$ 1.60	500,054	\$ 5,085,356

\*During the fourth quarter of 2019, the Company's previously announced stock repurchase authorization became effective upon completion of the sale of the Susan Street facility. Pursuant to the previously announced authorization, the Company is authorized to purchase up to \$5,900 of its shares during a period beginning with the date of the completion of the sale and ending in March 2020. All shares repurchased during the fourth quarter were related to this authorization. This plan has superseded all other previously announced plans.

#### Quarterly Financial Data, Dividends and Price Range of Common Stock

Following are quarterly financial data, dividends and price range of Common Stock for the four quarterly periods in the years ended December 28, 2019 and December 29, 2018. Due to rounding, the totals of the quarterly information for each of the years reflected below may not necessarily equal the annual totals. There is a restriction on the payment of dividends under our revolving credit facility and we have not paid any dividends in the years ended December 28, 2019 and December 29, 2018.

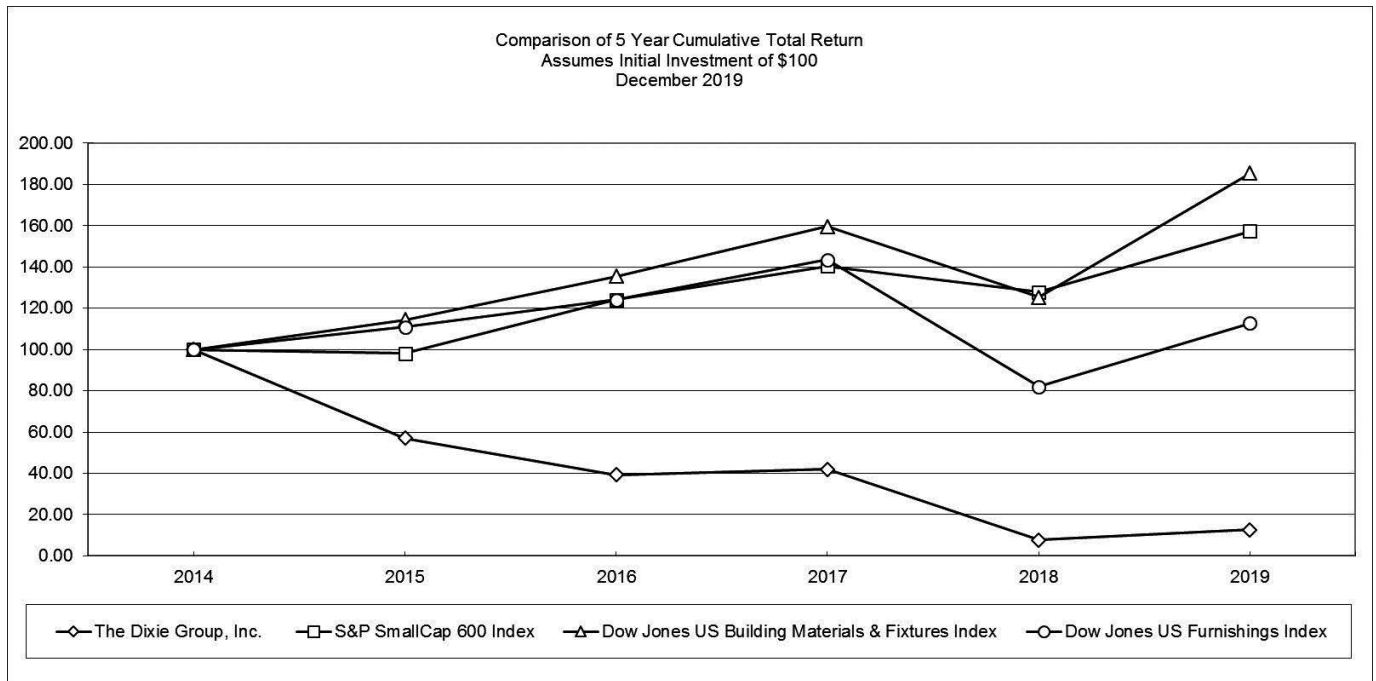
THE DIXIE GROUP, INC.  
 QUARTERLY FINANCIAL DATA, DIVIDENDS AND PRICE RANGE OF COMMON STOCK  
 (unaudited) (dollars in thousands, except per share data)

2019	1ST	2ND	3RD	4TH
Net sales	\$ 88,606	\$ 100,394	\$ 95,447	\$ 90,135
Gross profit	18,919	23,493	21,074	22,719
Operating income (loss)	(4,863)	574	(1,042)	26,680
Income (loss) from continuing operations	(6,641)	(1,181)	(2,577)	26,018
Income (loss) from discontinued operations	(31)	(35)	23	(305)
Net income (loss)	\$ (6,672)	\$ (1,216)	\$ (2,554)	\$ 25,713
Basic earnings (loss) per share:				
Continuing operations	\$ (0.42)	\$ (0.07)	\$ (0.16)	\$ 1.61
Discontinued operations	(0.00)	(0.00)	(0.00)	(0.02)
Net income (loss)	\$ (0.42)	\$ (0.07)	\$ (0.16)	\$ 1.59
Diluted earnings (loss) per share:				
Continuing operations	\$ (0.42)	\$ (0.07)	\$ (0.16)	\$ 1.60
Discontinued operations	(0.00)	(0.00)	(0.00)	(0.02)
Net income (loss)	\$ (0.42)	\$ (0.07)	\$ (0.16)	\$ 1.58
Common Stock Prices:				
High	\$ 1.47	\$ 0.97	\$ 1.50	\$ 2.09
Low	0.70	0.34	0.51	1.04
2018	1ST	2ND	3RD	4TH
Net sales	\$ 98,858	\$ 106,438	\$ 101,562	\$ 98,175
Gross profit	21,580	25,144	21,887	18,380
Operating loss	(1,515)	(355)	(1,179)	(12,765)
Loss from continuing operations	(2,884)	(1,972)	(2,922)	(13,700)
Income (loss) from discontinued operations	(23)	157	(40)	1
Net loss	\$ (2,907)	\$ (1,815)	\$ (2,962)	\$ (13,699)
Basic earnings (loss) per share:				
Continuing operations	\$ (0.18)	\$ (0.13)	\$ (0.19)	\$ (0.87)
Discontinued operations	(0.00)	0.01	(0.00)	0.00
Net loss	\$ (0.18)	\$ (0.12)	\$ (0.19)	\$ (0.87)
Diluted earnings (loss) per share:				
Continuing operations	\$ (0.18)	\$ (0.13)	\$ (0.19)	\$ (0.87)
Discontinued operations	(0.00)	0.01	(0.00)	0.00
Net loss	\$ (0.18)	\$ (0.12)	\$ (0.19)	\$ (0.87)
Common Stock Prices:				
High	\$ 4.05	\$ 3.27	\$ 2.40	\$ 1.85
Low	2.60	2.20	1.40	0.62

**Shareholder Return Performance Presentation**

We compare our performance to two different industry indices published by Dow Jones, Inc. The first of these is the Dow Jones US Furnishings Index, which is composed of publicly traded companies classified by Dow Jones in the furnishings industry. The second is the Dow Jones US Building Materials & Fixtures Index, which is composed of publicly traded companies classified by Dow Jones in the building materials and fixtures industry.

In accordance with SEC rules, set forth below is a line graph comparing the yearly change in the cumulative total shareholder return on our Common Stock against the total return of the Standard & Poor's Small Cap 600 Stock Index, plus both the Dow Jones US Furnishings Index and the Dow Jones US Building Materials & Fixtures Index, in each case for the five year period ended December 31, 2019. The comparison assumes that \$100.00 was invested on December 31, 2014, in our Common Stock, the S&P Small Cap 600 Index, and each of the two Peer Groups, and assumes the reinvestment of dividends.



The foregoing shareholder performance presentation shall not be deemed "soliciting material" or to be "filed" with the Commission subject to Regulation 14A, or subject to the liabilities of Section 18 of the Exchange Act.

Item 6. **SELECTED FINANCIAL DATA**

**The Dixie Group, Inc.**  
**Historical Summary**  
*(dollars in thousands, except share and per share data)*

<b>FISCAL YEARS</b>	<b>2019 (1)</b>	<b>2018 (2)</b>	<b>2017 (3)</b>	<b>2016 (4)</b>	<b>2015 (5)(6)</b>
<b>OPERATIONS</b>					
Net sales	\$ 374,582	\$ 405,033	\$ 412,462	\$ 397,453	\$ 422,483
Gross profit	86,205	86,991	101,213	95,425	106,230
Operating income (loss)	21,349	(15,816)	3,947	(3,436)	1,882
Income (loss) from continuing operations before taxes	14,962	(22,310)	(1,813)	(8,829)	(2,992)
Income tax provision (benefit)	(657)	(831)	7,509	(3,622)	(714)
Income (loss) from continuing operations	15,619	(21,479)	(9,322)	(5,207)	(2,278)
Depreciation and amortization	11,440	12,653	12,947	13,515	14,119
Dividends	—	—	—	—	—
Capital expenditures	4,235	4,052	12,724	4,904	6,826
Assets purchased under capital leases & notes, including deposits utilized and accrued purchases	240	389	859	427	5,403
<b>FINANCIAL POSITION</b>					
Total assets	\$ 247,659	\$ 252,778	\$ 283,907	268,987*	298,218*
Working capital	88,237	96,534	105,113	81,727	98,632
Long-term debt	81,667	120,251	123,446	98,256	115,907
Stockholders' equity	73,211	58,984	79,263	87,122	90,804
<b>PER SHARE</b>					
Income (loss) from continuing operations:					
Basic	\$ 0.96	\$ (1.36)	\$ (0.59)	\$ (0.33)	\$ (0.15)
Diluted	0.95	(1.36)	(0.59)	(0.33)	(0.15)
Dividends:					
Common Stock	—	—	—	—	—
Class B Common Stock	—	—	—	—	—
Book value	4.62	3.60	4.91	5.40	5.67
<b>GENERAL</b>					
Weighted-average common shares outstanding:					
Basic	15,821,574	15,763,890	15,698,915	15,638,112	15,535,980
Diluted	15,925,822	15,763,890	15,698,915	15,638,112	15,535,980
Number of shareholders (7)	2,800	2,800	2,800	3,000	3,000
Number of associates	1,526	1,646	1,930	1,746	1,822

\*These periods do not have prior period adoption adjustment or the right to return asset for the ASC 606 adoption.

- (1) 2019 results include expenses of \$5,019 for facility consolidation and severance expenses and a gain of \$25,121 for the sale of the Susan Street facility, see Note 20.
- (2) 2018 results include expenses of \$3,167 for facility consolidation and severance expenses and \$6,709 for the impairment of tangible and intangible assets.
- (3) Includes expenses of \$636 for facility consolidation and severance expenses in 2017.
- (4) Includes expenses of \$1,456, or \$859 net of tax, for facility consolidation expenses in 2016.
- (5) Includes expenses of \$2,946, or \$1,915 net of tax, for facility consolidation expenses in 2015.
- (6) Includes the results of operations of Atlas Carpet Mills, Inc. and Burtco Enterprises, Inc. subsequent to their acquisitions on March 19, 2014 and September 22, 2014, respectively.
- (7) The approximate number of record holders of our Common Stock for 2015 through 2019 includes Management's estimate of shareholders who held our Common Stock in nominee names as follows: 2015 - 2,550 shareholders; 2016 - 2,600 shareholders; 2017 - 2,400 shareholders; 2018 - 2,400 shareholders; 2019 - 2,400 shareholders.



## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report.

### OVERVIEW

Our business consists principally of marketing, manufacturing and selling floorcovering products to high-end residential and commercial customers through our various sales forces and brands. We focus exclusively on the upper-end of the floorcovering market where we believe we have strong brands and competitive advantages with our style and design capabilities and customer relationships. Our Fabrica, Masland, and Dixie Home brands have a significant presence in the high-end residential floorcovering markets. Our Atlas | Masland Contract brand participates in the upper-end specified commercial marketplace. Dixie International sells all of our brands outside of the North American market.

Our business is primarily concentrated in areas of the soft floorcovering markets which include broadloom carpet, carpet tiles and rugs. However, in response to a significant shift in the flooring marketplace toward hard surface products, we have launched multiple hard surface initiatives in both our residential and commercial brands over the last few years. Our commercial brands offer Luxury Vinyl Flooring ("LVF") products under the Calibré brand in the commercial markets. Our residential brands, Dixie Home and Masland Residential, offer Stainmaster® PetProtect™ Luxury Vinyl Flooring and our premium residential brand, Fabrica, offers a high-end engineered wood line. In 2019, we successfully launched TRUCOR™, our new solid polymer core or "SPC" Luxury Vinyl Flooring line. This latest addition to our rigid core Luxury Vinyl Flooring offering is designed to create an extremely durable and waterproof Luxury Vinyl Flooring product with a broader range of price points to meet the needs of various consumers. To build on the momentum of TRUCOR™ in 2020 we have planned a significant increase in the product offerings of this line. Additional hard surface initiatives planned in 2020 include the introduction of new styles in the Fabrica line of wood products, new LVF tiles utilizing "Integrated Grout Technology", and a TRUCOR PRIME WPC program to include oversize planks in contemporary styles. In addition to our hard surface initiatives, we continue to grow our soft surface business through innovative product offerings such as the Crafted Collection of modular tile featuring our Sustaina backing. Our Sustaina cushion backing for modular tile is PVC and polyurethane free and it is composed of 81.5% total recycled content allowing us to offer an appealing set of patterns to our environmentally conscious customers.

During 2019, our net sales decreased 7.5% compared with net sales in 2018. Sales of residential products decreased 7.2% in 2019 versus 2018. Residential soft surface sales were down 8.8% in 2019 as compared to 2018, while, we estimate, the industry was down in the mid to upper single digits. Our residential soft surface sales in 2019 were negatively impacted by a change in emphasis to hard surfaces by certain mass merchant customers. Residential hard surface sales increased by 47% in 2019 relative to sales in 2018. Despite recent slow activity, we anticipate the residential housing market will have steady but moderate growth over the next several years. Commercial product sales decreased 9.4% during 2019. Soft surface sales of commercial products were down 12.4%, while, we believe, the industry was down marginally. We anticipate the commercial market to be relatively flat in 2020.

In 2019, we had an operating income of \$21.3 million compared with an operating loss of \$15.8 million in 2018. In 2019, we recorded a \$25.1 million gain on the sale of our building in Santa Ana, California. Without this gain on sale we had an operating loss of \$3.8 million. Gross profit as a percent of sales improved year over year despite the reduced sales volume in 2019 and the resulting under absorbed manufacturing costs. This was primarily the result of non-recurring costs incurred in the prior year and improvements in operations, both related to the Profit Improvement Plan (the "Plan"). We also reduced plant running schedules in the fourth quarter to reduce inventories to a more appropriate level. We incurred \$5 million in restructuring expenses related to the Plan and an additional \$572 thousand in cost of sales for inventory write downs related to the Plan. Since inception, the Plan has resulted in the reduction of over 300 associates. The Plan, begun in the fourth quarter of 2017, was completed at the end of 2019. Our debt declined by \$39.7 million over the course of 2019.

Expenses related to the Plan totaled approximately \$5.6 million in 2019. The Plan expenses included inventory write downs, restructuring costs, and asset impairments as we re-configured our commercial business and right sized our residential manufacturing operations for lower unit demand. Total cost reductions as a result of the Plan are expected to be in excess of \$18 million on an annual basis when compared to the 2017 cost structure. We began the structural consolidation of our commercial business with the closure of our Chickamauga tufting operation as we moved the equipment to other facilities. This plant closure, complete at the end of 2018, lowered our cost and improved our response time to this segment of the marketplace. We exited our Commerce, California Atlas tufting facilities in 2019. The bulk of the Atlas equipment was transferred to our Atmore, Alabama commercial tufting operation with various other items moved to our Santa Ana, California and Eton, Georgia operations. We moved our commercial rug operation and commercial samples support function from California to our Saraland facility near Mobile, Alabama. We reduced our staffing to better match production to meet our demand in our Atmore, Eton, Adairsville and Roanoke facilities as we were able to take advantage of the increased productivity of our associates in these operations. In addition to the physical movement of equipment and inventory, we consolidated our commercial design functions in Saraland as well as consolidated our entire sales support functions. Our sales forces were merged to create Atlas | Masland Contract, now equipped with a much broader product line and providing modular carpet tile, broadloom carpet, luxury vinyl flooring, and commercial wool and nylon rugs. This combined sales force has the added benefit of not only a broad product line but distinct design capabilities in custom products as well.

## RESULTS OF OPERATIONS

### Fiscal Year Ended December 28, 2019 Compared with Fiscal Year Ended December 29, 2018

	Fiscal Year Ended (amounts in thousands)					
	December 28, 2019	% of Net Sales	December 29, 2018	% of Net Sales	Increase (Decrease)	% Change
Net sales	\$ 374,582	100.0 %	\$ 405,033	100.0 %	\$ (30,451)	(7.5)%
Cost of sales	288,377	77.0 %	318,042	78.5 %	(29,665)	(9.3)%
Gross profit	86,205	23.0 %	86,991	21.5 %	(786)	(0.9)%
Selling and administrative expenses	83,825	22.4 %	92,473	22.8 %	(8,648)	(9.4)%
Other operating (income) expense, net	(23,988)	(6.4)%	458	0.1 %	(24,446)	(5,337.6)%
Facility consolidation and severance expenses, net	5,019	1.3 %	3,167	0.8 %	1,852	58.5 %
Impairment of assets	—	— %	6,709	1.7 %	(6,709)	— %
Operating income (loss)	21,349	5.7 %	(15,816)	(3.9)%	37,165	(235.0)%
Interest expense	6,444	1.7 %	6,491	1.6 %	(47)	(0.7)%
Other (income) expense, net	(57)	— %	3	— %	(60)	(2,000.0)%
Income (loss) before taxes	14,962	4.0 %	(22,310)	(5.5)%	37,272	(167.1)%
Income tax provision (benefit)	(657)	(0.2)%	(831)	(0.2)%	174	(20.9)%
Income (loss) from continuing operations	15,619	4.2 %	(21,479)	(5.3)%	37,098	(172.7)%
Income (Loss) from discontinued operations	(348)	(0.1)%	95	— %	(443)	(466.3)%
Net income (loss)	\$ 15,271	4.1 %	\$ (21,384)	(5.3)%	\$ 36,655	(171.4)%

**Net Sales.** Net sales for the year ended December 28, 2019 were \$374.6 million compared with \$405.0 million in the year-earlier period, a decrease of 7.5% for the year-over-year comparison. Sales of residential floorcovering products were down 7.2% primarily due to our mass merchant customers shifting their emphasis from soft surface to hard surface floor coverings. Sales of commercial floorcovering products decreased 9.4%. The decrease in commercial net sales was due to distractions caused by the restructuring of our commercial operations and sales force during the first half of 2019.

**Gross Profit.** Gross profit, as a percentage of net sales, increased 1.5 percentage points in 2019 compared with 2018. Gross profit in 2019 was favorably impacted by savings from our Profit Improvement Plan. Gross profit in 2018 was negatively impacted by inventory write downs related to the Profit Improvement Plan.

**Selling and Administrative Expenses.** Selling and administrative expenses were \$83.8 million in 2019 compared with \$92.5 million in 2018, a decrease of .4% as a percentage of sales. The improved results in the 2019 selling expenses are the result of changes made as part of our Profit Improvement Plan.

**Other Operating Expense, Net.** Net other operating expense was an income of \$24.0 million in 2019 compared with expense of \$458 thousand in 2018. In 2019 we recognized a gain of \$25.1 million for the sale of our Susan Street manufacturing facility in Santa Ana, California.

**Facility Consolidation and Severance Expenses, Net.** Facility consolidation expenses were \$5.0 million in 2019 compared with \$3.2 million in the year-earlier period. Facility consolidation expenses increased in 2019 as we completed our Profit Improvement Plan, announced in 2017, which included the consolidation of our two commercial brands, consolidation of commercial manufacturing operations and sales forces, and an overall review of corporate wide operations and functions. As a result of this plan, we incurred expenses of \$5.0 million during 2019 primarily related to facility consolidation expenses and severance costs.

**Asset Impairments.** There were no expenses related to asset impairments recorded in 2019. The asset impairments recorded in 2018 were \$6.7 million. The asset impairments incurred in 2018 included the impairment of fixed assets as part of our Profit Improvement Plan (\$1.2 million). We also incurred intangible asset impairments (\$2.1 million) and goodwill impairment (\$3.4 million).

**Operating Income (Loss).** Operations reflected an operating income of \$21.3 million in 2019 compared with an operating loss of \$15.8 million in 2018. The operating results for 2019 were heavily impacted by the \$25.1 million gain on the sale of our building in Santa Ana, California. This gain was partially offset by lower gross profit as a result of lower sales volume and expenses related to the Profit Improvement Plan.

**Interest Expense.** Interest expense decreased \$47 thousand in 2019 as compared to 2018 principally due to lower levels of debt in the last quarter of the year as a result of the sale of our building in Santa Ana, California.

**Income Tax Provision (Benefit).** Our effective income tax rate was a benefit of 4.39% in 2019. The benefit relates to certain federal and state credits and also includes a benefit for the reduction of certain indefinite lived assets not covered by our valuation allowance. In 2019, we decreased our valuation allowance by \$3.7 million related to our net deferred tax asset and specific state net operating loss and state credit carryforwards.

Our effective income tax rate was a benefit of 3.72% in 2018. The benefit relates to certain federal and state credits and also includes a benefit for the reduction of certain indefinite lived assets not covered by our valuation allowance. In 2018, we increased our valuation allowance by \$4 million related to our net deferred tax asset and specific state net operating loss and state credit carryforwards.

**Net Loss.** Continuing operations reflected an income of \$15.6 million, or \$.95 per diluted share in 2019, compared with a loss from continuing operations of \$21.5 million, or \$1.36 per diluted share in 2018. Our discontinued operations reflected a loss of \$348 thousand, or \$0.02 per diluted share in 2019 compared with income of \$95 thousand, or \$0.01 per diluted share in 2018. Including discontinued operations, we had a net income of \$15.3 million, or \$0.96 per diluted share, in 2019 compared with a net loss of \$21.4 million, or \$1.35 per diluted share, in 2018.

#### Fiscal Year Ended December 29, 2018 Compared with Fiscal Year Ended December 30, 2017

	Fiscal Year Ended (amounts in thousands)					
	December 29, 2018	% of Net Sales	December 30, 2017	% of Net Sales	Increase (Decrease)	% Change
Net sales	\$ 405,033	100.0 %	\$ 412,462	100.0 %	\$ (7,429)	(1.8)%
Cost of sales	318,042	78.5 %	311,249	75.5 %	6,793	2.2 %
Gross profit	86,991	21.5 %	101,213	24.5 %	(14,222)	(14.1)%
Selling and administrative expenses	92,473	22.8 %	96,189	23.3 %	(3,716)	(3.9)%
Other operating expense, net	458	0.1 %	441	0.1 %	17	3.9 %
Facility consolidation and severance expenses, net	3,167	0.8 %	636	0.2 %	2,531	398.0 %
Impairment of assets	6,709	1.7 %	—	— %	6,709	— %
Operating income (loss)	(15,816)	(3.9)%	3,947	0.9 %	(19,763)	(500.7)%
Interest expense	6,491	1.6 %	5,739	1.4 %	752	13.1 %
Other expense, net	3	— %	21	— %	(18)	(85.7)%
Loss before taxes	(22,310)	(5.5)%	(1,813)	(0.5)%	(20,497)	1,130.6 %
Income tax provision (benefit)	(831)	(0.2)%	7,509	1.8 %	(8,340)	(111.1)%
Loss from continuing operations	(21,479)	(5.3)%	(9,322)	(2.3)%	(12,157)	130.4 %
Income (Loss) from discontinued operations	95	— %	(233)	(0.1)%	328	(140.8)%
Net loss	\$ (21,384)	(5.3)%	\$ (9,555)	(2.4)%	\$ (11,829)	123.8 %

**Net Sales.** Net sales for the year ended December 29, 2018 were \$405.0 million compared with \$412.5 million in the year-earlier period, a decrease of 1.8% for the year-over-year comparison. Sales of residential floorcovering products were up 3.6% and sales of commercial floorcovering products decreased 13.2%. The decrease in commercial net sales was due to distractions caused by the restructuring of our commercial operations and sales force during 2018.

**Gross Profit.** Gross profit, as a percentage of net sales, decreased 3.0 percentage points in 2018 compared with 2017. Gross profit in 2018 was negatively impacted by inventory write downs of \$2.7 million taken during the year as part of our Profit Improvement Plan.

**Selling and Administrative Expenses.** Selling and administrative expenses were \$92.5 million in 2018 compared with \$96.2 million in 2017, or a decrease of .5% as a percentage of sales. The improved results in the 2018 selling expenses are the result of changes made as part of our Profit Improvement Plan.

**Other Operating Expense, Net.** Net other operating expense was an expense of \$458 thousand in 2018 compared with expense of \$441 thousand in 2017.

**Facility Consolidation and Severance Expenses, Net.** Facility consolidation expenses were \$3.2 million in 2018 compared with \$636 thousand in the year-earlier period. Facility consolidation expenses increased in 2018 as we continued our Profit Improvement

Plan, announced in 2017, which includes the consolidation of our two commercial brands, consolidation of commercial manufacturing operations and sales forces, and an overall review of corporate wide operations and functions. As a result of this plan, we incurred expenses of \$3.2 million during 2018 primarily related to facility consolidation expenses and severance costs.

**Asset Impairments.** The asset impairments recorded in 2018 were \$6.7 million. There were no asset impairment expenses in 2017. The asset impairments incurred in 2018 included the impairment of fixed assets as part of our Profit Improvement Plan (\$1.2 million). We also incurred intangible asset impairments (\$2.1 million) and goodwill impairment (\$3.4 million).

**Operating Income (Loss).** Operations reflected an operating loss of \$15.8 million in 2018 compared with an operating income of \$3.9 million in 2017. The operating results for 2018 were impacted by the lower sales volume, settlement of a class action lawsuit, and facility consolidation, asset impairments, and severance costs related to the Profit Improvement Plan.

**Interest Expense.** Interest expense increased \$752 thousand in 2018 principally due to higher levels of debt and higher rates than a year ago.

**Income Tax Provision (Benefit).** Our effective income tax rate was a benefit of 3.72% in 2018. The benefit relates to certain federal and state credits and also includes a benefit for the reduction of certain indefinite lived assets not covered by our valuation allowance. In 2018 we increased our valuation allowance by \$4 million related to our net deferred tax asset and specific state net operating loss and state credit carryforwards.

On December 22, 2017, the President signed the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act, among other things, lowered the U.S. corporate income tax rate from 35% to 21% effective January 1, 2018.

The income tax expense for 2017 was \$7.5 million, which included a charge of \$1.4 million related to the re-measurement of certain net deferred tax assets using the lower U.S. corporate income tax rate and a charge of \$6.4 million to increase our valuation allowance related to our net deferred tax asset. The majority of the increase in the valuation allowance is related to the revised treatment of net operating losses under the Tax Act. Absent the impact of the Tax Act, our effective income tax benefit rate for 2017 would have been 36.4%.

**Net Loss.** Continuing operations reflected a loss of \$21.5 million, or \$1.36 per diluted share in 2018, compared with a loss from continuing operations of \$9.3 million, or \$0.59 per diluted share in 2017. Our discontinued operations reflected an income of \$95 thousand, or \$0.01 per diluted share in 2018 compared with a loss of \$233 thousand, or \$0.01 per diluted share in 2017. Including discontinued operations, we had a net loss of \$21.4 million, or \$1.35 per diluted share, in 2018 compared with a net loss of \$9.6 million, or \$0.60 per diluted share, in 2017.

## LIQUIDITY AND CAPITAL RESOURCES

During the year ended December 28, 2019, cash provided by operations was \$11.7 million. Inventories decreased \$9.7 million, receivables decreased \$5.2 million and accounts payable and accrued expenses decreased \$3.7 million. Inventories were planned more closely in 2019 and decreased with lower demand. Receivables decreased on lower sales volume. In addition to lower operating demands on accounts payable as a result of lower volume, accounts payable and accrued expenses decreased due to balances in the prior year end related to a class action lawsuit and severances related to restructuring that were paid in full or significantly lower in the 2019 year end balances as compared to 2018.

Capital asset acquisitions for the year ended December 28, 2019 were \$4.2 million. In 2019 proceeds from sale of equipment totaled \$37.2 million, primarily related to the sale of our building in Santa Ana, California. Depreciation and amortization for the year ended December 28, 2019 were \$11.4 million. We expect capital expenditures to be approximately \$5.0 million in 2020 while depreciation and amortization is expected to be approximately \$11.0 million. Planned capital expenditures in 2020 are primarily for new equipment.

During the year ended December 28, 2019, cash used in financing activities was \$43.9 million. We had net payments of \$39.5 million on the revolving credit facility. Notes payable were reduced by payments, net of new borrowings, of \$7.5 million and borrowings on finance leases net of payments increased cash by \$7.3 million. The balance in amount of checks outstanding in excess of cash at year end 2019 decreased from prior year resulting in a cash outflow of \$3.1 million.

We believe our operating cash flows, credit availability under our revolving credit facility and other sources of financing are adequate to finance our anticipated liquidity requirements under current operating conditions. Included in the unused borrowing availability under our credit line, as of the sale of our Susan Street facility in October, 2019 and the enactment of Amendment Thirteen to our loan agreement, is an additional availability block of \$5,000 to be reduced upon reaching a specially defined fixed charge coverage ratio of 1.1 to 1.0 for a consecutive period of 3 months or 6 months. Contingent upon reaching the desired fixed coverage ratio, the availability block will reduce to \$2,500 when the three-month threshold is reached and \$0 once reaching the six-month threshold. As of December 28, 2019, the unused borrowing availability under our revolving credit facility was \$33.8 million. However, our revolving credit facility reduces our funds available to borrow by \$15 million if our fixed charge coverage ratio is less than 1.1 to 1.0. As of the date hereof, our fixed coverage ratio was less than 1.1 to 1.0, accordingly the unused availability accessible by us was \$18.8 million (the amount above \$15.0 million) at December 28, 2019. Significant additional cash expenditures above our normal liquidity requirements, significant deterioration in economic conditions or continued operating losses could affect our business



and require supplemental financing or other funding sources. There can be no assurance that such supplemental financing or other sources of funding can be obtained or will be obtained on terms favorable to us.

## Debt Facilities

**Revolving Credit Facility.** During the fourth quarter 2019, the Company amended its credit agreement with Wells Fargo Capital Finance to reduce the size of the Senior Credit Facility from \$150,000 to \$120,000 and adjust the availability limitation related to the fixed coverage ratio from \$16,500 to \$15,000 upon closing of the sale lease back of the Susan Street property. The changes to the credit facility were implemented by the twelfth and thirteenth amendments to the credit agreement, effective October 3, 2019 and October 22, 2019, respectively. These amendments were intended to permit the sale and leaseback of the Company's Susan Street Facility and, upon completion of the sale, to adjust the credit agreement's borrowing base. The borrowing base is currently equal to specified percentages of the Company's eligible accounts receivable, inventories, fixed assets and real property less reserves established, from time to time, by the administrative agent under the facility. The revolving credit facility matures on September 23, 2021. The revolving credit facility is secured by a first priority lien on substantially all of the Company's assets.

At the Company's election, advances of the revolving credit facility bear interest at annual rates equal to either (a) LIBOR for 1, 2 or 3 month periods, as selected by the Company, plus an applicable margin ranging between 1.50% and 2.00%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a daily LIBOR rate plus 1.00%, plus an applicable margin ranging between 0.50% and 1.00%. The applicable margin is determined based on availability under the revolving credit facility with margins increasing as availability decreases. As of December 28, 2019, the applicable margin on our revolving credit facility was 1.75%. The Company pays an unused line fee on the average amount by which the aggregate commitments exceed utilization of the revolving credit facility equal to 0.375% per annum. The weighted-average interest rate on borrowings outstanding under the revolving credit facility was 4.79% at December 28, 2019 and 4.58% at December 29, 2018.

The revolving credit facility includes certain affirmative and negative covenants that impose restrictions on the Company's financial and business operations. The revolving credit facility restricts the Company's borrowing availability if its fixed charge coverage ratio is less than 1.1 to 1.0. During any period that the fixed charge coverage ratio is less than 1.1 to 1.0, the Company's borrowing availability is reduced by \$15,000. As part of Amendment Thirteen to the credit agreement an additional availability block of \$5,000 was established to be reduced upon reaching a specially defined fixed charge coverage ratio of 1.1 to 1.0 for a consecutive period of 3 months or 6 months. Contingent upon reaching the desired fixed coverage ratio, the availability block will reduce to \$2,500 when the three-month threshold is reached and \$0 once reaching the six-month threshold. Amendment Thirteen also adjusted the size of the restricted borrowing availability that is triggered when the fixed charge coverage ratio is less than 1.1 to 1.0. Effective with the thirteenth amendment, and after giving effect to the "availability block", availability under the credit agreement is reduced by \$20,000.

As of December 28, 2019, the unused borrowing availability under the revolving credit facility was \$33,787; however, since the Company's fixed charge coverage ratio was less than 1.1 to 1.0, the unused availability accessible by the Company was \$18,787 (the amount above \$15,000) at December 28, 2019. Availability under the credit agreement will vary based on seasonal business factors and periodic changes to the qualified asset base, which consists of accounts receivable, inventories and fixed assets.

**Notes Payable - Buildings.** On November 7, 2014, we entered into a ten-year \$8.3 million note payable to purchase a previously leased distribution center in Adairsville, Georgia. The note payable is scheduled to mature on November 7, 2024 and is secured by the distribution center. The note payable bears interest at a variable rate equal to one-month LIBOR plus 2.0% and is payable in equal monthly installments of principal of \$35 thousand, plus interest calculated on the declining balance of the note, with a final payment of \$4.2 million due on maturity. In addition, we entered into an interest rate swap with an amortizing notional amount effective November 7, 2014 which effectively fixes the interest rate at 4.50%.

**Notes Payable - Equipment and Other.** Our equipment financing notes have terms ranging from 1 to 7 years, bear interest ranging from 1.00% to 7.68% and are due in monthly installments through their maturity dates. Our equipment financing notes are secured by the specific equipment financed and do not contain any financial covenants.

**Finance Lease - Buildings.** On January 14, 2019, the Company, entered into a purchase and sale agreement (the "Purchase and Sale Agreement") with Saraland Industrial, LLC, an Alabama limited liability company (the "Purchaser"). Pursuant to the terms of the Purchase and Sale Agreement, the Company sold its Saraland facility, and approximately 17.12 acres of surrounding property located in Saraland, Alabama (the "Property") to the Purchaser for a purchase price of \$11,500. Concurrent with the sale of the Property, the Company and the Purchaser entered into a twenty-year lease agreement (the "Lease Agreement"), whereby the Company will lease back the Property at an annual rental rate of \$977, subject to annual rent increases of 1.25%. Under the Lease Agreement, the Company has two (2) consecutive options to extend the term of the Lease by ten years for each such option. This transaction was recorded as a failed sale and leaseback as the present value of lease payments exceeded 90% of its fair value. The Company recorded a liability for the amounts received, will continue to depreciate the asset, and has imputed an interest rate so that the net carrying amount of the financial liability and remaining assets will be zero at the end of the lease term. Concurrently with the sale, the Company paid off the approximately \$5,000 mortgage on the property to First Tennessee Bank National Association and terminated the related fixed interest rate swap agreement.

