

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

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934 (Amendment No. 19)\***

THE DIXIE GROUP, INC.  
(Name of Issuer)

Common Stock, Par Value \$3.00 Per Share (Title of Class of Securities)

255579-10-4  
(CUSIP Number)

John F. Henry, Jr. Miller & Martin  
LLP  
1000 Volunteer Building, 832 Georgia Avenue  
Chattanooga, TN 37402  
423-756-6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**March 16, 2021**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\*\*See Explanatory Note that precedes Item 1.

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**SCHEDULE 13D**

CUSIP NO. <b>255579-10-4</b>		Page 2 of 11 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Daniel K. Frierson</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="checkbox"/> [X] <input type="checkbox"/> [ ]		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) <b>[PF, 00]</b>		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/> [ ]		
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER <b>1,121,520(1)</b>
		8	SHARED VOTING POWER <b>59,427(1)</b>
		9	SOLE DISPOSITIVE POWER <b>658,799(1)</b>
		10	SHARED DISPOSITIVE POWER <b>522,148(1)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>1,180,947 (1)</b>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> [ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>7.5%</b>		
14	TYPE OF REPORTING PERSON <b>IN</b>		

(1) See Item 5 below, and see also, Exhibit A and Exhibit 99.1

**SCHEDULE 13D**

CUSIP NO. <b>255579-10-4</b>		Page 3 of 11 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Daniel K. Frierson, Jr.</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="checkbox"/> [X] <input type="checkbox"/> [ ]		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) <b>[PF, 00]</b>		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/> [ ]		
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER <b>41,839(1)</b>
		8	SHARED VOTING POWER <b>294,080(1)</b>
		9	SOLE DISPOSITIVE POWER <b>41,839(1)</b>
		10	SHARED DISPOSITIVE POWER <b>294,080(1)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>335,919</b>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> [ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>2.1%</b>		
14	TYPE OF REPORTING PERSON <b>IN</b>		

- (1) See Item 5, below and see Exhibit A and Exhibit 99.1. Includes 294,080 shares of Class B Common Stock (109,835 vested and 184,245 unvested) held subject to the Shareholders Agreement (Exhibit 99.1), and 41,839 shares of Common Stock held outright (5,155 vested, 9,383 unvested, 2,301 401(k) and 25,000 exercisable options) that are not subject to the Shareholders Agreement. For purposes of Daniel Kennedy Frierson Jr.'s report, he may be deemed to share voting and dispositive power with respect to all shares of Class B Common Stock held subject to the Shareholders Agreement; he may be deemed to have sole voting and dispositive power with respect to all shares of common stock held by him that are not subject to the Shareholders' Agreement.

# SCHEDULE 13D

CUSIP NO. <b>255579-10-4</b>		Page 4 of 11 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joan H. Frierson, Individually and in her capacity as trustee for</b> Kruesi F. Barker; Crocker F. Barker; Alice Kennedy Brown; Frierson L. Brown; Bennett P. Brown; Madeleine C. Frierson; and Parker E. Frierson		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="checkbox"/> [X] <input type="checkbox"/> [ ]		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) <b>[PF, 00]</b>		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/> [ ]		
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER <b>9,953(1)</b>
		8	SHARED VOTING POWER <b>143,099(1)</b>
		9	SOLE DISPOSITIVE POWER <b>9,953(1)</b>
		10	SHARED DISPOSITIVE POWER <b>143,099(1)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>153,052</b>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> [ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>1.0%</b>		
14	TYPE OF REPORTING PERSON <b>IN/00</b>		

- (1) See Item 5 below, and see also, Exhibit A and Exhibit 99.1. Includes 58,173 shares (9,953 Common and 48,220 Class B Common held as trustee for certain grandchildren) and 94,879 shares of Class B Common Stock held outright. No shares of Common are subject to the Shareholders Agreement.

# SCHEDULE 13D

CUSIP NO. <b>255579-10-4</b>		Page 5 of 11 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Emily F. Brown</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input checked="" type="checkbox"/> [X] <input type="checkbox"/> [ ]		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) <b>[PF, 00]</b>		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/> [ ]		
6	CITIZENSHIP OR PLACE OF ORGANIZATION <b>United States of America</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER <b>7,635(1)</b>
		8	SHARED VOTING POWER <b>25,542(1)</b>
		9	SOLE DISPOSITIVE POWER <b>7,635(1)</b>
		10	SHARED DISPOSITIVE POWER <b>25,542(1)</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>33,177</b>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> [ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>.2%</b>		
14	TYPE OF REPORTING PERSON <b>IN</b>		

- (1) See Item 5, below, and see Exhibit A and Exhibit 99.1. Includes 33,177 shares (7,635 shares of Common Stock and 25,542 shares of Class B Common Stock) held outright. No shares of Common Stock are subject to the Shareholder's Agreement.

