UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 23, 2021**

GEE GROUP INC.

(Exact name of registrant as specified in its charter)

Illinois	**1-05707**	**36-6097429**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

7751 Belfort Parkway, Suite 150, Jacksonville, Florida	**32256**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(630) 954-0400**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, no par value	JOB	NYSE American

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Conditions.

On December 23, 2021, GEE Group Inc. (the “Company”) (NYSE MKT: JOB) issued a press release announcing financial results for the fiscal fourth quarter and year ended, September 30, 2021. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information furnished herein, including Exhibit 99.1, is not deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates them by reference.

Item 8.01 Other Events.

The Company issued a press release on December 31, 2021 announcing that it will hold an investor update conference call on Tuesday, January 4, 2022 at 10:00 a.m. EST to review and discuss the Company’s September 30, 2021 fiscal year end and fourth quarter results; and, provide an update on the Company’s business for the current quarter and outlook for fiscal year 2022. A copy of the press release is attached as Exhibit 99.2.

In addition, a copy of an updated corporate presentation of the Company is attached hereto as Exhibit 99.3.

Item 9.01 Financial Statements and Exhibits.

Exhibits

Exhibit No.	Description
99.1	Press Release, dated December 23, 2021.
99.2	Press Release, dated December 31, 2021.
99.3	Corporate Presentation dated January 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements 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.

GEE GROUP INC.

Date: January 3, 2022

By: */s/ Kim Thorpe*
Kim Thorpe
Chief Financial Officer

EXHIBIT 99.1

GEE Group Announces Fiscal Year 2021 and Fourth Quarter Results

Non-GAAP Adjusted EBITDA $12.3 million for Fiscal Year; $3.6 million for Quarter

Jacksonville, FL December 23, 2021/ Accesswire / – **GEE Group Inc. (NYSE American: JOB)** ("the Company" or "GEE Group"), a provider of professional staffing services and solutions, today announced consolidated financial results for the fourth quarter and fiscal year ended September 30, 2021.

Fourth Quarter Highlights

- Q4 2021 revenue of approximately $41.5 million, up by approximately $10.5 million, or approximately 34%, over Q4 2020 revenue of approximately $31million; up by approximately $2.6 million, or approximately 7%, over Q4 2019 revenue of approximately $38.9 million; and, up sequentially by approximately $3.4 million, or approximately 9%, over Q3 2021 revenue of approximately $38.1 million

- Q4 2021 gross profit of approximately $15.2 million, up by approximately $4.7 million, or approximately 45%, over Q4 2020 gross profit of approximately $10.5 million and up by approximately $1.9 million, or approximately 14%, over Q4 2019 gross profit of approximately $13.3 million; and, up sequentially by approximately $1.4 million, or approximately 10%, over Q3 2021 gross profit of approximately $13.8 million

- Q4 2021 overall gross margin of approximately 36.7%, up by approximately 2.7 percentage points over Q4 2020 overall gross margin of approximately 34.0% and up by approximately 2.5 percentage points over Q4 2019 overall gross margin of approximately 34.2%; and, up sequentially by approximately 0.4 percentage points over Q3 2021 overall gross margin of approximately 36.3%

- Q4 2021 selling, general and administrative (SG&A) of approximately $11.9 million, or approximately 29% of revenue, compared to Q4 2020 SG&A of approximately $10.1 million, or approximately 33% of revenue

- Q4 2021 GAAP income from operations of approximately $2.3 million compared to Q4 2020 GAAP loss from operations of approximately ($9.6) million inclusive of a noncash goodwill impairment charge of approximately $8.9 million

- Q4 2021 GAAP net income of approximately $3.0 million inclusive of a gain on debt extinguishment of approximately $1.2 million compared to a Q4 2020 GAAP net loss of approximately $(12.6) million inclusive of a noncash goodwill impairment charge of approximately $8.9 million