**Finance Lease Obligations.** Our finance lease obligations have terms ranging from 3 to 7 years, bear interest ranging from 3.55% to 7.76% and are due in monthly or quarterly installments through their maturity dates. Our capital lease obligations are secured by the specific equipment leased. (See Note 10 to our Consolidated Financial Statements).

### Contractual Obligations

The following table summarizes our future minimum payments under contractual obligations as of December 28, 2019

	Payments Due By Period							Total
	(dollars in millions)							
	2020	2021	2022	2023	2024	Thereafter		
Debt	\$ 2.7	\$ 61.1	\$ 0.7	\$ 0.4	\$ 0.4	\$ 4.2	69.5	
Interest - debt (1)	0.1	—	—	—	—	—	0.1	
Finance leases	4.0	3.4	1.2	0.5	0.3	10.0	19.4	
Interest - finance leases	1.2	1.0	0.8	0.8	0.7	6.0	10.5	
Operating leases	3.2	3.0	2.8	2.1	2.0	12.2	25.3	
Interest - operating leases	1.6	1.4	1.2	1.1	0.9	2.4	8.6	
Purchase commitments	2.5	—	—	—	—	—	2.5	
Totals	15.3	69.9	6.7	4.9	4.3	34.8	135.9	

(1) Interest rates used for variable rate debt were those in effect at December 29, 2018.

### Stock-Based Awards

We recognize compensation expense related to share-based stock awards based on the fair value of the equity instrument over the period of vesting for the individual stock awards that were granted. At December 28, 2019, the total unrecognized compensation expense related to unvested restricted stock awards was \$989 thousand with a weighted-average vesting period of 8.6 years. At December 28, 2019, the total unrecognized compensation expense related to Directors' Stock Performance Units was \$5 thousand with a weighted-average vesting period of 0.3 years. At December 28, 2019, there was no unrecognized compensation expense related to unvested stock options.

### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements at December 28, 2019 or December 29, 2018.

### Income Tax Considerations

In the tax year ended December 28, 2019 we decreased our valuation allowances by \$3.7 million related to our net deferred tax asset and specific state net operating loss and state credit carryforwards.

During 2020 and 2021, we do not anticipate any cash outlays for income taxes to exceed \$1.5 Million. This is due to tax loss carryforwards and tax credit carryforwards that will be used to partially offset taxable income. At December 28, 2019, we were in a net deferred tax liability position of \$91 thousand.

### Discontinued Operations - Environmental Contingencies

We have reserves for environmental obligations established at five previously owned sites that were associated with our discontinued textile businesses. We have a reserve of \$2.0 million for environmental liabilities at these sites as of December 28, 2019. The liability established represents our best estimate of loss and is the reasonable amount to which there is any meaningful degree of certainty given the periods of estimated remediation and the dollars applicable to such remediation for those periods. The actual timeline to remediate, and thus, the ultimate cost to complete such remediation through these remediation efforts, may differ significantly from our estimates. Pre-tax cost for environmental remediation obligations classified as discontinued operations were primarily a result of specific events requiring action and additional expense in each period.

### Fair Value of Financial Instruments

At December 28, 2019, we had no liabilities measured at fair value that fall under a level 3 classification in the hierarchy (those subject to significant management judgment or estimation).

## Certain Related Party Transactions

We were a party to a five-year lease with the seller of Atlas Carpet Mills, Inc. to lease three manufacturing facilities as part of the acquisition in 2014. The lessor was controlled by an associate of ours. Rent paid to the lessor during 2019, 2018, and 2017 was \$497, \$1,003, and \$978, respectively. The lease was based on current market values for similar facilities. These leases terminated as of September, 2019.

We purchase a portion of our product needs in the form of fiber, yarn and carpet from Engineered Floors, an entity substantially controlled by Robert E. Shaw, a shareholder of ours. An affiliate of Mr. Shaw holds approximately 7.5% of our Common Stock, which represents approximately 3.5% of the total vote of all classes of our Common Stock. Engineered Floors is one of several suppliers of such materials to us. Total purchases from Engineered Floors for 2019, 2018 and 2017 were approximately \$5,900, \$8,200, and \$7,200 respectively; or approximately 2.1%, 2.6%, and 2.3% of our cost of goods sold in 2019, 2018, and 2017, respectively. Purchases from Engineered Floors are based on market value, negotiated prices. We have no contractual commitments with Mr. Shaw associated with our business relationship with Engineered Floors. Transactions with Engineered Floors are reviewed annually by our board of directors.

We are a party to a ten-year lease with the Rothman Family Partnership to lease a manufacturing facility as part of the Robertex acquisition in 2013. The lessor is controlled by a former associate of ours. Rent paid to the lessor during 2019, 2018, and 2017 was \$284, \$278, and \$273, respectively. The lease was based on current market values for similar facilities.

## Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, "*Leases (Topic 842)*," which requires lessees to recognize on the Consolidated Balance Sheets right-of-use assets, representing the right to use the underlying asset for the lease term, and a lease liability for all leases with terms greater than 12 months. The guidance also requires qualitative and quantitative disclosures designed to assess the amount, timing, and uncertainty of cash flows arising from leases. In July 2018, the FASB issued ASU No. 2018-11, "*Leases (Topic 842)*" providing an optional transition method allowing entities to apply the new lease standard at the adoption date and recognize a cumulative effect adjustment in the period of adoption. The Company elected this transition method.

The Company adopted the new standard effective December 30, 2018, the first day of the Company's fiscal year. Consistent with the optional transition method allowed as part of the modified retrospective transition approach provided in ASU No. 2018-11, the Company did not adjust comparative periods. The new standard applied to leases that have commenced as of the effective date, December 30, 2018, with a cumulative effect adjustment recorded as of that date. The Company also elected to apply the package of practical expedients allowed in ASC 842-10-65-1 whereby the Company need not reassess whether any expired or existing contracts are or contain leases, the Company need not reassess the lease classification for any expired or existing leases, and the Company need not reassess initial direct costs for any existing leases. The Company's adoption of the ASU resulted in the addition of Right of Use Assets on the Consolidated Balance Sheet for the right to use the underlying assets of operating leases. The Company did not elect to use hindsight for transition when considering judgments and estimates such as assessments of lessee options to extend or terminate a lease or purchase the underlying asset. In addition, the corresponding liability for the remaining balance of the operating leases is included in the liability section of the Consolidated Balance Sheet. For all asset classes, the Company elected to not recognize a right-of-use asset and lease liability for leases with a term of twelve months or less. The adoption of this ASU did not result in a material adjustment to the Consolidated Statements of Stockholders' Equity or the Consolidated Statements of Operations.

See Note 2 to our Consolidated Financial Statements of this Form 10-K for a discussion of the standard described above and other new accounting pronouncements which is incorporated herein by reference.

## Critical Accounting Policies

Certain estimates and assumptions are made when preparing our financial statements. Estimates involve judgments with respect to, among other things, future economic factors that are difficult to predict. As a result, actual amounts could differ from estimates made when our financial statements are prepared.

The Securities and Exchange Commission requires management to identify its most critical accounting policies, defined as those that are both most important to the portrayal of our financial condition and operating results and the application of which requires our most difficult, subjective, and complex judgments. Although our estimates have not differed materially from our experience, such estimates pertain to inherently uncertain matters that could result in material differences in subsequent periods.

We believe application of the following accounting policies require significant judgments and estimates and represent our critical accounting policies. Other significant accounting policies are discussed in Note 1 to our Consolidated Financial Statements.

- **Revenue recognition.** The Company derives its revenues primarily from the sale of floorcovering products and processing services. Revenues are recognized when control of these products or services is transferred to its customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products and services. Sales, value add, and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

Shipping and handling fees charged to customers are reported within revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. The Company does not have any significant financing components as payment is received at or shortly after the point of sale. The Company determined revenue recognition through the following steps:

- Identification of the contract with a customer
  - Identification of the performance obligations in the contract
  - Determination of the transaction price
  - Allocation of the transaction price to the performance obligations in the contract
  - Recognition of revenue when, or as, the performance obligation is satisfied
- **Variable Consideration.** The nature of the Company's business gives rise to variable consideration, including rebates, allowances, and returns that generally decrease the transaction price, which reduces revenue. These variable amounts are generally credited to the customer, based on achieving certain levels of sales activity, product returns, or price concessions.

Variable consideration is estimated at the most likely amount that is expected to be earned. Estimated amounts are included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Estimates of variable consideration are estimated based upon historical experience and known trends.

- **Customer claims and product warranties.** The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products for a period of up to two years. The Company accrues for estimated future assurance warranty costs in the period in which the sale is recorded. The costs are included in Cost of Sales in the Consolidated Statements of Operations and the product warranty reserve is included in accrued expenses in the Consolidated Balance Sheets. The Company calculates its accrual using the portfolio approach based upon historical experience and known trends. The Company does not provide an additional service-type warranty.
- **Accounts receivable allowances.** We provide allowances for expected cash discounts and doubtful accounts based upon historical experience and periodic evaluations of the financial condition of our customers. If the financial conditions of our customers were to significantly deteriorate, or other factors impair their ability to pay their debts, credit losses could differ from allowances recorded in our Consolidated Financial Statements.
- **Inventories.** Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out method (LIFO), which generally matches current costs of inventory sold with current revenues, for substantially all inventories. Reserves are also established to adjust inventories that are off-quality, aged or obsolete to their estimated net realizable value. Additionally, rates of recoverability per unit of off-quality, aged or obsolete inventory are estimated based on historical rates of recoverability and other known conditions or circumstances that may affect future recoverability. Actual results could differ from assumptions used to value our inventory.
- **Goodwill.** Goodwill is tested annually for impairment during the fourth quarter or earlier if significant events or substantive changes in circumstances occur that may indicate that goodwill may not be recoverable. The goodwill impairment tests are based on determining the fair value of the specified reporting units based on management judgments and assumptions using the discounted cash flows and comparable company market valuation approaches. We have identified our reporting unit as our floorcovering business for the purposes of allocating goodwill and assessing impairments. The valuation approaches are subject to key judgments and assumptions that are sensitive to change such as judgments and assumptions about sales growth rates, operating margins, the weighted average cost of capital ("WACC"), synergies from the viewpoint of a market participant and comparable company market multiples. When developing these key judgments and assumptions, we consider economic, operational and market conditions that could impact the fair value of the reporting unit. However, estimates are inherently uncertain and represent only management's reasonable expectations regarding future developments. These estimates and the judgments and assumptions upon which the estimates are based will, in all likelihood, differ in some respects from actual future results. We performed our annual assessment of goodwill in the fourth quarter of 2018 and an impairment was indicated. In accordance with the results of our testing, the goodwill was considered impaired and the asset was removed and a corresponding expense was recorded for asset impairment on the Consolidated Statements of Operations. (See Note 7 to our Consolidated Financial Statements)
- **Self-insured accruals.** We estimate costs required to settle claims related to our self-insured medical, dental and workers' compensation plans. These estimates include costs to settle known claims, as well as incurred and unreported claims. The estimated costs of known and unreported claims are based on historical experience. Actual results could differ from assumptions used to estimate these accruals.
- **Income taxes.** Our effective tax rate is based on income, statutory tax rates and tax planning opportunities available in the jurisdictions in which we operate. Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Deferred tax assets represent amounts available to reduce income taxes payable on taxable income in a future period. We evaluate the recoverability of these future tax benefits by assessing the



adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies. These sources of income inherently rely on estimates, including business forecasts and other projections of financial results over an extended period of time. In the event that we are not able to realize all or a portion of our deferred tax assets in the future, a valuation allowance is provided. We recognize such amounts through a charge to income in the period in which that determination is made or when tax law changes are enacted. We had valuation allowances of \$13.3 million at December 28, 2019 and \$17.0 million at December 29, 2018. At December 28, 2019, we were in a net deferred tax liability position of \$91 thousand. For further information regarding our valuation allowances, see Note 15 to the Consolidated Financial Statements.

- **Loss contingencies.** We routinely assess our exposure related to legal matters, environmental matters, product liabilities or any other claims against our assets that may arise in the normal course of business. If we determine that it is probable a loss has been incurred, the amount of the loss, or an amount within the range of loss, that can be reasonably estimated will be recorded.

#### **Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Dollars in thousands)**

Our earnings, cash flows and financial position are exposed to market risks relating to interest rates, among other factors. It is our policy to minimize our exposure to adverse changes in interest rates and manage interest rate risks inherent in funding our Company with debt. We address this financial exposure through a risk management program that includes maintaining a mix of fixed and floating rate debt and the use of interest rate swap agreements (See Note 13 to the Consolidated Financial Statements).

At December 28, 2019, \$9,693, or approximately 11% of our total debt, was subject to floating interest rates. A one-hundred basis point fluctuation in the variable interest rates applicable to this floating rate debt would have an annual pre-tax impact of approximately \$72.

#### **Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The supplementary financial information required by ITEM 302 of Regulation S-K is included in PART II, ITEM 5 of this report and the Financial Statements are included in a separate section of this report.

#### **Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

#### **Item 9A. CONTROLS AND PROCEDURES**

**(a) Evaluation of Disclosure Controls and Procedures.** We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such terms are defined in Rules 13(a)-15(e) and 15(d)-15(e)) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of December 28, 2019, the date of the financial statements included in this Form 10-K (the "Evaluation Date"). Based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

**(b) Changes in Internal Control over Financial Reporting.** No changes in our internal control over financial reporting occurred during the quarter covered by this report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures, as well as diverse interpretation of U. S. generally accepted accounting principles by accounting professionals. It is also possible that internal control over financial reporting can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. These inherent limitations are known features of the financial reporting process; therefore, while it is possible to design into the process safeguards to reduce such risk, it is not possible to eliminate all risk.

Our management report on internal control over financial reporting is contained in Item 15(a)(1) of this report.

#### **Item 9B. OTHER INFORMATION**

None.

## PART III.

### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The sections entitled "Information about Nominees for Director" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held May 6, 2020 are incorporated herein by reference. Information regarding the executive officers of the registrant is presented in PART I of this report.

We adopted a Code of Business Conduct and Ethics (the "Code of Ethics") which applies to our principal executive officer, principal financial officer and principal accounting officer or controller, and any persons performing similar functions. A copy of the Code of Ethics is incorporated by reference herein as Exhibit 14 to this report.

#### Audit Committee Financial Expert

The Board has determined that Michael L. Owens is an audit committee financial expert as defined by Item 407 (e)(5) of Regulation S-K of the Securities Exchange Act of 1934, as amended, and is independent within the meaning of the applicable Securities and Exchange Commission rules and NASDAQ standards. For a brief listing of Mr. Owens' relevant experience, please refer to the "Election of Directors" section of the Company's Proxy Statement.

#### Audit Committee

We have a standing audit committee. At December 28, 2019, members of our audit committee are Michael L. Owens, Chairman, William F. Blue, Jr., Charles E. Brock, Lowry F. Kline, and Hilda S. Murray.

### Item 11. EXECUTIVE COMPENSATION

The sections entitled "Compensation Discussion and Analysis", "Executive Compensation Information" and "Director Compensation" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held May 6, 2020 are incorporated herein by reference.

### Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The section entitled "Principal Shareholders", as well as the beneficial ownership table (and accompanying notes), in the Proxy Statement of the registrant for the annual meeting of shareholders to be held May 6, 2020 are incorporated herein by reference.

#### Equity Compensation Plan Information as of December 28, 2019

The following table sets forth information as to our equity compensation plans as of the end of the 2019 fiscal year:

Plan Category	(a) Number of securities to be issued upon exercise of the outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation Plans approved by security holders	278,320 (1)	\$ 4.57 (2)	204,720

(1) Includes the options to purchase 166,000 shares of Common Stock under our 2016 Incentive Compensation Plan and 112,320 Performance Units issued under the 2016 Incentive Compensation Plan, each unit being equivalent to one share of Common Stock. Does not include shares of Common Stock issued but not vested pursuant to outstanding restricted stock awards.

(2) Includes the aggregate weighted-average of (i) the exercise price per share for outstanding options to purchase 166,000 shares of Common Stock under our 2016 Incentive Compensation Plan and (ii) the price per share of the Common Stock on the grant date for each of 112,320 Performance Units issued under the 2016 Incentive Compensation Plan (each unit equivalent to one share of Common Stock).

### Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The sections entitled "Certain Transactions Between the Company and Directors and Officers" and "Independent Directors" in the Proxy Statement of the registrant for the annual meeting of shareholders to be held May 6, 2020 are incorporated herein by reference.

### Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The section entitled "Audit Fees Discussion" in the Proxy Statement of the Registrant for the Annual Meeting of Shareholders to be held May 6, 2020 is incorporated herein by reference.

## **PART IV.**

### **Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

- (a) (1) Financial Statements - The response to this portion of Item 15 is submitted as a separate section of this report.
- (2) Financial Statement Schedules - The response to this portion of Item 15 is submitted as a separate section of this report.
- (3) Exhibits - Please refer to the Exhibit Index which is attached hereto.
  
- (b) Exhibits - The response to this portion of Item 15 is submitted as a separate section of this report. See Item 15(a)(3) above.
  
- (c) Financial Statement Schedules - The response to this portion of Item 15 is submitted as a separate section of this report. See Item 15(a)(2).

### **Item 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 12, 2020

The Dixie Group, Inc.

/s/ DANIEL K. FRIERSON

By: Daniel K. Frierson

Chairman of the Board  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ DANIEL K. FRIERSON</u> Daniel K. Frierson	Chairman of the Board, Director and Chief Executive Officer	March 12, 2020
<u>/s/ ALLEN L. DANZEY</u> Allen L. Danzey	Vice President, Chief Financial Officer	March 12, 2020
<u>/s/ D. KENNEDY FRIERSON, JR.</u> D. Kennedy Frierson, Jr.	Vice President, Chief Operating Officer and Director	March 12, 2020
<u>/s/ WILLIAM F. BLUE, JR.</u> William F. Blue, Jr.	Director	March 12, 2020
<u>/s/ CHARLES E. BROCK</u> Charles E. Brock	Director	March 12, 2020
<u>/s/ LOWRY F. KLINE</u> Lowry F. Kline	Director	March 12, 2020
<u>/s/ HILDA S. MURRAY</u> Hilda S. Murray	Director	March 12, 2020
<u>/s/ MICHAEL L. OWENS</u> Michael L. Owens	Director	March 12, 2020



**ANNUAL REPORT ON FORM 10-K**

**ITEM 8 AND ITEM 15(a)(1) AND ITEM 15(a)(2)**

**LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES**

**FINANCIAL STATEMENTS**

**FINANCIAL STATEMENT SCHEDULES**

**YEAR ENDED DECEMBER 28, 2019**

**THE DIXIE GROUP, INC.**

**DALTON, GEORGIA**

**FORM 10-K - ITEM 8 and ITEM 15(a)(1) and (2)**

**THE DIXIE GROUP, INC. AND SUBSIDIARIES**

**LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES**

The following consolidated financial statements and financial statement schedules of The Dixie Group, Inc. and subsidiaries are included in Item 8 and Item 15(a)(1) and 15(c):

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Management's report on internal control over financial reporting	32
Report of independent registered public accounting firm	33
Consolidated balance sheets - December 28, 2019 and December 29, 2018	34
Consolidated statements of operations - Years ended December 28, 2019, December 29, 2018, and December 30, 2017	35
Consolidated statements of comprehensive income (loss) - Years ended December 28, 2019, December 29, 2018, and December 30, 2017	36
Consolidated statements of cash flows - Years ended December 28, 2019, December 29, 2018, and December 30, 2017	37
Consolidated statements of stockholders' equity - Years ended December 28, 2019, December 29, 2018, and December 30, 2017	38
Notes to consolidated financial statements	39
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All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions, or are inapplicable, or the information is otherwise shown in the financial statements or notes thereto, and therefore such schedules have been omitted.

## Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures, as well as diverse interpretation of U. S. generally accepted accounting principles by accounting professionals. It is also possible that internal control over financial reporting can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. These inherent limitations are known features of the financial reporting process; therefore, while it is possible to design into the process safeguards to reduce such risk, it is not possible to eliminate all risk.

Management, including our principal executive officer and principal financial officer, has used the criteria set forth in the report entitled "*Internal Control - Integrated Framework*" published by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) to evaluate the effectiveness of its internal control over financial reporting. Management has concluded that its internal control over financial reporting was effective as of December 28, 2019, based on those criteria.

/s/ Daniel K. Frierson  
*Chairman of the Board and  
Chief Executive Officer*

/s/ Allen L. Danzey  
*Chief Financial Officer*

## Report of Independent Registered Public Accounting Firm

The Shareholders and the Board of Directors of The Dixie Group, Inc.

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of The Dixie Group, Inc. (the "Company") as of December 28, 2019 and December 29, 2018, the related consolidated statements of operations, comprehensive income (loss), cash flows and stockholders' equity for each of the three years in the period ended December 28, 2019, and the related notes and schedule listed in the Index at Item 15(a)(2) (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 28, 2019 and December 29, 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 28, 2019, in conformity with U.S. generally accepted accounting principles.

### **Adoption of New Accounting Standard**

As discussed in Note 2 to the consolidated financial statements, the Company has changed its method of accounting for leases in fiscal year 2019 due to the adoption of Accounting Standards Codification *Topic 842, Leases*.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Dixon Hughes Goodman LLP

We have served as the Company's auditor since 2013.

**Atlanta, Georgia**  
**March 12, 2020**

**THE DIXIE GROUP, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(amounts in thousands, except share data)

	<u>December 28, 2019</u>	<u>December 29, 2018</u>
<b>ASSETS</b>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 769	\$ 18
Receivables, net	37,138	42,542
Inventories, net	95,509	105,195
Prepaid expenses	6,179	5,204
TOTAL CURRENT ASSETS	<u>139,595</u>	<u>152,959</u>
PROPERTY, PLANT AND EQUIPMENT, NET	65,442	84,111
OPERATING LEASE RIGHT-OF-USE ASSETS	24,835	—
OTHER ASSETS	17,787	15,708
TOTAL ASSETS	<u>\$ 247,659</u>	<u>\$ 252,778</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES		
Accounts payable	\$ 16,084	\$ 17,779
Accrued expenses	25,418	30,852
Current portion of long-term debt	6,684	7,794
Current portion of operating lease liabilities	3,172	—
TOTAL CURRENT LIABILITIES	<u>51,358</u>	<u>56,425</u>
LONG-TERM DEBT	81,667	120,251
OPERATING LEASE LIABILITIES	22,123	—
OTHER LONG-TERM LIABILITIES	19,300	17,118
TOTAL LIABILITIES	<u>174,448</u>	<u>193,794</u>
COMMITMENTS AND CONTINGENCIES (See Note 19)		
STOCKHOLDERS' EQUITY		
Common Stock (\$3 par value per share): Authorized 80,000,000 shares, issued and outstanding - 15,025,087 shares for 2019 and 15,522,588 shares for 2018	45,075	46,568
Class B Common Stock (\$3 par value per share): Authorized 16,000,000 shares, issued and outstanding - 836,669 shares for 2019 and 839,304 shares for 2018	2,510	2,518
Additional paid-in capital	157,547	156,390
Accumulated deficit	(131,113)	(146,384)
Accumulated other comprehensive income (loss)	(808)	(108)
TOTAL STOCKHOLDERS' EQUITY	<u>73,211</u>	<u>58,984</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 247,659</u>	<u>\$ 252,778</u>

See accompanying notes to the consolidated financial statements.



**THE DIXIE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(amounts in thousands, except per share data)

	Year Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
NET SALES	\$ 374,582	\$ 405,033	\$ 412,462
Cost of sales	288,377	318,042	311,249
GROSS PROFIT	<u>86,205</u>	<u>86,991</u>	<u>101,213</u>
Selling and administrative expenses	83,825	92,473	96,189
Other operating (income) expense, net	(23,988)	458	441
Facility consolidation and severance expenses, net	5,019	3,167	636
Impairment of assets	—	6,709	—
OPERATING INCOME (LOSS)	<u>21,349</u>	<u>(15,816)</u>	<u>3,947</u>
Interest expense	6,444	6,491	5,739
Other (income) expense, net	(57)	3	21
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES	<u>14,962</u>	<u>(22,310)</u>	<u>(1,813)</u>
Income tax provision (benefit)	(657)	(831)	7,509
INCOME (LOSS) FROM CONTINUING OPERATIONS	<u>15,619</u>	<u>(21,479)</u>	<u>(9,322)</u>
Income (loss) from discontinued operations, net of tax	(348)	95	(233)
NET INCOME (LOSS)	<u>\$ 15,271</u>	<u>\$ (21,384)</u>	<u>\$ (9,555)</u>
BASIC EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ 0.96	\$ (1.36)	\$ (0.59)
Discontinued operations	(0.02)	0.01	(0.01)
Net income (loss)	<u>\$ 0.94</u>	<u>\$ (1.35)</u>	<u>\$ (0.60)</u>
BASIC SHARES OUTSTANDING	15,822	15,764	15,699
DILUTED EARNINGS (LOSS) PER SHARE:			
Continuing operations	\$ 0.95	\$ (1.36)	\$ (0.59)
Discontinued operations	(0.02)	0.01	(0.01)
Net income (loss)	<u>\$ 0.93</u>	<u>\$ (1.35)</u>	<u>\$ (0.60)</u>
DILUTED SHARES OUTSTANDING	15,926	15,764	15,699
DIVIDENDS PER SHARE:			
Common Stock	\$ —	\$ —	\$ —
Class B Common Stock	—	—	—

See accompanying notes to the consolidated financial statements.

**THE DIXIE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(amounts in thousands)

	Year Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
NET INCOME (LOSS)	\$ 15,271	\$ (21,384)	\$ (9,555)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Unrealized gain (loss) on interest rate swaps	(1,109)	531	180
Income taxes	—	—	68
Unrealized gain (loss) on interest rate swaps, net	<u>(1,109)</u>	<u>531</u>	<u>112</u>
Reclassification of loss into earnings from interest rate swaps (1)	454	673	1,250
Income taxes	10	—	475
Reclassification of loss into earnings from interest rate swaps, net	<u>444</u>	<u>673</u>	<u>775</u>
Unrecognized net actuarial gain (loss) on postretirement benefit plans	(6)	18	11
Income taxes	—	—	4
Unrecognized net actuarial gain (loss) on postretirement benefit plans, net	<u>(6)</u>	<u>18</u>	<u>7</u>
Reclassification of net actuarial gain into earnings from postretirement benefit plans (2)	(27)	(27)	(30)
Income taxes	—	—	(11)
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net	<u>(27)</u>	<u>(27)</u>	<u>(19)</u>
Reclassification of prior service credits into earnings from postretirement benefit plans (2)	(2)	(4)	(4)
Income taxes	—	—	(1)
Reclassification of prior service credits into earnings from postretirement benefit plans, net	<u>(2)</u>	<u>(4)</u>	<u>(3)</u>
TOTAL OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	<b>(700)</b>	1,191	872
COMPREHENSIVE INCOME (LOSS)	<u><b>\$ 14,571</b></u>	<u><b>\$ (20,193)</b></u>	<u><b>\$ (8,683)</b></u>

- (1) Amounts for cash flow hedges reclassified from accumulated other comprehensive income (loss) to net income (loss) were included in interest expense in the Company's Consolidated Statements of Operations.
- (2) Amounts for postretirement plans reclassified from accumulated other comprehensive income (loss) to net income (loss) were included in selling and administrative expenses in the Company's Consolidated Statements of Operations.

See accompanying notes to the consolidated financial statements.

**THE DIXIE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(amounts in thousands)

	Year Ended		
	December 28, 2019	December 29, 2018	December 30, 2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income (loss) from continuing operations	\$ 15,619	\$ (21,479)	\$ (9,322)
Income (loss) from discontinued operations	(348)	95	(233)
Net income (loss)	<u>15,271</u>	<u>(21,384)</u>	<u>(9,555)</u>
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	11,440	12,653	12,947
Provision (benefit) for deferred income taxes	(487)	(537)	8,181
Net loss (gain) on property, plant and equipment disposals	(25,281)	(1,047)	170
Impairment of assets	—	1,164	—
Impairment of goodwill and intangibles	—	5,545	—
Stock-based compensation (credit) expense	483	(29)	940
Bad debt expense	240	163	70
Changes in operating assets and liabilities:			
Receivables	5,164	3,775	(2,945)
Inventories	9,686	8,462	(16,420)
Prepays and other current assets	(975)	(535)	776
Accounts payable and accrued expenses	(3,678)	(4,198)	(3,161)
Other operating assets and liabilities	(176)	1,073	(609)
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<u><b>11,687</b></u>	<u><b>5,105</b></u>	<u><b>(9,606)</b></u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Net proceeds from sales of property, plant and equipment	37,205	1,856	—
Purchase of property, plant and equipment	(4,235)	(4,052)	(12,724)
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<u><b>32,970</b></u>	<u><b>(2,196)</b></u>	<u><b>(12,724)</b></u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Net borrowings (payments) on revolving credit facility	(39,524)	1,512	27,125
Payments on notes payable - buildings	(5,475)	(731)	(731)
Payments on notes payable related to acquisitions	—	(791)	(1,920)
Borrowings on notes payable - equipment and other	1,379	3,273	7,612
Payments on notes payable - equipment and other	(3,375)	(4,260)	(4,145)
Borrowings on finance leases	11,500	—	—
Payments on finance leases	(4,166)	(4,617)	(3,921)
Change in outstanding checks in excess of cash	(3,141)	2,762	(1,695)
Repurchases of Common Stock	(827)	(58)	(116)
Payments for debt issuance costs	(277)	—	—
<b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<u><b>(43,906)</b></u>	<u><b>(2,910)</b></u>	<u><b>22,209</b></u>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<u><b>751</b></u>	<u><b>(1)</b></u>	<u><b>(121)</b></u>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<u><b>18</b></u>	<u><b>19</b></u>	<u><b>140</b></u>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<u><u><b>\$ 769</b></u></u>	<u><u><b>\$ 18</b></u></u>	<u><u><b>\$ 19</b></u></u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Right-of-use assets obtained in exchange for new finance lease liabilities	52	—	—
Equipment purchased under capital leases	—	223	621
Equipment purchased under notes payable	—	—	59
Right-of-use assets obtained in exchange for new operating lease liabilities	18,167	—	—
Accrued purchases of equipment	188	166	179

See accompanying notes to the consolidated financial statements.

**THE DIXIE GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(amounts in thousands, except share data)

	Common Stock	Class B Common Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
<b>Balance at December 31, 2016</b>	<b>45,745</b>	<b>2,612</b>	<b>156,381</b>	<b>(115,656)</b>	<b>(1,960)</b>	<b>87,122</b>
Repurchases of Common Stock - 33,112 shares	(100)	—	(16)	—	—	(116)
Restricted stock grants issued - 60,000 shares	180	—	(180)	—	—	—
Restricted stock grants forfeited - 4,629 shares	(14)	—	12	—	—	(2)
Class B converted into Common Stock - 9,215 shares	28	(28)	—	—	—	—
Stock-based compensation expense	—	—	942	—	—	942
Net loss	—	—	—	(9,555)	—	(9,555)
Other comprehensive income	—	—	—	—	872	872
Reclassification of stranded tax effects	—	—	—	211	(211)	—
<b>Balance at December 30, 2017</b>	<b>45,839</b>	<b>2,584</b>	<b>157,139</b>	<b>(125,000)</b>	<b>(1,299)</b>	<b>79,263</b>
Common Stock issued - 39,711 shares	119	—	(119)	—	—	—
Repurchases of Common Stock - 20,226 shares	(61)	—	4	—	—	(57)
Restricted stock grants issued - 307,292 shares	677	245	(922)	—	—	—
Restricted stock grants forfeited - 106,196 shares	(25)	(292)	(621)	—	—	(938)
Class B converted into Common Stock - 6,250 shares	19	(19)	—	—	—	—
Stock-based compensation expense	—	—	909	—	—	909
Net loss	—	—	—	(21,384)	—	(21,384)
Other comprehensive income	—	—	—	—	1,191	1,191
<b>Balance at December 29, 2018</b>	<b>\$ 46,568</b>	<b>\$ 2,518</b>	<b>\$ 156,390</b>	<b>\$ (146,384)</b>	<b>\$ (108)</b>	<b>\$ 58,984</b>
Common Stock issued - 29,001 shares	87	—	(87)	—	—	—
Repurchases of Common Stock - 511,353 shares	(1,535)	—	708	—	—	(827)
Restricted stock grants forfeited - 17,784 shares	(53)	—	42	—	—	(11)
Class B converted into Common Stock - 2,635 shares	8	(8)	—	—	—	—
Stock-based compensation expense	—	—	494	—	—	494
Net income	—	—	—	15,271	—	15,271
Other comprehensive loss	—	—	—	—	(700)	(700)
<b>Balance at December 28, 2019</b>	<b>\$ 45,075</b>	<b>\$ 2,510</b>	<b>\$ 157,547</b>	<b>\$ (131,113)</b>	<b>\$ (808)</b>	<b>\$ 73,211</b>

See accompanying notes to the consolidated financial statements.

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in thousands, except per share data)**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Business**

The Company's businesses consist principally of marketing, manufacturing and selling finished carpet, rugs and luxury vinyl flooring in the domestic floorcovering market. The Company sells floorcovering products in both residential and commercial applications. Additionally, the Company provides manufacturing support to its carpet businesses through its separate processing operations.

Based on applicable accounting standards, the Company has determined that it has one reportable segment, Floorcovering comprising of two operating segments, Residential and Commercial. Pursuant to accounting standards, the Company has aggregated the two operating segments into one reporting segment because they have similar economic characteristics, and the operating segments are similar in all of the following areas: (a) the nature of the products and services; (b) the nature of the production processes; (c) the type or class of customer for their products and services; (d) the methods used to distribute their products or provide their services; and (e) the nature of the regulatory environment.

**Principles of Consolidation**

The Consolidated Financial Statements include the accounts of The Dixie Group, Inc. and its wholly-owned subsidiaries (the "Company"). Significant intercompany accounts and transactions have been eliminated in consolidation.

**Use of Estimates in the Preparation of Financial Statements**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates and these differences could be material.

**Fiscal Year**

The Company ends its fiscal year on the last Saturday of December. All references herein to "2019," "2018," and "2017," mean the fiscal years ended December 28, 2019, December 29, 2018, and December 30, 2017, respectively. All years presented contained 52 weeks.

**Reclassifications**

The Company reclassified certain amounts in 2018 and 2017 to conform to the 2019 presentation.

**Discontinued Operations**

The consolidated financial statements separately report discontinued operations and the results of continuing operations (See Note 22).

**Cash and Cash Equivalents**

Highly liquid investments with original maturities of three months or less when purchased are reported as cash equivalents.

**Market Risk**

The Company sells carpet to floorcovering retailers, the interior design, architectural and specifier communities and supplies carpet yarn and carpet dyeing and finishing services to certain manufacturers. The Company's customers are located principally throughout the United States. As a percentage of net sales, one customer accounted for approximately 11% in 2019, 13% in 2018 and 14% in 2017. No other customer accounted for more than 10% of net sales in 2019, 2018, or 2017, nor did the Company make a significant amount of sales to foreign countries during 2019, 2018, or 2017.

**Credit Risk**

The Company grants credit to its customers with defined payment terms, performs ongoing evaluations of the credit worthiness of its customers and generally does not require collateral. Accounts receivable are carried at their outstanding principal amounts, less an anticipated amount for discounts and an allowance for doubtful accounts, which management believes is sufficient to cover potential credit losses based on historical experience and periodic evaluation of the financial condition of the Company's customers. As a percentage of customer's trade accounts receivable, one customer accounted for approximately 18% in 2019, 34% in 2018,



**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in thousands, except per share data)**  
**(Continued)**

and 31% in 2017. Notes receivable are carried at their outstanding principal amounts, less an allowance for doubtful accounts to cover potential credit losses based on the financial condition of borrowers and collateral held by the Company.