#### **EXPLANATORY NOTE:**

This Amendment No. 19 to the Schedule 13D/A filed by Daniel K. Frierson with respect to holdings and transactions in the Common Stock, par value \$3.00 per share (the "Common Stock") and the Class B Common Stock par value \$3.00 per share (the "Class B Common Stock"), of The Dixie Group, Inc., a Tennessee corporation (the "Issuer"), amends and supplements Amendment No. 18 to such Schedule 13D/A, filed by Daniel K. Frierson with the Securities and Exchange Commission on November 30, 2018, and is being filed to update the reported beneficial ownership of Mr. Frierson and the reporting persons as of the date hereof.

**Item 1. Security and Issuer.**

No Change.

**Item 2. Identity and Background.**

No Change.

**Item 3. Source and Amount of Funds or Other Consideration.**

Not applicable for purposes of this Amendment No. 19.

**Item 4. Purpose of Transaction.**

On July 11, 2016 the reporting persons amended and restated the Shareholder's Agreement set forth as Exhibit 99.1 to this report (the Agreement) to delete Rowena F. Barker as a party thereto. The reporting persons may be deemed to be a group for purposes of Section 13(d) of the Act and for purposes of reporting holdings of the Common Stock of The Dixie Group, Inc. pursuant to Section 13(d). The Agreement described in Exhibit A and set forth as Exhibit 99.1 was entered into for the purpose of granting to Daniel K. Frierson the right to vote shares of Class B Common Stock held subject to the Agreement for the term thereof or until such shares of Class B Common Stock are converted to shares of Common Stock (and are no longer subject to the Agreement). As of the date hereof, the reporting persons have no plans or proposals which relate to or would result in any of the matters enumerated in the instructions to Item 4 of the Schedule 13D, or any action similar thereto.

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## Item 5. Interest in Securities of the Issuer.

The information set forth under Item 5(a) is hereby amended and restated in its entirety as follows:

As of the date hereof, Mr. Frierson may be deemed to be the beneficial owner (pursuant to Rule 13d-3) of an aggregate of 1,180,947 shares of Common Stock<sup>1</sup> constituting approximately 7.4% of the 14,798,617 shares of Common Stock deemed to be outstanding as of March 12, 2021.<sup>1,2,3</sup>

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<sup>1</sup> Represents all shares of Common Stock and Class B Common Stock (convertible into shares of Common Stock on a share for share basis) held by the reporting persons and includes: (i) 36,963 shares of restricted stock which have not vested, issued as shares of Common Stock, and as to which Mr. Frierson has sole voting and may be deemed to have sole investment power; (ii) options, held by Mr. Frierson, which are *exercisable* within 60 days of the date hereof, to purchase 40,000 shares of Common Stock, as to which Mr. Frierson may be deemed to have sole voting and sole investment power; (iii) 3,567 shares of Common Stock held by Mr. Frierson in an Individual Retirement Account, as to which he may be deemed to have sole voting and sole investment power; (iv) 796 shares of Common Stock held by Mr. Frierson in a 401K plan, as to which he may be deemed to have sole voting and sole investment power; (v) 35,219 shares of Common Stock owned outright; (vi) an aggregate of 59,427 shares of Common Stock owned by certain children of Daniel K. Frierson, and his grandchildren (those holding Class B Common Stock subject to the Shareholders Agreement (referred to herein) as to which he may be deemed to share voting and investment power; and (vii) 1,004,975 shares of Class B Common Stock, held as described in Footnote 3 below. All such shares of Class B Common Stock are held subject to a shareholder's agreement by and among Mr. Frierson, his wife (individually, and as trustee), his son, Daniel Kennedy Frierson, Jr. and a daughter, Emily F. Brown, pursuant to which Mr. Frierson has been granted a proxy to vote such shares until November 6, 2022, so long as they remain shares of Class B Common Stock. Such agreement is described below and attached hereto as **Exhibit 99.1**. For purposes of this report, Mr. Frierson may be deemed to have sole voting and shared investment power with respect to all shares of Common Stock (not owned outright by him) that would result from the conversion of the Class B Common Stock. Mr. Frierson expressly disclaims beneficial ownership of the shares of Common Stock so held and disclaims beneficial ownership of the shares of Common Stock that would result from the conversion of the shares of Class B Common Stock. For purposes of this report, Mr. Frierson may be deemed to have sole voting power and sole investment power with respect to all shares of Common Stock that would result from the Conversion of the Class B Common Stock that he holds outright and as unvested restricted stock, as well as shares of Class B Common Stock held by him as trustee of the Rowena K. Frierson Charitable Remainder Unitrust.