- Q4 2021 adjusted EBITDA (a non-GAAP financial measure) of approximately $3.6 million (approximately 8.7% of revenue), up by approximately $1.9 million, or approximately 112%, over Q4 2020 and up approximately $500,000, or approximately 16%, sequentially over Q3 2021 and up by approximately $700,000, or 24%, over Q4 2019

- As of September 30, 2021, cash and cash equivalents of approximately $10 million; and approximately $15 million available on bank ABL credit facility (no borrowings outstanding)

- Subsequent to the 2021 fiscal year end, on December 14, 2021, the Company and its subsidiaries were notified by PNC Bank and the U.S. Small Business Administration (“SBA”) that all remaining PPP loans in the aggregate principal amount of approximately $16.5 million plus aggregate accrued interest of approximately $268,000 were forgiven by the SBA, which will be reflected in GEE Group’s results for the first quarter ending December 31, 2022 as eliminations of these loans and accrued interest from our consolidated balance sheet with corresponding gains in income

- All PPP loans of GEE Group and subsidiaries in the aggregate principal amount of approximately $19.9 million plus aggregate accrued interest of approximately $302,000 have been forgiven and, after giving effect to the forgiven PPP loans, the pro forma balance sheet as of September 30, 2021 would have reflected zero debt, pro forma net working capital of approximately $19.3 million and a pro forma current ratio of approximately 2.3

Full Year Highlights

- Revenue for the 2021 fiscal year of approximately $148.9 million, up by approximately $19.1 million, or approximately 15%, over the 2020 fiscal year revenue of approximately $129.8 million; and approximately $2.8 million, or approximately 1.8%, lower than fiscal 2019 revenue of approximately $151.7 million

- Gross profit for the 2021 fiscal year of approximately $52.5 million, up by approximately $7.8 million, or approximately 17.5%, over the 2020 fiscal year gross profit of approximately $44.7 million and up by approximately $520,000, or approximately 1%, over fiscal 2019 gross profit of approximately $52 million

- Overall gross margin for the 2021 fiscal year of approximately 35.3%, up by approximately 0.9 percentage points over the 2020 fiscal year overall gross margin of approximately 34.4% and up by approximately 1 percentage point over the 2019 fiscal year overall gross margin of approximately 34.3%

- Selling, general and administrative (SG&A) for the 2021 fiscal year of approximately $41.7 million, or approximately 28% of revenue, compared to the 2020 fiscal year SG&A of approximately $44.4 million, or approximately 34% of revenue

- GAAP income from operations for the 2021 fiscal year of approximately $6.5 million compared to a GAAP loss from operations for the 2020 fiscal year of approximately ($13.8) million, which was inclusive of a noncash goodwill impairment charge of approximately $8.9 million

- GAAP net income for the 2021 fiscal year of approximately $6,000 which was inclusive of a loss on debt extinguishment of approximately $548,000 and interest expense of approximately $5.9 million, compared to a GAAP net loss of approximately $(14.4) million for the 2020 fiscal year which was inclusive of interest expense of approximately $12.2 million, a gain on extinguishment of debt of approximately $12.3 million, and a noncash goodwill impairment charge of approximately $8.9 million

- Adjusted EBITDA (a non-GAAP financial measure) of approximately $12.3 million (approximately 8.2% of revenue), up by approximately $6.2 million, or approximately 100 %, over the fiscal year 2020 and up by approximately $500,000, or approximately 4%, over the 2019 fiscal year

Fourth Quarter and Full Year Discussion

- Revenue for the fiscal 2021 fourth quarter was approximately $41.5 million compared to approximately $31 million for the fiscal 2020 fourth quarter and approximately $38.9 million for the fiscal 2019 fiscal fourth quarter. Contract staffing services for the 2021 fiscal fourth quarter contributed approximately $35 million, or approximately 84%, of revenue and direct placement services contributed approximately $6.5 million, or approximately 16% of revenue. This compares to contract staffing services of approximately $27.7 million, or approximately 89%, of revenue and direct placement services of approximately $3.3 million, or approximately 11% of revenue, respectively, for the same quarter of fiscal 2020. The increase in revenue in the 2021 fiscal fourth quarter of approximately 34% as compared to the 2020 fiscal fourth quarter was primarily attributable to a recovery from the ongoing effects of the coronavirus on the Company's business resulting from increased demand for the Company's services as further described below.