**Inventories**

Inventories are stated at the lower of cost or market. Cost is determined using the last-in, first-out ("LIFO") method, which generally matches current costs of inventory sold with current revenues, for substantially all inventories.

**Property, Plant and Equipment**

Property, plant and equipment are stated at the lower of cost or impaired value. Provisions for depreciation and amortization of property, plant and equipment have been computed for financial reporting purposes using the straight-line method over the estimated useful lives of the related assets, ranging from 10 to 40 years for buildings and improvements, and 3 to 10 years for machinery and equipment. Costs to repair and maintain the Company's equipment and facilities are expensed as incurred. Such costs typically include expenditures to maintain equipment and facilities in good repair and proper working condition.

**Impairment of Long-Lived Assets**

Long-lived assets are reviewed for impairment when circumstances indicate that the carrying value of an asset may not be fully recoverable. When the carrying value of the asset exceeds the value of its estimated undiscounted future cash flows, an impairment charge is recognized equal to the difference between the asset's carrying value and its fair value. Fair value is estimated using discounted cash flows, prices for similar assets or other valuation techniques.

**Goodwill and Other Intangible Assets**

Goodwill represents the excess of purchase price over the fair value of identified net assets acquired in business combinations. In accordance with the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic ("ASC") 350, *"Intangibles-Goodwill and Other,"* the Company tests goodwill for impairment annually in the fourth quarter of each year or more frequently if events or circumstances indicate that the carrying value of goodwill associated with a reporting unit may not be fully recoverable. The goodwill impairment tests are based on determining the fair value of the specified reporting units based on management judgments and assumptions using the discounted cash flows and comparable company market valuation approaches. The Company has identified its reporting unit as its floorcovering business for the purposes of allocating goodwill and assessing impairments. The valuation approaches are subject to key judgments and assumptions that are sensitive to change such as judgments and assumptions about sales growth rates, operating margins, the weighted average cost of capital ("WACC") and comparable company market multiples. When developing these key judgments and assumptions, the Company considers economic, operational and market conditions that could impact the fair value of the reporting unit. However, estimates are inherently uncertain and represent only management's reasonable expectations regarding future developments. These estimates and the judgments and assumptions upon which the estimates are based will, in all likelihood, differ in some respects from actual future results. Should a significant or prolonged deterioration in economic conditions occur or a decline in comparable company market multiples, then key judgments and assumptions could be impacted.

In the goodwill assessment process, the Company compares the carrying value of a reporting unit, including goodwill, to the fair value of the reporting unit to identify potential goodwill impairments. The Company estimates the fair value of the reporting unit by using both a discounted cash flow and comparable company market valuation approach. If an impairment is indicated in the assessment, the impairment would be measured as the amount by which the reporting unit's carrying value exceeds its fair value, not to exceed the carrying value of goodwill. (See Note 7).

Identifiable intangible assets with finite lives are generally amortized on a straight-line basis over their respective lives, which range from 10 to 20 years (See Note 7).

**Self-Insured Benefit Programs**

The Company records liabilities to reflect an estimate of the ultimate cost of claims related to its self-insured medical and dental benefits and workers' compensation. The amounts of such liabilities are based on an analysis of the Company's historical experience for each type of claim.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**Income Taxes**

The Company recognizes deferred income tax assets and liabilities for the future tax consequences of the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company evaluates the recoverability of these future tax benefits by assessing the adequacy of future expected taxable income from all sources. In the event that the Company is not able to realize all or a portion of the deferred tax assets in the future, a valuation allowance is provided. The Company recognizes such amounts through a charge to income in the period in which that determination is made or when tax law changes are enacted. The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. The Company recognizes interest and penalties related to uncertain tax positions, if any, in income tax expense.

**Derivative Financial Instruments**

The Company does not hold speculative financial instruments, nor does it hold or issue financial instruments for trading purposes. The Company uses derivative instruments, currently interest rate swaps, to minimize the effects of interest rate volatility.

The Company recognizes all derivatives at fair value. Derivatives that are designated as cash flow hedges are linked to specific liabilities on the Company's balance sheet. The Company assesses, both at inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of the hedged items. When it is determined that a derivative is not highly effective or the derivative expires, is sold, terminated, or exercised, the Company discontinues hedge accounting for that specific hedge instrument. Changes in the fair value of effective cash flow hedges are deferred in accumulated other comprehensive income (loss) ("AOCIL") and reclassified to earnings in the same periods during which the hedge transaction affects earnings. Changes in the fair value of derivatives that are not effective cash flow hedges are recognized in results of operations.

**Treasury Stock**

The Company classifies treasury stock as a reduction to Common Stock for the par value of such shares acquired and the difference between the par value and the price paid for each share recorded either entirely to retained earnings or to additional paid-in-capital for periods in which the Company does not have retained earnings. This presentation reflects the repurchased shares as authorized but unissued as prescribed by state statute.

**Revenue Recognition**

The Company derives its revenues primarily from the sale of floorcovering products and processing services. Revenues are recognized when control of these products or services is transferred to its customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those products and services. Sales, value add, and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue. Shipping and handling fees charged to customers are reported within revenue. Incidental items that are immaterial in the context of the contract are recognized as expense. The Company does not have any significant financing components as payment is received at or shortly after the point of sale. The Company determined revenue recognition through the following steps:

- Identification of the contract with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, the performance obligation is satisfied

**Performance Obligations**

For performance obligations related to residential floorcovering and commercial floorcovering products, control transfers at a point in time. To indicate the transfer of control, the Company must have a present right to payment, legal title must have passed to the customer and the customer must have the significant risks and rewards of ownership. The Company's principal terms of sale are FOB Shipping Point and FOB Destination and the Company transfers control and records revenue for product sales either upon shipment or delivery to the customer, respectively. Revenue is allocated to each performance obligation based on its relative stand-alone selling prices. Stand-alone selling prices are based on observable prices at which the Company separately sells the products or services.

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**Variable Consideration**

The nature of the Company's business gives rise to variable consideration, including rebates, allowances, and returns that generally decrease the transaction price, which reduces revenue. These variable amounts are generally credited to the customer, based on achieving certain levels of sales activity, product returns, or price concessions.

Variable consideration is estimated at the most likely amount that is expected to be earned. Estimated amounts are included in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Estimates of variable consideration are estimated based upon historical experience and known trends.

**Advertising Costs**

The Company engages in promotional and advertising programs. Expenses relating to these programs are charged to results of operations during the period of the related benefits. These arrangements do not require significant estimates of costs. Costs related to cooperative advertising programs are normally recorded as selling and administrative expenses when the Company can reasonably identify the benefit associated with the program and can reasonably estimate that the fair value of the benefit is equal to or greater than its cost. The amount of advertising and promotion expenses included in selling and administrative expenses was not significant for the years 2019, 2018, or 2017.

**Warranties**

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products for a period of up to two years. The Company accrues for estimated future assurance warranty costs in the period in which the sale is recorded. The costs are included in cost of sales in the Consolidated Statements of Operations and the product warranty reserve is included in accrued expenses in the Consolidated Balance Sheets. The Company calculates its accrual using the portfolio approach based upon historical experience and known trends. (See Note 9.) The Company does not provide an additional service-type warranty.

**Cost of Sales**

Cost of sales includes all costs related to manufacturing the Company's products, including purchasing and receiving costs, inspection costs, warehousing costs, freight costs, internal transfer costs or other costs of the Company's distribution network.

**Selling and Administrative Expenses**

Selling and administrative expenses include all costs, not included in cost of sales, related to the sale and marketing of the Company's products and general administration of the Company's business.

**Operating Leases**

The Company determines if an arrangement is an operating lease or a financing lease at inception. A lease exists if the Company obtains substantially all of the economic benefits of, and has the right to control the use of, an asset for a period of time. Right-of-use assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease agreement. Lease assets and obligations are recognized at the lease commencement date based on the present value of lease payments over the term of the lease. Right-of-use assets may also be adjusted to reflect any prepayments made or any incentive payments received. Generally, the Company's leases do not provide a readily determinable implicit interest rate, therefore, the Company uses its incremental borrowing rate, which is based on information available at the lease commencement date, to determine the present value of lease payments.

The Company has operating leases primarily for real estate and equipment used in manufacturing. Operating lease expense is recognized in continuing operations on a straight-line basis over the lease term within cost of sales and selling and administrative expenses. Financing lease expense is comprised of both interest expense, which is recognized using the effective interest method, and amortization of the right-of-use assets. These expenses are presented consistently with the presentation of other interest expense and amortization or depreciation of similar assets. In determining lease asset values, the Company considers fixed and variable payment terms, prepayments, incentives, and options to extend, terminate or purchase. Renewal, termination, or purchase options affect the lease term used for determining lease asset value only if the option is reasonably certain to be exercised.

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**Stock-Based Compensation**

The Company recognizes compensation expense relating to stock-based payments based on the fair value of the equity or liability instrument issued. Restricted stock grants with pro-rata vesting are expensed using the straight-line method. (Terms of the Company's awards are specified in Note 17). The Company accounts for forfeitures when they actually occur.

**NOTE 2 - RECENT ACCOUNTING PRONOUNCEMENTS**

**Accounting Standards Adopted in Fiscal 2019**

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, "*Leases (Topic 842)*," which requires lessees to recognize on the Consolidated Balance Sheets right-of-use assets, representing the right to use the underlying asset for the lease term, and a lease liability for all leases with terms greater than 12 months. The guidance also requires qualitative and quantitative disclosures designed to assess the amount, timing, and uncertainty of cash flows arising from leases. In July 2018, the FASB issued ASU No. 2018-11, "*Leases (Topic 842)*" providing an optional transition method allowing entities to apply the new lease standard at the adoption date and recognize a cumulative effect adjustment in the period of adoption. The Company elected this transition method.

The Company adopted the new standard effective December 30, 2018, the first day of the Company's fiscal year. Consistent with the optional transition method allowed as part of the modified retrospective transition approach provided in ASU No. 2018-11, the Company did not adjust comparative periods. The new standard applied to leases that have commenced as of the effective date, December 30, 2018, with a cumulative effect adjustment recorded as of that date. At adoption, the Company recorded Right-of-use assets of \$9,401 and a corresponding liability of \$9,842. The Company also elected to apply the package of practical expedients allowed in ASC 842-10-65-1 whereby the Company need not reassess whether any expired or existing contracts are or contain leases, the Company need not reassess the lease classification for any expired or existing leases, and the Company need not reassess initial direct costs for any existing leases. The Company's adoption of the ASU resulted in the addition of Right of Use Assets on the Consolidated Balance Sheet for the right to use the underlying assets of operating leases. The Company did not elect to use hindsight for transition when considering judgments and estimates such as assessments of lessee options to extend or terminate a lease or purchase the underlying asset. In addition, the corresponding liability for the remaining balance of the operating leases is included in the liability section of the Consolidated Balance Sheet. For all asset classes, the Company elected to not recognize a right-of-use asset and lease liability for leases with a term of twelve months or less. The adoption of this ASU did not result in a material adjustment to the Consolidated Statements of Stockholders' Equity or the Consolidated Statements of Operations.

In August 2017, the FASB issued ASU No. 2017-12, "*Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*." The amendments in this ASU update current guidance by more closely aligning the results of cash flow and fair value hedge accounting with risk management activities through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. ASU 2017-12 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Company's adoption of this ASU did not have a significant impact on its consolidated financial statements.

In October 2018, the FASB issued ASU 2018-16, "*Derivatives and Hedging (Topic 815) - Inclusion of the Secured Overnight Financing Rate ("SOFR") Overnight Index Swap ("OIS") Rate as a Benchmark Interest Rate for Hedge Accounting Purposes*." This update permits the use of the OIS rate based on SOFR as a U.S. benchmark interest rate for hedge accounting purposes. For entities that have not already adopted Update 2017-12, the amendments in this Update are required to be adopted concurrently with the amendments in Update 2017-12. The Company's adoption of this ASU did not have a significant impact on its consolidated financial statements.

**Accounting Standards Yet to Be Adopted**

In June 2016, the FASB issued ASU No. 2016-13, "*Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*," which amends the impairment model to utilize an expected loss methodology in place of the current incurred loss methodology, which will result in the more timely recognition of losses. For public entities, ASU 2016-13 is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. The Company does not believe the adoption of this ASU, including the subsequently issued codification improvements update ("*Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*," ASU 2019-04) and the targeted transition relief update ("*Financial Instruments-Credit Losses (Topic 326)*," ASU 2019-05), will have a significant impact on the consolidated financial statements due to the nature of the Company's customers and the limited amount of write-offs in past years.

In August 2018, the FASB issued ASU 2018-13, "*Fair Value Measurement (Topic 820) - Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*." This update is a part of FASB's disclosure framework project to improve the effectiveness of disclosures in the notes to financial statements. The amendments in this update remove, modify, and add certain

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disclosure requirements within Topic 820. This standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted upon issuance of this update and an entity is permitted to early adopt any removed or modified disclosures upon issuance of this update and delay adoption of the additional disclosures until the effective date. Certain disclosure amendments are to be applied prospectively for only the most recent interim or annual period presented, while other amendments are to be applied retrospectively to all periods presented. The Company does not believe that the adoption of this ASU will have a significant impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, “*Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20) - Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans.*” This update is a part of FASB’s disclosure framework project to improve the effectiveness of disclosures in the notes to financial statements. The amendments in this update modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. This standard is effective for fiscal years ending after December 15, 2020 and early adoption is permitted. Upon adoption, this update is to be applied on a retrospective basis to all periods presented. The Company does not believe that the adoption of this ASU will have a significant impact on its consolidated financial statements.

**NOTE 3 - REVENUE**

**Disaggregation of Revenue from Contracts with Customers**

The following table disaggregates the Company’s revenue by end-user markets for the years ended December 28, 2019, December 29, 2018, and December 30, 2017:

	2019	2018	2017
Residential floorcovering products	\$ 268,186	\$ 289,129	\$ 279,038
Commercial floorcovering products	103,286	113,971	131,372
Other services	3,110	1,933	2,052
Total net sales	<u>\$ 374,582</u>	<u>\$ 405,033</u>	<u>\$ 412,462</u>

*Residential floorcovering products.* Residential floorcovering products include broadloom carpet, rugs, luxury vinyl flooring and engineered hardwood. These products are sold into the designer, retailer, mass merchant and builder markets.

*Commercial floorcovering products.* Commercial floorcovering products include broadloom carpet, carpet tile, rugs, and luxury vinyl flooring. These products are sold into the corporate, hospitality, healthcare, government, and education markets through the use of designers and architects.

*Other services.* Other services include carpet yarn processing and carpet dyeing services.

**Contract Balances**

The Company often receives cash payments from customers in advance of the Company’s performance for limited production run orders resulting in contract liabilities. These contract liabilities are classified in accrued expenses in the Consolidated Balance Sheets based on the timing of when the Company expects to recognize revenue, which is typically less than a year. The net decrease or increase in the contract liabilities is primarily driven by order activity for limited runs requiring deposits offset by the recognition of revenue and application of deposit on the receivables ledger for such activity during the period. The activity in the advanced deposits for the year ended December 28, 2019, December 29, 2018, and December 30, 2017 is as follows:

	2019	2018	2017
Beginning contract liability	\$ 6,013	\$ 5,717	\$ 8,212
Revenue recognized from contract liabilities included in the beginning balance	(5,873)	(5,717)	(7,820)
Increases due to cash received, net of amounts recognized in revenue during the period	4,545	6,013	5,325
Ending contract liability	<u>\$ 4,685</u>	<u>\$ 6,013</u>	<u>\$ 5,717</u>

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**NOTE 4 - RECEIVABLES, NET**

Receivables are summarized as follows:

	<u>2019</u>	<u>2018</u>
Customers, trade	\$ 34,285	\$ 40,121
Other receivables	3,115	2,595
Gross receivables	<u>37,400</u>	<u>42,716</u>
Less: allowance for doubtful accounts	(262)	(174)
Receivables, net	<u>\$ 37,138</u>	<u>\$ 42,542</u>

Bad debt expense was \$240 in 2019, \$163 in 2018, and \$70 in 2017.

**NOTE 5 - INVENTORIES, NET**

Inventories are summarized as follows:

	<u>2019</u>	<u>2018</u>
Raw materials	\$ 32,377	\$ 36,875
Work-in-process	18,642	20,274
Finished goods	64,978	67,085
Supplies and other	260	190
LIFO reserve	(20,748)	(19,229)
Inventories, net	<u>\$ 95,509</u>	<u>\$ 105,195</u>

In March 2019, the Company incurred an inventory liquidation due to a consignment agreement with a primary vendor of raw materials. The former inventory levels are not expected to be reinstated. The Company recognized the effect within 2019 which resulted in liquidations of LIFO inventories carried at prevailing costs established in prior years and reduced cost of sales by \$281.

**NOTE 6 - PROPERTY, PLANT AND EQUIPMENT, NET**

Property, plant and equipment consists of the following:

	<u>2019</u>	<u>2018</u>
Land and improvements	\$ 3,422	\$ 8,528
Buildings and improvements	51,432	63,389
Machinery and equipment	179,993	183,900
Assets under construction	1,459	2,675
	<u>236,306</u>	<u>258,492</u>
Accumulated depreciation	(170,864)	(174,381)
Property, plant and equipment, net	<u>\$ 65,442</u>	<u>\$ 84,111</u>

Depreciation of property, plant and equipment, including amounts for finance leases, totaled \$11,219 in 2019, \$12,141 in 2018 and \$12,436 in 2017.



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**NOTE 7 - GOODWILL AND OTHER INTANGIBLE ASSETS**

The carrying amount of goodwill is \$0 as of December 28, 2019 and December 29, 2018, respectively. The Company performed its annual assessment of goodwill in the fourth quarters of 2018 and 2017 with no impairment indicated in 2017. At the end of 2018, it was determined that the carrying value was greater than calculated fair value. Also at the end of 2018, the intangibles were determined to not be recoverable based on revised projections. Impairment costs incurred are classified as "impairment of assets" in the Company's Consolidated Statements of Operations.

The following table represents the details of the Company's intangible assets that were subject to amortization during 2018:

	2018			
	Gross	Accumulated Amortization	Impairment	Net
Customer relationships	\$ 208	\$ (96)	\$ (112)	\$ —
Rug design coding	144	(86)	(58)	—
Trade names	3,300	(1,314)	(1,986)	—
<b>Total</b>	<b>\$3,652</b>	<b>\$ (1,496)</b>	<b>\$ (2,156)</b>	<b>\$ —</b>

Amortization expense for intangible assets is summarized as follows:

	2019	2018	2017
Customer relationships	\$ —	\$ 16	\$ 16
Rug design coding	—	14	15
Trade names	—	275	275
<b>Amortization expense</b>	<b>\$ —</b>	<b>\$ 305</b>	<b>\$ 306</b>

**NOTE 8 - ACCRUED EXPENSES**

Accrued expenses are summarized as follows:

	2019	2018
Compensation and benefits (1)	\$ 8,804	\$ 8,186
Provision for customer rebates, claims and allowances	7,682	9,300
Advanced customer deposits	4,685	6,013
Outstanding checks in excess of cash	—	3,141
Other	4,247	4,212
<b>Accrued expenses</b>	<b>\$ 25,418</b>	<b>\$ 30,852</b>

(1) Includes a liability related to the Company's self-insured Workers' Compensation program. This program is collateralized by letters of credit in the aggregate amount of \$2,744.

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**NOTE 9 - PRODUCT WARRANTY RESERVES**

The Company generally provides product warranties related to manufacturing defects and specific performance standards for its products. Product warranty reserves are included in accrued expenses in the Company's Consolidated Balance Sheets. The following is a summary of the Company's product warranty activity:

	2019	2018
Product warranty reserve at beginning of period	\$ 1,069	\$ 1,173
Warranty liabilities accrued	1,667	2,341
Warranty liabilities settled	(1,695)	(2,380)
Changes for pre-existing warranty liabilities	(39)	(65)
Product warranty reserve at end of period	<u>\$ 1,002</u>	<u>\$ 1,069</u>

**NOTE 10 - LONG-TERM DEBT AND CREDIT ARRANGEMENTS**

Long-term debt consists of the following:

	2019	2018
Revolving credit facility	\$ 59,693	\$ 99,219
Notes payable - buildings	6,213	11,688
Notes payable - equipment and other	3,533	5,528
Finance lease - buildings	11,296	—
Finance lease obligations	8,187	12,096
Deferred financing costs, net	(571)	(486)
Total long-term debt	<u>88,351</u>	<u>128,045</u>
Less: current portion of long-term debt	6,684	7,794
Long-term debt	<u>\$ 81,667</u>	<u>\$ 120,251</u>

**Revolving Credit Facility**

During the fourth quarter, the Company amended its credit agreement with Wells Fargo Capital Finance to reduce the size of the Senior Credit Facility from \$150,000 to \$120,000 and adjust the availability limitation related to the fixed coverage ratio from \$16,500 to \$15,000 upon closing of the sale lease back of the Susan Street property. The changes to the credit facility were implemented by the twelfth and thirteenth amendments to the credit agreement, effective October 3, 2019 and October 22, 2019, respectively. These amendments were intended to permit the sale and leaseback of the Company's Susan Street Facility and, upon completion of the sale, to adjust the credit agreement's borrowing base. The borrowing base is currently equal to specified percentages of the Company's eligible accounts receivable, inventories, fixed assets and real property less reserves established, from time to time, by the administrative agent under the facility. The revolving credit facility matures on September 23, 2021. The revolving credit facility is secured by a first priority lien on substantially all of the Company's assets.

At the Company's election, advances of the revolving credit facility bear interest at annual rates equal to either (a) LIBOR for 1, 2 or 3 month periods, as selected by the Company, plus an applicable margin ranging between 1.50% and 2.00%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a daily LIBOR rate plus 1.00%, plus an applicable margin ranging between 0.50% and 1.00%. The applicable margin is determined based on availability under the revolving credit facility with margins increasing as availability decreases. As of December 28, 2019, the applicable margin on our revolving credit facility was 1.75%. The Company pays an unused line fee on the average amount by which the aggregate commitments exceed utilization of the revolving credit facility equal to 0.375% per annum. The weighted-average interest rate on borrowings outstanding under the revolving credit facility was 4.79% at December 28, 2019 and 4.58% at December 29, 2018.

The revolving credit facility includes certain affirmative and negative covenants that impose restrictions on the Company's financial and business operations. The revolving credit facility restricts the Company's borrowing availability if its fixed charge coverage ratio is less than 1.1 to 1.0. During any period that the fixed charge coverage ratio is less than 1.1 to 1.0, the Company's borrowing availability is reduced by \$15,000. As part of Amendment Thirteen to the credit agreement an additional availability block of \$5,000 was established to be reduced upon reaching a specially defined fixed charge coverage ratio of 1.1 to 1.0 for a consecutive period of 3 months or 6 months. Contingent upon reaching the desired fixed charge coverage ratio, the availability block will reduce to \$2,500 when the three-month threshold is reached and \$0 once reaching the six-month threshold. Amendment Thirteen also adjusted the size of the restricted borrowing availability that is triggered when the fixed charge coverage ratio is less than 1.1 to 1.0.

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As of December 28, 2019, the unused borrowing availability under the revolving credit facility was \$33,787; however, since the Company's fixed charge coverage ratio was less than 1.1 to 1.0, the unused availability accessible by the Company was \$18,787 (the amount above \$15,000) at December 28, 2019. Availability under the credit agreement will vary based on seasonal business factors and periodic changes to the qualified asset base, which consists of accounts receivable, inventories and fixed assets.

**Notes Payable - Buildings**

On November 7, 2014, the Company entered into a ten-year \$8,330 note payable to purchase a previously leased distribution center in Adairsville, Georgia. The note payable is scheduled to mature on November 7, 2024 and is secured by the distribution center. The note payable bears interest at a variable rate equal to one-month LIBOR plus 2.0% and is payable in equal monthly installments of principal of \$35, plus interest calculated on the declining balance of the note, with a final payment of \$4,165 due on maturity. In addition, the Company entered into an interest rate swap with an amortizing notional amount effective November 7, 2014 which effectively fixes the interest rate at 4.50%.

**Notes Payable - Equipment and Other**

The Company's equipment financing notes have terms ranging from 1 to 7 years, bear interest ranging from 1.00% to 7.68% and are due in monthly installments through their maturity dates. The Company's equipment financing notes are secured by the specific equipment financed and do not contain any financial covenants.

**Finance Lease - Buildings**

On January 14, 2019, the Company, entered into a purchase and sale agreement (the "Purchase and Sale Agreement") with Saraland Industrial, LLC, an Alabama limited liability company (the "Purchaser"). Pursuant to the terms of the Purchase and Sale Agreement, the Company sold its Saraland facility, and approximately 17.12 acres of surrounding property located in Saraland, Alabama (the "Property") to the Purchaser for a purchase price of \$11,500. Concurrent with the sale of the Property, the Company and the Purchaser entered into a twenty-year lease agreement (the "Lease Agreement"), whereby the Company will lease back the Property at an annual rental rate of \$977, subject to annual rent increases of 1.25%. Under the Lease Agreement, the Company has two (2) consecutive options to extend the term of the Lease by ten years for each such option. This transaction was recorded as a failed sale and leaseback as the present value of lease payments exceeded 90% of its fair value. The Company recorded a liability for the amounts received, will continue to depreciate the asset, and has imputed an interest rate so that the net carrying amount of the financial liability and remaining assets will be zero at the end of the lease term. Concurrently with the sale, the Company paid off the approximately \$5,000 mortgage on the property to First Tennessee Bank National Association and terminated the related fixed interest rate swap agreement.

**Finance Lease Obligations**

The Company's capitalized lease obligations have terms ranging from 3 to 7 years, bear interest ranging from 3.55% to 7.76% and are due in monthly or quarterly installments through their maturity dates. The Company's capital lease obligations are secured by the specific equipment leased.

**Interest Payments and Debt Maturities**

Cash paid for interest for continuing operations was \$6,303 in 2019, \$6,290 in 2018, and \$5,373 in 2017. These amounts include cash paid for financing leases of \$1,378 in 2019, \$791 in 2018, and \$611 in 2017. Maturities of long-term debt for periods following December 28, 2019 are as follows:

	Long-Term Debt	Finance Leases (See Note 11)	Total
2020	\$ 2,673	\$ 4,011	\$ 6,684
2021	61,116	3,392	64,508
2022	687	1,209	1,896
2023	416	535	951
2024	382	322	704
Thereafter	4,165	10,014	14,179
Total maturities of long-term debt	\$ 69,439	\$ 19,483	\$ 88,922
Deferred financing costs, net	(571)	—	(571)
Total long-term debt	\$ 68,868	\$ 19,483	\$ 88,351

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**NOTE 11 - LEASES**

Balance sheet information related to right-of-use assets and liabilities is as follows:

	<b>Balance Sheet Location</b>	<b>December 28, 2019</b>
<b>Operating Leases:</b>		
Operating lease right-of-use assets	Operating lease right-of-use assets	\$ 24,835
Current portion of operating lease liabilities	Current portion of operating lease liabilities	3,172
Noncurrent portion of operating lease liabilities	Operating lease liabilities	22,123
Total operating lease liabilities		<u>\$ 25,295</u>
<b>Finance Leases:</b>		
Finance lease right-of-use assets	Property, plant, and equipment, net	\$ 15,152
Current portion of finance lease liabilities	Current portion of long-term debt	4,011
Noncurrent portion of finance lease liabilities	Long-term debt	15,472
		<u>\$ 19,483</u>

Lease cost recognized in the consolidated financial statements is summarized as follows:

	<b>December 28, 2019</b>
Operating lease cost	\$ 3,528
Finance lease cost:	
Amortization of lease assets	3,000
Interest on lease liabilities	1,378
Total finance lease costs	<u>\$ 4,378</u>

Other supplemental information related to leases is summarized as follows:

	<b>December 28, 2019</b>
Weighted average remaining lease term (in years):	
Operating leases	8.42
Finance leases	12.03
Weighted average discount rate:	
Operating leases	6.98%
Finance leases	6.72%

Cash paid for amounts included in the measurement of lease liabilities for the twelve months ended December 28, 2019:

Operating cash flows from operating leases	3,518
Operating cash flows from finance leases	1,378
Financing cash flows from finance leases	4,166

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The following table summarizes the Company's undiscounted future minimum lease payments under non-cancellable contractual obligations for operating and financing liabilities as of December 28, 2019:

Fiscal Year	Operating Leases	Finance Leases
2020	4,833	5,207
2021	4,455	4,347
2022	4,062	2,015
2023	3,190	1,283
2024	2,883	1,042
Thereafter	14,465	16,041
Total future minimum lease payments (undiscounted)	33,888	29,935
Less: Present value discount	(8,593)	(10,452)
Total lease liability	25,295	19,483

On October 22, 2019, the Company sold its Susan Street facility in Santa Ana, California to CenterPoint Properties Trust. The sale price was \$37,195. The gain on the sale transaction was \$25,121. The transaction was accounted for as a successful sale-leaseback.

Concurrent with the sale of the Susan Street facility, the Company (by a wholly-owned subsidiary) entered into an operating lease to lease back the property for a term of 10 years with two 5 year renewal options. The initial annual rental is \$2,083 increasing at 2% per year for the term of the lease. The lease requires the landlord to make certain required capital improvements, at no further rental increase or charge to the Company. The Company is responsible for normal maintenance of the building and facilities. The company concurrently executed a lease guaranty, pursuant to which it guaranteed the prompt payment when due of all rent payments to be made under the lease agreement.

Commitments for minimum rentals under non-cancelable leases, including any applicable rent escalation clauses, were as follows under Topic 840 for 2018:

	Capital Leases	Operating Leases
2019	\$ 4,590	\$ 3,002
2020	4,205	2,533
2021	3,333	2,121
2022	989	1,667
2023	244	882
Thereafter	—	3,155
Total commitments	13,361	13,360
Less amounts representing interest	(1,265)	—
Total	\$ 12,096	\$ 13,360

Rental expense was approximately \$4,453 and \$3,687 during 2018 and 2017, respectively.

**NOTE 12 - FAIR VALUE MEASUREMENTS**

Fair value is defined as the exchange value of an asset or a liability in an orderly transaction between market participants. The fair value guidance outlines a valuation framework and establishes a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and disclosures. The hierarchy consists of three levels as follows:

Level 1 - Quoted market prices in active markets for identical assets or liabilities as of the reported date;

Level 2 - Other than quoted market prices in active markets for identical assets or liabilities, quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and other than quoted prices for assets or liabilities and prices that are derived principally from or corroborated by market data by correlation or other means; and

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Level 3 - Measurements using management's best estimate of fair value, where the determination of fair value requires significant management judgment or estimation.

The following table reflects the fair values of assets and liabilities measured and recognized at fair value on a recurring basis on the Company's Consolidated Balance Sheets as of December 28, 2019 and December 29, 2018:

	<u>2019</u>		<u>2018</u>	<u>Fair Value Hierarchy Level</u>
<b>Assets:</b>				
Interest rate swaps (1)	\$ —		\$ 36	Level 2
<b>Liabilities:</b>				
Interest rate swaps (1)	\$ 1,653		\$ 1,008	Level 2

(1) The Company uses certain external sources in deriving the fair value of the interest rate swaps. The interest rate swaps were valued using observable inputs (e.g., LIBOR yield curves, credit spreads). Valuations of interest rate swaps may fluctuate considerably from period-to-period due to volatility in underlying interest rates, which are driven by market conditions and the duration of the instrument. Credit adjustments could have a significant impact on the valuations due to changes in credit ratings of the Company or its counterparties.

Changes in the fair value measurements using significant unobservable inputs (Level 3) during the years ending December 28, 2019 and December 29, 2018 were as follows:

	<u>2019</u>	<u>2018</u>
Beginning balance	\$ —	\$ 25
Fair value adjustments	—	1
Settlements	—	(26)
Ending balance	<u>\$ —</u>	<u>\$ —</u>

There were no transfers of assets or liabilities between Level 1, Level 2 and Level 3 during 2019 or 2018. If any, the Company recognizes the transfers in or transfers out at the end of the reporting period.

The carrying amounts and estimated fair values of the Company's financial instruments are summarized as follows:

	<u>2019</u>		<u>2018</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
<b>Financial assets:</b>				
Cash and cash equivalents	\$ 769	\$ 769	\$ 18	\$ 18
Notes receivable, including current portion	—	—	282	282
Interest rate swaps	—	—	36	36
<b>Financial liabilities:</b>				
Long-term debt, including current portion	68,868	72,115	115,949	112,519
Finance leases, including current portion	19,483	20,361	12,096	11,723
Operating leases, including current portion	25,295	25,295	—	—
Interest rate swaps	1,653	1,653	1,008	1,008

The fair values of the Company's long-term debt and finance leases were estimated using market rates the Company believes would be available for similar types of financial instruments and represent level 2 measurements. The fair values of cash and cash equivalents and notes receivable approximate their carrying amounts due to the short-term nature of the financial instruments.



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**NOTE 13 - DERIVATIVES**

The Company's earnings, cash flows and financial position are exposed to market risks relating to interest rates. It is the Company's policy to minimize its exposure to adverse changes in interest rates and manage interest rate risks inherent in funding the Company with debt. The Company addresses this risk by maintaining a mix of fixed and floating rate debt and entering into interest rate swaps for a portion of its variable rate debt to minimize interest rate volatility.

The following is a summary of the Company's interest rate swaps as of December 28, 2019:

Type	Notional Amount	Effective Date	Fixed Rate	Variable Rate
Interest rate swap	\$ 25,000	September 1, 2016 through September 1, 2021	3.105%	1 Month LIBOR
Interest rate swap	\$ 25,000	September 1, 2015 through September 1, 2021	3.304%	1 Month LIBOR
Interest rate swap	\$ 6,213 (1)	November 7, 2014 through November 7, 2024	4.500%	1 Month LIBOR

(1) Interest rate swap notional amount amortizes by \$35 monthly to maturity.

The following table summarizes the fair values of derivative instruments included in the Company's Consolidated Balance Sheets:

	Location on Consolidated Balance Sheets	Fair Value	
		2019	2018
<b>Asset Derivatives:</b>			
Derivatives designated as hedging instruments:			
Interest rate swaps - current portion	Prepays and other current assets	\$ —	\$ 14
Interest rate swaps - long-term portion	Other Assets	—	22
Total Asset Derivatives		<u>\$ —</u>	<u>\$ 36</u>
<b>Liability Derivatives:</b>			
Derivatives designated as hedging instruments:			
Interest rate swaps, current portion	Accrued Expenses	\$ 841	\$ 335
Interest rate swaps, long-term portion	Other Long-Term Liabilities	812	673
Total Liability Derivatives		<u>\$ 1,653</u>	<u>\$ 1,008</u>

The following tables summarize the pre-tax impact of derivative instruments on the Company's consolidated financial statements:

	Amount of Gain or (Loss) Recognized in AOCIL on the effective portion of the Derivative		
	2019	2018	2017
<b>Derivatives designated as hedging instruments:</b>			
Cash flow hedges - interest rate swaps	\$ (1,109)	\$ 531	\$ 180
	Amount of Gain or (Loss) Reclassified from AOCIL on the effective portion into Income (1)(2)		
	2019	2018	2017
<b>Derivatives designated as hedging instruments:</b>			
Cash flow hedges - interest rate swaps	\$ (454)	\$ (673)	\$ (1,250)

- (1) The amount of gain (loss) reclassified from AOCIL is included in interest expense on the Company's Consolidated Statements of Operations.  
(2) The amount of loss expected to be reclassified from AOCIL into earnings during the next 12 months subsequent to fiscal 2019 is \$841.