<sup>2</sup> 1,069,975 shares of Common Stock are added to the 14,733,617 shares of Common Stock reported as outstanding as of March 12, 2021, to reflect (i) the deemed conversion of the 1,004,975 shares of Class B Common Stock, which are held as described in Footnote 3 below, and (ii) the deemed exercise of options, which are exercisable within 60 days of the date hereof, to purchase 65,000 shares of Common Stock.

<sup>3</sup> Of the 1,004,975 shares of Class B Common Stock that may be deemed to be converted to Common Stock, 77,756 of such shares represent restricted stock awards to Mr. Frierson which have been issued as shares of Class B Common Stock, but have not vested. Such shares of Class B Common Stock are convertible, on a share-for-share basis, to shares of Common Stock upon vesting of the underlying award. The remaining 922,155 shares of Class B Common Stock are convertible on a share-for-share basis into shares of Common Stock and are held as follows: (i) 441,951 shares of Class B Common Stock are held directly by Mr. Frierson; (ii) an aggregate of 367,842 shares of Class B Common Stock are held by certain of his children, (including Daniel Kennedy Frierson, Jr., his son, and a daughter, Emily F. Brown) and his grandchildren; (iii) 94,879 shares of Class B Common Stock are held by his wife; (iv) 5,486 shares of Class B Common Stock held by him as trustee; and (v) 17,061 shares of Class B Common Stock held in an IRA. For purposes of this report, unvested restricted stock awards issued as shares of Class B Common Stock may be deemed to be immediately convertible on a share-for-share basis into shares of Common Stock.

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The information set forth under Item 5(b) is hereby amended and restated in its entirety as follows:

Mr. Frierson may be deemed to have the sole power to vote 1,121,520 of the shares of Common Stock for which beneficial ownership is reported.<sup>4</sup>

Mr. Frierson may be deemed to have the sole power to dispose of 658,799 shares of Common Stock.<sup>5</sup>

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Mr. Frierson may be deemed to share the power to vote with respect to 59,427 shares of Common Stock, held by his son, Daniel Kennedy Frierson, Jr., and a daughter, Emily F. Brown, and certain of his grandchildren. He expressly disclaims beneficial ownership of such shares.

Mr. Frierson may be deemed to share the power of disposition with respect to 522,148 shares of Common Stock for which beneficial ownership is reported, including (i) 59,427 shares of Common Stock held by certain of his children, and grandchildren; and (ii) the deemed conversion of 367,842 shares of Class B Common Stock, held by certain of his children, and grandchildren, which are convertible on a share-for-share basis into shares of Common Stock, as noted herein, and 94,879 shares of Class B Common Stock, held by his wife.

The 59,427 shares of Common Stock as to which Mr. Frierson may be deemed to share voting and investment power are held by certain of his children (Daniel Kennedy Frierson, Jr. and Emily F. Brown) and grandchildren. Their address for purposes of this filing is 475 Reed Road, P.O. Box 2007, Dalton, GA 30722-2007.

None of the aforementioned individuals have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws. All of the aforementioned individuals are citizens of the United States of America.

#### **Item 6. Material to Be Filed as Exhibits.**

[Exhibit A - description of Shareholders Agreement Exhibit B - Joint Filing Agreement Exhibit 99.1 - Shareholders' Agreement, dated November 6, 2015, as amended, July 11, 2016.](#)

#### **Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 17, 2021

/s/ DANIEL K. FRIERSON  
Daniel K. Frierson

<sup>4</sup> Consists of (i) 1,004,975 shares of Class B Common Stock that may be deemed to be converted to Common Stock; and (ii) 116,545 shares of Common Stock held as described in Note 1.