- Revenue for the fiscal year ended September 30, 2021 was approximately $148.9 million compared to approximately $129.8 million for the fiscal year ended September 30, 2020; higher by approximately 15%. Contract staffing services contributed approximately $129.8 million, or approximately 87%, of revenue and direct placement services contributed approximately $19.1 million, or approximately 13% of revenue. This compares to contract staffing services of approximately $114.5 million, or approximately 88%, of revenue and direct placement services of approximately $15.3 million, or approximately 12% of revenue, respectively, for the 2020 fiscal year. The overall increase in contract staffing services and direct placement services revenue for fiscal 2021 compared to fiscal 2020 was primarily due to a recovery from the impact of the COVID-19 pandemic and improvement in the U.S. economy resulting in the increased demand for the services offered by the Company in the higher end verticals including finance, accounting and information technology. Some portions of office support and the light industrial segments were slower to recover because of a labor shortage due in part to government subsidies and many customers slower re-opening of bricks and mortar facilities; however, the recovery in those service lines accelerated in GEE Group's third and fourth quarters of fiscal 2021 and have continued into the Company's first quarter of Fiscal 2022.

- Revenue from the combined professional contract and professional direct placement services, which is comprised of permanent and contract staffing and solutions in the IT, engineering, healthcare and finance, accounting and office specialties, was approximately $37 million and represents approximately 89% of total revenue for the 2021 fiscal fourth quarter and approximately $131.5 million approximately 88 % of total revenue, respectively, for the fiscal year ended September 30, 2021. This compares to approximately $26.5 million, or approximately 85%, of total revenue for the fourth quarter of fiscal 2020 and approximately $112.3 million, or approximately 86% of total revenue, respectively, for the fiscal year ended September 30, 2020. A key component of the Company's strategic plan is to continue to focus on the higher margin professional staffing and solutions services sectors through organic growth and acquisitions.

- Overall combined gross margin for the fiscal fourth quarter ended September 30, 2021 (including direct placement services which is recorded at 100% gross margin) was approximately 36.7% compared to approximately 34.0% for the fiscal fourth quarter ended September 30, 2020. The combined overall contract staffing gross margin (excluding direct placement services) was approximately 25% for the fiscal year fourth quarter of 2021 versus approximately 26.1% for the comparable prior year quarter. Overall combined professional services gross margin for the 2021 fiscal year fourth quarter (including direct placement services) was approximately 39.5% versus approximately 35.2% for the 2020 fiscal year fourth quarter. Professional contract staffing services gross margin (excluding direct placement services) for the fourth quarter ended September 30, 2021 was approximately 26.6% versus approximately 25.9% for the comparable prior year quarter. Industrial staffing services gross margin was approximately 15% for the 2021 fiscal year fourth quarter versus approximately 14.9% for the 2020 fiscal year fourth quarter. The gross margin in the industrial staffing segment for the 2021 and 2020 fiscal year fourth quarters is unadjusted for the full effect of workers' compensation rebates received; if the rebates were taken into account in the respective fourth quarters, gross margin would be several hundred basis points higher. See comparative full fiscal year results below). The changes in GEE's 2021 fiscal year fourth quarter versus the 2020 fiscal year fourth quarter in overall gross margin, overall contract staffing services gross margin, professional contract staffing services gross margin and industrial staffing services gross margin are primarily attributable to a variety of factors including more direct placement revenue as a percentage of total revenue in the fiscal 2021 fourth quarter compared to the fourth quarter of fiscal 2020, revenue mix and the emphasis on higher margin business, plus the benefit of an enhanced workers compensation program including rebates in the commercial (industrial) staffing services division.