The amount of gain (loss) recognized in income on the ineffective portion of interest rate swaps, if any, is included in other (income) expense, net on the Company's Consolidated Statements of Operations. There was no ineffective portion for the periods presented.

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**NOTE 14 - EMPLOYEE BENEFIT PLANS**

**Defined Contribution Plans**

The Company sponsors a 401(k) defined contribution plan that covers a significant portion, or approximately 85% of the Company's associates. This plan includes a mandatory Company match on the first 1% of participants' contributions. The Company matches the next 2% of participants' contributions if the Company meets prescribed earnings levels. The plan also provides for additional Company contributions above the 3% level if the Company attains certain additional performance targets. Matching contribution expense for this 401(k) plan was \$418 in 2019, \$448 in 2018 and \$484 in 2017.

Additionally, the Company sponsors a 401(k) defined contribution plan that covers those associates at one facility who are under a collective-bargaining agreement, or approximately 15% of the Company's associates. Under this plan, the Company generally matches participants' contributions, on a sliding scale, up to a maximum of 2.75% of the participant's earnings. Matching contribution expense for the collective-bargaining 401(k) plan was \$143 in 2019, \$123 in 2018 and \$125 in 2017.

**Non-Qualified Retirement Savings Plan**

The Company sponsors a non-qualified retirement savings plan that allows eligible associates to defer a specified percentage of their compensation. The obligations owed to participants under this plan were \$16,203 at December 28, 2019 and \$13,943 at December 29, 2018 and are included in other long-term liabilities in the Company's Consolidated Balance Sheets. The obligations are unsecured general obligations of the Company and the participants have no right, interest or claim in the assets of the Company, except as unsecured general creditors. The Company utilizes a Rabbi Trust to hold, invest and reinvest deferrals and contributions under the plan. Amounts are invested in Company-owned life insurance in the Rabbi Trust and the cash surrender value of the policies was \$16,500 at December 28, 2019 and \$13,822 at December 29, 2018 and is included in other assets in the Company's Consolidated Balance Sheets.

**Multi-Employer Pension Plan**

The Company contributes to a multi-employer pension plan under the terms of a collective-bargaining agreement that covers its union-represented employees. These union-represented employees represented approximately 15% of the Company's total employees. The risks of participating in multi-employer plans are different from single-employer plans. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. If the Company chooses to stop participating in the multi-employer plan, the Company may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Company's participation in the multi-employer pension plan for 2019 is provided in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three digit plan number. The most recent Pension Protection Act (PPA) zone status available in 2019 and 2018 is for the plan's year-end at 2018 and 2017, respectively. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are less than 80% funded and plans in the green zone are at least 80% funded. The "FIP/RP Status Pending/Implemented" column indicates a plan for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The last column lists the expiration date of the collective-bargaining agreement to which the plan is subject.

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status		FIP/RP Status Pending/Implemented (1)	Contributions (2)			Surcharge Imposed (1)	Expiration Date of Collective-Bargaining Agreement
		2019	2018		2019	2018	2017		
The Pension Plan of the National Retirement Fund	13-6130178 - 001	Red	Red	Implemented	\$ 335	\$ 320	\$ 313	Yes	6/4/2022

(1) The collective-bargaining agreement requires the Company to contribute to the plan at the rate of \$0.47 per compensated hour for each covered employee. The Company will make additional contributions, as mandated by law, in accordance with the fund's 2010 Rehabilitation Plan which required a surcharge equal to \$0.03 per hour (from \$0.47 to \$0.50) effective June 1, 2014 to May 31, 2015, a surcharge equal to \$0.03 per hour (from \$0.50 to \$0.53) effective June 1, 2015 to May 31, 2016, a surcharge equal to \$0.02 per hour (from \$0.53 to \$0.55) effective June 1, 2016 to May 31, 2017, a surcharge equal to \$0.03 per hour (from \$0.55 to \$0.58) effective June 1, 2017 to May 31, 2018, a surcharge equal to \$0.02 per hour (from \$0.58 to \$0.60) effective June 1, 2018 to May 31, 2019, and a surcharge equal to \$0.03 per hour (from \$0.60 to \$0.63) effective June 1, 2019 to May 31, 2020. Based upon current employment and benefit levels, the Company's contributions to the multi-employer pension plan are expected to be approximately \$342 for 2020.

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(2) The Company's contributions to the plan do not represent more than 5% of the total contributions to the plan for the most recent plan year available.

**Postretirement Plans**

The Company sponsors a postretirement benefit plan that provides life insurance to a limited number of associates upon retirement as part of a collective bargaining agreement.

Information about the benefit obligation and funded status of the Company's postretirement benefit plan is summarized as follows:

	<b>2019</b>	2018
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 331	\$ 325
Service cost	7	8
Interest cost	17	17
Actuarial (gain) loss	6	(18)
Benefits paid	(1)	(1)
Benefit obligation at end of year	<b>360</b>	331
Change in plan assets:		
Fair value of plan assets at beginning of year	—	—
Employer contributions	1	1
Benefits paid	(1)	(1)
Fair value of plan assets at end of year	—	—
Unfunded amount	<b>\$ (360)</b>	\$ (331)

The balance sheet classification of the Company's liability for the postretirement benefit plan is summarized as follows:

	<b>2019</b>	2018
Accrued expenses	\$ 16	\$ 15
Other long-term liabilities	344	316
Total liability	<b>\$ 360</b>	\$ 331

Benefits expected to be paid on behalf of associates for the postretirement benefit plan during the period 2020 through 2029 are summarized as follows:

Years	Postretirement Plan
2020	\$ 16
2021	15
2022	15
2023	14
2024	14
2025 - 2029	75

Assumptions used to determine the benefit obligation of the Company's postretirement benefit plan are summarized as follows:

	<b>2019</b>	2018
Weighted-average assumptions as of year-end:		
Discount rate (benefit obligation)	<b>3.50%</b>	4.00%

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Components of net periodic benefit cost (credit) for the postretirement plan are summarized as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Service cost	\$ 7	\$ 8	\$ 7
Interest cost	17	17	16
Amortization of prior service credits	(3)	(4)	(4)
Recognized net actuarial gains	(27)	(28)	(30)
Net periodic benefit cost (credit)	<u>\$ (6)</u>	<u>\$ (7)</u>	<u>\$ (11)</u>

Pre-tax amounts included in AOCIL for the Company's postretirement benefit plan at 2019 are summarized as follows:

	<u>Postretirement Benefit Plan</u>	
	<u>Balance at 2019</u>	<u>2020 Expected Amortization</u>
Prior service credits	\$ —	\$ (3)
Unrecognized actuarial gains	(339)	(27)
Totals	<u>\$ (339)</u>	<u>\$ (30)</u>

**NOTE 15 - INCOME TAXES**

The provision (benefit) for income taxes on income (loss) from continuing operations consists of the following:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Current			
Federal	\$ (287)	\$ (178)	\$ 278
State	107	(116)	(950)
Total current	<u>(180)</u>	<u>(294)</u>	<u>(672)</u>
Deferred			
Federal	(385)	(434)	7,535
State	(92)	(103)	646
Total deferred	<u>(477)</u>	<u>(537)</u>	<u>8,181</u>
Income tax provision (benefit)	<u>\$ (657)</u>	<u>\$ (831)</u>	<u>\$ 7,509</u>

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Differences between the provision (benefit) for income taxes and the amount computed by applying the statutory federal income tax rate to income (loss) from continuing operations before taxes are summarized as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Federal statutory rate	21%	21%	35%
Statutory rate applied to income (loss) from continuing operations before taxes	\$ 3,142	\$ (4,685)	\$ (635)
Plus state income taxes, net of federal tax effect	12	(173)	(198)
Total statutory provision (benefit)	<u>3,154</u>	<u>(4,858)</u>	<u>(833)</u>
Effect of differences:			
Nondeductible meals and entertainment	77	90	161
Executive compensation limitation	—	258	—
Federal tax credits	(545)	(286)	(200)
Reserve for uncertain tax positions	39	27	8
Change in valuation allowance	(3,400)	3,990	6,470
Tax reform	—	—	1,749
Stock-based compensation	86	82	146
Other items	(68)	(134)	8
Income tax provision (benefit)	<u>\$ (657)</u>	<u>\$ (831)</u>	<u>\$ 7,509</u>

On December 22, 2017, the President signed the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act, among other things, lowered the U.S. corporate income tax rate from 35% to 21% effective January 1, 2018. The Company substantially completed its provisional analysis of the income tax effects of the Tax Act and recorded a reasonable estimate of such effects during the fourth quarter of 2017. Pursuant to Staff Accounting Bulletin No. 118, the Company has completed its analysis and all adjustments have been included in income from continuing operations as an adjustment to income tax expense.

The income tax benefit for the twelve months ended December 28, 2019 was \$657 compared with an income tax benefit of \$831 for the twelve months ended December 29, 2018. During the fourth quarter of 2017, the Company recorded a full valuation allowance against the deferred tax assets resulting in only refundable credits, a small amount of state taxes, and benefits for the reduction of certain indefinite lived assets not covered by the Company's valuation allowance being recognized in the tax benefit for 2018 and 2019. The Company is in a net deferred tax liability position of \$91 and \$568 at December 28, 2019 and December 29, 2018, respectively. These amounts are included in other long-term liabilities in the Company's Consolidated Balance Sheets.

The income tax expense for 2017 was \$7,509, which included a charge of \$1,749 related to the re-measurement of certain net deferred tax assets using the lower U.S. corporate income tax rate and a charge of \$6,420 to increase the Company's valuation allowance related to its net deferred tax asset. The majority of the increase in the valuation allowance was related to the revised treatment of net operating losses under the Tax Act. Absent the impact of the Tax Act, the effective income tax benefit rate for 2017 would have been 36.4%.

Income tax payments, net of (income tax refunds) received for continuing and discontinued operations were \$128 in 2019, \$20 in 2018 and \$44 in 2017.

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Significant components of the Company's deferred tax assets and liabilities are as follows:

	<u>2019</u>	<u>2018</u>
Deferred tax assets:		
Inventories	\$ 3,336	\$ 4,128
Retirement benefits	1,394	1,718
State net operating losses	3,362	4,142
Federal net operating losses	715	4,560
State tax credit carryforwards	1,688	1,688
Federal tax credit carryforwards	4,282	3,721
Allowances for bad debts, claims and discounts	1,978	2,199
Other	4,039	5,646
Total deferred tax assets	<u>20,794</u>	<u>27,802</u>
Valuation allowance	<u>(13,264)</u>	<u>(16,993)</u>
Net deferred tax assets	<u>7,530</u>	<u>10,809</u>
Deferred tax liabilities:		
Property, plant and equipment	<u>7,621</u>	<u>11,377</u>
Total deferred tax liabilities	<u>7,621</u>	<u>11,377</u>
Net deferred tax liability	<u>\$ (91)</u>	<u>\$ (568)</u>

At December 28, 2019, \$715 of deferred tax assets related to approximately \$3,404 of federal net operating loss carryforwards and \$3,362 of deferred tax assets related to approximately \$63,244 of state net operating loss carryforwards. In addition, \$4,282 of federal tax credit carryforwards and \$1,688 of state tax credit carryforwards were available to the Company. The federal tax credit carryforwards will expire between 2029 and 2040. The federal net operating loss carryforwards generated in 2018 have no expiration. The state net operating loss carryforwards and the state tax credit carryforwards will expire between 2019 and 2040. A valuation allowance of \$13,264 is recorded to reflect the estimated amount of deferred tax assets that may not be realized during the carryforward periods. At December 28, 2019, the Company is in a net deferred tax liability position of \$91 which is included in other long-term liabilities in the Company's Consolidated Balance Sheets.

#### Tax Uncertainties

The Company accounts for uncertainty in income tax positions according to FASB guidance relating to uncertain tax positions. Unrecognized tax benefits were \$480 at December 28, 2019, \$441 at December 29, 2018, and \$414 at December 30, 2017. Such benefits, if recognized, would affect the Company's effective tax rate. There were no significant interest or penalties accrued as of December 28, 2019, December 29, 2018, or December 30, 2017.

The following is a summary of the change in the Company's unrecognized tax benefits:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Balance at beginning of year	\$ 441	\$ 414	\$ 406
Additions based on tax positions taken during a current period	39	27	8
Reductions related to settlement of tax matters	—	—	—
Balance at end of year	<u>\$ 480</u>	<u>\$ 441</u>	<u>\$ 414</u>

The Company and its subsidiaries are subject to United States federal income taxes, as well as income taxes in a number of state jurisdictions. The tax years subsequent to 2015 remain open to examination for U.S. federal income taxes. The majority of state jurisdictions remain open for tax years subsequent to 2015. A few state jurisdictions remain open to examination for tax years subsequent to 2014.



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**NOTE 16 - COMMON STOCK AND EARNINGS (LOSS) PER SHARE**

**Common & Preferred Stock**

The Company's charter authorizes 80,000,000 shares of Common Stock with a \$3 par value per share and 16,000,000 shares of Class B Common Stock with a \$3 par value per share. Holders of Class B Common Stock have the right to twenty votes per share on matters that are submitted to Shareholders for approval and to dividends in an amount not greater than dividends declared and paid on Common Stock. Class B Common Stock is restricted as to transferability and may be converted into Common Stock on a one share for one share basis. The Company's charter also authorizes 200,000,000 shares of Class C Common Stock, \$3 par value per share, and 16,000,000 shares of Preferred Stock. No shares of Class C Common Stock or Preferred Stock have been issued.

**Earnings (Loss) Per Share**

The Company's unvested stock awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are considered participating securities and are included in the computation of earnings per share. The accounting guidance requires additional disclosure of EPS for common stock and unvested share-based payment awards, separately disclosing distributed and undistributed earnings. Undistributed earnings represent earnings that were available for distribution but were not distributed. Common stock and unvested share-based payment awards earn dividends equally. All earnings were undistributed in all periods presented.

The following table sets forth the computation of basic and diluted earnings (loss) per share from continuing operations:

	2019	2018	2017
<b>Basic earnings (loss) per share:</b>			
Income (loss) from continuing operations	\$ 15,619	\$ (21,479)	\$ (9,322)
Less: Allocation of earnings to participating securities	(468)	—	—
Income (loss) from continuing operations available to common shareholders - basic	\$ 15,151	\$ (21,479)	\$ (9,322)
Basic weighted-average shares outstanding (1)	15,822	15,764	15,699
Basic earnings (loss) per share - continuing operations	\$ 0.96	\$ (1.36)	\$ (0.59)
<b>Diluted earnings (loss) per share:</b>			
Income (loss) from continuing operations available to common shareholders - basic	\$ 15,151	\$ (21,479)	\$ (9,322)
Add: Undistributed earnings reallocated to unvested shareholders	3	—	—
Income (loss) from continuing operations available to common shareholders - basic	\$ 15,154	\$ (21,479)	\$ (9,322)
Basic weighted-average shares outstanding (1)	15,822	15,764	15,699
Effect of dilutive securities:			
Stock options (2)	—	—	—
Directors' stock performance units (2)	104	—	—
Diluted weighted-average shares outstanding (1)(2)	15,926	15,764	15,699
Diluted earnings (loss) per share - continuing operations	\$ 0.95	\$ (1.36)	\$ (0.59)

- (1) Includes Common and Class B Common shares, excluding 461, 570, and 434 unvested participating securities, in thousands, for 2019, 2018, and 2017, respectively.
- (2) Shares issuable under stock option plans where the exercise price is greater than the average market price of the Company's Common Stock during the relevant period and directors' stock performance units have been excluded to the extent they are anti-dilutive. Aggregate shares excluded were 166 in 2019, 422 in 2018 and 448 in 2017.

**NOTE 17 - STOCK PLANS AND STOCK COMPENSATION EXPENSE**

The Company recognizes compensation expense relating to share-based payments based on the fair value of the equity instrument issued and records such expense in selling and administrative expenses in the Company's Consolidated Statements of Operations. The number of shares to be issued is determined by dividing the specified dollar value of the award by the market value

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per share on the grant date. The Company's stock compensation expense (credit) was \$483 in 2019, \$(29) in 2018 and \$940 in 2017. The credit in 2018 is related to the reversal of stock compensation that did not vest.

**2016 Incentive Compensation Plan**

On May 3, 2016, the Company's shareholders' approved and adopted the Company's 2016 Incentive Compensation Plan (the "2016 Incentive Compensation Plan") which provides for the issuance of a maximum of 800,000 shares of Common Stock and/or Class B Common Stock for the grant of options, and/or other stock-based or stock-denominated awards to employees, officers, directors, and agents of the Company and its participating subsidiaries. The 2016 Incentive Compensation Plan and the allocation of shares thereunder superseded and replaced The Dixie Group, Inc. Stock Awards Plan, as amended (the "2006 Plan") and the allocation of shares thereunder. The 2006 Plan was terminated with respect to new awards. Awards previously granted under the 2006 Plan continue to be governed by the terms of that plan and are not affected by its termination.

**2006 Stock Awards Plan**

The Company had a Stock Awards Plan, ("2006 Plan"), as amended, which provided for the issuance of up to 1,800,000 shares of Common Stock and/or Class B Common Stock as stock-based or stock-denominated awards to directors of the Company and to salaried employees of the Company and its participating subsidiaries.

**Restricted Stock Awards**

Each executive officer has the opportunity to earn a Primary Long-Term Incentive Award of restricted stock and separately receive an award of restricted stock denominated as "Career Shares." The number of shares issued, if any, is based on the market price of the Company's Common Stock at the time of grant of the award, subject to a \$5.00 per share minimum value. Primary Long-Term Incentive Awards vest over three years. For participants over age 60, Career Shares awards fully vest when the participant becomes (i) qualified to retire from the Company and (ii) has retained such shares two years following the grant date. For the participants under age 60, Career Shares vest ratably over five years beginning on the participant's 61st birthday.

On March 12, 2018, the Company granted 297,292 shares of restricted stock to certain key employees. The grant-date fair value of the awards was \$832, or \$2.80 per share, and will be recognized as stock compensation expense over a weighted-average period of 6.1 years from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

On July 30, 2018, the Company granted 10,000 shares of restricted stock to an employee. The grant-date fair value of the award was \$20, or \$2.00 per share and will be recognized as stock compensation over a three-year vesting period from the date the award was granted. The award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

On March 10, 2017, the Company granted 40,000 shares of restricted stock to certain key employees. The grant-date fair value of the awards was \$140, or \$3.50 per share, and will be recognized as stock compensation expense over a three-year vesting period from the date the awards were granted. Each award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

On September 1, 2017, the Company granted 10,000 shares of restricted stock to a key employee. The grant-date fair value of the award was \$42, or \$4.15 per share, and will be recognized as stock compensation expense over a three-year vesting period from the date the award was granted. The award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

On September 18, 2017, the Company granted 10,000 shares of restricted stock to a key employee. The grant-date fair value of the award was \$41, or \$4.05 per share, and will be recognized as stock compensation expense over a three-year vesting period from the date the award was granted. The award is subject to a continued service condition. The fair value of each share of restricted stock awarded was equal to the market value of a share of the Company's Common Stock on the grant date.

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(amounts in thousands, except per share data)  
(Continued)

Restricted stock activity for the three years ended December 28, 2019 is summarized as follows:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2016	457,378	\$ 7.41
Granted	60,000	3.70
Vested	(78,908)	8.79
Forfeited	(4,629)	5.96
Outstanding at December 30, 2017	433,841	6.66
Granted	307,292	2.77
Vested	(64,939)	6.58
Forfeited	(106,196)	9.51
Outstanding at December 29, 2018	569,998	4.04
Vested	(90,791)	2.83
Forfeited	(17,784)	3.48
Outstanding at December 28, 2019	461,423	\$ 4.30

As of December 28, 2019, unrecognized compensation cost related to unvested restricted stock was \$989. That cost is expected to be recognized over a weighted-average period of 8.6 years. The total fair value of shares vested was approximately \$94, \$173 and \$276 during 2019, 2018 and 2017, respectively.

#### Stock Performance Units

The Company's non-employee directors receive an annual retainer of \$18 in cash and \$18 in value of Stock Performance Units (subject to a \$5.00 minimum per unit). If market value at the date of the grants is above \$5.00 per share; there is no reduction in the number of units issued. However, if the market value at the date of the grants is below \$5.00, units will be reduced to reflect the \$5.00 per share minimum. Upon retirement, the Company issues the number of shares of Common Stock equivalent to the number of Stock Performance Units held by non-employee directors at that time. As of December 28, 2019, 112,320 Stock Performance Units were outstanding under this plan. As of December 28, 2019, unrecognized compensation cost related to Stock Performance Units was \$5. That cost is expected to be recognized over a weighted-average period of 0.3 years.

#### Stock Options

Options granted under the Company's 2006 Plan and the 2016 Plan were exercisable for periods determined at the time the awards are granted. Effective 2009, the Company established a \$5.00 minimum price for calculating the number of options to be granted.

On May 30, 2017, the Company granted 203,000 options with a market condition to certain key employees of the Company at a weighted-average exercise price of \$4.30. The grant-date fair value of these options was \$306. These options vest over a two-year period and require the Company's stock to trade at or above \$7.00 for five consecutive trading days after the two-year period and within five years of issuance to meet the market condition.

The fair value of each option was estimated on the date of grant using a lattice model. Expected volatility was based on historical volatility of the Company's stock, using the most recent period equal to the expected life of the options. The risk-free interest rate was based on the U.S. Treasury yield for a term equal to the expected life of the option at the time of grant. The Company uses historical exercise behavior data of similar employee groups to determine the expected lives of options.

The following weighted-average assumptions were used to estimate the fair value of stock options granted:

	2019 (1)	2018 (1)	2017
Expected Volatility	—%	—%	47.80%
Risk-free interest rate	—%	—%	1.79%
Dividend yield	—%	—%	—%
Expected life of options (yrs)	0	0	5

(1) No options were granted during the years ended December 28, 2019 and December 29, 2018.

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(amounts in thousands, except per share data)  
(Continued)

Option activity for the three years ended December 28, 2019 is summarized as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Weighted-Average Fair Value of Options Granted During the Year
Outstanding at December 31, 2016	103,500	\$ 5.00		\$ —
Granted	203,000	4.30		1.51
Exercised	—	—		—
Forfeited	—	—		—
Outstanding at December 30, 2017	306,500	4.54		—
Granted	—	—		—
Exercised	—	—		—
Forfeited	(8,000)	4.17		—
Outstanding at December 29, 2018	298,500	4.55		—
Granted	—	—		—
Exercised	—	—		—
Forfeited	(132,500)	4.82		—
Outstanding at December 28, 2019	166,000	4.33	2.40	\$ —
Options exercisable at:				
December 30, 2017	103,500	\$ 5.00		—
December 29, 2018	103,500	5.00		—
December 28, 2019	166,000	4.33	2.40	—

At December 28, 2019, there was no intrinsic value of outstanding stock options and no intrinsic value of exercisable stock options. The intrinsic value of stock options exercised during 2019, 2018 and 2017 was \$0, \$0 and \$0, respectively. At December 28, 2019, there was no unrecognized compensation expense related to unvested stock options.

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(amounts in thousands, except per share data)  
(Continued)

**NOTE 18 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

Components of accumulated other comprehensive income (loss), net of tax, are as follows:

	Interest Rate Swaps	Post- Retirement Liabilities	Total
Balance at December 31, 2016	(2,216)	256	(1,960)
Unrealized gain on interest rate swaps, net of tax of \$68	112	—	112
Reclassification of loss into earnings from interest rate swaps, net of tax of \$475	775	—	775
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$4	—	7	7
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$11	—	(19)	(19)
Reclassification of prior service credits into earnings from postretirement benefit plans, net of tax of \$1	—	(3)	(3)
Reclassification of stranded tax effects	(258)	47	(211)
Balance at December 30, 2017	(1,587)	288	(1,299)
Unrealized gain on interest rate swaps, net of tax of \$0	531	—	531
Reclassification of loss into earnings from interest rate swaps, net of tax of \$0	673	—	673
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$0	—	18	18
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$0	—	(27)	(27)
Reclassification of prior service credits into earnings from postretirement benefit plans, net of tax of \$0	—	(4)	(4)
Balance at December 29, 2018	(383)	275	(108)
Unrealized gain on interest rate swaps, net of tax of \$0	(1,109)	—	(1,109)
Reclassification of loss into earnings from interest rate swaps, net of tax of \$10	444	—	444
Unrecognized net actuarial gain on postretirement benefit plans, net of tax of \$0	—	(6)	(6)
Reclassification of net actuarial gain into earnings from postretirement benefit plans, net of tax of \$0	—	(27)	(27)
Reclassification of prior service credits into earnings from postretirement benefit plans, net of tax of \$0	—	(2)	(2)
<b>Balance at December 28, 2019</b>	<b>\$ (1,048)</b>	<b>\$ 240</b>	<b>\$ (808)</b>

**NOTE 19 - COMMITMENTS AND CONTINGENCIES**

**Commitments**

The Company had purchase commitments of \$2,380 at December 28, 2019, primarily related to machinery and equipment. The Company enters into fixed-price contracts with suppliers to purchase natural gas to support certain manufacturing processes. The Company had contract purchases of \$431 in 2019, \$428 in 2018 and \$640 in 2017. At December 28, 2019, the Company has commitments to purchase natural gas of \$72 for 2020.

**Contingencies**

The Company assesses its exposure related to legal matters, including those pertaining to product liability, safety and health matters and other items that arise in the regular course of its business. If the Company determines that it is probable a loss has been incurred, the amount of the loss, or an amount within the range of loss, that can be reasonably estimated will be recorded.

**Environmental Remediation**

The Company accrues for losses associated with environmental remediation obligations when such losses are probable and estimable. Remediation obligations are accrued based on the latest available information and are recorded at undiscounted amounts. The Company regularly monitors the progress of environmental remediation. If studies indicate that the cost of remediation has

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in thousands, except per share data)**  
**(Continued)**

changed from the previous estimate, an adjustment to the liability would be recorded in the period in which such determination is made. (See Note 22).

### **Legal Proceedings**

The Company has been sued, together with 3M Company and approximately 30 other named defendants and unnamed "fictitious defendants" including various carpet manufacturers and suppliers, in four lawsuits whereby the plaintiffs seek monetary damages and injunctive relief related to the manufacture, supply, and/or use of certain chemical products in the manufacture, finishing, and treatment of carpet products in the Dalton, Georgia area. These chemical products allegedly include without limitation perfluorinated compounds ("PFC") such as perfluorinated acid ("PFOA") and perfluorooctane sulfonate ("PFOS"). In each lawsuit, the plaintiff(s) alleges that, as a consequence of these actions, these chemical compounds discharge or leach into the water systems around Dalton and then flow into the waters in or near the water bodies from which the plaintiff(s) draw for drinking water.

Two of these lawsuits were filed in Alabama. The first lawsuit in Alabama was filed on September 22, 2016 by The Water Works and Sewer Board of the City of Gadsden (Alabama) in the Circuit Court of Etowah County, Alabama (styled *The Water Works and Sewer Board of the City of Gadsden v. 3A1 Company, et al.*, Civil Action No. 31-CV-2016-900676.00). The second lawsuit in Alabama was filed on May 15, 2017 by The Water Works and Sewer Board of the Town of Centre (Alabama) in the Circuit Court of Cherokee County, Alabama (styled *The Water Works and Sewer Board of the Town of Centre v. 3M Company, et al.*, Civil Action No. 13-CV-2017-900049.00). In each of these Alabama lawsuits, the plaintiff seeks damages that include but are not limited to the expenses associated with the future installation and operation of a filtration system capable of removing from the water the chemicals that are allegedly present as a result of the manufacturing and treatment process described above. Each plaintiff requests a jury trial, does not specify an amount of damages other than an assertion that its damages exceed \$10, and requests injunctive relief. The Company has answered the complaint in each of these lawsuits, intends to defend those matters vigorously, and is unable to estimate its potential exposure to loss, if any, for these lawsuits at this time.

The other two lawsuits were filed in Georgia. The first lawsuit in Georgia was filed on November 19, 2019 by the City of Rome (Georgia) in the Superior Court of Floyd County, Georgia (styled *The City of Rome, Georgia v. 3A1 Company, et al.*, No. 19CV02405JFL003). The plaintiff in that case also seeks damages that include without limitation the expenses associated with the future installation and operation of a filtration system capable of removing from the water the chemicals that are allegedly present as a result of the manufacturing and treatment process described above. The plaintiff requests a jury trial and also seeks injunctive relief. While the amount of damages is unspecified, the plaintiff asserts it has spent "tens of millions" to remove the chemicals from the county's water supply and will incur additional costs related to removing such chemicals in the future. The Company has answered the complaint, intends to defend the matter vigorously, and is unable to estimate its potential exposure to loss, if any, at this time.

The second lawsuit in Georgia was filed on November 26, 2019 and is presented as a class action lawsuit by and on behalf of a class of persons who obtain drinking water from the City of Rome, Georgia and the Floyd County Water Department (and similarly situated persons) (generally, for these purposes, residents of Floyd County) (styled *Jarrod Johnson v. 3M Company, et al.*, Civil Action No. 19-CV-02448-JFL-003) (the "Class Action Lawsuit"). The plaintiffs in this case allege their damages include without limitation the surcharges incurred for the costs of partially filtering the chemicals from their drinking water. The Complaint requests a jury trial and asserts damages unspecified in amount, in addition to requests for injunctive relief.

The Canyons Grand Summit Resort Hotel Owner's Association, Inc. has filed a lawsuit against the Company in the state of Utah (styled *The Canyons Grand Summit Resort Hotel Owners Association, Inc. v. The Dixie Group Inc. dba Masland Contract Carpet*, in the Third District Court, State of Utah, Summit County, Silver Summit Department, Civil No. 190500139) regarding a large quantity of carpet purchased for a hotel. The claim asserts that the Company manufactured and delivered carpet that did not meet the proper specifications. The plaintiff seeks damages "in an amount not less than \$500" and does not request a jury trial. The Company has answered the complaint, intends to defend the matter vigorously, and is unable to estimate its potential exposure to loss, if any, at this time.

On November 16, 2018 the Superior Court of the State of California granted preliminary approval of a class action settlement in the matter of Carlos Garcia v. Fabrica International, Inc. et al Orange County Superior Court Case No. 30-2017-00949461-CU-OE-CXC. The court further approved the procedures for Settlement Class Members to opt-out of or object to the Settlement. The terms of the settlement provide that Fabrica, a wholly owned subsidiary of the Company, has agreed to pay \$1,514 (the "Gross Settlement Amount") to fully resolve all claims in the Lawsuit, including payments to Settlement Class Members, Class Counsel's attorneys' fees and expenses, settlement administration costs, and the Class Representative's Service Award. The amount of the proposed settlement was recorded during the quarter ended June 30, 2018. The deadline for class members to opt-out was February 1, 2019. The deadline for the plaintiff to file a motion for final approval of the class action settlement was March 29, 2019. The final fairness hearing took place on April 12, 2019 with final approval being granted. The payment of the settlement occurred in October, 2019.

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(amounts in thousands, except per share data)  
(Continued)

The Company is one of multiple parties to three lawsuits filed in Madison County Illinois, styled Brenda Bridgeman, Individually and as Special Administrator of the Estate of Robert Bridgeman, Deceased, vs. American Honda Motor Co., Inc., f/k/a Metropolitan Life Insurance Co., et al No. 15-L-374, styled Charles Anderson, Pltf., vs. 3M Company, et al, No. 17-L-525 and styled Danny Atkins and Pamela Atkins, Pltfs., vs. Aurora Pump Company, et al. No. 18-L-2. All three lawsuits entail a claim for damages to be determined in excess of \$50 filed on behalf of either a former employee or the estate of an individual which alleges that the deceased contracted mesothelioma as a result of exposure to asbestos while employed by the Company. Discovery in each matter is ongoing, and a tentative trial date has been set for one of the cases. The Company has denied liability, is defending the matters vigorously and is unable to estimate its potential exposure to loss, if any, at this time. In August of 2017, the lawsuit styled Sandra D. Watts, Individually and as Special Administrator of the Estate of Dianne Averett, Deceased vs. 4520 Corp., Inc. f/k/a Benjamin F. Shaw Company, et al No. 12-L-2032 was placed in the category of "special closed with settlements and bankruptcy claims pending" to all remaining defendants. In March 2018, the lawsuit styled Charles Anderson, Individually and as Special Administrator of the Estate of Charles Anderson, Deceased vs. 3M Company, et al, No. 17-L-525 was dismissed without prejudice. In October 2018, the lawsuit styled Danny Atkins and Pamela Atkins, Pltfs., vs. Aurora Pump Company, et al. No. 18-L-2 was dismissed without prejudice.

See Note 21 under the Notes to Consolidated Financial Statements for discussion of a series of workers compensation claims filed related to the closure of manufacturing facilities in California.

**NOTE 20 - OTHER (INCOME) EXPENSE, NET**

Other operating expense, net is summarized as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Other operating expense, net:			
(Gain) loss on property, plant and equipment disposals	\$ 353	\$ (1,047)	\$ 170
Gain on sale of building	(25,121)	—	—
(Gain) loss on currency exchanges	41	126	(72)
Amortization of intangibles	—	305	306
Retirement expenses	72	64	155
Miscellaneous (income) expense	667	1,010	(118)
Other operating expense, net	<u>\$ (23,988)</u>	<u>\$ 458</u>	<u>\$ 441</u>

Other (income) expense, net is summarized as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Other (income) expense, net:			
Interest Income	\$ (49)	\$ —	\$ —
Post-retirement income	(14)	(15)	(18)
Miscellaneous (income) expense	6	18	39
Other (income) expense, net	<u>\$ (57)</u>	<u>\$ 3</u>	<u>\$ 21</u>

**NOTE 21 - FACILITY CONSOLIDATION AND SEVERANCE EXPENSES, NET**

**2015 Corporate Office Consolidation Plan**

In April 2015, the Company's Board of Directors approved the Corporate Office Consolidation Plan, to cover the costs of consolidating three of the Company's existing leased divisional and corporate offices to a single leased facility located in Dalton, Georgia. The Company paid a fee to terminate one of the leased facilities, did not renew a second facility and vacated the third facility. Related to the vacated facility, the Company recorded the estimated costs related to the fulfillment of its contractual lease obligation and on-going facility maintenance, net of an estimate of sub-lease expectations. Accordingly, if the estimates differ, the Company would record an additional charge or benefit, as appropriate. Costs related to the consolidation included the lease termination fee, contractual lease obligations and moving costs.

**2017 Profit Improvement Plan**

During the fourth quarter of 2017, the Company announced a Profit Improvement Plan to improve profitability through lower cost and streamlined decision making and aligning processes to maximize efficiency. The plan included consolidating the management of the Company's two commercial brands, Atlas Carpet Mills and Masland Contract, under one management team, sharing operations



**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(amounts in thousands, except per share data)  
(Continued)

in sales, marketing, product development and manufacturing. Specific to this plan, the Company is focusing nearly all commercial solution dyed make-to-order production in its Atmore, Alabama operations where the Company has developed such make-to-order capabilities over the last 5 years. Further, the Company aligned its west coast production facilities, better utilizing its west coast real estate by moving production to its Santa Ana, California and Atmore, Alabama operations to more efficiently distribute its west coast products. Furthermore, the Company re-configured its east coast distribution facilities to provide more efficient distribution of its products. In addition, the Company realized reductions in related support functions such as accounting and information services. The plan is now substantially complete.