<sup>5</sup> Consists of (i) 36,963 shares of restricted stock awards to Mr. Frierson which have not vested, issued as shares of Common Stock; (ii) options, which are exercisable within 60 days of the date hereof to purchase 40,000 shares of Common Stock; (iii) 3,567 shares of Common Stock held by Mr. Frierson in an Individual Retirement account; (iv) 796 shares of Common Stock held in a 401K plan; (v) 35,219 shares of Common Stock held outright; (vi) 441,951 shares of Class B Common Stock held directly by Mr. Frierson and convertible on a share-for-share basis into Common Stock; (vii) 5,486 shares of Class B Common Stock held by him as trustee and convertible into Common Stock on a share-for-share basis; (viii) 17,061 shares of Class B Common Stock held in an IRA; and (ix) 77,756 shares of restricted stock which have not vested.



## **EXHIBIT A**

### **Exhibit A**

The reporting persons are parties to a Shareholders Agreement dated as of November 6, 2015 (the “Agreement”) (and amended July 11, 2016), with respect to all shares of Class B Common Stock held by them (Exhibit 99.1 to the Schedule 13D). All such shares of Class B Common Stock are convertible on a share for share basis into shares of the Common Stock of The Dixie Group, Inc. Upon conversion, however, such shares are no longer subject to the Agreement. Shares of Common Stock otherwise held by the parties are not subject to the Agreement.

Nevertheless, the reporting persons may be deemed to be members of a “group” for purposes of Section 13(d) of the Act and for purpose of reporting beneficial ownership of the Common Stock of The Dixie Group, Inc. pursuant to said Section 13(d).

The Agreement grants to Daniel K. Frierson (or his named successor) a proxy to vote the shares of Class B Common Stock held by such parties until November 6, 2022, or until such parties convert their shares of Class B Common Stock to Common Stock of the issuer.

The Agreement is attached to this report as Exhibit 99.1, and this description of the Agreement is qualified in its entirety by the terms thereof.

Neither the filing of this Schedule 13D nor the contents thereof shall be deemed to constitute an admission by any reporting person that it is the beneficial owner of any such shares for purposes of Section 13(d) of the Act, and such beneficial ownership is expressly disclaimed.

**EXHIBIT B**

**Exhibit B**

**Joint Filing Agreement Pursuant to Rule 13d-1(k)**

The undersigned hereby agree that reports on Schedule 13D and amendments thereto may be filed in a single statement on behalf of each of such persons, and further each of such persons designates Daniel K. Frierson as their agent and Attorney in Fact for the purposes of executing any and all Schedule 13D filings required to be made by them with the Securities and Exchange Commission.

**SHAREHOLDERS**

/s/ Daniel K. Frierson  
Daniel K. Frierson

/s/ D. Kennedy Frierson, Jr.  
D. Kennedy Frierson, Jr.

/s/ Emily F. Brown Emily F. Brown

/s/ Joan H. Frierson  
Joan H. Frierson, individually, and  
In her capacity as Trustee for Kruesi F. Barker; Crocker F. Barker; Alice  
Kennedy Brown; Frierson L. Brown; Bennett P. Brown; Madeleine C.  
Frierson; and Parker E. Frierson

**AMENDED**

**SHAREHOLDERS' AGREEMENT**

AGREEMENT dated November 6, 2015, amended and restated as of July 11, 2016, by and among certain owners or holders of shares of Class B Common Stock issued by The Dixie Group, Inc., set forth on **Annex A**, attached hereto (Each such person sometimes referred to herein as the "Shareholder" and collectively as the "Shareholders"), and **Daniel K. Frierson**, individually, and in his capacity as a Shareholder. As set forth below, **Daniel K. Frierson's** designated successor under this Agreement shall be his son, **Daniel K. Frierson, Jr. (Kennedy Frierson)**.

1. The Shareholders believe it to be in the best interests of themselves and The Dixie Group, Inc. (the "Corporation") that their shares of Class B Common Stock of the Corporation be voted by **Daniel K. Frierson** for a period of seven (7) years from the date hereof, and that **Daniel K. Frierson** shall, for such term, be their agent and attorney-in-fact, possessing the irrevocable powers set forth herein.

Notwithstanding the foregoing, the Shareholders shall be entitled to receive payment of all dividends, if any, declared by the Corporation with respect to the shares of Class B Common Stock subject to this Agreement.