- The Company's overall combined gross margin for the fiscal year ended September 30, 2021 (including direct placement services) was approximately 35.3% compared to approximately 34.4% for the fiscal year ended September 30, 2020. The combined overall contract staffing services gross margin (excluding direct placement services) was approximately 25.8% for the 2021 fiscal year end versus approximately 25.7% for the 2020 fiscal year end. Professional contract staffing services gross margin (excluding direct placement services) for the 2021 fiscal year end was approximately 26.3% compared to approximately 26.4% for the 2020 fiscal year end. Including workers' compensation rebates earned in each of the fiscal years, industrial staffing services gross margin for the 2021 fiscal year end was approximately 22.3% compared to approximately 21.7% for the 2020 fiscal year end.

- Selling, general and administrative expenses (SG&A) were approximately $11.9 million and approximately 29% as a percentage of revenue for the 2021 fiscal fourth quarter compared to approximately $10.1 million and approximately 33% of revenue for the 2020 fiscal fourth quarter. SG&A expenses included noncash stock compensation expenses of approximately $135,000 and acquisition, integration and restructuring expenses of approximately $74,000 for the fiscal 2021 fourth quarter and noncash stock compensation expenses of approximately $269,000 and acquisition, integration and restructuring expenses of approximately $1.0 million for the fiscal 2020 fourth quarter.

- SG&A was approximately $41.7 million for the 2021 fiscal year compared to approximately $44.4 million for the 2020 fiscal year. Selling, general and administrative expenses (SG&A) as a percentage of revenue for the 2021 fiscal year were approximately 28% compared to approximately 34% of revenue for the 2020 fiscal year. SG&A expenses included noncash stock compensation expenses of approximately $970,000 and acquisition, integration and restructuring expenses of approximately $414,000 for the fiscal year ended September 30, 2021 and noncash stock compensation expenses of approximately $1.6 million and acquisition, integration and restructuring expenses of approximately $4.3 million for the fiscal year ended September 30, 2020. SG&A for the 2020 fiscal year also included approximately $1.7 million in bad debt expenses associated with a single commercial client of the Industrial segment that declared bankruptcy earlier in 2020.

- GAAP income from operations for the 2021 fiscal fourth quarter was approximately $2.3 million compared to a GAAP loss from operations of approximately $(9.6) million (inclusive of a noncash goodwill impairment charge of approximately $8.9 million) for the fiscal 2020 fiscal fourth quarter. GAAP income from operations for the fiscal year ended September 30, 2021 was approximately $6.5 million versus a GAAP loss from operations of approximately $(13.8) million (inclusive of a noncash goodwill impairment charge of approximately $8.9 million) for the fiscal year ended September 30, 2020.

- GAAP net income for the fiscal fourth quarter ended September 30, 2021 was approximately $3.0 million compared to a GAAP net loss of approximately $(12.6) million for the fiscal fourth quarter ended September 30, 2020. The GAAP net income for the fiscal 2021 fourth quarter included a gain on debt extinguishment of approximately $1.2 million and the GAAP net loss for the fiscal fourth quarter of 2020 included a noncash goodwill impairment charge of approximately $8.9 million. GAAP net income for the fiscal year ended September 30, 2021 was approximately $6,000 (inclusive of a loss on debt extinguishment of approximately $548,000 and interest expense of approximately $5.9 million) versus a GAAP net loss of approximately $(14.4) million (inclusive of a noncash goodwill impairment charge of approximately $8.9 million, a gain on extinguishment of debt of approximately $12.3 million and interest expense of approximately $12.2 million) for the fiscal year ended September 30, 2020.