Costs related to the facility consolidation plans are summarized as follows:

	Accrued Balance at December 29, 2018	2019 Expenses (1)	2019 Cash Payments	Accrued Balance at December 28, 2019	As of December 28, 2019	
					Total Costs Incurred to Date	Total Expected Costs
Corporate Office Consolidation Plan	98	13	73	38	829	829
Profit Improvement Plan	846	5,006	5,547	305	8,800	8,800
Total All Plans	\$ 944	\$ 5,019	\$ 5,620	\$ 343	\$ 9,629	\$ 9,629
Asset Impairments	\$ —	\$ 3	\$ —	\$ —	\$ 3,323	\$ 3,323

	Accrued Balance at December 30, 2017	2018 Expenses (1)	2018 Cash Payments	Accrued Balance at December 29, 2018		
					Total Costs Incurred to Date	Total Expected Costs
Corporate Office Consolidation Plan	171	9	82	98		
Profit Improvement Plan	\$ 334	\$ 3,158	\$ 2,646	\$ 846		
Total All Plans	\$ 505	\$ 3,167	\$ 2,728	\$ 944		
Asset Impairments	\$ —	\$ 3,320	\$ —	\$ —		

(1) Costs incurred under these plans are classified as "facility consolidation and severance expenses, net" in the Company's Consolidated Statements of Operations.

**NOTE 22 - DISCONTINUED OPERATIONS**

The Company has either sold or discontinued certain operations that are accounted for as "Discontinued Operations" under applicable accounting guidance. Discontinued operations are summarized as follows:

	2019	2018	2017
Income (loss) from discontinued operations:			
Workers' compensation costs from former textile operations	\$ 38	\$ 212	\$ (155)
Environmental remediation costs from former textile operations	(386)	(117)	(225)
Income (loss) from discontinued operations, before taxes	\$ (348)	\$ 95	\$ (380)
Income tax benefit	—	—	(147)
Income (loss) from discontinued operations, net of tax	<u>\$ (348)</u>	<u>\$ 95</u>	<u>\$ (233)</u>

Undiscounted reserves are maintained for the self-insured workers' compensation obligations related to the Company's former textile operations. These reserves are administered by a third-party workers' compensation service provider under the supervision of Company personnel. Such reserves are reassessed on a quarterly basis. Pre-tax cost incurred for workers' compensation as a component of discontinued operations primarily represents a change in estimate for each period from unanticipated medical costs associated with the Company's obligations.

**THE DIXIE GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in thousands, except per share data)**  
**(Continued)**

Reserves for environmental remediation obligations are established on an undiscounted basis. The Company has an accrual for environmental remediation obligations related to discontinued operations of \$1,987 as of December 28, 2019 and \$1,728 as of December 29, 2018. The liability established represents the Company's best estimate of possible loss and is the reasonable amount to which there is any meaningful degree of certainty given the periods of estimated remediation and the dollars applicable to such remediation for those periods. The actual timeline to remediate, and thus, the ultimate cost to complete such remediation through these remediation efforts, may differ significantly from the Company's estimates. Pre-tax cost for environmental remediation obligations classified as discontinued operations were primarily a result of specific events requiring action and additional expense in each period.

**NOTE 23 - RELATED PARTY TRANSACTIONS**

The Company was a party to a 5-year lease with the seller of Atlas Carpet Mills, Inc. to lease three manufacturing facilities as part of the acquisition in 2014. The lessor was controlled by an associate of the Company. Rent paid to the lessor during 2019, 2018, and 2017 was \$497, \$1,003, and \$978, respectively. The lease was based on current market values for similar facilities. These leases terminated as of September, 2019.

The Company purchases a portion of its product needs in the form of fiber, yarn and carpet from Engineered Floors, an entity substantially controlled by Robert E. Shaw, a shareholder of the Company. An affiliate of Mr. Shaw holds approximately 7.5% of the Company's Common Stock, which represents approximately 3.5% of the total vote of all classes of the Company's Common Stock. Engineered Floors is one of several suppliers of such materials to the Company. Total purchases from Engineered Floors for 2019, 2018, and 2017 were approximately \$5,900, \$8,200 and \$7,200, respectively; or approximately 2.1%, 2.6%, and 2.3% of the Company's cost of goods sold in 2019, 2018, and 2017, respectively. Purchases from Engineered Floors are based on market value, negotiated prices. The Company has no contractual commitments with Mr. Shaw associated with its business relationship with Engineered Floors. Transactions with Engineered Floors are reviewed annually by the Company's board of directors.

The Company is a party to a ten-year lease with the Rothman Family Partnership to lease a facility as part of the Robertex acquisition in 2013. The controlling principle of the lessor was an associate of the Company until June 30, 2018. Rent paid to the lessor during 2019, 2018, and 2017 was \$284, \$278, and \$273, respectively. The lease was based on current market values for similar facilities.

Item 15(a)(2)

**SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS**  
**THE DIXIE GROUP, INC.**  
(dollars in thousands)

Description	Balance at Beginning of Year	Additions - Charged to Costs and Expenses	Additions - Charged to Other Account - Describe	Deductions - Describe	Balance at End of Year
<b>Year ended December 28, 2019:</b>					
<i>Reserves deducted from asset accounts:</i>					
Allowance for doubtful accounts	\$ 174	\$ 240	\$ —	\$ 152 (1)	\$ 262
<i>Reserves classified as liabilities:</i>					
Provision for claims, allowances and warranties	5,717	10,538	—	11,714 —	4,541
<b>Year ended December 29, 2018:</b>					
<i>Reserves deducted from asset accounts:</i>					
Allowance for doubtful accounts	\$ 133	\$ 162	\$ —	\$ 121 (1)	\$ 174
<i>Reserves classified as liabilities:</i>					
Provision for claims, allowances and warranties (As Adjusted) *	6,360	11,995	—	12,638 (2)	5,717
<b>Year ended December 30, 2017:</b>					
<i>Reserves deducted from asset accounts:</i>					
Allowance for doubtful accounts	\$ 107	\$ 70	\$ —	\$ 44 (1)	\$ 133
<i>Reserves classified as liabilities:</i>					
Provision for claims, allowances and warranties (As Adjusted) *	7,039	11,760	—	12,439 (2)	6,360

\* In calculating the current period Additions and Deductions as related to the Provision for Claims, Allowances, and Warranties, the Company identified errors in the classification of certain amounts for these columns in prior periods. The beginning and ending balances, as previously reported, were not affected by these errors and they remain unchanged as presented. The Company evaluated the effects of the corrections and deemed them to be immaterial.

(1) Uncollectible accounts written off, net of recoveries.

(2) Net reserve reductions for claims, allowances and warranties settled.

ANNUAL REPORT ON FORM 10-K

ITEM 15(b)

EXHIBITS

YEAR ENDED DECEMBER 28, 2019

THE DIXIE GROUP, INC.

DALTON, GEORGIA

Exhibit Index

**EXHIBIT NO. DESCRIPTION**

- (1.1)\* Underwriting Agreement for 2,500,000 Shares of The Dixie Group, Inc. (Incorporated by reference to Exhibit (1.1) to Dixie's Current Report on Form 8-K dated May 20, 2014.)
- (2.1)\* Securities Purchase Agreement between Masland Carpets, LLC and Robert P. Rothman dated as of June 30, 2013. (Incorporated by reference to Exhibit (2.1) to Dixie's Current Report on Form 8-K dated June 30, 2013.)
- (3.1)\* Text of Restated Charter of The Dixie Group, Inc. as Amended - Blackline Version. (Incorporated by reference to Exhibit (3.4) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2003.)
- (3.2)\* Amended By-Laws of The Dixie Group, Inc. as of February 22, 2007. (Incorporated by reference to Exhibit 3.1 to Dixie's Current Report on Form 8-K dated February 26, 2007.)
- (5.1)\* Shelf Registration Statement on Form S-3. (Incorporated by reference to Exhibit (5.1) to Dixie's Current Report on Form 8-K dated May 20, 2014.)
- (10.1)\* The Dixie Group, Inc. New Non-qualified Retirement Savings Plan effective August 1, 1999. (Incorporated by reference to Exhibit (10.1) to Dixie's Quarterly Report on Form 10-Q for the quarter ended June 26, 1999.)\*\*
- (10.2)\* The Dixie Group, Inc. 2006 Stock Awards Plan. (Incorporated by reference to Annex A to the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, filed March 20, 2006.)\*\*
- (10.3)\* Summary Description of the 2006 Incentive Compensation Plan, approved February 23, 2006. (Incorporated by reference to Current Report on Form 8-K dated March 1, 2006.)\*\*
- (10.4)\* Summary Description of The Dixie Group, Inc., 2006 Incentive Compensation Plan/Range of Incentives. (Incorporated by reference to Exhibit (10.62) to Dixie's Annual Report on Form 10-K for the year ended December 28, 2013.)\*\*
- (10.5)\* Material terms of the performance goals for the period 2007-2011, pursuant to which incentive compensation awards may be made to certain key executives of the Company based on the results achieved by the Company during such years, approved March 14, 2006. (Incorporated by reference to Current Report on Form 8-K dated March 20, 2006.)\*\*
- (10.6)\* Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 6, 2006.)\*\*
- (10.7)\* Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock. (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated June 6, 2006.)\*\*
- (10.8)\* Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock. (Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated June 6, 2006.)\*\*
- (10.9)\* Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock. (Incorporated by reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated June 6, 2006.)\*\*
- (10.10)\* Master Lease Agreement, Corporate Guaranty and Schedule to the Master Lease Agreement by and between General Electric Capital Corporation and Masland Carpets, LLC dated August 21, 2009. (Incorporated by reference to Exhibit (10.1, 10.2, 10.3) to Dixie's Current Report on Form 8-K dated August 25, 2009.)
- (10.11)\* Amended and Modified Financing Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and General Electric Credit Corporation, as lender, dated June 26, 2012. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated June 26, 2012.)
- (10.12)\* Agreement to Reduce Security Deposit Amount and Amendment to Security Deposit Pledge Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and General Electric Credit Corporation, as lender, dated June 26, 2012. (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated June 26, 2012.)
- (10.13)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Purchase and Sale Agreement dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)

- (10.14)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Bill of Sale, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.15)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Lease Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.16)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Short Form Lease Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.17)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Option Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.18)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Pilot Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.19)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Loan Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.20)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Loan and Security Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.21)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Deed to Secure Debt and Security Agreement, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.22)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Notice and Consent to Assignment, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.23)\* Obligation to the Development Authority of Gordon County; by and among Masland Carpets, LLC, Absolute Assignment of Deed to Secure Debt and Security Agreement and Other Loan Documents, dated December 28, 2012. (Incorporated by reference to Exhibit (4.12) to Dixie's Annual Report on Form 10-K for the year ended December 29, 2012.)
- (10.24)\* Obligation to the Development Authority of Murray County; by and among TDG Operations, LLC, Series 2014 Bond, dated October 17, 2014. (Incorporated by reference to Exhibit (10.48) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.25)\* Obligation to the Development Authority of Murray County; by and among TDG Operations, LLC, PILOT Agreement, dated October 1, 2014. (Incorporated by reference to Exhibit (10.49) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.26)\* Obligation to the Development Authority of Murray County; by and among TDG Operations, LLC, Bond Purchase Loan Agreement, dated October 1, 2014. (Incorporated by reference to Exhibit (10.50) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.27)\* Obligation to the Development Authority of Murray County; by and among TDG Operations, LLC, Option Agreement, dated October 1, 2014. (Incorporated by reference to Exhibit (10.51) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.28)\* Obligation to the Development Authority of Murray County; by and among TDG Operations, LLC, Bill of Sale, dated October 1, 2014. (Incorporated by reference to Exhibit (10.52) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.29)\* Obligation to the Development Authority of Murray County; by and among TDG Operations, LLC, Assignment of Rents and Leases and Security Agreement dated October 1, 2014. (Incorporated by reference to Exhibit (10.53) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.30)\* Project Development Agreement, by and between TDG Operations, LLC, a Georgia Limited Liability Company doing business as Masland Carpets and the City of Atmore, Alabama, dated December 11, 2014. (Incorporated by reference to Exhibit (10.54) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.31)\* Credit Agreement, by and among The Dixie Group, Inc. and certain of its subsidiaries, as Borrowers, cert of its subsidiaries, as Guarantor, the Lenders from time to time party thereto, Wells Fargo Bank Capital Finance LLC, as Administrative Agent, and co-lender and Bank of America and the Other parties thereto, dated September 13, 2011. (Incorporated by reference to Exhibit (10.10) to Dixie's Current Report on Form 8-K dated September 14, 2011.)
- (10.32)\* Security Agreement, by and among The Dixie Group, Inc. and certain of its subsidiaries, as Borrowers, certain of its subsidiaries, as Guarantor, the Lenders from time to time party thereto, Wells Fargo Bank Capital Finance LLC, as Administrative Agent, and co-lender and Bank of America and the Other parties thereto, dated September 13, 2011. (Incorporated by reference to Exhibit (10.11) to Dixie's Current Report on Form 8-K dated September 14, 2011.)
- (10.33)\* Form of Mortgages, by and among The Dixie Group, Inc. and certain of its subsidiaries, as Borrowers, certain of its subsidiaries, as Guarantor, the Lenders from time to time party thereto, Wells Fargo Bank Capital Finance LLC, as Administrative Agent, and co-lender and Bank of America and the Other parties thereto, dated September 13, 2011. (Incorporated by reference to Exhibit (10.12) to Dixie's Current Report on Form 8-K dated September 14, 2011.)

- (10.34)\* Credit Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and Wells Fargo Bank, N.A. as lender, dated September 13, 2011. (Incorporated by reference to Exhibit (10.20) to Dixie's Current Report on Form 8-K dated September 14, 2011.)
- (10.35)\* Security Agreement, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and Wells Fargo Bank, N.A. as lender, dated September 13, 2011. (Incorporated by reference to Exhibit (10.21) to Dixie's Current Report on Form 8-K dated September 14, 2011.)
- (10.36)\* First Mortgage, by and between The Dixie Group, Inc. and certain of its subsidiaries named therein, and Wells Fargo Bank, N.A. as lender, dated September 13, 2011. (Incorporated by reference to Exhibit (10.22) to Dixie's Current Report on Form 8-K dated September 14, 2011.)
- (10.37)\* First Amendment to Credit Agreement dated as of November 2, 2012, by and among The Dixie Group, Inc., certain of its subsidiaries, and Wells Fargo Bank, N.A. as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated November 5, 2012.)
- (10.38)\* First Amendment to Credit Agreement dated as of November 2, 2012, by and among The Dixie Group, Inc., certain of its subsidiaries, and Wells Fargo Capital Finance, LLC as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated November 5, 2012.)
- (10.39)\* Intercreditor Agreement dated as of November 2, 2012, by and among Wells Fargo Capital Finance, LLC and Wells Fargo Bank, N.A. as Agents and The Dixie Group, Inc. and certain of its subsidiaries. (Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated November 5, 2012.)
- (10.40)\* Second Amendment to Credit Agreement dated as of April 1, 2013, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.01) to Dixie's Current Report on Form 8-K dated April 3, 2013.)
- (10.41)\* Third Amendment to Credit Agreement dated as of May 22, 2013, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.57) to Dixie's Annual Report on Form 10-K for the year ended December 28, 2013.)
- (10.42)\* Fourth Amendment to Credit Agreement dated as of July 1, 2013, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.58) to Dixie's Annual Report on Form 10-K for the year ended December 28, 2013.)
- (10.43)\* Fifth Amendment to Credit Agreement dated as of July 30, 2013, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 10-Q dated August 7, 2013.)
- (10.44)\* Sixth Amendment to Credit Agreement dated as of August 30, 2013, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 10-Q dated November 6, 2013.)
- (10.45)\* Seventh Amendment to Credit Agreement dated as of January 20, 2014, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated January 21, 2014.)
- (10.46)\* Eighth Amendment to Credit Agreement dated as of March 14, 2014, by and among The Dixie Group, Inc. certain of its subsidiaries and Wells Fargo Capital Finance, LLC, as Agent and the persons identified as Lenders therein. (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated March 20, 2014.)
- (10.47)\* Term Note 1 dated November 7, 2014, by TDG Operations, LLC, a Georgia limited liability company and First Tennessee Bank National Association. (Incorporated by reference to Exhibit (10.71) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.48)\* Deed to Secure Debt, Assignment of Rents and Leases, Security Agreement and Fixture Filing by TDG Operations, LLC, a Georgia limited liability company and First Tennessee Bank National Association, dated November 7, 2014. (Incorporated by reference to Exhibit (10.72) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.49)\* Term Note 2 dated November 7, 2014, by TDG Operations, LLC, a Georgia limited liability company and First Tennessee Bank National Association. (Incorporated by reference to Exhibit (10.73) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.50)\* Amendment to Term Loan Agreement, Note 2, dated November 7, 2014, by TDG Operations, LLC, a Georgia limited liability company and First Tennessee Bank National Association. (Incorporated by reference to Exhibit (10.74) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.51)\* Term Note 3 dated January 23, 2015, by TDG Operations, LLC, a Georgia limited liability company and First Tennessee Bank National Association. (Incorporated by reference to Exhibit (10.75) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.52)\* Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing by TDG Operations, LLC, a Georgia limited liability company and First Tennessee Bank National Association, dated January 23, 2015. (Incorporated by reference to Exhibit (10.76) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)

- (10.53)\* Mortgagee's Subordination and Consent, dated January 23, 2015, by and between Wells Fargo Capital Finance, LLC, as Agent, and The Dixie Group, Inc. and its subsidiaries, as Borrower, and First Tennessee Bank National Association, as Mortgagee. (Incorporated by reference to Exhibit (10.77) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.54)\* Amended and Restated Mortgagee's Subordination and Consent, dated January 23, 2015, by and between Wells Fargo Capital Finance, LLC, as Agent, and The Dixie Group, Inc. and its subsidiaries, as Borrower, and First Tennessee Bank National Association, as Mortgagee. (Incorporated by reference to Exhibit (10.78) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.55)\* Amendment to Deed to Secure Debt, Assignment of Rents and Leases, Security Agreement and Fixture Filing, dated January 23, 2015, between TDG Operations, LLC, a Georgia limited liability company, and First Tennessee Bank National Association. (Incorporated by reference to Exhibit (10.79) to Dixie's Annual Report on Form 10-K for the year ended December 27, 2014.)
- (10.56)\* Stock Purchase Agreement between TDG Operations, LLC, a wholly owned subsidiary of The Dixie Group, Inc. and James Horwich, Trustee under the Horwich Trust of 1973, to purchase all outstanding capital stock of Atlas Carpet Mills, Inc. (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated March 20, 2014.)
- (10.57)\* Summary of Annual Incentive Compensation Plan Applicable to 2015. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.58)\* Form of LTIP award (B shareholder). (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.59)\* Form of LTIP award (common only). (Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.60)\* Form of Career Share award (B shareholder). (Incorporated by reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.61)\* Form of Career Share award (common only). (Incorporated by reference to Exhibit (10.5) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.62)\* Form of Retention Grant (Service Condition only). (Incorporated by reference to Exhibit (10.6) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.63)\* Form of Retention Grant (Performance Condition and Service Condition). (Incorporated by reference to Exhibit (10.7) to Dixie's Current Report on Form 8-K dated March 13, 2015.)\*\*
- (10.64)\* Form of Award of 100,000 share of Restricted Stock under the 2006 Stock Awards Plan to Daniel K. Frierson. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated April 30, 2015.)\*\*
- (10.65)\* Thornton Edge LLC Lease for Reed Road Facility. (Incorporated by reference to Exhibit (10.1) to Dixie's Current Report on Form 10-Q dated November 4, 2015.)
- (10.66)\* Thornton Edge LLC First Lease Amendment for Reed Road Facility. (Incorporated by reference to Exhibit (10.2) to Dixie's Current Report on Form 10-Q dated November 4, 2015.)
- (10.67)\* Thornton Edge LLC Second Lease Amendment for Reed Road Facility. (Incorporated by reference to Exhibit (10.3) to Dixie's Current Report on Form 10-Q dated November 4, 2015.)
- (10.68)\* 2016 Incentive Compensation Plan. (Incorporate by reference to Appendix A to Dixie's Proxy Statement for the Registrant's Annual Meeting of Shareholders held May 3, 2016.)\*\*
- (10.69)\* Summary of Incentive Plan for 2016. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 11, 2016.)\*\*
- (10.70)\* Long Term Incentive Plan Award B Shareholder. (Incorporated by Reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated March 11, 2016.)\*\*
- (10.71)\* Long Term Incentive Plan Award Common. (Incorporated by Reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated March 11, 2016.)\*\*
- (10.72)\* Career Shares B Shareholder. (Incorporated by Reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated March 11, 2016.)\*\*
- (10.73)\* Career Shares Common. (Incorporated by Reference to Exhibit (10.5) to Dixie's Current Report on Form 8-K dated March 11, 2016.)\*\*
- (10.74)\* Tenth Amendment to Credit Agreement, First Amendment to Security Agreement, and First Amendment to Guaranty. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated September 26, 2016.)
- (10.75)\* Summary of Incentive Plan for 2017. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 10, 2017.)\*\*
- (10.76)\* Form of Stock Option Agreement - Common Stock - 2016 Stock Plan. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated May 31, 2017.)\*\*
- (10.77)\* Form of Stock Option Agreement - Class B Holder - 2016 Stock Plan. (Incorporated by Reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated May 31, 2017.)\*\*
- (10.78)\* Royalty Carpet Mills Lease for Porterville, California Facility. (Incorporated by Reference to Exhibit (10.78) to Dixie's Current Report on Form 10-K dated March 13, 2018.)

- (10.79)\* Summary of Incentive Plan for 2018. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 9, 2018.)\*\*
- (10.80)\* Long Term Incentive Plan Award B Shareholder. (Incorporated by Reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated March 9, 2018.)\*\*
- (10.81)\* Long Term Incentive Plan Award Common. (Incorporated by Reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated March 9, 2018.)\*\*
- (10.82)\* Career Shares B Shareholder. (Incorporated by Reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated March 9, 2018.)\*\*
- (10.83)\* Career Shares Common. (Incorporated by Reference to Exhibit (10.5) to Dixie's Current Report on Form 8-K dated March 9, 2018.)\*\*
- (10.84)\* Eleventh Consent and Amendment to Credit Agreement. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated January 17, 2019.)
- (10.85)\* Agreement For the Purchase and Sale of Real Property between Saraland Industrial, LLC and TDG Operations, LLC. (Incorporated by Reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated January 17, 2019.)
- (10.86)\* Summary of Incentive Plan for 2019. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated March 8, 2019.)\*\*
- (10.87)\* Long Term Incentive Plan Award B Shareholder. (Incorporated by Reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated March 8, 2019.)\*\*
- (10.88)\* Long Term Incentive Plan Award Common. (Incorporated by Reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated March 8, 2019.)\*\*
- (10.89)\* Career Shares B Shareholder. (Incorporated by Reference to Exhibit (10.4) to Dixie's Current Report on Form 8-K dated March 8, 2019.)\*\*
- (10.90)\* Career Shares Common. (Incorporated by Reference to Exhibit (10.5) to Dixie's Current Report on Form 8-K dated March 8, 2019.)\*\*
- (10.91)\* Stock Repurchase Plan, pursuant to Securities and Exchange Act Rule 10b5-1. (Incorporated by Reference to Dixie's Current Report on Form 8-K dated August 28, 2019.)
- (10.92)\* Twelfth Consent and Amendment to Credit Agreement. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated October 4, 2019.)
- (10.93)\* Thirteenth Consent and Amendment to Credit Agreement. (Incorporated by Reference to Exhibit (10.1) to Dixie's Current Report on Form 8-K dated October 22, 2019.)
- (10.94)\* Agreement For the Purchase and Sale of Real Property between CenterPoint Properties Trust and TDG Operations, LLC. (Incorporated by Reference to Exhibit (10.2) to Dixie's Current Report on Form 8-K dated October 22, 2019.)
- (10.95)\* Form of Lease between CenterPoint Properties Trust and TDG Operations, LLC. (Incorporated by Reference to Exhibit (10.3) to Dixie's Current Report on Form 8-K dated October 22, 2019.)
- (14)\* Code of Ethics, as amended and restated, February 15, 2010. (Incorporated by reference to Exhibit 14 to Dixie's Annual Report on Form 10-K for year ended December 26, 2009.)
- (16)\* Letter from Ernst & Young LLP regarding change in certifying accountant. (Incorporated by reference to Exhibit 16 to Dixie's Form 8-K dated November 15, 2013.)
- (21) Subsidiaries of the Registrant. (Filed herewith.)
- (23) Consent of Dixon Hughes Goodman LLP Independent Registered Public Accounting Firm.(Filed herewith.)
- (31.1) CEO Certification pursuant to Securities Exchange Act Rule 13a-14(a). (Filed herewith.)
- (31.2) CFO Certification pursuant to Securities Exchange Act Rule 13a-14(a). (Filed herewith.)
- (32.1) CEO Certification pursuant to Securities Exchange Act Rule 13a-14(b). (Filed herewith.)
- (32.2) CFO Certification pursuant to Securities Exchange Act Rule 13a-14(b). (Filed herewith.)
- (101.INS) XBRL Instance Document. (Filed herewith.)
- (101.SCH) XBRL Taxonomy Extension Schema Document. (Filed herewith.)
- (101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document. (Filed herewith.)
- (101.DEF) XBRL Taxonomy Extension Definition Linkbase Document. (Filed herewith.)
- (101.LAB) XBRL Taxonomy Extension Label Linkbase Document. (Filed herewith.)
- (101.PRE) XBRL Taxonomy Extension Presentation Linkbase Document. (Filed herewith.)

\* Commission File No. 0-2585.

\*\* Indicates a management contract or compensatory plan or arrangement.





T H E   D I X I E   G R O U P

PROXY STATEMENT



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

**SCHEDULE 14A INFORMATION**  
**(Rule 14a-101)**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities and Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12



**The Dixie Group, Inc.**

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*(Name of Registrant as Specified In Its Charter)*  
*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - 2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
  - 4) Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
  - 5) Total fee paid:  
\_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:  
\_\_\_\_\_
  - 2) Form, Schedule or Registrant Statement No.:  
\_\_\_\_\_
  - 3) Filing Party:  
\_\_\_\_\_
  - 4) Date Filed:  
\_\_\_\_\_

**THE DIXIE GROUP, INC.**  
475 Reed Road  
Dalton, Georgia 30720  
(706) 876-5800

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

To the Shareholders of The Dixie Group, Inc.:

The Annual Meeting of Shareholders of The Dixie Group, Inc. will be held at the Corporate Office, 475 Reed Road, Dalton, Georgia, on May 6, 2020 at 8:00 a.m., Eastern Time, for the following purposes:

1. To elect seven individuals to the Board of Directors for a term of one year each;
2. To approve amendment of the Company's 2016 Incentive Compensation Plan to increase by 500,000 the number of shares subject to the Plan;
3. To cast an advisory vote on the Company's Executive Compensation for its named executive officers ("Say-on-Pay");
4. To cast an advisory vote on the frequency of future say-on-pay votes;
5. To ratify appointment of Dixon Hughes Goodman LLP to serve as independent registered public accountants of the Company for 2020; and
6. Such other business as may properly come before the Annual Meeting of Shareholders or any adjournment thereof.

Only shareholders of record of the Common Stock and Class B Common Stock at the close of business on February 21, 2020, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

Your attention is directed to the Proxy Statement accompanying this Notice for more complete information regarding the matters to be acted upon at the Annual Meeting.

The Dixie Group, Inc.



Daniel K. Frierson  
Chairman of the Board

Dalton, Georgia  
Dated: March 20, 2020

**PLEASE READ THE ATTACHED MATERIAL CAREFULLY AND COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY TO THE COMPANY IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES OF COMMON STOCK AND CLASS B COMMON STOCK WILL BE REPRESENTED AT THE MEETING. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON, SHOULD YOU SO DESIRE.**

**Important Notice**  
**Regarding Internet**  
**Availability of Proxy Materials**  
**for the**  
**Annual Meeting of Shareholders**  
**to be held on**  
**May 6, 2020**

The proxy statement and annual report to shareholders are available under "Annual Report and Proxy Materials" at [www.dixiegroup.com/Investor](http://www.dixiegroup.com/Investor).

THE DIXIE GROUP, INC.  
475 Reed Road  
Dalton, Georgia 30720  
Phone (706) 876-5800

ANNUAL MEETING OF SHAREHOLDERS  
May 6, 2020

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PROXY STATEMENT

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INTRODUCTION

The enclosed Proxy is solicited on behalf of the Board of Directors of the Company for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and the enclosed Proxy will be mailed on or about March 20, 2020, to shareholders of record of the Company's Common Stock and Class B Common Stock as of the close of business on February 21, 2020.

At the Annual Meeting, holders of the Company's Common Stock, \$3.00 par value per share ("Common Stock"), and Class B Common Stock, \$3.00 par value per share ("Class B Common Stock"), will be asked to: (i) elect seven (7) individuals to the Board of Directors for a term of one year each, (ii) approve the amendment of the Company's 2016 Incentive Compensation Plan to increase by 500,000 the number of shares subject to the Plan; (iii) cast an advisory vote on the Company's executive compensation for its named executive officers; (iv) cast an advisory vote on the frequency of the shareholder advisory vote on executive compensation; (v) ratify the appointment of Dixon Hughes Goodman LLP to serve as independent registered public accountants of the Company for 2020, and (vi) transact any other business that may properly come before the meeting.

The Board of Directors recommends that the Company's shareholders vote (i) **FOR** electing the seven (7) nominees for director; (ii) **FOR** approval of the amendment of the Company's 2016 Incentive Compensation Plan to increase by 500,000 the number of shares subject to the Plan; (iii) **FOR** approving the Company's executive compensation of its named executive officers; (iv) **FOR** setting the frequency of the shareholder advisory vote on executive compensation at an annual vote; (v) **FOR** ratifying the appointment of Dixon Hughes Goodman LLP to serve as independent registered public accountants of the Company for 2020.

**RECORD DATE, VOTE REQUIRED AND RELATED MATTERS**

The Board has fixed the close of business on February 21, 2020, as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. In accordance with the Company's Charter, each outstanding share of Common Stock is entitled to one vote, and each outstanding share of Class B Common Stock is entitled to 20 votes, exercisable in person or by properly executed Proxy, on each matter brought before the Annual Meeting. Cumulative voting is not permitted. As of February 21, 2020, 14,983,013 shares of Common Stock, representing 14,983,013 votes, were held of record by approximately 2,800 shareholders (including an estimated 2,400 shareholders whose shares are held in nominee names) and 836,669 shares of Class B Common Stock, representing 16,733,380 votes, were held by 10 individual shareholders, together representing an aggregate of 31,716,393 votes.

Shares represented at the Annual Meeting by properly executed Proxy will be voted in accordance with the instructions indicated therein unless such Proxy has previously been revoked. If no instructions are indicated, such shares will be voted (i) **FOR** electing the seven (7) nominees for director; (ii) **FOR** approval of the amendment of the Company's 2016 Incentive Compensation Plan to increase by 500,000 the number of shares subject to the Plan; (iii) **FOR** approving the Company's executive compensation of its named executive officers; (iv) **FOR** setting the frequency of the shareholder advisory vote on executive compensation at an annual vote; (v) **FOR** ratifying the appointment of Dixon Hughes Goodman LLP to serve as independent registered public accountants of the Company for 2020.

Any Proxy given pursuant to this solicitation may be revoked at any time by the shareholder giving it by (i) delivering to the Corporate Secretary of the Company a written notice of revocation bearing a later date than the Proxy, (ii) submitting a later-dated, properly executed Proxy, or (iii) revoking the Proxy and voting in person at the Annual Meeting. Attendance at the Annual Meeting will not, in and of itself, constitute a revocation of a Proxy. Any written notice revoking a Proxy should be sent to The Dixie Group, Inc., P.O. Box 2007, Dalton, Georgia 30722-2007, Attention: Derek Davis.

The persons designated as proxies were selected by the Board of Directors and are Daniel K. Frierson, Lowry F. Kline and Michael L. Owens. The cost of solicitation of Proxies will be borne by the Company.

The presence, in person or by Proxy, of the holders of a majority of the aggregate outstanding vote of Common Stock and Class B Common Stock entitled to vote is necessary to constitute a quorum at the Annual Meeting. In accordance with Tennessee law, Directors are elected by the affirmative vote of a plurality of the votes cast in person or by Proxy at the Annual Meeting.

Approval of the amendment to the 2016 Incentive Compensation Plan will be deemed to have been obtained if the affirmative vote of a majority of the total votes cast is received in favor of such amendment.

Approval of the Company's executive compensation for its named executive officers will be deemed to have been obtained if the number of votes properly cast in favor of such compensation exceeds the number of votes cast against such compensation.

With respect to the advisory vote on the frequency of say-on-pay advisory votes, the option that receives the highest number of votes will be deemed to have been selected by shareholders.

Ratification of the appointment of Dixon Hughes Goodman LLP to serve as independent registered public accountants of the Company for 2020 will be approved if the votes properly cast favoring ratification exceed the votes cast opposing ratification.

Shares covered by abstentions and broker non-votes, while counted for purposes of determining the presence of a quorum at the Annual Meeting, are not considered to be affirmative or negative votes. Abstentions and broker non-votes will have no effect upon the election of a nominee for director, so long as such nominee receives any affirmative votes.

A copy of the Company's Annual Report for the year-ended December 28, 2019, is enclosed herewith.

The Board is not aware of any other matter to be brought before the Annual Meeting for a vote of shareholders. If, however, other matters are properly presented, Proxies representing shares of Common Stock and Class B Common Stock will be voted in accordance with the best judgment of the proxy holders.

## PRINCIPAL SHAREHOLDERS

Shareholders of record at the close of business on February 21, 2020, the Record Date, will be entitled to notice of and to vote at the Annual Meeting.

The following is information regarding beneficial owners of more than 5% of the Company's Common Stock or Class B Common Stock. Beneficial ownership information is also presented for (i) the executive officers named in the Summary Compensation Table; (ii) all directors and nominees; and (iii) all directors and executive officers, as a group, as of February 21, 2020 (except as otherwise noted).

Name and Address of Beneficial Owner	Title of Class	Number of Shares Beneficially Owned(1)(2)	% of Class
Daniel K. Frierson 111 East and West Road Lookout Mountain, TN 37350	Common Stock	926,206 (3)	5.9 %
	Class B Common Stock	836,669 (4)	100.0 %
Dimensional Fund Advisors, L.P. Palisades West, Building One, 6300 Bee Cave Road Austin, TX 78746	Common Stock	881,902 (5)	5.9 %
Hodges Capital Holdings, Inc. 2905 Maple Avenue Dallas, TX 75201	Common Stock	1,722,415 (6)	11.5 %
Robert E. Shaw 115 West King Street Dalton, GA 30722-1005	Common Stock	1,125,000 (7)	7.5 %
Terry Ledbetter, Jr. 400 West Louisiana Street McKinney, TX 75009	Common Stock	1,054,237 (8)	7.0 %
Jeffrey L. Gendell 1 Sound Shore Drive, Suite 304 Greenwich, CT 06830-7251	Common Stock	880,113 (9)	5.9 %



Additional Directors and Executive Officers	Title of Class	Number of Shares Beneficially Owned (1)		% of Class
William F. Blue, Jr.	Common Stock	29,971	(10)	*
Charles E. Brock	Common Stock	21,741	(11)	*
Allen L. Danzey	Common Stock	6,705	(12)	*
W. Derek Davis	Common Stock	99,655	(13)	*
Jon A. Faulkner	Common Stock	172,536	(14)	1.1 %
D. Kennedy Frierson, Jr.	Common Stock	250,057	(15)	1.5 %
	Class B Common Stock	230,384	(4)	27.5 %
Lowry F. Kline	Common Stock	65,099	(16)	*
Hilda S. Murray	Common Stock	21,741	(17)	*
T.M. Nuckols, Jr.	Common Stock	49,956	(18)	*
Michael L. Owens	Common Stock	17,575	(19)	*
All Directors, Named Executive Officers and Executive Officers as Group (11 Persons) **	Common Stock	1,413,485	(20)	<b>8.9 %</b>
	Class B Common Stock	836,669	(21)	<b>100.0 %</b>

\* Percentage of shares beneficially owned does not exceed 1% of the Class.