2. During the term of this Agreement, **Daniel K. Frierson**, or **Kennedy Frierson** in his capacity as the designated successor of **Daniel K. Frierson**, shall be entitled to vote all of the shares of Class B Common Stock of the Corporation which the shareholders now or hereafter own, hold or otherwise have the right to vote at all annual, special or other meetings of the Corporation's shareholders (or for purposes of any action by written consent in lieu of any such meeting or for purposes of taking any corporate action required or permitted to be taken by vote of the Corporation's shareholders) and at any other time or times that such shares are required to be, or may be voted. Upon the execution of this Agreement, the Shareholders shall execute and deliver an irrevocable proxy in the form attached hereto as **Exhibit A**. From time to time, and as requested by **Daniel K. Frierson**, the Shareholders agree to take such further action as is reasonably necessary or desirable to cause all shares of Class B Common Stock held by them to be subject to the provisions of this Agreement.

During the term hereof, **Daniel Kennedy Frierson, Jr. (Kennedy Frierson)** shall be the designated successor to Daniel K. Frierson pursuant to this Agreement and subject to the terms hereof. In such capacity as the designated successor to **Daniel K. Frierson**, **Kennedy Frierson** shall exercise all right and power pertaining to **Daniel K. Frierson** under this Agreement and the proxy delivered pursuant hereto, including but not limited to the right and power to vote all shares of Class B Common Stock subject to this Agreement; provided, however, that **Kennedy Frierson** shall act in the capacity of successor and exercise such right and power only in the event of **Daniel K. Frierson's** death, disability or incapacity. It is understood and agreed that unless and until such death, disability or incapacity of Daniel K. Frierson, the right or power to vote all shares of Class B Common Stock subject to this Agreement (and all other rights and powers pertaining to **Daniel K. Frierson** under this Agreement) shall be solely vested in **Daniel K. Frierson**. Provided further, in the case of incapacity or disability, **Kennedy Frierson** shall act as the successor to **Daniel K. Frierson** for only so long as such disability or incapacity of **Daniel K. Frierson** continues. For the purposes hereof, disability or incapacity shall be such mental or physical condition as shall substantially and materially impair the ability of **Daniel K. Frierson** to exercise the rights and powers pertaining to him under this Agreement and the Proxy delivered pursuant hereto. **Daniel K. Frierson** shall have the right during the term hereof to revoke the designation of Kennedy Frierson as his successor, by delivery of a written notice to the secretary of the Corporation expressing or declaring such revocation.

In the event of the death or incapacity of any Shareholder, their permitted transferees, personal representatives, successors, assigns, heirs, and grantees (and any subsequent transferees of those persons) shall become parties to this Agreement and shall execute and deliver irrevocable proxies in the form of proxy attached hereto as **Exhibit A**. Any Shareholder may, but shall not be obligated to, designate, in writing, a successor who shall be entitled to all of their respective rights under this Agreement, in which case such designated successor shall represent any or all of their respective permitted transferees, personal representatives, successors, assigns, heirs and grantees (and subsequent transferees of such persons) with respect to any and all shares of Class B Common Stock held by such persons or entities subject to this Agreement. Upon such event, all references in this Agreement to "**Daniel K. Frierson**" or "Shareholder" as the case may be, shall be substituted with and shall mean **Daniel K. Frierson's** or such Shareholder's designated

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**EXHIBIT 99.1**

successor, or in the absence of such designated successor, such permitted transferees, personal representatives, successors, assigns, heirs and grantees (and any subsequent transferees of those persons).

3. The Shareholders may, at their discretion, transfer from time to time any or all of their shares subject to this Agreement provided that they: (1) give **Daniel K. Frierson** advance written notice of such proposed transfer; and (2) offer to exchange such shares of Class B Common Stock for shares of common stock held by **Daniel K. Frierson**. In the event that **Daniel K. Frierson** elects not to exchange shares of common stock for such shares of Class B Common Stock, then the transferring party may complete such transfer. If such transfer is not otherwise permitted by the Corporation's Charter, then such shares of Class B Common Stock shall be converted to shares of common stock prior to such transfer. Any transfer otherwise permitted by Article Four of the Corporation's Charter to a permitted transferee of such party may be made without converting such shares to common stock provided that such transferred shares shall remain subject to this Agreement for the term hereof.

