

Management Certification

The undersigned, on behalf of The Dixie Group, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation:

SEC REPORTING OBLIGATION:

- ☒ The Company has a reporting obligation under Section 13 of the Exchange Act
☐ The Company has a reporting obligation under Section 15(d) of the Exchange Act
☐ The Company has a reporting obligation under Regulation A (Tier 2)
☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
☐ Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation to a U.S. Bank Regulator
☐ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

4. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com.
6. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
9. The Company's most recent Annual Report was prepared by: The Dixie Group, Inc.

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Miller & Martin PLLC

10. The Company's Officers, Directors and 5% Control Persons are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities..

As of (latest practicable date): March 10, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Daniel Frierson	CEO	Lookout Mountain, TN	1,412,565	Common	9.2%
Daniel Frierson	CEO	Lookout Mountain, TN	1,249,302	Class B	100%
Daniel Frierson, Jr.	COO	Lookout Mountain, TN	443,399	Common	3%
Daniel Frierson, Jr.	COO	Lookout Mountain, TN	426,549	Class B	34.1%
Allen Danzey	CFO	Dalton, GA	61,373	Common	< 1%
William Davis	Vice President	Rocky Face, GA	160,571	Common	< 1%
Thomas Nuckols	Vice President	Acworth, GA	164,563	Common	< 1%
William Blue	Director	Charlotte, NC	65,571	Common	< 1%
Charles Brock	Director	Chattanooga, TN	57,341	Common	< 1%
Hilda Murray	Director	Ooltewah, TN	57,341	Common	< 1%
Michael Owens	Director	Chattanooga, TN	53,175	Common	< 1%
Jeffrey Gendell	5% Control Person	Greenwich, CT	1,391,473	Common	9.9
Hodges Capital Holdings	5% Control Person	Dallas, TX	1,385,900	Common	9.9
Robert Shaw	5% Control Person	Dalton, GA	2,131,944	Common	15.2

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

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

	Number of Shares Common Stock		Number of Shares Class B Common Stock	
Shares held outright	41,886	(a)	587,370	(a)
Shares held in his Individual Retirement Account	3,567	(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	32,715	(b)	484,771	(c)
Unvested restricted stock	84,299	(a)	76,796	(a)
Shares held by family Unitrust	—		5,486	(a)
Deemed conversion of his Class B Common Stock	1,249,302		—	
Total	1,412,565		1,249,302	

Total does not include 60,000 shares of non-exercisable stock options.

The 1,249,302 includes 585,136 shares of Class B Common Stock held by the group comprised of 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. Such shares were held pursuant to a Shareholder Agreement among the parties, which has not been renewed following its expiration in 2023. The Class B Common Stock held by the parties is convertible on a share for share basis into shares of Common Stock. Because of the unity of interests of the parties (and their intention to vote as a group) at the annual meeting, they 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 (and Class B 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 (and Class B Common Stock) which they own.

Mr. Daniel Frierson Jr.'s beneficial ownership may be summarized as follows:

	Number of Shares Common Stock	Number of Shares Class B Common Stock
Shares held outright	—	158,972 (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	11,864	252,037 (a)
Exercisable Stock Options	—	—
Deemed conversion of Class B Stock	426,549	— (a)
Total	443,399	426,549

(a) Mr. Kennedy Frierson has sole investment power, and shared voting power with respect to such shares.

Total does not include 40,000 shares of non-exercisable stock options.

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ¹	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

¹ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

**Total Outstanding
Balance:**

Total Shares:

Any additional material details, including footnotes to the table are below :

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Allen Danzey

Title: CFO

Date: 4/25/2025

Signature: /s/ ALLEN DANZEY

(Digital Signatures should appear as "/s/ [OFFICER NAME]")