\*\* The total vote of Common Stock and Class B Common Stock represented by the shares held by all directors and executive officers as a group is **17,310,196** votes or **54.6%** of the total vote.

- (1) Under the rules of the Securities and Exchange Commission and for the purposes of these disclosures, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or "investment power," which includes the power to dispose or to direct the disposition of such security. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities. The Class B Common Stock is convertible on a share-for-share basis into shares of Common Stock, and accordingly, outstanding shares of such stock are treated as having been converted to shares of Common Stock for purposes of determining both the number and percentage of class of Common Stock for persons set forth in the table who hold such shares.
- (2) Does not include 180,809 shares of Common Stock owned by The Dixie Group, Inc. 401(k) Retirement Savings Plan (the "401(k) Plan") for which Daniel K. Frierson is a fiduciary and for which Bank of America, N.A. serves as Trustee. Participants in the 401(k) Plan may direct the voting of all shares of Common Stock held in their accounts, and the Trustee must vote all shares of Common Stock held in the 401(k) Plan in the ratio reflected by such direction. Participants may also direct the disposition of such shares. Accordingly, for purposes of these disclosures, shares held for participants in the 401(k) Plan are reported as beneficially owned by the participants.

(3) Mr. Daniel K. Frierson's beneficial ownership of Common Stock and Class B Common Stock may be summarized as follows:

	<b>Number of Shares Common Stock</b>		<b>Number of Shares Class B Common Stock</b>	
Shares held outright	27,443		408,529	(a)
Shares held in his Individual Retirement Account	3,567	(a)	17,061	(a)
Shares held in 401(k) Plan	796	(a)	—	
Shares held by his wife	—		94,879	(c)
Shares held by his children, their spouses and grandchildren	35,623	(b)	288,606	(c)
Unvested restricted stock	22,108	(a)	22,108	(a)
Shares held by family Unitrust	—		5,486	(a)
Exercisable Stock Option	—	(a)	—	
Deemed conversion of his Class B Common Stock	836,669		—	
<b>Total</b>	<b>926,206</b>		<b>836,669</b>	

Total does not include 40,000 shares of Non Exercisable Stock Options.

- (a) Sole voting and investment power
- (b) Shared voting and investment power
- (c) Sole voting and shared investment power

- (4) The 836,669 includes 388,971 shares of Class B Common Stock held subject to a Shareholder's Agreement among Daniel K. Frierson, his wife, two of their five children (including D. Kennedy Frierson, Jr., his son) and certain family trusts which hold Class B Common Stock, pursuant to which Daniel K. Frierson has been granted a proxy to vote such shares. The Shareholder's Agreement relates only to shares of Class B Common Stock held by each of the parties to the agreement. Pursuant to the agreement Daniel K. Frierson is granted a proxy to vote such shares of Class B Common Stock so long as they remain subject to the agreement. The Class B Common Stock is convertible on a share for share basis in to shares of Common Stock; however, upon conversion such shares are no longer subject to the agreement. Nevertheless, the parties to the agreement may be deemed to be members of a "group" for purposes of Section 13(d) of the act and for purposes of reporting beneficial ownership of the Common Stock of The Dixie Group, Inc., and accordingly Daniel K. Frierson, and the other parties to the agreement have jointly filed a report on Schedule 13(d) reporting beneficial ownership of the Common Stock which they own.
- (5) Dimensional Fund Advisors, L.P. has reported beneficial ownership of an aggregate of 881,902 shares of Common Stock, as follows: 862,415 shares of Common Stock, for which it has sole voting power, and 881,902 shares of Common Stock for which it has sole dispositive power. The reported information is based upon the Schedule 13G filed by Dimensional Fund Advisors, L.P. with the Securities and Exchange Commission on February 12, 2020.
- (6) Hodges Capital Holdings, Inc. Craig Hodges, Hodges Capital Management, Inc., Hodges Fund, and Hodges Small Intrinsic Value Fund has reported beneficial ownership of an aggregate of 1,722,415 shares of Common Stock. Hodges Capital Holdings, Inc. reports having shared voting power of 1,344,765 and 1,722,415 shared dispositive power. The reported information is based upon the Schedule 13G filed by Hodges Capital Holdings, Inc. with the Securities and Exchange Commission on February 5, 2020.
- (7) Robert E. Shaw has reported the beneficial ownership of an aggregate of 1,125,000 shares of Common Stock for which he has 1,125,000 shared voting power and 1,125,000 shared dispositive power. The reported information is based upon the Schedule 13G filed by Mr. Shaw with the Securities and Exchange Commission on February 14, 2020.
- (8) Terry Ledbetter, Jr. has reported the beneficial ownership of an aggregate of 1,054,237 shares of Common Stock for which he has 673,470 shared voting power and 1,054,237 shared dispositive power. The reported information is based upon the Schedule 13G filed by Kopion Asset Management, LLC and Mr. Ledbetter, founder and manager of Kopion Asset Management, LLC, with the Securities and Exchange Commission on February 10, 2020.
- (9) Jeffrey L. Gendell. has reported the beneficial ownership of an aggregate of 880,113 shares of Common Stock for which he has 880,113 shared voting power and 880,113 shared dispositive power. The reported information is based upon the Schedule 13G filed by Tontine Asset Associates, LLC and Mr. Gendell, managing member of Tontine Asset Associates, LLC, with the Securities and Exchange Commission on January 3, 2020.

(10) Mr. William F. Blue's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	12,609
Performance Units, convertible into shares of Common Stock on retirement as a director	17,362
Total	<u>29,971</u>

(11) Mr. Charles E. Brock's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	—
Performance Units, convertible into shares of Common Stock on retirement as a director	21,741
Total	<u>21,741</u>

(12) Mr. Allen L. Danzey's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	—
Unvested Restricted Stock	6,150
Held in 401(k) Plan	555
Total	<u>6,705</u>

Total does not include 4,000 shares of Non Exercisable Stock Options.

(13) Mr. W. Derek Davis's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	76,174
Shares held by his wife	4,500
Unvested Restricted Stock	14,724
Held in 401(k) Plan	4,257
Exercisable Stock Options	—
Total	<u>99,655</u>

Total does not include 15,000 shares of Non Exercisable Stock Options.

(14) Mr. Jon A. Faulkner's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	72,060
Unvested Restricted Stock	100,476
Exercisable Stock Options	—
Total	<u>172,536</u>

Total does not include 15,000 shares of Non Exercisable Stock Options.

(15) Mr. D. Kennedy Frierson Jr.'s beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>	<b>Number of Shares Class B Common Stock</b>
Shares held outright	10,000	94,214 (a)
Shares held by his wife	100	—
Shares held in trust(s) for children	2,585	15,540 (a)
Shares held in 401(k)	2,301	—
Unvested Restricted Stock	4,687	120,630 (a)
Exercisable Stock Options	—	—
Deemed conversion of Class B Stock	230,384	— (a)
<b>Total</b>	<b>250,057</b>	<b>230,384</b>

Total does not include 25,000 shares of Non Exercisable Stock Options.

(a) Subject to Shareholder's Agreement described in Note (4), above. Mr. Kennedy Frierson has sole investment power, and no voting power with respect to such shares.

(16) Mr. Lowry F. Kline's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	31,198
Performance Units, convertible into shares of Common Stock on retirement as a director	33,901
<b>Total</b>	<b>65,099</b>

(17) Ms. Hilda S. Murray's beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	—
Performance Units, convertible into shares of Common Stock on retirement as a director	21,741
<b>Total</b>	<b>21,741</b>

(18) Mr. T.M. Nuckols, Jr.'s beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	4,628
Unvested Restricted Stock	45,328
<b>Total</b>	<b>49,956</b>

Total does not include 15,000 shares of Non Exercisable Stock Options.

(19) Mr. Michael L. Owens' beneficial ownership may be summarized as follows:

	<b>Number of Shares Common Stock</b>
Shares held outright	—
Performance Units, convertible into shares of Common Stock on retirement as a director	17,575
<b>Total</b>	<b>17,575</b>

- (20) Includes: (i) 234,112 shares of Common Stock owned directly by individuals in this group; (ii) 7,908 shares of Common Stock allocated to accounts in the 401(k) Plan of members of this group; (iii) 112,320 shares of Common Stock held pursuant to performance units issued as payment of one-half of the annual retainer for the Company's non-employee directors; (iv) 25,436 shares of Common Stock owned by immediate family members of certain members of this group; (v) 3,567 shares held in individual retirement accounts; (vi) 193,473 unvested restricted shares of Common Stock held by individuals in this group, which shares may be voted by such individuals; and (vii) 836,669 shares of Class B Common Stock held by individuals in this group, that could be converted on a share for share basis into shares of Common Stock. This total excludes options which are not yet vested of 114,000 shares of Common Stock. The options excluded will vest once the average of the high and low share price of the Company's Common Stock shall be at least \$7.00 per share for a period of 5 consecutive days, prior to the option expiration date of May 30, 2022.
- (21) Includes: (i) 836,669 shares of Class B Common Stock held subject to the Shareholder Agreement described in Note (4) above.

## PROPOSAL ONE ELECTION OF DIRECTORS

### Information About Nominees for Director

Pursuant to the Company's Bylaws, all Directors are elected to serve a one year term, or until their successors are elected and qualified. The Board of Directors is permitted to appoint directors to fill the unexpired terms of directors who resign.

The names of the nominees for election to the Board, their ages, their principal occupation or employment (which has continued for at least the past five years unless otherwise noted), directorships held by them in other publicly-held corporations or investment companies, the dates they first became directors of the Company, and certain other relevant information with respect to such nominees are as follows:

**William F. Blue, Jr.**, age 61, is Chairman of the Board of The Hopeway Foundation in Charlotte, North Carolina. From 2008 until his retirement in 2014, he served as Vice Chairman of Investment Banking and Capital Markets, part of Wells Fargo Securities, LLC, in Charlotte. Throughout his 29-year investment banking career, he represented foreign and domestic corporations in financing and advisory assignments, including acquisitions, divestitures, recapitalizations, fairness opinions, and public and private equity and debt offerings. From 1998 until 2008, Mr. Blue served as group head of the Wachovia Consumer and Retail Investment Banking group. Before joining Wachovia, he was a managing director in the Mergers and Acquisitions group of NationsBanc Montgomery Securities, the predecessor firm to Banc of America Securities. Mr. Blue is a member of the Company's Audit Committee, Executive Committee and Compensation Committee. He has been a director of the Company since October 2014.

**Charles E. Brock**, age 55, is the owner of Brock Partnerships, an entrepreneurial advisory and investment firm. From 2013-2018, Mr. Brock served as President and Chief Executive Officer of Launch Tennessee, a public-private partnership, focused on the development of high-growth companies in Tennessee. Previously, he served as the Executive Entrepreneur of The Company Lab, a Chattanooga organization that serves as "the Front Door for Entrepreneurs" in Southeast Tennessee and one of Launch Tennessee's regional accelerators. Mr. Brock was a founding partner of the Chattanooga Renaissance Fund, a locally based angel investment group. Mr. Brock also serves as a director of Four Bridges Capital Advisors, a Chattanooga based boutique investment bank as well as director of Pinnacle Financial Partners. Mr. Brock is a member of the Company's Audit Committee and a member of the Company's Nominating and Corporate Governance Committee. He has been a director of the Company since 2012.

**Daniel K. Frierson**, age 78, is Chairman of the Board of the Company, a position he has held since 1987. He also has been Chief Executive Officer of the Company since 1980 and a director of the Company since 1973. Mr. Frierson serves as a director of Astec Industries, Inc., a manufacturer of specialized equipment for building and restoring the world's infrastructure headquartered in Chattanooga, Tennessee, and Printpack, Inc., a world leading Flexible Packaging Company, headquartered in Atlanta, Georgia. Mr. Frierson is Chairman of the Executive Committee.

**D. Kennedy Frierson, Jr.**, age 53, is Chief Operating Officer of the Company, a position he has held since 2009. He has been President of Masland Residential, General Manager of Dixie Home, President of Bretlin as well as various other positions in operations, sales and senior management of the Company since 1998. He has been a director of the Company since 2012.

**Lowry F. Kline**, age 79, served as a director of Coca-Cola Enterprises, Inc. from April 2000 until April 2008, serving as Chairman from April 2002 until April 2008, and as Vice Chairman from April 2000 to April 2003. Mr. Kline served as Chief Executive Officer of Coca-Cola Enterprises, Inc. from April 2001 until January 2004 and from December 2005 to April 2006. Prior to becoming Chief Executive Officer for Coca-Cola Enterprises, Inc., he held a number of positions with said company, including Chief Administrative Officer, Executive Vice President and General Counsel. Mr. Kline is a former director of Jackson Furniture Industries, Inc., headquarter in Cleveland, Tennessee and McKee Foods Corporation, headquartered in Collegedale, Tennessee. Mr. Kline is Chairman of the Company's Compensation Committee, a member of the Company's Audit Committee and a member of the Company's Executive Committee. He has been a director of the Company since 2004.

**Hilda S. Murray**, age 65, is the Corporate Secretary and Executive Vice President of TPC Printing & Packaging, a specialty packaging and printing company in Chattanooga, Tennessee. She is also founder and President of Greener Planet, LLC, an environmental compliance consultant to the packaging and printing industry. Ms. Murray has been a Director of the Company since 2012 and is a member of the Company's Audit Committee and is Chairman of the Company's Nominating and Corporate Governance Committee.

**Michael L. Owens**, age 63, is Assistant Dean of Graduate Programs and Lecturer in the College of Business at the University of Tennessee at Chattanooga, Chattanooga, Tennessee. Prior to joining the University of Tennessee at Chattanooga, Mr. Owens was President of Coverdell & Company, Atlanta, Georgia. Prior to joining Coverdell, he was Senior Vice President and Chief Operating Officer of Monumental Life Insurance Company. He has been a director of the Company since 2014 and is a member of the Company's Nominating and Corporate Governance Committee and Chairman of the Company's Audit Committee.

D. Kennedy Frierson, Jr., the Company's Vice President and Chief Operating Officer, is the son of Daniel K. Frierson. No other director, nominee, or executive officer of the Company has any family relationship, not more remote than first cousin, to any other director, nominee, or executive officer.

### **Considerations with Respect to Nominees**

In selecting the slate of nominees for 2020, the independent directors of the Board considered the familiarity of the Company's incumbent Directors with the business and prospects of the Company, developed as a result of their service on the Company's Board. The Board believes that such familiarity will be helpful in their service on the Company's Board. With respect to all nominees, the independent directors of the Board noted the particular qualifications, experience, attributes and skills possessed by each nominee. These qualifications are reflected in the business experience listed under each nominee's name, above. In order of the list of nominees, such information may be summarized as follows: Mr. Blue is an experienced investment banker having been Vice Chairman of Wells Fargo Securities and involved with capital formation, mergers, acquisitions and financing of various types of ventures. Mr. Brock is experienced in establishing new businesses having been involved in the establishment of both Foxmark Media and CapitalMark Bank and Trust. Mr. Daniel K. Frierson has served with the Company in several management and executive capacities his entire adult life, and has been Chief Executive Officer since 1980 and a Board member since 1973. In such capacity, he has been instrumental in planning and implementing the transition of the Company to its current position as a manufacturer of residential and commercial floorcovering products. Additionally, Mr. Frierson has experience as a board member of other public companies as well as significant trade group experience relevant to the Company's business. He is well known and respected throughout the industry. Mr. D. Kennedy Frierson, Jr. has served with the Company in various capacities since 1992. He is currently Chief Operating Officer and has most recently led the Company's Atlas | Masland Commercial business. Ms. Murray has a long history of executive management experience at TPC Printing and Packaging, a provider to the specialty packaging business as well as experience with environmental controls and footprint through Greener Planet. Mr. Kline has a long history of management and board level experience with the world's largest bottler and distributor of Coca Cola Products. Additionally, he has an extensive background in business, corporate and securities law. Mr. Kline has served as a Director of the Company for several years, as reflected above, and chairs the Company's Compensation Committee. Mr. Owens has extensive business and management experience, having served as President of Coverdell & Company prior to joining the University of Tennessee at Chattanooga. In addition, he has auditing experience having been employed as a certified public accountant and is Chairman of the Company's Audit Committee.

**The Board of Directors recommends that the Company's shareholders vote FOR electing the seven (7) nominees for director.**

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

### Meetings of the Board of Directors

The Board of Directors of the Company met five (5) times in 2019.

### Committees, Attendance, and Directors' Fees

The Company has a standing Executive Committee, Audit Committee, Compensation Committee, and Nominations and Corporate Governance Committee. Copies of the Charters of the Company's Audit Committee, Compensation Committee and Nominations and Corporate Governance Committees may be found on the Company's website at [www.dixiegroup.com/Investor](http://www.dixiegroup.com/Investor).

Members of the Executive Committee are Daniel K. Frierson, Chairman, William F. Blue, Jr. and Lowry F. Kline. Except as otherwise limited by law or by resolution of the Board of Directors, the Executive Committee has and may exercise all of the powers and authority of the Board of Directors for the management of the business and affairs of the Company, which power the Executive Committee exercises between the meetings of the full Board of Directors. The Executive Committee met four (4) times in 2019.

Members of the Audit Committee are Michael L. Owens, Chairman, William F. Blue, Jr., Charles E. Brock, Lowry F. Kline, and Hilda S. Murray. All of the members of the Audit Committee are "independent directors" as that term is defined by applicable regulations and rules of the National Association of Securities Dealers, Inc. ("NASD"). The Audit Committee evaluates audit performance, handles relations with the Company's independent auditors, and evaluates policies and procedures relating to internal accounting functions and controls. The Audit Committee has the authority to engage the independent accountants for the Company. The Audit Committee operates pursuant to an Audit Committee Charter adopted by the Board of Directors. The Audit Committee has implemented pre-approval policies and procedures related to the provision of audit and non-audit services performed by the independent auditors. Under these procedures, the Audit Committee approves the type of services to be provided and the estimated fees related to those services.

The Audit Committee met four (4) times in 2019.

Members of the Compensation Committee are Lowry F. Kline, Chairman, and William F. Blue, Jr. The Compensation Committee administers the Company's compensation plans, reviews and may establish the compensation of the Company's officers, and makes recommendations to the Board of Directors concerning such compensation and related matters. The Compensation Committee acts pursuant to a written Charter adopted by the Board of Directors.

The Compensation Committee may request recommendations from the Company's management concerning the types and levels of compensation to be paid to the Company's executive officers. Additionally, the Compensation Committee is authorized to engage compensation consultants and may review and consider information and recommendations of compensation consultants otherwise engaged by the Company or the Board of Directors in connection with the assessment, review and structuring of compensation plans and compensation levels. For a description of the Compensation Committee actions with respect to Compensation of Executive Officers in 2019, see ***Compensation Discussion and Analysis - Compensation for 2019***.

Annually, the Compensation Committee reviews the performance of the Chief Executive Officer against goals and objectives established by the Committee as part of the process of determining his compensation. The Compensation Committee reports to the Board on its performance review.

The Compensation Committee met one (1) time in 2019.

The members of the Nominations and Corporate Governance Committee in 2019 were Hilda S. Murray, Chairman, Charles E. Brock, and Michael L. Owens. The Nominations and Corporate Governance Committee develops and recommends for board approval corporate governance guidelines.

The Nominations and Corporate Governance Committee's Charter includes the duties of a nominating committee. Nominees approved by a majority of the Committee are recommended to the full Board. In selecting and approving director nominees, the Committee considers, among other factors, the existing composition of the Board and the mix of Board members appropriate for the perceived needs of the Company. The Committee believes continuity in leadership and board tenure increase the Board's ability to exercise meaningful board oversight. Because qualified incumbent directors provide stockholders the benefit of continuity of leadership and seasoned judgment gained through experience as a director of the Company, the Committee will generally give priority as potential candidates to those incumbent directors interested in standing for re-election who have satisfied director performance expectations, including regular attendance at, preparation for and meaningful participation in Board and committee meetings.



The Nominations and Corporate Governance Committee also considers the following in selecting the proposed nominee slate:

- at all times at least a majority of directors must be “independent” in the opinion of the Board as determined in accordance with relevant regulatory and NASD standards;
- at all times at least three members of the Board must satisfy heightened standards of independence for Audit Committee members; and
- at all times the Board should have at least one member who satisfies the criteria to be designated by the Board as an “audit committee financial expert”.

In selecting the current slate of director nominees, the Committee considered overall qualifications and the requirements of the makeup of the Board of Directors rather than addressing separate topics such as diversity in its selection. The Board considered the value of the incumbents’ familiarity with the Company and its business as well as the considerations outlined above under the heading **Considerations with Respect to Nominees**.

The Nominations and Corporate Governance Committee met one (1) time in 2019.

### **Board Leadership Structure**

Mr. Daniel K. Frierson currently serves as the Chairman of the Board and the Chief Executive Officer of the Company. The positions of Chief Executive Officer and Chairman of the Board are combined. Executive sessions of the Board are chaired by the chairman of the Compensation Committee, Lowry F. Kline, who, as noted above, has extensive management and Board experience independent of his experience with the Company. Mr. Kline and the independent directors set their own agenda for meetings in executive session and may consider any topic relevant to the Company and its business. The Company believes that regular, periodic, meetings held in executive session, in the absence of management members or management directors, provide the Board an adequate opportunity to review and address issues affecting management or the Company that require an independent perspective. Additionally, the Company’s Audit Committee holds separate executive sessions with the Company’s independent registered public accounts, internal auditor and management. The Audit Committee also sets its own agenda and may consider any relevant topic in its executive sessions.

### **Director Attendance**

During 2019, no director attended fewer than 75% of the total number of meetings of the Board of Directors and any Committee of the Board of Directors on which he served. All directors are invited and encouraged to attend the annual meeting of shareholders. In general, all directors attend the annual meeting of shareholders unless they are unable to do so due to unavoidable commitments or intervening events.

### **Director Compensation**

Directors who are employees of the Company do not receive any additional compensation for their services as members of the Board of Directors. Non-employee directors receive an annual retainer of \$36,000, payable one-half in cash and one-half in value of Performance Units (subject to a \$5.00 per share minimum value for determination of the number of performance units to be issued). Performance Units are redeemable upon a director’s retirement for an equivalent number of shares of the Company’s Common Stock. In addition to the annual retainer, directors who are not employees of the Company receive \$1,500 for each Board meeting attended and \$1,000 for each committee meeting attended. Chairmen of the Audit and Compensation committees receive an additional annual payment of \$8,000 and the Chairmen of the Nominations and Corporate Governance Committee receives an additional annual payment of \$4,000. For an additional discussion of Director Compensation, see the tabular information below under the heading, “**Director Compensation**.”

### **Independent Directors**

The Board has determined that William F. Blue, Jr., Charles E. Brock, Lowry F. Kline, Hilda S. Murray, and Michael L. Owens are independent within the meaning of the standards for independence set forth in the Company’s corporate governance guidelines, which are consistent with the applicable Securities and Exchange Commission (“SEC”) rules and NASDAQ standards.

### **Executive Sessions of the Independent Directors**

The Company’s independent directors meet in executive session at each regularly scheduled quarterly meeting of the Board, with the chair of the Compensation Committee serving as chair of such executive sessions.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, and regulations of the SEC thereunder, require the Company's executive officers and directors and persons who beneficially own more than 10% of the Company's Common Stock, as well as certain affiliates of such persons, to file initial reports of such ownership and monthly transaction reports covering any changes in such ownership with the SEC and the National Association of Securities Dealers. Executive officers, directors and persons owning more than 10% of the Company's Common Stock are required by SEC regulations to furnish the Company with all such reports they file. Based on its review of the copies of such reports received by it, the Company believes that, during fiscal year 2019, all filing requirements applicable to its executive officers, directors, and owners of more than 10% of the Company's Common Stock have been met.

## **Management Succession**

Periodically, the Board reviews a succession plan, developed by management, addressing the policies and principles for selecting successors to the Company's executive officers, including the Company's CEO. The succession plan includes an assessment of the experience, performance and skills believed to be desirable for possible successors to the Company's executive officers.

## **Certain Transactions between the Company and Directors and Officers**

The Company's Nominations and Corporate Governance Committee has adopted written policies and procedures concerning the review, approval or ratification of all transactions required to be disclosed under the SEC's Regulation S-K, Rule 404. These policies and procedures cover all related party transactions required to be disclosed under the SEC's rules as well as all material conflict of interest transactions as defined by relevant state law and the rules and regulations of NASDAQ that are applicable to the Company, and require that all such transactions be identified by management and disclosed to the committee for review. If required and appropriate under the circumstances, the committee will consider such transactions for approval or ratification. Full disclosure of the material terms of any such transaction must be made to the committee, including:

- the parties to the transaction and their relationship to the Company, its directors and officers;
- the terms of the transaction, including all proposed periodic payments; and
- the direct or indirect interest of any related parties or any director, officer or associate in the transaction.

To be approved or ratified, the committee must find any such transaction to be fair to the Company. Prior approval of such transactions must be obtained generally, if they are material to the Company. If such transactions are immaterial, such transactions may be ratified and prior approval is not required. Ordinary employment transactions may be ratified.

## **Certain Related Party Transactions**

During its fiscal year ended December 28, 2019, the Company purchased a portion of its product needs in the form of fiber, yarn, and carpet from Engineered Floors, an entity substantially controlled by Robert E. Shaw, a shareholder of the Company. Mr. Shaw has reported holding approximately 7.5% of the Company's Common Stock, which, as of year-end, represented approximately 3.5% of the total vote of all classes of the Company's Common Stock. Engineered Floors is one of several suppliers of such products to the Company. Total purchases from Engineered Floors for 2019 were approximately \$5.9 million; or approximately 2.1% of the Company's cost of goods sold in 2019. In accordance with the terms of its charter, the Compensation Committee reviewed the Company's supply relationship with Engineered Floors. The dollar value of Mr. Shaw's interest in the transactions with Engineered Floors is not known to the Company.

## **REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

The Audit Committee of the Board of Directors is composed of five members, each of whom is an independent, non-employee director. The Audit Committee operates under a written Audit Committee Charter adopted and approved by the Board of Directors. The Charter is reviewed at least annually by the Committee. While the Committee has the responsibilities and powers set forth in its written charter, it is not the duty of the Committee to plan or conduct audits. This function is conducted by the Company's management and its independent registered public accountants.

The Committee has reviewed and discussed with management the audited financial statements of the Company for the year ended December 28, 2019 (the "Audited Financial Statements"). In addition, the Committee has discussed with Dixon Hughes Goodman LLP all matters required by applicable auditing standards.

The Committee also has received the written report, disclosure and the letter from Dixon Hughes Goodman required by PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence", and the Committee has reviewed, evaluated, and discussed with that firm the written report and its independence from the Company. The Committee also has discussed with management of the Company and Dixon Hughes Goodman LLP such other matters and received such assurances from them as the Committee deemed appropriate.

Based on the foregoing review and discussions and relying thereon, the Committee has recommended to the Company's Board of Directors the inclusion of the Company's Audited Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 28, 2019, to be filed with the Securities and Exchange Commission.

### **THE AUDIT COMMITTEE**

Michael L. Owens, Chairman  
William F. Blue, Jr.  
Charles E. Brock  
Lowry F. Kline  
Hilda S. Murray

### **AUDIT COMMITTEE FINANCIAL EXPERT**

The Board has determined that Michael L. Owens, Chairman of the Audit Committee, is an audit committee financial expert as defined by Item 407(d)(5) of Regulation S-K of the Securities Exchange Act of 1934, as amended, and is independent within the meaning of Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 of the Securities Exchange Act of 1934. For a brief list of Mr. Owens' relevant experience, please refer to Mr. Owens' biographical information as set forth in the Election of Directors section of this proxy statement. Additionally, the Board believes the remaining members of the Audit Committee would qualify as audit committee financial experts, within the meaning of applicable rules, based on each individual's qualification and expertise.

## COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Committee sets compensation for the Company's executive officers, and its decisions are reported to and reviewed by the Board of Directors. The Compensation Committee currently consists of two independent directors chosen annually by the Board.

Compensation of the Company's executive officers is intended to be competitive with compensation offered by other companies generally similar to the Company in size and lines of business. In determining what types and levels of compensation to offer, the Committee may review relevant, publicly available data and, from time to time, it may receive advice and information from professional compensation consultants.

### The Elements of Executive Officer Compensation

Compensation for each of the Company's executive officers consists generally of base salary, retirement plan benefits and other customary employment benefits, as well as potential cash incentive awards and stock plan awards pursuant to an annual incentive plan reviewed and adopted by the Committee at the beginning of each year. The annual incentive plan is customarily structured so that a significant portion of each executive's potential annual compensation may consist of equity awards, the award value of which is tied to accomplishing both financial and non-financial goals and objectives.

**Compensation for 2019.** Effective February of 2019, the Compensation Committee selected performance goals and a range of possible incentives for the Company's 2019 Incentive Compensation Plan (the "2019 Plan"). Pursuant to the 2019 Plan, each executive officer had the opportunity to earn a Cash Incentive Award, a Primary Long-Term Incentive Award of restricted stock, and an award of restricted stock denominated as "Career Shares." The potential range of cash incentives and conditions to vesting of the restricted stock awards are described below.

No incentive awards other than Career Shares were awarded to the Company's Named Executive Officers for 2019.

For 2019, each executive officer also received customary retirement plan benefits and other customary employment benefits, as in prior years.

**Salary for 2019 and 2020.** The base salaries for the executive officers were not adjusted during 2019. See the 2019 Summary Compensation Table for a tabular presentation of the amount of salary and other compensation elements paid in proportion to total compensation for each named executive officer. As of January 1<sup>st</sup>, 2020, Mr. Danzey's compensation was increased to \$200,000 along with his assuming his duties as Chief Financial officer.

**Potential Incentive Awards for 2019.** The CEO and all executive officers whose responsibilities primarily relate to corporate level administration had the opportunity to earn a cash payment ranging from 15% to no more than 105% of such executive's base salary (from 45% to 105% for the Chief Executive Officer and Chief Operating Officer, and from 30% to 90% for the Chief Financial Officer and from 15% to 75% for all other officers). Fifty percent of the amount of the potential award was based on achievement of specified levels of operating income from continuing operations for the Company, as adjusted for unusual items, 30% of the amount was based on achievement of specified levels of operating income of the Company's residential business operations, as adjusted for unusual items, and 20% of the amount was based on achievement of specified levels of the Company's commercial business operating income, as adjusted for unusual items.

Executive officers whose responsibilities primarily relate to one of the Company's business units, had the opportunity to earn a cash payment ranging from 15% to no more than 75% of such participant's base salary. Fifty-five percent of the amount was based on achievement of specified levels of their annual business unit operating income, as adjusted for unusual items, 30% was based on the achievement of specified levels of the Company's consolidated operating income, as adjusted for unusual items, and 15% was based on achievement of specified levels of the annual operating income of the Company's other business units, as adjusted for unusual items.

The Primary Long-Term Incentive Share Award was designed as a possible award of restricted shares, in value equal to no more than 35% of the executive's base salary as of the beginning of 2019 plus any cash incentive award paid for such year. Any Primary Long-Term Incentive Share Awards, if earned, vest ratably over three years.

Career Shares were designed as a possible award of restricted stock valued at 20% of each executive officer's base salary as of the beginning of the year, excluding the Company's Chief Operating Officer and Chief Financial Officer. The level of career share awards was set at 35% and 30%, respectively, of the Chief Operating Officer's and Chief Financial Officer's base salary for 2019.

In accordance with past practice, any such award, if earned, would be granted in 2020. For participants age 61 or older, the Career Share Awards vest ratably over two years from the date of the grant. For the participants age 60 or younger, shares vest ratably over five years from the date of grant after the participant reaches age 61.

Additionally, all Share Awards are subject to vesting or forfeiture under certain conditions as follows: death, disability or a change in control will result in immediate vesting of all Share Awards; termination without cause will also result in immediate

vesting of all Career Share Awards and in immediate vesting of that portion of Long-Term Incentive Share Awards that have been expensed; voluntary termination of employment prior to retirement, or termination for cause will result in forfeiture of all unvested awards; to the extent that the Company has recognized compensation expense related to the shares subject to the awards, such amounts vest at retirement age and are paid out by March 15th of the subsequent year.

All awards of restricted stock are subject to a \$5.00 minimum price per share when determining the number of shares awarded. The Compensation Committee retained the discretion to reduce any award by up to 30% of the amount otherwise earned based on the participant's failure to achieve individual performance goals set by the committee.

**2019 Incentive Awards.** Career Share Awards were granted in 2020 for 2019 for the following named executive officers: Mr. Daniel K. Frierson - 25,000 shares, Mr. D. Kennedy Frierson, Jr. - 22,400 shares, Mr. Jon A. Faulkner - 16,200 shares, Mr. T.M. Nuckols - 11,000 shares, Mr. W. Derek Davis - 9,200.

**Incentive Compensation Applicable to 2020.** Following year-end, the Committee adopted an incentive plan for 2020 providing for possible cash incentive awards and restricted stock awards in the form of Long-Term Incentive Share Awards and Career Share awards, as in prior years, and similar in structure to the annual plan adopted for 2019. Any such awards, if earned, will be paid, in the case of the cash award, or granted, in the case of the restricted stock awards, in March 2021.

**Retirement Plans and Other Benefits.** The Company's compensation for its executive officers also includes the opportunity to participate in two retirement plans, one qualified and one non-qualified for federal tax purposes, and certain health insurance, life insurance, relocation allowances, and other benefits. Such benefits are designed to be similar to the benefits available to other exempt, salaried associates of the Company, and to be comparable to and competitive with benefits offered by businesses with which the Company competes for executive talent.

Executive officers may elect to contribute a limited amount of their compensation to the qualified plan and make deferrals into the non-qualified plan (up to 90% of total compensation). Although the plans permit the Company to make discretionary contributions in an aggregate amount equal to up to 3% of the executive officer's cash compensation, for 2019 the Company made a contribution of 1% to the qualified plan, while no Company contributions were made to the non-qualified plan.

**Compensation Considerations for 2019 and 2020.** The tax effect of possible forms of compensation on the Company and on the executive officers is a factor considered in determining types of compensation to be awarded. Similarly, the accounting treatment accorded various types of compensation may be an important factor used to determine the form of compensation. The deductibility, for tax purposes, of compensation paid to named executive officers is subject to limits imposed by Section 162 of the Internal Revenue Code. Annual compensation exceeding \$1 million is non-deductible. Accordingly, all compensation in excess of \$1 million paid to any of the Company's named executive officers (and the Chief Financial Officer) in any given year will be non-deductible.