4. This Agreement shall continue in effect until November 6, 2022; provided, however, that this Agreement may be terminated sooner by a written agreement signed by all Shareholders then a party to the Agreement, or by the written agreement of **Daniel K. Frierson** and **Kennedy Frierson**. In the event of the death or incapacity of a Shareholder, this Agreement shall not terminate but shall continue in full force and effect.

5. This Agreement may not be modified or amended except by a written agreement signed by or on behalf of each Shareholder then a party to the Agreement.

6. Each Shareholder agrees to perform any act and to execute and deliver any documents or instruments which may be reasonably necessary or desirable to fully implement the provisions of this Agreement.

7. This Agreement supersedes, terminates and cancels all other oral or written agreements entered into prior to the date of this Agreement between any of the parties with respect to the matters covered herein.

8. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

9. The invalidity or unenforceability of any provision hereof shall in no way affect the validity or enforceability of any other provision. If any provision of this Agreement is determined by a court of competent jurisdiction to be in conflict with applicable law, then such provision will not be wholly invalid but will be enforced to the maximum extent permitted by law.

10. The omission by any party to insist upon strict performance of any provision of this Agreement shall not be construed as a waiver of such provision, and the waiver by any party of a breach of any provision of this Agreement shall not be construed as a waiver of any subsequent breach of such provision.

11. This Agreement shall be binding upon and enforceable by the permitted transferees, personal representatives, successors, assigns, heirs, grantees and pledgees of the parties and of any subsequent transferees of those persons.

12. This Agreement has been entered into and shall be governed, construed and interpreted pursuant to and in accordance with the laws of the State of Tennessee.

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**EXHIBIT 99.1**

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement effective the day and year first above written.

**SHAREHOLDERS**

**/s/ Daniel K. Frierson**

Daniel K. Frierson

**/s/ D. Kennedy Frierson, Jr.**

D. Kennedy Frierson, Jr.

**/s/ Emily F. Brown**

Emily F. Brown

**/s/ Joan H. Frierson**

Joan H. Frierson, individually, and  
In her capacity as Trustee for Kruesi F. Barker;  
Crocker F. Barker; Alice Kennedy Brown;  
Frierson L. Brown; Bennett P. Brown;  
Madeleine C. Frierson; and Parker E. Frierson

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**EXHIBIT A**  
**FORM OF IRREVOCABLE PROXY**  
**IRREVOCABLE PROXY**

In consideration of the receipt of One Dollar (\$1.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned shareholders nominate and appoint DANIEL K. FRIERSON as their true and lawful attorney, with full power of substitution for and in their name, to vote all of the shares of Class B Common Stock of The Dixie Group, Inc., a Tennessee corporation of which the undersigned shareholders are or hereafter may be the owner, at any and all annual, special or other meetings of the shareholders of The Dixie Group, Inc. and for any and all purposes, so long as this irrevocable proxy remains in full force and effect; the attorney is to have all of the powers which the undersigned parties would possess if present personally at any meetings.

This irrevocable proxy has been executed in furtherance of a Shareholder Voting Agreement to which the undersigned are parties, and it shall continue in effect until such date as the Shareholder Voting Agreement shall terminate.

SHAREHOLDERS

/s/ Daniel K. Frierson  
Daniel K. Frierson

/s/ D. Kennedy Frierson, Jr.  
D. Kennedy Frierson, Jr.

/s/ Emily F. Brown  
Emily F. Brown

/s/ Joan H. Frierson  
Joan H. Frierson, individually, and  
In her capacity as Trustee for Kruesi F. Barker;  
Crocker F. Barker; Alice Kennedy Brown;  
Frierson L. Brown; Bennett P. Brown;  
Madeleine C. Frierson; and Parker E. Frierson

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**ANNEX A**

**Shareholders and Shareholdings**

<b><u>SHAREHOLDERS</u></b>	<b><u>SHAREHOLDINGS</u></b>
Daniel K. Frierson	545,763
D. Kennedy Frierson, Jr.	168,700
Emily F. Brown	23,772
Joan H. Frierson, individually	94,879
Joan H. Frierson, individually, and In her capacity as Trustee for Kruesi F. Barker; Crocker F. Barker; Alice Kennedy Brown; Frierson L. Brown; Bennett P. Brown; Madeleine C. Frierson; and Parker E. Frierson	38,600