- Adjusted EBITDA, a non-GAAP financial measure computed by adjusting earnings before interest, taxes depreciation and amortization ("EBITDA") to exclude noncash stock compensation expenses, acquisition, integration & restructuring and capital markets-related expenses, gains and losses on extinguishment of debt and noncash goodwill impairment charges, for the fiscal fourth quarter ended September 30, 2021 was approximately $3.6 million versus adjusted EBITDA of approximately $1.7 million for the comparable 2020 prior year fiscal fourth quarter. Reconciliations of non-GAAP adjusted EBITDA for the fiscal fourth quarters of 2021 and 2020 to GAAP net income (net loss) for those periods are attached to this press release.

- Adjusted EBITDA, a non-GAAP financial measure computed by adjusting earnings before interest, taxes depreciation and amortization ("EBITDA") to exclude noncash stock compensation expenses, acquisition, integration & restructuring expenses and capital markets-related expenses, gain and losses on extinguishment of debt and noncash goodwill impairment charges, for the fiscal year ended September 30, 2021 was approximately $12.3 million versus adjusted EBITDA of approximately $6.1 million for the fiscal year ended September 30, 2020. Reconciliations of non-GAAP adjusted EBITDA for the fiscal years ended September 30, 2021 and September 30, 2020 to GAAP net income (net loss) for those periods are attached to this press release.

The aforementioned Fourth Quarter and Full Year Highlights should be read in conjunction with all of the financial and other information included in GEE Group's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Forms 8-K and 8-K/A, Registration Statements and Amendments on Forms S-1 and S-3, and Information Statements on Schedules 14A & 14C, filed with the SEC, the discussion of financial results in this press release, and the information included herein regarding the use of non-GAAP financial measures and the related schedules attached hereto which reconcile non-GAAP financial information to that prescribed by GAAP. These non-GAAP financial measures and metrics of financial results or financial performance are not a substitute for the measures provided by GAAP as further discussed below in this press release. Financial information provided in this press release may consist of estimates, projected or pro forma financial information and certain assumptions that are considered forward looking statements and are predictive in nature, depend on future events and the projected financial results may not be realized nor are they guarantees of future performance. See "Forward-Looking Statements" below which incorporates "Risk Factors" related to the COVID-19 pandemic and other potential items which may possibly have a negative effect on the Company's business.

Use of Non-GAAP Financial Measures

The Company discloses non-GAAP financial measures and management and the board of directors use non-GAAP financial measures internally as a supplement to GAAP financial information to evaluate operating performance, for financial planning purposes, to establish operational and budgetary goals, for compensation plans, to measure debt service capability, for capital expenditure planning and to determine working capital needs and believe that these are useful financial measures also used by investors. Non-GAAP adjusted EBITDA is defined as GAAP net income or net loss before interest, taxes, depreciation and amortization (EBITDA) adjusted for the non-cash stock compensation expenses, acquisition, integration, restructuring, capital markets-related expenses, gain or loss on extinguishment of debt and noncash goodwill impairment charges. Non-GAAP EBITDA and non-GAAP adjusted EBITDA are not terms defined by GAAP and, as a result, the Company's measure of non-GAAP EBITDA and non-GAAP adjusted EBITDA might not be comparable to similarly titled measures used by other companies. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flow that either excludes or includes amounts that are not normally excluded or included, as the case may be, in the most directly comparable measure calculated and presented in accordance with GAAP. The non-GAAP financial measures discussed above should be considered in addition to, and not as substitutes for, nor as being superior to net income or net loss as reported for GAAP on the Consolidated Statements of Income, cash and cash flows on the Consolidated Statements of Cash Flows or other measures of financial performance prepared in accordance with GAAP, and as reflected on the Company's consolidated financial statements prepared in accordance with GAAP included in Form 10-K and Form 10-Q for their respective periods filed with the SEC. These non-GAAP financial measures are not a substitute for or presented in lieu of financial measures provided by GAAP and all measures and disclosures of financial information pursuant to GAAP as reflected in Form 10-K and Form 10-Q for the respective periods, which should be read to obtain a comprehensive and thorough understanding of the Company's financial results. The reconciliations of non-GAAP EBITDA and non-GAAP adjusted EBITDA to GAAP operating income (loss) and/or GAAP net income (loss) referred to in the highlights or elsewhere in this press release are provided in the schedules that are a part of this press release.