The Company held a "Say on Pay" vote at its annual meeting in 2019. At that meeting, in excess of 94% of the votes were cast "For" approval of our executive compensation as described in the Proxy Statement for that meeting. The Committee intends to consider these results as part of its ongoing review of executive compensation.

**Termination Benefits.** Upon a Participant's reaching retirement age (as defined in the plan), all Long-Term Incentive Plan and Career Share restricted stock awards vest to the extent such awards have been expensed in the Company's financial statements. As of year-end, Daniel K. Frierson, and Mr. W. Derek Davis were the only Named Executive Officers eligible for retirement in accordance with the terms of the restricted stock awards. If Mr. Frierson had retired at year end, the number of shares subject to such awards that would have vested and the value of such shares would have been 23,729 shares and \$27,289. If Mr. Davis had retired at year end, the number of shares subject to such awards that would have vested and the value of such shares would have been 8,732 shares and \$10,042. For purposes of valuing the foregoing awards, the Company used the year-end market value of the Company's Common Stock, which was \$1.15/share.

### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis, set forth above, with management.

Based on our review and the discussions we held with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Proxy Materials.

Respectfully submitted,

Lowry F. Kline, Chairman  
William F. Blue, Jr.

## EXECUTIVE COMPENSATION INFORMATION

The following table sets forth information as to all compensation earned during the fiscal years ended December 30, 2017, December 29, 2018 and December 28, 2019 for (i) the Company's Chief Executive Officer; and (ii) the Company's Chief Financial Officer, (iii) the three other most highly compensated executive officers who served as such during the fiscal year ended December 28, 2019 (the "Named Executive Officers"). For a more complete discussion of the elements of executive compensation, this information should be read in conjunction with the other tabular information presented in the balance of this section.

### Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary (\$) (c)(1)	Bonus (\$) (d)(2)	Stock Awards (\$) (e)(3)	Option Awards (\$) (f)	Nonqualified Compensation Earnings (\$) (h)(4)	All Other Compensation (\$) (i)(5)	Total (\$) (j)
Daniel K Frierson Chief Executive Officer	2019	625,000	—	—	—	—	5,629	630,629
	2018	625,000	257,656	203,210	—	—	5,529	1,091,395
	2017	625,000	—	—	55,748	—	5,087	685,835
D. Kennedy Frierson, Jr. Chief Operating Officer	2019	320,000	—	—	—	—	5,366	325,366
	2018	320,000	125,975	130,026	—	—	5,307	581,308
	2017	320,000	—	—	34,842	—	4,874	359,716
Jon A. Faulkner, Chief Financial Officer	2019	270,000	—	—	—	—	5,229	275,229
	2018	270,000	84,351	98,840	—	—	5,163	458,354
	2017	270,000	—	—	23,366	—	4,602	297,968
T.M. Nuckols, Vice President, President Residential	2019	275,000	—	—	—	—	5,094	280,094
	2018	275,000	123,750	90,980	—	—	4,647	494,377
	2017	248,958	—	70,000	23,366	—	2,172	344,496
W. Derek Davis, Vice President, Human Resources	2019	230,000	—	—	—	—	4,480	234,480
	2018	230,000	51,747	68,281	—	—	4,636	354,664
	2017	230,000	—	—	23,366	—	4,636	258,002

- (1) Includes all amounts deferred at the election of the Named Executive Officer.
- (2) Cash bonuses are shown in the year granted, not earned, because employment through year-end is a condition of earning the award. Therefore, the bonus shown in the column for 2018 relates to performance achieved in 2017.
- (3) Amounts reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for the year presented of stock awards to the Named Executive Officers. Continued employment is a condition of the Plan so the grant date is in the year after the year for which the performance was earned.
- (4) The Dixie Group does not provide above-market or preferential earnings on deferred compensation. The Named Executive Officers did not participate in any defined benefit or actuarial pension plans for the periods presented.
- (5) The following table is a summary and quantification of all amounts included in column (i).

**All Other Compensation**

Name (a)	Year (b)	Registrant Contributions to Defined Contributions Plans (\$)(c)	Insurance Premiums (\$)(d)	Other (\$)(f) (1&2)	Total Perquisites and Other Benefits(\$)(g)
Daniel K. Frierson	2019	2,750	2,879		5,629
	2018	2,650	2,879		5,529
	2017	2,208	2,879		5,087
D. Kennedy Frierson, Jr.	2019	2,750	2,616		5,366
	2018	2,650	2,657		5,307
	2017	2,208	2,666		4,874
Jon A. Faulkner	2019	2,700	2,529		5,229
	2018	2,650	2,513		5,163
	2017	2,208	2,394		4,602
T.M. Nuckols	2019	2,750	2,344		5,094
	2018	2,475	2,172		4,647
	2017	—	2,172		2,172
W. Derek Davis	2019	2,300	2,180		4,480
	2018	2,300	2,336		4,636
	2017	2,300	2,336		4,636

(1) No named Executive Officer received any tax reimbursement, discounted securities purchases, or payment or accrual on termination plans for the period presented.

### Grants of Plan-Based Awards

**No equity incentive awards were awarded during 2019.**

All awards of restricted stock made to the Named Executive Officers under the 2019 Incentive Compensation Plan were granted in 2020, in accordance with the terms of the plan. Such awards are as follows:

Name	Long-Term Incentive Award Shares (1)	Career Shares (1)	Total Shares
Daniel K. Frierson*	—	25,000	25,000
D. Kennedy Frierson, Jr.*	—	22,400	22,400
Jon A. Faulkner	—	16,200	16,200
T.M. Nuckols	—	11,000	11,000
W. Derek Davis	—	9,200	9,200

\*Pursuant to Mr. Daniel K. Frierson's election 22,628 shares of the total of his awards were granted as shares of Class B Common Stock and pursuant to Mr. D. Kennedy Frierson, Jr.'s election, 21,016 shares of the total of his awards were granted as Class B Common Stock.

(1) Share awards are subject to a \$5.00 minimum valuation per share when determining the amount of shares to be rewarded.

### Option Exercises and Stock Vested

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(b)	Value Realized on Exercise \$(c) (1)	Number of Shares Acquired on Vesting (#)(d)	Value Realized on Vesting \$(e)(2)
Daniel K. Frierson	—	—	28,359	30,202
D. Kennedy Frierson, Jr.	—	—	8,013	8,534
Jon A. Faulkner	—	—	6,367	6,781
T.M. Nuckols	—	—	7,165	7,631
W. Derek Davis	—	—	9,662	10,290

(1) The value realized is calculated as average of the high and low price on the relevant exercise date minus the option price times the number of acquired shares.

(2) The value realized is calculated as the average of the high and low price on the relevant vesting date times the number of vested shares.



The following table sets forth information concerning the Company's Non-Qualified Defined Contribution Plan for each of the Named Executive Officers for the fiscal year ended December 28, 2019. The Company does not maintain any other non-tax qualified deferred compensation plans. There were two withdrawals or distributions by the Named Executive Officers in the fiscal year ended 2019.

**Nonqualified Deferred Compensation**

Name (a)	Executive Contribution in Last FY (\$) (b)(1)(2)	Registrant Contribution in Last FY (\$) (c)(1)(2)	Aggregate Earnings in Last FY (\$) (d)(1)(2)(3)	Aggregate Withdrawals/ Distributions (\$) (e)	Aggregate Balance at Last FYE (\$) (f)
Daniel K. Frierson	31,250	—	314,426	—	1,322,198
D. Kennedy Frierson, Jr.	19,200	—	204,957	—	862,267
Jon A. Faulkner	—	—	292,050	(36,648)	1,570,487
T.M. Nuckols	—	—	—	—	—
W. Derek Davis	—	—	4,129	—	14,949

- (1) For each of the named executive officers, the entire amount reported in this column (b) is included within the amount report in column (c) of the 2019 Summary Compensation Table.
- (2) None of the amounts reported in this column (d) are reported in column (h) of the 2019 Summary Compensation Table because the Company does not pay guaranteed, above-market or preferential earnings on deferred compensation.
- (3) Amounts reported in this column (f) for each named executive officer include amounts previously reported in the Company's Summary Compensation Table last year when earned if that officer's compensation was required to be disclosed in the previous year. This total reflects the cumulative value of each named executive officer's deferrals and investment experience.

The following table sets forth information concerning outstanding equity awards for each of the Named Executive Officers at fiscal year-end.

**Outstanding Equity Awards at Fiscal Year-End**

Name (a)	Option Awards					Stock Awards	
	Exercisable (#)(b)	Unexercisable (#)(c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Option (#)(d)	Option Exercise Price (\$)(e)	Option Expiration Date (f)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(j)
Daniel K. Frierson	—	40,000	—	4.59	5/30/2022	44,216	50,848
D. Kennedy Frierson, Jr.	—	25,000	—	4.59	5/30/2022	125,317	144,115
Jon A. Faulkner	—	15,000	—	4.17	5/30/2022	100,476	115,547
T.M. Nuckols	—	15,000	—	4.17	5/30/2022	45,328	52,127
W. Derek Davis	—	15,000	—	4.17	5/30/2022	14,724	16,933

- (1) The market value of the restricted stock set forth in the table has been calculated by multiplying the closing price of the Company's Common Stock at year-end (\$1.15/share) by the number of shares of unvested restricted stock subject to the award.

## DIRECTOR COMPENSATION

Name (a)	Fees earned or paid in cash (\$) (b)(1)	Stock Awards (\$) (c)(2)	Option Awards (\$) (d)(3)	All Other Compensation (\$) (e)(4)	Total (\$)
William F. Blue, Jr.	34,500	2,718	—	—	37,218
Charles E. Brock	30,500	2,718	—	—	33,218
Lowry F. Kline	42,500	2,718	—	—	45,218
Hilda S. Murray	34,500	2,718	—	—	37,218
Michael L. Owens	38,500	2,718	—	—	41,218

(1) Directors who are employees of the Company do not receive any additional compensation for their services as members of the Board of Directors. Non-employee directors receive an annual retainer of \$36,000, payable \$18,000 in cash and the remainder in Performance Units (subject, for payments made in 2017, 2018 and 2019, to a \$5.00 minimum value per unit). For 2019 the value awarded was \$11,520 in Performance Units determined as of the date of grant. In addition to the annual retainer, directors who are not employees of the Company received \$1,500 for each Board meeting attended and \$1,000 for each committee meeting attended. Chairmen of the Audit and Compensation committees receive an additional annual payment of \$8,000 and the Chairmen of the Nominations and Corporate Governance Committee receives an additional annual payment of \$4,000. Also, directors receive reimbursement of the expenses they incur in attending all board and committee meetings.

(2) The value presented is the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The value of the Performance Units awarded to each non-employee director under the Company's 2018 Incentive Compensation Plan was \$11,520.

At fiscal year-end, each non-employee director was issued the following outstanding equity awards, with respect to service for 2019:

Name (a)	Performance Units (#)(b)(1)
William F. Blue, Jr.	3,600
Charles E. Brock	3,600
Lowry F. Kline	3,600
Hilda S. Murray	3,600
Michael L. Owens	3,600

(1) The performance units represent an equal number of shares of the Company's Common Stock. At year-end, the aggregate value of such stock was \$20,700 determined by multiplying the number of performance units issued by the year-end per share market value of the Company's Common Stock (\$1.15/share).

## PROPOSAL TWO

### APPROVE THE AMENDMENT OF OUR 2016 INCENTIVE COMPENSATION PLAN

On March 4, 2020, the Compensation Committee recommended and the Board of Directors unanimously approved the amendment of our 2016 Incentive Compensation Plan (the “Amended 2016 Plan”). The amendment increases the maximum number of shares of common Stock we may issue under the amended plan by 500,000 shares (to 1,300,000 shares) in connection with the grant of stock based or stock denominated awards under the plan. The Compensation Committee and the Board of Directors recommended that amendment of the plan be submitted to shareholders for approval at the annual meeting. If approved, the amendment will become effective on May 6, 2020. A copy of the 2016 Plan showing the proposed amendment is attached as Annex A.

The purpose of the amendment is to make available an adequate number of shares of common and Class B common stock to fund the grant of potential equity awards under the plan, including, but not limited to, Primary Long term Incentive Awards, Career Share Awards, Option Awards, and other equity based or denominated awards. The Compensation Committee and the Board feel that this number of additional shares, together with those remaining under the plan will be adequate to allow the Company to continue awarding equity incentives for the duration of the plan. Such equity initiatives are an important element of our compensation structure. If such additional shares are awarded, the Committee and Board feel that such awards would represent a reasonable level of equity dilution for the Company's Shareholders. The Committee and the Board reached their decision after considering both the number and type of outstanding equity awards currently issued under the plan, and the possibility that some portion of those outstanding awards might not ultimately vest.

As of the date of this Proxy Statement 106,367 shares remain available for issuance under the 2016 Incentive Compensation Plan. The maximum number of shares that could be awarded for all participants under the annual 2020 Incentive Compensation Plan is 297,570.

The affirmative vote of the holders of a majority of shares represented in person or by proxy and entitled to vote on this item will be required for approval of the amendment of the plan. Abstentions will be counted as represented and entitled to vote and will therefore have the effect of a negative vote. Broker non-votes will not be considered entitled to vote on this item and will therefore not be counted in determining the number of votes necessary for approval.

The 2016 Plan includes the following features that protect the interests of our shareholders and will continue to include such features if the amendment is approved:

Administration by a compensation committee composed entirely of independent directors.

The number of shares available for grant will not automatically increase because of an “evergreen” feature.

Exercise prices (if applicable) must be at least 100% of fair market value on the date of the award.

Option Awards (and other awards granted with applicable exercise prices) may not be re-priced by any action that has the effect of reducing the exercise price of such option (or other such award).

The 2016 Incentive Compensation Plan sets the maximum number of options that may be granted to any one Participant during any fiscal year of the Company at 150,000. The maximum number of shares of restricted stock that may be granted to any one employee during any fiscal year of the Company is set at 330,000, and the maximum number of performance units that may be granted to any non-employee director in any one fiscal year is set at 20,000.

No material amendments will be made without the approval of shareholders.

#### **Description of The Dixie Group, Inc. 2016 Incentive Compensation Plan**

The following is a brief description of certain important features of the 2016 Incentive Compensation Plan, the full text of which is attached as Annex A. This summary does not purport to be complete and is qualified in its entirety by reference to Appendix A. If the proposal to adopt the 2016 Incentive Compensation Plan is approved, we intend to promptly file a registration statement on Form S-8 under the Securities Act of 1933, as amended, registering the shares available for issuance under the 2016 Incentive Compensation Plan.

**General.** The 2016 Incentive Compensation Plan provides for various types of awards denominated in shares of Common Stock and/or Class B Common Stock to employees, officers, directors and agents of the Company and its participating subsidiaries. The primary purposes of the 2016 Incentive Compensation Plan are to attract and retain such persons by providing competitive compensation opportunities, to provide incentives for those who contribute to the long-term performance and growth of the Company, and to align employee and director interests with those of our shareholders.

**Administration.** The 2016 Incentive Compensation Plan is administered by the Compensation Committee of the Board. All members of the Compensation Committee must satisfy the requirements for independence of the Securities Exchange Act Rule 16b-3 and remain qualified as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Compensation Committee has the authority to administer and interpret the 2016 Incentive Compensation Plan, to determine the employees to whom awards will be granted under the 2016 Incentive Compensation Plan and, subject to the terms of the 2016 Incentive Compensation Plan, the type and size of each award, the terms and conditions for vesting, cancellation and forfeiture of awards and the other features applicable to each award or type of award. The Committee may accelerate or defer the vesting or payment of awards, cancel or modify outstanding awards, waive any conditions or restrictions imposed with respect to awards or the stock issued pursuant to awards and make any and all other determinations that it deems appropriate, subject to the limitations contained in the 2016 Incentive Compensation Plan, including minimum vesting requirements, prohibitions against repricing, and provisions designed to maintain compliance with the requirements of Sections 422 (for incentive stock options), 162 (m) and 409A of the Internal Revenue Code, as well as other applicable laws and stock exchange rules.

The Committee may delegate some or all of its authority over administration of the 2016 Incentive Compensation Plan to one or more officers or directors, except with respect to persons who are Section 16(a) officers or covered employees (as defined in the 2016 Incentive Compensation Plan).

**Eligibility.** All “employees” of the Company - within the SEC’s broad definition set forth in the instructions to the Form S-8 registration statement, which includes employees, officers, directors and (subject to certain restrictions) consultants and advisors to the Company - are eligible to receive awards under the 2016 Incentive Compensation Plan. Participation is discretionary - awards are subject to approval by the Compensation Committee.

**Shares Subject to the Plan.** The maximum number of shares of Common Stock and/or Class B Common Stock that may be issued as awards pursuant to the 2016 Incentive Compensation Plan if this amendment is approved will be 1,300,000 shares.

The maximum number of shares of Common Stock that may be issued under the 2016 Incentive Compensation Plan will not be affected by the payment in cash of dividends or dividend equivalents in connection with outstanding awards, the granting or payment of stock-denominated awards that by their terms may be settled only in cash, or awards that are granted through the assumption of, or in substitution for, outstanding awards previously granted to individuals who have become employees as a result of a merger, consolidation, or acquisition or other corporate transaction involving the Company or a subsidiary. Additionally, shares used by a participant to exercise an option, and shares withheld by the Company to cover the withholding tax liability associated with the exercise of an award are not counted toward the maximum number of shares that may be issued under the 2016 Incentive Compensation Plan and, accordingly, will not reduce the number of shares that will be available for future awards.

Shares of Common Stock and/or Class B Common Stock issued in connection with awards under the 2016 Incentive Compensation Plan may be shares that are authorized but unissued, or previously issued shares that have been reacquired, or both. If an award under the 2016 Incentive Compensation Plan is forfeited, canceled, terminated or expires prior to the issuance of shares, the shares subject to the award will be available for future grants under the 2016 Incentive Compensation Plan. Shares subject to outstanding awards granted under other plans shall not be subject to future issuance under the 2016 Incentive Compensation Plan, if such awards are forfeited, canceled, terminated or expire prior to the issuance of shares.

**Limit on Awards.** The aggregate number of shares of Common Stock and/or Class B Common Stock subject to awards of stock options that may be granted to any one Participant during any fiscal year of the Company may not exceed 150,000. The maximum number of shares of restricted stock that may be granted to any one Participant during any fiscal year of the Company is set at 330,000, and the maximum number of performance units that may be granted to any non-employee director in any fiscal year is set at 20,000. Performance units may be granted annually to non-employee directors in payment of up to one half of such directors' annual retainer, which may be set at the beginning of each annual term.

**Proportional Exercise for Common Stock and Class B Common Stock.** All awards granted under the 2016 Plan shall be denominated and documented with reference to the number of shares of Common Stock subject to such award; provided, however, that any participant who owns shares of the Company’s Class B Common Stock shall be entitled to elect, on the election date applicable to any award, to receive a portion of such award in shares of Class B Common Stock in an amount no greater than the proportion of Class B Common Stock then held by such participant.

**Types of Awards.** The following types of awards may be granted under the 2016 Incentive Compensation Plan. All of the awards described below are subject to the conditions, limitations, restrictions, vesting and forfeiture provisions determined by the Compensation Committee, in its sole discretion, subject to such limitations as are provided in the 2016 Incentive Compensation Plan. The number of shares subject to any award is also determined by the Compensation Committee, in its discretion. At the discretion of the Compensation Committee, awards may be made subject to or may vest on an accelerated basis upon the achievement of performance criteria, which may be established on a Company-wide basis or with respect to one or more business units or divisions or subsidiaries and may be based upon the attainment of criteria as may be determined by the Committee and set forth in the participant’s Award Agreement. Awards which vest in less than six (6) months from the date of grant may be made to employees who are exempt from the overtime pay provisions of the Federal Fair Labor Standards Act.

**Qualifying Performance Award.** The Committee may, in its sole discretion, grant a Qualifying Performance Award to any Section 162(m) Participant, which shall be subject to the terms and conditions established by the Committee in connection with the award and specified in the applicable award document, but in all events subject to the attainment of Section 162(m) Performance Goals as may be specified by the Committee, in accordance with the 2016 Incentive Compensation Plan. The material terms of the Performance Goals (applicable to 2016-2020) are discussed below. Awards to Section 162(m) Participants need not be structured as Qualifying Performance Awards.

**Restricted Stock.** A restricted stock award is an award of outstanding shares of Common Stock and/or Class B Common Stock that does not vest until after a specified period of time, or upon the satisfaction of other vesting conditions as determined by the Compensation Committee, and which may be forfeited if conditions to vesting are not met. Participants generally receive dividend payments on the shares subject to an award of restricted stock during the vesting period, and are also generally entitled to vote the shares underlying their awards.

**Stock Unit; Performance Units.** A stock unit is an award denominated in shares of Common Stock and/or Class B Common Stock that may be settled either in shares and/or cash, subject to terms and conditions determined by the Compensation Committee. Awards of stock units to non-employee directors as part of their annual director's fee are called Performance Units. Directors who are employees of the Company do not receive any additional compensation for their services as members of the Board of Directors. Non-employee directors receive an annual retainer, payable one-half in cash and one-half in value of Performance Units. Performance Units are redeemable upon a director's retirement for an equivalent number of shares of the Company's Common Stock, and the number of units issued is determined by the market value of the Company's Common Stock on the date of grant of the units. The maximum number of performance units that may be granted to any non-employee director in any one fiscal year is set at 20,000.

**Stock Payment.** The Compensation Committee may issue unrestricted shares of Common Stock and/or Class B Common Stock under the 2016 Incentive Compensation Plan, alone or in tandem with other awards, in such amounts and subject to such terms and conditions as the Compensation Committee shall determine. A stock payment may be granted as, or in payment of, a bonus (including without limitation any compensation that is intended to qualify as performance-based compensation for purposes of Section 162(m) of the Code), or to provide incentives or recognize special achievements or contributions.

**Non-Qualified Stock Options.** An award of a non-qualified stock option under the 2016 Plan grants a participant the right to purchase a certain number of shares of Common Stock and/or Class B Common Stock during a specified term in the future, after a vesting period, at an exercise price equal to at least 100% of the fair market value of the Common Stock on the grant date. The exercise price may be paid by any of the means described below under "Payment of Exercise Price." A non-qualified stock option is an option that does not qualify under Section 422 of the Code.

**Incentive Stock Options.** An incentive stock option is a stock option that meets the requirements of Section 422 of the Code, which include an exercise price of no less than 100% of fair market value on the grant date, a term of no more than 10 years, and that the option be granted from a plan that has been approved by shareholders. Additional requirements apply to an incentive stock option granted to a participant who beneficially owns stock representing more than 10% of the total voting power of all outstanding stock of the Company on the date of grant. If certain holding period requirements are met and there is no disqualifying disposition of the shares, the participant will be able to receive capital gain (rather than ordinary income) treatment under the Code with respect to any gain related to the exercise of the option.

**Payment of Exercise Price.** Payment of the exercise price of a non-qualified stock option or incentive stock option may be made in cash or, if permitted by the Compensation Committee, by tendering shares of Common Stock and/or Class B Common Stock owned by the participant and acquired at least six (6) months prior to exercise, having a fair market value equal to the exercise price, by a combination of cash and shares of Common Stock and/or Class B Common Stock or by authorizing the sale of shares otherwise issuable upon exercise, with the sale proceeds applied towards the exercise price. Additionally, the Committee may provide that stock options can be net exercised - that is exercised by issuing shares having a value approximately equal to the difference between the aggregate value of the shares as to which the option is being exercised and the aggregate exercise price for such number of shares.

**Prohibition Against Re-pricing.** The 2016 Incentive Compensation Plan prohibits any adjustment to an award of options that would constitute a re-pricing (within the meaning of U.S. generally accepted accounting principles or any applicable stock exchange rule) of awards, and defined, for these purposes, as any action that would have the effect of reducing the exercise price of an option or other such awards.

**Additional Forfeiture Provisions.** Awards granted under the 2016 Incentive Compensation Plan may be made subject to forfeiture if, after a termination of employment, the Participant engages in certain activities that breach an obligation or duty of the Participant to the Company, or that are materially injurious to or in competition with the Company.

**Deferrals.** The Compensation Committee may postpone the exercise of awards, or the issuance or delivery of shares or cash pursuant to any award for such periods and upon such terms and conditions as the Compensation Committee determines, but not in contravention of Section 409A of the Code. In addition, the Compensation Committee may, but not in contravention of

Section 409A of the Code, determine that all or a portion of a payment to a participant, whether in cash and/or shares, will be deferred in order to prevent the Company or any subsidiary from being denied a United States federal income tax deduction under Section 162(m) of the Code with respect to an award granted under the 2016 Incentive Compensation Plan.

**Non-Transferability.** During the vesting period, awards granted under the 2016 Incentive Compensation Plan are not transferable other than by will or the laws of descent and distribution, and the shares underlying any award are not transferable until they have been issued and all applicable restrictions have either lapsed or been waived by the Compensation Committee. However, the Compensation Committee may permit non-qualified stock options, or shares issued as a result of an option exercise that are subject to a restriction on transferability, to be transferred one time to a participant's immediate family member or a trust for the benefit of a participant's immediate family members. During a participant's lifetime, all rights with respect to an award maybe exercised only by the participant (or, if applicable pursuant to the preceding sentence, by a permitted transferee).

**Adjustments.** Subject to certain limitations, the maximum number of shares available for issuance under the 2016 Incentive Compensation Plan, the number of shares covered by outstanding awards, the exercise price applicable to outstanding awards and the limit on awards to a single employee may be adjusted by the Compensation Committee if it determines that any stock split, extraordinary dividend, stock dividend, distribution (other than ordinary cash dividends), recapitalization, merger, consolidation, reorganization, combination or exchange of shares or other similar event equitably requires such an adjustment.

**Change of Control.** Upon a "Change of Control," as defined in the 2016 Incentive Compensation Plan, the Compensation Committee, may, in its discretion and as it deems appropriate as a consequence of such Change in Control, accelerate, purchase, adjust, modify or terminate awards or cause awards to be assumed by the surviving corporation in the transaction that triggered such Change in Control. Any such actions that would cause awards under the 2016 Incentive Compensation Plan to become subject to Section 409A of the Code, however, generally may not be taken unless the Compensation Committee affirmatively determines to subject the 2016 Incentive Compensation Plan to the provisions of Section 409A.

**Amendment and Termination.** The 2016 Incentive Compensation Plan may be amended or terminated by the Compensation Committee at any time, provided that no amendment that would require stockholder approval under any applicable law or regulation (including the rules of any exchange on which the Company's shares are then listed for trading) or under any provision of the Code, may become effective without stockholder approval. A termination, suspension or amendment of the 2016 Incentive Compensation Plan may not adversely affect the rights of any participant with respect to a previously granted award, without the participant's written consent.

**New Plan Benefits Under the 2016 Plan.** Future benefits under the 2016 Incentive Compensation Plan as amended are not currently determinable. The amounts and terms of any future awards under the 2016 Incentive Compensation Plan, as well as the participants to which such awards may be made, depend on discretionary decisions of the Compensation Committee. While the Compensation Committee expects that any shares which ultimately may become issuable for 2016 will be issued as restricted stock awards under the 2016 Incentive Compensation Plan, the number of shares (if any) to be issued pursuant to such awards cannot be determined until it is known whether, and to what extent, the related performance goals have been met.

The following table provides information as of March 4, 2020 with respect to compensation plans (including individual compensation arrangements) under which equity securities of the registrant are authorized for issuance.

<b>2016 Incentive Compensation Plan</b>	<b>(a) Number of securities to be issued upon exercise of the outstanding options, warrants and rights</b>	<b>(b) Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity Compensation Plan Approved by Security Holders	524,544 <sup>(1)</sup>	\$3.97 <sup>(2)</sup>	106,378

(1) Does not include 242,877 shares of unvested Common Stock pursuant to restricted stock grants consisting of, 40,320 of Performance Units issued to Directors, and 202,557 shares of restricted stock grants awarded under prior incentive compensation plans.

(2) Includes the aggregate weighted-average of (i) the exercise price per share for outstanding options to purchase 166,000 shares of Common Stock under our 2016 Incentive Compensation Plan and (ii) the price per share of the Common Stock on the grant date for each of 72,000 Performance Units issued to Directors (each unit equivalent to one share of Common Stock). If all plans are included, the weighted average exercise price is \$4.57.

### **Material Terms of the Performance Goals Applicable to 2016 - 2020**

Under the 2016 Incentive Compensation Plan, both cash incentive and stock based incentive awards may be granted. The material terms of the performance goals for such awards consist of: (i) the class of employees eligible to receive the awards, see **Eligible Employees**; (ii) the performance criteria on which goals are based, see Performance Criteria; and (iii) the maximum payout of an award that can be provided to any employee and to all covered employees under the plan during a specified period, see **Maximum Payout**.

**Eligible Employees.** All Covered Employees (as defined under IRC Section 162(m) of the Code) and any additional key executives chosen by the compensation committee are eligible to receive awards under the plan. This group currently consists of approximately 30 individuals.

**Performance Criteria.** The performance goals related to awards that may be paid to participants under the Plan include one or more of the following measures in the discretion of the Compensation Committee: minimum annual levels of profitability; minimum annual levels of corporate and/or business unit Operating Income, as adjusted for specific and unusual items; corporate and/or business unit earnings before interest (EBIT) or earnings before interest taxes, and depreciation, as adjusted (EBITDA); total shareholder return, return on capital, return on equity, pre-tax earnings, earnings growth, revenue growth, operating income, operating profit, earnings per share, and return on investment or working capital, any one or more of which may be measured with respect to the Company, or any one or more of its subsidiaries or business units, and either in absolute terms or as compared to another company or other companies. Maximum payouts for each category of awards are described below.

**Cash Incentive Awards.** A cash incentive award component may be established for each participant in an amount expressed as a percentage of such participant's base salary as of the beginning of the applicable year. Such percentage or percentages may be set annually by the Compensation Committee.

**Share Based Awards.** The Compensation Committee may elect annually to establish awards of restricted stock, stock options, performance units or other types of awards permitted under the Company's 2016 Incentive Compensation Plan, to each participant, the value of which may be equal to a percentage of the sum of such participant's base salary at the beginning of the applicable year plus any cash incentive award paid for such year. The Committee shall determine such percentage annually. All such awards may be made contingent upon attainment of one or more of the performance goals listed above and as set annually by the Committee.

**Maximum Payout.** The maximum annual Cash Incentive Award that could be paid to any one participant for 2016 - 2020 is \$750,000 and the maximum annual amount of cash awards that can be paid to all covered employees is \$3,000,000.

The maximum annual value of stock based awards that could be issued to any one participant for 2016 - 2020 would be \$1,650,000 or 330,000 shares and the maximum annual value of stock awards that could be issued to all covered employees would be \$3,750,000 or 750,000 shares using the \$5.00 per share minimum price provided by the incentive plan, as approved by the Compensation Committee.

Within the terms of the 2016 Incentive Compensation Plan, and subject to the limitations of the material terms of the performance goals as approved by shareholders, the Committee will select annual performance criteria, specific targets, and types and amounts of potential incentive awards applicable to each year in the 2016 - 2020 period. Thereafter, the material terms of the Performance Goals will be again submitted to shareholder for approval.

### **Certain United States Federal Income Tax Consequences**

The following is a brief summary of the principal United States federal income tax consequences of transactions under the 2016 Incentive Compensation Plan, based on current United States federal income tax laws. This summary is not intended to be exhaustive, does not constitute tax advice and, among other things, does not describe state, local or foreign tax consequences, which may be substantially different.

**Restricted Stock.** A participant generally will not be taxed at the time a restricted stock award is granted, but will recognize taxable income when the award vests or otherwise is no longer subject to a substantial risk of forfeiture. The amount of taxable income recognized will equal the fair market value of the shares subject to the award (or the portion of the award that is then vesting) at that time. Participants may elect to be taxed based on the fair market value of the shares at the time of grant by making an election under Section 83(b) of the Code within 30 days of the award date. If a restricted stock award with respect to which a participant has made such an election under Section 83(b) is subsequently canceled, no deduction or tax refund will be allowed for the amount previously recognized as income.

Unless a participant makes a Section 83(b) election, dividends paid to a participant on shares of an unvested restricted stock award will be taxable to the participant as ordinary income. If the participant made a Section 83(b) election, the dividends will be taxable to the participant as dividend income, which generally is subject to the same rate as capital gains income.

Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction at the same time and in the same amounts as the ordinary income recognized by the participant



with respect to an award of restricted stock. Unless a participant has made a Section 83(b) election, the Company will also be entitled to a deduction, for federal income tax purposes, for dividends paid on unvested restricted stock awards.

**Stock Units.** A participant will generally not recognize taxable income on the grant of a stock unit award. Subsequently, when the terms and conditions prescribed by the Compensation Committee for payment of the award have been satisfied and settlement is made in either cash or stock, the participant will recognize ordinary income equal to the amount of any cash received and the fair market value of any shares of the Company's Common Stock received as of the date of such settlement, reduced by the amount (if any) that the participant is required to pay to exercise the award. Any dividend equivalents paid on the unvested stock unit awards are taxable as ordinary income when paid to the participant.

Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction at the same time and in the same amounts as the ordinary income recognized by the participant with respect to an award of stock units. The Company will also be entitled to a deduction, for federal income tax purposes, on any dividend equivalent payments made to the participant.

**Stock Awards.** A participant will recognize taxable income on the grant of unrestricted stock, in an amount equal to the fair market value of the shares on the grant date. Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction at the same time and in the same amounts as the ordinary income recognized by the participant with respect to such a stock award.

**Non-Qualified Stock Options.** Generally, a participant will not recognize taxable income on the grant of a non-qualified stock option provided the exercise price of the option is equal to the fair market value of the underlying stock at the time of grant. Upon the exercise of a non-qualified stock option, a participant will recognize ordinary income in an amount equal to the difference between the fair market value of the Common Stock received on the date of exercise and the option cost (number of shares purchased multiplied by the exercise price per share). The participant will recognize ordinary income upon the exercise of the option even though the shares acquired may be subject to further restrictions on sale or transferability. Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction on the exercise date equal to the ordinary income recognized by the participant upon exercise.

Generally, upon a subsequent sale of shares acquired in an option exercise, the difference between the sale proceeds and the cost basis of the shares sold will be taxable as a capital gain or loss, including any sale of shares freed from sale restrictions to fund the payment of taxes incurred at exercise.

**Incentive Stock Options (ISOs).** No taxable income is recognized by a participant on the grant of an ISO. If a participant exercises an ISO in accordance with the terms of the ISO and does not dispose of the shares acquired within two years from the date of the grant of the ISO, nor within one year from the date of exercise, the participant will be entitled to treat any gain or loss related to the exercise of the ISO as capital gain or loss (instead of ordinary income), and the Company will not be entitled to a deduction by reason of the grant or exercise of the ISO. The amount of the gain or loss upon a subsequent sale will be long-term capital gain or loss equal to the difference between the amount realized on the sale and the participant's basis in the shares acquired. If a participant sells or otherwise disposes of the shares acquired without satisfying the required minimum holding period, such "disqualifying disposition" will give rise to ordinary income equal to the excess of the fair market value of the shares acquired on the exercise date (or, if less, the amount realized upon disqualifying disposition) over the participant's tax basis in the shares acquired. Additionally, the exercise of an ISO will give rise to an item of tax preference that may result in alternative minimum tax liability for the participant. Except as provided under "Certain Limitations on Deductibility of Executive Compensation" below, the Company will ordinarily be entitled to a deduction equal to the amount of the ordinary income taxable to a participant as a result of any disqualifying disposition.