Management Comments

Derek E. Dewan, Chairman and Chief Executive Officer of GEE Group, commented, The Company's financial results for the 2021 fourth quarter and fiscal year ended September 30, 2021 are outstanding, particularly in light of the challenges presented by the pandemic. Revenue and profitability growth for the fourth quarter and fiscal year were exceptional and exceeded the amounts achieved in fiscal 2020 as well as fiscal 2019. All of our dedicated employees responded favorably and adapted well to changes in the workplace which contributed greatly to the Company's growth. We were able to add significant internal recruiting resources, both working in the offices and remotely, to meet the rising demand for labor. In fiscal 2021, we significantly increased the number of contract workers on assignment and the number of direct hire placements. And, we are continuing to experience increasing demand and a robust hiring environment in the fiscal first quarter ending December 31, 2021.

Mr. Dewan added, "In 2021, GEE Group significantly enhanced and strengthened its liquidity and financial position by eliminating all debt, building a cash position of approximately $10 million and having full availability on its bank ABL credit facility. The Company is now very well-positioned to continue to execute its growth initiatives. GEE Group will focus on organic growth, cross selling services within offices and geographically. We also will be opportunistic with potential strategic acquisitions and mergers, focusing on those that will be beneficial to the operations and financial position of the Company and be accretive to earnings and maximize shareholder value."

Mr. Dewan concluded, "The workplace dynamics have changed drastically from the pandemic contributing to the widespread use of "just-in-time", "on-demand" labor coupled with continued requirements for full time hires. Our Company will continue to capitalize on these opportunities and, likewise, we expect to continue to benefit from these changes in 2022 and beyond.

Reconciliation of Non-GAAP Adjusted EBITDA to GAAP Net Income (Net Loss)
Fourth Quarter Ended September 30,

($ in thousands)	2021	2020
Net income (net loss) GAAP	$ 2,993	$ (12,550)
Interest expense	119	2,615
Losses (gains) on debt extinguishments	(1,220)	-
Provision for income taxes	365	326
Depreciation	83	67
Amortization of intangible assets	1,015	1,117
Goodwill non-cash impairment charge	-	8,850
EBITDA (non-GAAP measure)	3,355	425
Stock-based compensation	135	269
Acquisition, integration and strategic planning expenses	74	1,026
Net losses (gains) on debt extinguishments and other	(2)	4
Adjusted EBITDA (non-GAAP measure)	$ 3,562	$ 1,724

Reconciliation of Non-GAAP Adjusted EBITDA to GAAP Net Income (Net Loss)
Year Ended September 30,

($ in thousands)	**2021**	**2020**
Net income (net loss) GAAP	$ 6	$ (14,347)
Interest expense	5,878	12,233
Losses (gains) on debt extinguishments	548	(12,316)
Provision for income taxes	58	597
Depreciation	311	248
Amortization of intangible assets	4,089	5,038
Goodwill non-cash impairment charge	-	8,850
EBITDA (non-GAAP measure)	10,890	303
Stock-based compensation	970	1,559
Acquisition, integration and strategic planning expenses	414	4,271
Net losses (gains) on debt extinguishments and other	(2)	6
Adjusted EBITDA (non-GAAP measure)	$ 12,272	$ 6,139

Reconciliation of Non-GAAP Adjusted EBITDA to GAAP Net Income (Net Loss)
Fourth Quarter Ended September 30,

(In thousands)