**Withholding.** The Company retains the right to deduct or withhold, or require the participant to remit to his or her employer, an amount sufficient to satisfy federal, state and local and foreign taxes, required by law or regulation to be withheld with respect to any taxable event as a result of the 2016 Incentive Compensation Plan.

**Certain Limitations on Deductibility of Executive Compensation.** Section 162(m) of the Code limits the deduction to the Company for compensation paid to certain executive officers to \$1 million per executive per taxable year.

**Treatment of "Excess Parachute Payments".** The accelerated vesting of awards under the 2016 Incentive Compensation Plan upon a change of control of the Company could result in a participant being considered to receive "excess parachute payments" (as defined in Section 280G of the Code), which payments are subject to a 20% excise tax imposed on the participant. The Company would not be able to deduct the excess parachute payments made to a participant.

**The Board of Directors recommends that the Company's shareholders vote FOR approval amendment of the Company's 2016 Incentive Compensation Plan to increase by 500,000 the number of shares subject to the Plan;**

## PROPOSAL THREE

### ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required under recent amendments to the Securities Exchange Act of 1934, our stockholders may cast an advisory vote on the compensation of our Named Executive Officers, as described in this proxy statement.

Our executive compensation programs are designed to attract, motivate, and retain our Named Executive Officers, who are critical to our success. Please read the *Compensation Discussion and Analysis* for additional details about our executive compensation programs, including information about the fiscal 2019 compensation of our Named Executive Officers.

We are asking our Shareholders to indicate their approval of our Named Executive Officer compensation as described in this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers’ compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement.

**We recommend that stockholders vote, on an advisory basis, “FOR” the following resolution:**

**“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the Company’s named executive officers, as discussed and disclosed in the *Compensation Discussion and Analysis*, the executive compensation tables and related narrative executive compensation disclosure in this proxy statement.”**

The above resolution will be deemed to be approved if it receives the affirmative vote of a majority of the total votes cast on Proposal Two at the annual meeting. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote. As this vote is an advisory vote, the outcome is not binding on us with respect to future executive compensation decisions, including those relating to our named executive officers. Our Board of Directors and our Compensation Committee, however, value the opinions of our stockholders, and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this proxy statement, the Compensation Committee will consider our stockholders’ concerns and will evaluate whether any actions are necessary to address those concerns.

**The Board of Directors recommends that the Company’s shareholders vote FOR the approval of Proposal Three.**

## PROPOSAL FOUR

### ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY SAY-ON-PAY VOTES

Our stockholders also have the opportunity to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers. By voting on Proposal Three, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two, or three years. You will have the opportunity to vote on this issue at least once every six years.

Our Board of Directors has determined that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for our company. Accordingly, our Board of Directors recommends that you vote for a one-year interval for the advisory vote on executive compensation.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, or three years. You may also abstain from voting. The option that receives the highest number of advisory votes by shareholders will be the frequency for the advisory vote on executive compensation deemed to have been selected by stockholders. Abstentions and broker non-votes will have no effect on the outcome of the vote.

As the vote is advisory and not binding, the Board of Directors may decide that it is in the best interests of the Company and its shareholders to hold an advisory vote on executive compensation more or less frequently than the option selected by our shareholders (but not less often than once every three years). However, we value the opinions of our shareholders and will consider the outcome of the advisory vote in deciding how often to hold the advisory vote on executive compensation in future years.

**The Board of Directors recommends a vote FOR the frequency of the say-on-pay advisory vote to be "one year".**

## PROPOSAL FIVE

### RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2020

Subject to ratification of its decision by the Company's shareholders, the Company has selected the firm of Dixon Hughes Goodman LLP to serve as its independent registered public accountants for its 2020 fiscal year. A representative of Dixon Hughes Goodman LLP is expected to be present at the Annual Meeting and will have the opportunity to make a statement if he so desires and to respond to appropriate questions from shareholders.

**The Board of Directors recommends that that the Company's shareholders vote FOR Proposal Five.**

In the event that the Company's shareholders do not ratify the selection of Dixon Hughes Goodman LLP as independent registered public accountants for fiscal 2020, the Board of Directors will consider other alternatives, including appointment of another firm to serve as independent registered public accountants for fiscal 2020.

## AUDIT FEES DISCUSSION

The following table sets forth the fees paid to Dixon Hughes Goodman LLP for services provided during fiscal year 2018 and 2019:

	2019	2018
Audit fees paid to Dixon Hughes Goodman LLP (1)	\$ 575,452	\$ 610,026
Audit related fees (2)	\$ 74,218	\$ 3,354
Tax fees (3)	\$ 1,425	\$ 45,495
All other fees (4)	\$ —	\$ 5,716
Total Audit Fees	\$ 651,095	\$ 664,591

- (1) Represents fees for professional services paid to Dixon Hughes Goodman LLP provided in connection with the audit of the Company's annual financial statements, review of the Company's quarterly financial statements, review of other SEC filings and technical accounting issues during 2018 and 2019.
- (2) Represents fees for discussions of recent accounting pronouncements.
- (3) Represents fees for tax compliance and tax planning services.
- (4) Represents fees related to a sale leaseback transaction.

It is the policy of the Audit Committee to pre-approve all services provided by its independent registered public accountants. In addition, the Audit Committee has granted the Chairman of the Audit Committee the power to pre-approve any services that the Committee, as a whole, could approve. None of the fees were approved by the Audit Committee pursuant to the de minimis exception of Reg. S-X T Rule 2-01(c)(7)(i)(C).

## SHAREHOLDER PROPOSALS FOR INCLUSION IN NEXT YEAR'S PROXY STATEMENT

In the event any shareholder wishes to present a proposal at the 2021 Annual Meeting of Shareholders, such proposal must be received by the Company on or before November 13, 2020, to be considered for inclusion in the Company's proxy materials. All shareholder proposals should be addressed to the Company at its principal executive offices, P.O. Box 2007, Dalton, Georgia 30722-2007, Attention: Corporate Secretary, and must comply with the rules and regulations of the Securities and Exchange Commission.

## COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Shareholders who wish to communicate with members of the Board, including the independent directors individually or as a group, may send correspondence to them in care of the Corporate Secretary at the Company's corporate headquarters, P.O. Box 2007, Dalton, Georgia 30722-2007.

## ADDITIONAL INFORMATION

The entire cost of soliciting proxies will be borne by the Company. In addition to solicitation of proxies by mail, proxies may be solicited by the Company's directors, officers, and other employees by personal interview, telephone, and telegram. The persons making such solicitations will receive no additional compensation for such services. The Company also requests that brokerage houses and other custodians, nominees, and fiduciaries forward solicitation materials to the beneficial owners of the shares of Common Stock held of record by such persons and will pay such brokers and other fiduciaries all of their reasonable out-of-pocket expenses incurred in connection therewith.

## OTHER MATTERS

As of the date of this Proxy Material, the Board does not intend to present, and has not been informed that any other person intends to present, any matter for action at the Annual Meeting other than those specifically referred to herein. If other matters should properly come before the Annual Meeting, it is intended that the holders of the proxies will vote in accordance with their best judgment.

The Dixie Group, Inc.



Daniel K. Frierson  
Chairman of the Board

Dated: March 20, 2020

## **ANNEX A**

### **THE DIXIE GROUP, INC.**

#### **THE AMENDED AND RESTATED 2016 INCENTIVE COMPENSATION PLAN**

##### **1. Purpose**

The primary purposes of The Dixie Group, Inc. 2016 Incentive Compensation Plan are to attract, retain and motivate employees, officers, agents and other eligible plan participants, including non-employee directors of the Company, and to compensate them for their contributions to the growth and profits of the Company.

##### **2. Definitions**

Except as otherwise provided in an applicable Award Document, the following capitalized terms shall have the meanings indicated below for purposes of the Plan and any Award:

**“Administrator”** means the Committee or subcommittee or individual appointed by the Committee.

**“Award”** means any award of Restricted Stock, Performance Units, Options, Cash or Other Awards (or any combination thereof) made under and pursuant to the terms of the Plan.

**“Award Date”** means the date specified in a Participant’s Award Document as the grant date of the Award.

**“Award Document”** means a written document (including in electronic form) that sets forth the terms and conditions of an Award. Award Documents shall be authorized in accordance with Section 11(c).

**“Board”** means the Board of Directors of The Dixie Group, Inc.

**“Code”** means the Internal Revenue Code of 1986, as amended, and the applicable rulings, regulations and guidance thereunder.

**“Committee”** means the Compensation Committee of the Board, any successor committee thereto or any other committee of the Board appointed by the Board to administer the Plan or to have authority with respect to the Plan, or any subcommittee appointed by such Committee. With respect to any provision regarding the grant of Qualifying Performance Awards, the Committee shall consist of at least two “outside directors” as defined under Section 162(m) of the Code.

**“Company”** means The Dixie Group, Inc. and all of its Subsidiaries.

**“Eligible Individuals”** means the individuals described in Section 6 who are eligible for Awards.

**“Exchange Act”** means the Securities Exchange Act of 1934, as amended, and the applicable rulings and regulations thereunder.

**“Fair Market Value”** means, with respect to a Share, the fair market value thereof as of the relevant date of determination, as determined *in* accordance with a valuation methodology approved by the Committee.

**“Incentive Stock Option”** means an Option that is intended to qualify for special federal income tax treatment pursuant to Sections 421 and 422 of the Code, as now constituted or subsequently amended, or pursuant to a successor provision of the Code, and which is so designated in the applicable Award Document.

**“Option”** or **“Stock Option”** means a right, granted to a Participant pursuant to Section 9, to purchase Shares of The Dixie Group, Inc. common stock.

**“Other Award”** means any other form of award authorized under Section 11.

**“Participant”** means an individual to whom an Award has been made.

**“Performance Unit”** means a right, granted to a non-employee Participant pursuant to Section 8, to receive Shares, as authorized by the Committee.

**“Plan”** means The Dixie Group, Inc. 2016 Incentive Compensation Plan, as amended from time to time in accordance with Section 14(e).

**“Qualifying Performance Award”** means an Award granted pursuant Section 10.

**“Restricted Stock”** means Shares granted or sold to a Participant pursuant to Section 7.

**“Section 162(m) Participant”** means, for a given performance period, any individual designated by the Committee by not later than 90 days following the start of such performance period (or such other time as may be required or permitted by Section 162(m) of the Code) as an individual whose compensation for such performance period may be subject to the limit on deductible compensation imposed by Section 162(m) of the Code.

**“Section 162(m) Performance Goals”** means any performance goals approved by The Dixie Group, Inc. stockholders and the performance objectives established by the Committee in accordance with Section 10 or any other performance goals approved by The Dixie Group, Inc.’s stockholders pursuant to Section 162(m) of the Code.

**“Section 409A”** means Section 409A of the Code.

**“Shares”** means shares of Stock.

**“Stock”** means the Common Stock, Par Value \$3.00 per share, of The Dixie Group, Inc., and, where permitted under the Plan, the Class B Common Stock, Par Value \$3.00 per share of The Dixie Group, Inc.

**“Subsidiary”** means (i) a corporation or other entity with respect to which The Dixie Group, Inc., directly or indirectly, has the power, whether through the ownership of voting securities, by contract or otherwise, to elect at least a majority of the members of such corporation’s board of directors or analogous governing body, or (ii) any other corporation or other entity in which The Dixie Group, Inc., directly or indirectly, has an equity or similar interest and which the Committee designates as a Subsidiary for purposes of the Plan.

### 3. Effective Date and Term of Plan

(a) *Effective Date.* The Plan shall become effective upon its adoption by the Board, subject to its approval by The Dixie Group, Inc.’s stockholders. Prior to such stockholder approval, the Committee may grant Awards conditioned on stockholder approval, but no Shares may be issued or delivered pursuant to any such Award until The Dixie Group, Inc.’s stockholders have approved the Plan. If such stockholder approval is not obtained at or before the first annual meeting of stockholders to occur after the adoption of the Plan by the Board, the Plan and any Awards made thereunder shall terminate ab initio and be of no further force and effect.

(b) *Term of Plan.* No Awards may be made under the Plan after May 3, 2026.

### 4. Stock Subject to Plan

(a) *Overall Plan Limit.* The total number of Shares that may be delivered pursuant to Awards shall be 1,300,000 as calculated pursuant to Section 4(c). The number of Shares available for delivery under the Plan shall be adjusted as provided in Section 4(b). Shares delivered under the Plan may be authorized but unissued shares or treasury shares that The Dixie Group, Inc. acquires in the open market, in private transactions or otherwise.

(b) *Adjustments for Certain Transactions.* In the event of a stock split, reverse stock split, stock dividend, recapitalization, reorganization, merger, consolidation, extraordinary dividend or distribution, split-up, spin-off, combination, reclassification or exchange of shares, warrants or rights offering to purchase Stock at a price substantially below Fair Market Value or other change in corporate structure or any other event that affects The Dixie Group, Inc.’s capitalization, the Committee shall equitably adjust (i) the number and kind of shares authorized for delivery under the Plan, including the maximum number of Shares available for Awards of Options as provided in Section 4(d), the maximum number of Incentive Stock Options as provided in Section 4(e) and the individual Qualifying Performance Award maximum under Section 10, and (ii) the number and kind of shares subject to any outstanding Award and the exercise or purchase price per share, if any, under any outstanding Award. The Committee shall make all such adjustments, and its determination as to what adjustments shall be made, and the extent thereof, shall be final. Unless the Committee determines otherwise, such adjusted Awards shall be subject to the same vesting schedule and restrictions to which the underlying Award is subject.

(c) *Calculation of Shares Available for Delivery.* In calculating the number of Shares that remain available for delivery pursuant to Awards at any time, the following rules shall apply (subject to the limitation in Section 4(e)):

(i) The number of Shares available for delivery shall be reduced by the number of Shares subject to an Award and, in the case of an Award that is not denominated in Shares, the number of Shares actually delivered upon payment or settlement of the Award.

(ii) The number of Shares tendered (by actual delivery or attestation) or withheld from an Award to pay the exercise price of the Award or to satisfy any tax withholding obligation or liability of a Participant shall be added back to the number of Shares available for delivery pursuant to Awards.

(iii) The number of Shares in respect of any portion of an Award that is canceled or that expires without having been paid or settled by the Company shall be added back to the number of Shares available for delivery pursuant to Awards to the extent such Shares were counted against the Shares available for delivery pursuant to clause (i).

(iv) If an Award is settled or paid by the Company in whole or in part through the delivery of consideration other than Shares, or by delivery of fewer than the full number of Shares that was counted against the Shares available for delivery pursuant to clause (i), there shall be added back to the number of Shares available for delivery pursuant to Awards the excess of the number of Shares that had been so counted over the number of Shares (if any) actually delivered upon payment or settlement of the Award.

(v) Any Shares underlying Substitute Awards shall not be counted against the number of Shares available for delivery pursuant to Awards and shall not be subject to Section 4(d).

(d) *Individual Limit on Options.* The maximum number of Shares that may be subject to Options granted to a Participant in any fiscal year shall be 150,000 Shares. The limitation imposed by this Section 4(d) shall not include Options granted to a Participant pursuant to Section 162(m) Performance Goals.

(e) *ISO Limit.* The full number of Shares available for delivery under the Plan may be delivered pursuant to Incentive Stock Options, except that in calculating the number of Shares that remain available for Awards of Incentive Stock Options the rules set forth in Section 4(c) shall not apply to the extent not permitted by Section 422 of the Code.

## 5. Administration

(a) *Committee Authority Generally.* The Committee shall administer the Plan and shall have full power and authority to make all determinations under the Plan, subject to the express provisions hereof, including without limitation: (i) to select Participants from among the Eligible Individuals; (ii) to make Awards; (iii) to determine the number of Shares subject to each Award or the cash amount payable in connection with an Award; (iv) to establish the terms and conditions of each Award, including, without limitation, those related to vesting, cancellation, payment, exercisability, and the effect, if any, of certain events on a Participant's Awards, such as the Participant's termination of employment with the Company; (v) to specify and approve the provisions of the Award Documents delivered to Participants in connection with their Awards; (vi) to construe and interpret any Award Document delivered under the Plan; (vii) to prescribe, amend and rescind rules and procedures relating to the Plan; (viii) to make all determinations necessary or advisable in administering the Plan and Awards, including, without limitation, determinations as to whether (and if so as of what date) a Participant has commenced, or has experienced a termination of, employment; provided, however, that to the extent full or partial payment of any Award that constitutes a deferral of compensation subject to Section 409A is made upon or as a result of a Participant's termination of employment, the Participant will be considered to have experienced a termination of employment if, and only if, the Participant has experienced a separation from service with the Participant's employer for purposes of Section 409A; (ix) to vary the terms of Awards to take account of securities law and other legal or regulatory requirements of jurisdictions in which Participants work or reside or to procure favorable tax treatment for Participants; and (x) to formulate such procedures as it considers to be necessary or advisable for the administration of the Plan.

(b) *Authority to Construe and Interpret.* The Committee shall have full power and authority, subject to the express provisions hereof, to construe and interpret the Plan.

(c) *Committee Discretion.* All of the Committee's determinations in carrying out, administering, construing and interpreting the Plan shall be made or taken in its sole discretion and shall be final, binding and conclusive for all purposes and upon all persons. In the event of any disagreement between the Committee and an Administrator, the Committee's determination on such matter shall be final and binding on all interested persons, including any Administrator. The Committee's determinations under the Plan need not be uniform and may be made by it selectively among persons who receive, or are eligible to receive, Awards under the Plan (whether or not such persons are similarly situated). Without limiting the generality of the foregoing, the Committee shall be entitled, among other things, to make non-uniform and selective determinations, and to enter into non-uniform and selective Award Documents, as to the persons receiving Awards under the Plan, and the terms and provisions of Awards under the Plan.

(d) *No Liability.* Subject to applicable law: (i) no member of the Committee or any Administrator shall be liable for anything whatsoever in connection with the exercise of authority under the Plan or the administration of the Plan except such person's own willful misconduct; (ii) under no circumstances shall any member of the Committee or any Administrator be liable for any act or omission of any other member of the Committee or an Administrator; and (iii) in the performance of its functions with respect to the Plan, the Committee and an administrator shall be entitled to rely upon information and advice furnished by the Company's officers, the Company's accountants, the Company's counsel and any other party the

Committee or the Administrator deems necessary, and no member of the Committee or any Administrator shall be liable for any action taken or not taken in good faith reliance upon any such advice.

## **6. Eligibility**

All “employees” of the Company - within the SEC’s broad definition set forth in the instructions to the Form S-8 registration statement, which includes employees, officers, directors and (subject to certain restrictions) consultants and advisors to the Company - are eligible to receive awards under the 2016 Incentive Compensation Plan. Participation is discretionary - awards are subject to approval by the Compensation Committee.

## **7. Restricted Stock**

An Award of Restricted Stock shall be subject to the terms and conditions established by the Committee in connection with the Award and specified in the applicable Award Document. Restricted Stock may, among other things, be subject to restrictions on transfer, vesting requirements or cancellation under specified circumstances.

## **8. Performance Units**

Performance Units may be granted to non-employee directors as payment for a portion or all of such Participant’s annual directors’ fees or other compensation to such persons who perform services for the Company. An Award of Performance Units shall be subject to the terms and conditions established by the Committee in connection with the Award and specified in the applicable Award Document. Each Performance Unit awarded to a Participant shall correspond to one Share. Upon satisfaction of the terms and conditions of the Award, a Performance Unit will be payable in Stock equal to the Fair Market Value on the grant date of one Share. As a holder of Performance Units, a Participant shall have only the rights of a general unsecured creditor of The Dixie Group, Inc. A Participant shall not be a stockholder with respect to the Shares underlying Performance Units unless and until the Performance Units convert to Shares. Performance Units may, among other things, be subject to restrictions on transfer, vesting requirements or cancellation under specified circumstances. For purposes of such awards to non-employee directors, there shall be an annual limit of 20,000 Performance Units (20,000 shares) per Participant.

## **9. Options**

(a) Options Generally. An Award of Options shall be subject to the terms and conditions established by the Committee in connection with the Award and specified in the applicable Award Document. The Committee shall establish (or shall authorize the method for establishing) the exercise price of all Options awarded under the Plan, except that the exercise price of an Option shall not be less than 100% of the Fair Market Value of one Share on the Award Date (110% in the case of a 10% Shareholder). Upon satisfaction of the conditions to exercisability of the Award, a Participant shall be entitled to exercise the Options included in the Award and to have delivered, upon The Dixie Group, Inc.’s receipt of payment of the exercise price and completion of any other conditions or procedures specified by The Dixie Group, Inc., the number of Shares in respect of which the Options shall have been exercised. Options may be either nonqualified stock options or Incentive Stock Options. Options and the Shares acquired upon exercise of Options may, among other things, be subject to restrictions on transfer, vesting requirements or cancellation under specified circumstances.

(b) Prohibition on Repricing of Options. Anything in the Plan to the contrary notwithstanding, the Committee may not reprice any Option. “Reprice” means any action that has the effect of reducing the exercise price of such Option.

(c) Payment of Exercise Price. Subject to the provisions of the applicable Award Document and to the extent authorized by rules and procedures of The Dixie Group, Inc. from time to time, the exercise price of the Option may be paid in cash, by actual delivery or attestation to ownership of freely transferable Shares already owned by the person exercising the Option, or by such other means as The Dixie Group, Inc. may authorize.

(d) Maximum Term on Stock Options. No Incentive Stock Option shall have an expiration date that is later than the tenth anniversary of the Award Date thereof.

## **10. Qualifying Performance Awards**

(a) The Committee may, in its sole discretion grant a Qualifying Performance Award to any Section 162(m) Participant. A Qualifying Performance Award shall be subject to the terms and conditions established by the Committee in connection with the Award and specified in the applicable Award Document, but in all events shall be subject to the attainment of Section 162(m) Performance Goals as may be specified by the Committee. Qualifying Performance Awards may be denominated as a cash amount, number of Shares or other securities of the Company, or a combination thereof. Subject to the terms of the Plan, the Section 162(m) Performance Goals to be achieved during any performance period, the length of any performance period, the amount of any Qualifying Performance Award granted and the amount of any payment or transfer to be made pursuant to any Qualifying Performance Award shall be determined by the Committee. The Committee



shall have the discretion, by Section 162(m) Participant and by Award, to reduce (but not to increase) some or all of the amount that would otherwise be payable under the Award by reason of the satisfaction of the Section 162(m) Performance Goals set forth in the Award. In making any such determination, the Committee is authorized in its discretion to take into account additional factors that the Committee may deem relevant to the assessment of individual or Company performance for the performance period.

(b) In any calendar year, no one Section 162(m) Participant may be granted Awards pursuant to Section 10(a) that allow for cash payments in an aggregate amount determined in excess of \$750,000 and the maximum annual aggregate amount that can be paid, in cash awards, to all Participants is \$3,000,000.00. To the extent that one or more Qualifying Performance Awards granted to any one Section 162(m) Participant during any calendar year are denominated in Shares, the maximum value of any such Awards to any one Participant shall be \$1,650,000, and the maximum annual number of shares that could be issued to any one participant is 330,000 shares. The maximum annual value of stock Awards that may be issued to all Participants for any given year is \$3,750,000.00. The maximum annual number of shares that may be issued for all Participants who are Covered Employees under this Section 10 is 750,000.

(c) Section 162(m) Performance Goals may vary by Section 162(m) Participant and by Award, and may be based upon the attainment of specific or per-share amounts of, or changes in, one or more, or a combination of two or more, of the following: minimum annual levels of profitability; minimum annual levels of corporate and/or business unit operating income, as adjusted for specific and unusual items so designated by the Compensation Committee; corporate and/or business unit earnings before interest (EBIT) or earnings before interest, taxes, depreciation and amortization (EBITDA), as adjusted for specific and unusual items so designated by the Compensation Committee; total shareholder return; return on capital; return on equity; pre-tax earnings; earnings growth; revenue growth operating profit; earnings per share; and return on investment or working capital or other specific non-financial objective that enhances the value of the Company to its shareholders. Any of the preceding measures may be set or determined with respect to the Company, or any one of its subsidiaries or business units, and measured either in absolute terms or as compared to an external metric or another company or other companies.

(d) Following the completion of any performance period applicable to a Qualifying Performance Award, the Committee shall certify in writing the applicable performance and amount, if any, payable to Section 162(m) Participants for such performance period. The amounts payable to a Section 162(m) Participant will be paid (or granted in the case of awards of restricted stock granted subject to service conditions) following the end of the performance period after such certification by the Committee in accordance with the terms of the Qualifying Performance Award, but no later than the first March 15 following the Performance Period.

(e) Without further action by the Board, this Section 10 shall cease to apply on the effective date of the repeal of Section 162(m) of the Code (and any successor provision thereof).

## 11. General Terms and Provisions

(a) *Awards in General.* Awards may be granted as an award of Cash, as Stock, as Restricted Stock, as a Qualified Performance Award, as Options or as Performance Units. Awards may be granted independent of other Awards. The grant, vesting or payment of an Award may, among other things, be conditioned on the attainment of performance objectives, including without limitation objectives based in whole or in part on net income, pre-tax income, return on equity, earnings per share, total shareholder return or book value per share. Performance objectives for Awards intended to qualify as Qualifying Performance Awards shall be based on Performance Goals as specified in Section 10(c).

(b) *Dividends and Distributions.* If The Dixie Group, Inc. pays any dividend or makes any distribution to holders of Stock, the Committee may in its discretion authorize payments (which may be in cash, Stock (including Restricted Stock) or Performance Units or a combination thereof) with respect to the Shares corresponding to an Award, or may authorize appropriate adjustments to outstanding Awards, to reflect such dividend or distribution. The Committee may make any such payments subject to vesting, deferral, restrictions on transfer or other conditions. Any determination by the Committee with respect to a Participant's entitlement to receive any amounts related to dividends or distributions to holders of Stock, as well as the terms and conditions of such entitlement, if any, will be part of the terms and conditions of the Award, and will be included in the Award Document for such Award.

(c) *Award Documentation and Award Terms.* The terms and conditions of an Award shall be set forth in an Award Document authorized by the Committee. The Award Document shall include any vesting, exercisability, payment and other restrictions applicable to an Award (which may include, without limitation, the effects of termination of employment, cancellation of the Award under specified circumstances, restrictions on transfer or provision for mandatory resale to the Company).

(d) *Proportional Exercise for Common Stock and Class B Common Stock.* All Awards granted under the Plan shall be denominated and documented with reference to the number of shares of Common Stock subject to such Award; provided, however, that any Participant who already owns shares of the Company's Class B Common Stock prior to exercising any Award granted to him under the Plan shall be entitled to elect to receive shares of both Common Stock and Class B Common Stock with respect to such Award, with the maximum number of shares of Class B Common Stock that the

Participant may elect to receive being limited to a number that will not increase the ratio of the number of shares of Class B Common Stock held by the Participant to the total number of shares of Common Stock and Class B Common Stock held by such Participant on the Election Date (as defined below). For any Award which is an ISO or Nonqualified Stock Option (or portion thereof, in the case of Options which vest in installments over time), the Election Date shall be the date on which such Award (or any applicable installment) is exercised, unless the Participant chooses to express such election on the date of grant. For any Award of Restricted Stock, the Election Date shall be the date on which the Award is granted. Any Participant who holds shares of Class B Common Stock and fails to effectively make the applicable election as described above will receive only shares of Common Stock with respect to such Award. All references to "Common Stock" in the Plan or in any Award agreement issued under the Plan shall be deemed to refer to the appropriate number of shares of Common Stock and Class B Common Stock as applied to any eligible Participant who makes the election provided by this Section 11(d).

(e) *Voting.* Participants shall have the right to vote shares of Common Stock (or Class B Common Stock) allocated to an Award of Restricted Stock. The shares allocated to such Award shall be voted in accordance with instructions received from Participants, or pursuant to such other method as the Committee may establish to enable Participants holding any such Award to vote, or to direct the voting of, such shares.

## **12. Certain Restrictions**

(a) *Stockholder Rights.* Except as otherwise provided in Section 4(b) or 11(b), no adjustments shall be made for dividends or distributions on, or other events relating to, Shares subject to an Award for which the record date is prior to the date such Shares are delivered. Except for the risk of cancellation and the restrictions on transfer that may apply to certain Shares (including restrictions relating to any dividends or other rights) or as otherwise set forth in the applicable Award Document, the Participant shall be the beneficial owner of any Shares delivered to the Participant in connection with an Award and, upon such delivery shall be entitled to all rights of ownership, including, without limitation, the right to vote the Shares and to receive cash dividends or other dividends (whether in Shares, other securities or other property) thereon.

(b) *Transferability.* No Award granted under the Plan shall be transferable, whether voluntarily or involuntarily, other than by will or by the laws of descent and distribution; provided that, except with respect to Incentive Stock Options, the Committee may permit transfers on such terms and conditions as it shall determine. During the lifetime of a Participant to whom Incentive Stock Options were awarded, such Incentive Stock Options shall be exercisable only by the Participant.

## **13. Representation; Compliance with Law**

The Committee may condition the grant, exercise, settlement or retention of any Award on the Participant making any representations required in the applicable Award Document. Each Award shall also be conditioned upon the making of any filings and the receipt of any consents or authorizations required to comply with, or required to be obtained under, applicable law.

## **14. Miscellaneous Provisions**

(a) *Satisfaction of Obligations.* As a condition to the making or retention of any Award, the vesting, exercise or payment of any Award or the lapse of any restrictions pertaining thereto, The Dixie Group, Inc. may require a Participant to pay such sum to the Company as may be necessary to discharge the Company's obligations with respect to any taxes, assessments or other governmental charges (including FICA and other social security or similar tax) imposed on property or income received by a Participant pursuant to the Award or to satisfy any obligation that the Participant owes to the Company. In accordance with rules and procedures authorized by The Dixie Group, Inc., (i) such payment may be in the form of cash or other property, including the tender of previously owned Shares, and (ii) in satisfaction of such taxes, assessments or other governmental charges or, exclusively in the case of an Award that does not constitute a deferral of compensation subject to Section 409A, of other obligations that a Participant owes to the Company, The Dixie Group, Inc. may make available for delivery a lesser number of Shares in payment or settlement of an Award, may withhold from any payment or distribution of an Award or may enter into any other suitable arrangements to satisfy such withholding or other obligation. To the extent an Award constitutes a deferral of compensation subject to Section 409A, the Company may not offset from the payment of such Award amounts that a Participant owes to the Company with respect to any such other obligation except to the extent such offset is not prohibited by Section 409A and would not cause a Participant to recognize income for United States federal income tax purposes prior to the time of payment of the Award or to incur interest or additional tax under Section 409A.

(b) *No Right to Continued Employment.* Neither the Plan nor any Award shall give rise to any right on the part of any Participant to continue in the employ of the Company.

(c) *Headings.* The headings of sections herein are included solely for convenience of reference and shall not affect the meaning of any of the provisions of the Plan.

(d) *Governing Law.* The Plan and all rights hereunder shall be construed in accordance with and governed by the laws of the State of Tennessee, without regard to any conflicts or choice of law, rule or principle that might otherwise refer the interpretation of the award to the substantive law of another jurisdiction.

(e) *Amendments and Termination.* The Board or Committee may modify, amend, suspend or terminate the Plan in whole or in part at any time and may modify or amend the terms and conditions of any outstanding Award (including by amending or supplementing the relevant Award Document at any time); provided, however, that no such modification, amendment, suspension or termination shall, without a Participant's consent, materially adversely affect that Participant's rights with respect to any Award previously made; and provided, further, that the Committee shall have the right at any time, without a Participant's consent and whether or not the Participant's rights are materially adversely affected thereby, to amend or modify the Plan or any Award under the Plan in any manner that the Committee considers necessary or advisable to comply with any law, regulation, ruling, judicial decision, accounting standards, regulatory guidance or other legal requirement. Notwithstanding the preceding sentence, neither the Board nor the Committee may accelerate the payment or settlement of any Award, including, without limitation, any Award subject to a prior deferral election, that constitutes a deferral of compensation for purposes of Section 409A except to the extent such acceleration would not result in the Participant incurring interest or additional tax under Section 409A. No amendment to the Plan may render any Board member who is not a Company employee eligible to receive an Award at any time while such member is serving on the Board.





**DIRECTORS**

**Daniel K. Frierson**<sup>(1)</sup>  
Chairman of the Board and  
Chief Executive Officer,  
The Dixie Group, Inc.

**William F. Blue, Jr.**<sup>(1)(2)(4)</sup>  
Chairman of the Board,  
The Hopeway Foundation

**Charles E. Brock**<sup>(3)(4)</sup>  
Owner, Brock Partnerships

**Lowry F. Kline**<sup>(1)(2)(4)</sup>  
Retired Chairman,  
Coca-Cola Enterprises, Inc.

**D. Kennedy Frierson, Jr.**  
Chief Operating Officer,  
The Dixie Group, Inc.

**Michael L. Owens**<sup>(3)(4)</sup>  
Assistant Dean of Graduate  
Programs & Lecturer,  
College of Business,  
University of Tennessee  
at Chattanooga

**Hilda S. Murray**<sup>(3)(4)</sup>  
Corporate Secretary and  
Executive Vice President,  
TPC Printing & Packaging

- (1) Member of Executive Committee
- (2) Member of Compensation Committee
- (3) Member of Nomination and Corporate Governance Committee
- (4) Member of Audit Committee

**OFFICERS**

**Daniel K. Frierson**  
Chairman of the Board and  
Chief Executive Officer

**D. Kennedy Frierson, Jr.**  
Vice President and  
Chief Operating Officer

**Allen L. Danzey**  
Vice President and  
Chief Financial Officer

**W. Derek Davis**  
Corporate Secretary  
and Vice President,  
Human Resources

**T.M. Nuckols**  
Vice President and President,  
Dixie Residential

**Jon A. Faulkner**  
Vice President,  
Strategic Initiatives

**CORPORATE  
INFORMATION**

**Corporate Office**  
The Dixie Group, Inc.  
475 Reed Road  
Dalton, Georgia 30720  
(706) 876-5800

**Independent Registered  
Public Accountants**  
Dixon Hughes Goodman LLP  
191 Peachtree Street, NE  
Suite 2700  
Atlanta, Georgia 30303

**Legal Counsel**  
Miller & Martin PLLC  
1200 Volunteer Building  
832 Georgia Avenue  
Chattanooga, Tennessee 37402

**Investor Contact**  
Allen L. Danzey  
Vice President and Chief  
Financial Officer  
The Dixie Group, Inc.  
475 Reed Road  
Dalton, Georgia 30720  
(706) 876-5865

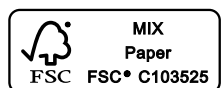
**Form 10-K and Other  
Information**  
A copy of the Company's  
Annual Report on Form 10-K  
for the fiscal year ended  
December 28, 2019, is  
included with this report.

**Annual Meeting**  
The Annual Meeting of  
Shareholders of The Dixie  
Group, Inc. will be held at  
8:00 A.M. EDT on May 6, 2020,  
at the Corporate Office in  
Dalton, Georgia.

**Stock Listing**  
The Dixie Group's Common  
Stock is listed on the NASDAQ  
Global Market under the  
symbol DXYN.

**Stock Transfer Agent**  
Computershare Investor  
Services, LLC  
Post Office Box 30170  
College Station, Texas 77845

The Dixie Group maintains  
a website,  
[www.thedixiegroup.com](http://www.thedixiegroup.com),  
where additional information  
about the Company may  
be obtained.





THE DIXIE GROUP

THE DIXIE GROUP, INC.

475 REED ROAD

DALTON, GEORGIA 30720