	2020	2019
Net income (net loss) GAAP	$ (12,550)	$ (3,586)
Interest expense, net	2,615	3,231
Taxes (benefit)	326	(30)
Depreciation and amortization	1,184	1,477
Stock compensation & other	273	525
Acquisition, integr. & restr.	1,026	1,291
Noncash goodwill impairment	8,850	-
Non-GAAP adjusted EBITDA	$ 1,724	$ 2,908

Reconciliation of Non-GAAP Adjusted EBITDA to GAAP Net Income (Net Loss)
Year Ended September 30,

(In thousands)

	2020	2019
Net income (net loss) GAAP	**$ (14,347)**	**$ (17,763)**
Interest expense, net	**12,233**	**12,440**
Taxes (benefit)	**597**	**370**
Depreciation and amortization	**5,286**	**5,935**
Stock compensation & other	**1,564**	**2,186**
Acquisition, integr. & restr.	**4,271**	**4,281**
Noncash goodwill impairment	**8,850**	**4,300**
Gain on debt extinguishment	**(12,316)**	**-**
Non-GAAP adjusted EBITA	**$ 6,138**	**$ 11,749**

RECONCILIATION OF NET INCOME TO EBITDA AND ADJUSTED EBITDA *(In thousands)*	Three Months Ended June 30, 2021	March 31, 2021	June 30, 2020
Net income (loss) attributable to common shareholders	$ (937)	$ (1,735)	$ 31,670
Interest expense	539	2,534	3,334
Provision for income taxes	(29)	117	90
Depreciation	78	77	33
Amortization of intangible assets	1,015	1,015	1,125
EBITDA (non-GAAP measure)	666	2,008	36,252
Non-cash Stock-based compensation	231	293	337
Acquisition, integration and strategic planning expenses	151	26	1,561
Net losses (gains) on debt extinguishments and other	2,055	(289)	(36,795)
Adjusted EBITDA (non-GAAP measure)	$ 3,103	$ 2,038	$ 1,355

GEE GROUP INC.
BALANCE SHEETS

(in thousands)	September 30, 2021	September 30, 2020
ASSETS		
CURRENT ASSETS:		
Cash	$ 9,947	$ 14,074
Accounts receivable, less allowances ($286 and $2,072, respectively)	23,070	16,047
Prepaid expenses and other current assets	668	1,393
Total current assets	33,685	31,514
Property and equipment, net	765	906
Goodwill	63,443	63,443
Intangible assets, net	14,754	18,843
Right-of-use assets	3,920	4,623
Other long-term assets	1,022	684
TOTAL ASSETS	$ 117,589	$ 120,013
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 2,257	$ 2,051
Accrued compensation	6,413	5,506
Current Paycheck Protection Program Loans and accrued interest	16,741	2,243
Current operating lease liabilities	1,681	1,615
Other current liabilities	4,065	6,748
Total current liabilities	31,157	18,163
Deferred taxes	508	430
Paycheck Protection Program loans and accrued interest	-	17,779
Revolving credit facility	-	11,828
Term loan, net of discount	-	37,752
Noncurrent operating lease liabilities	3,006	3,927
Other long-term liabilities	2,149	2,756
Total long-term liabilities	5,663	74,472
Commitments and contingencies		
MEZZANINE EQUITY		
Preferred stock; no par value; authorized - 20,000 shares, designated 160 shares of Series A, 5,950 shares of Series B, 3,000 shares of Series C, none issued	-	-
Total mezzanine equity	-	-
SHAREHOLDERS' EQUITY		
Common stock, no-par value; authorized - 200,000 shares; issued and outstanding - 114,100 shares at September 30, 2021 and 17,667 shares at September 30, 2020, respectively	-	-
Additional paid in capital	111,416	58,031
Accumulated deficit	(30,647)	(30,653)
Total shareholders' equity	80,769	27,378
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 117,589	$ 120,013

GEE GROUP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands except per share data)	Quarter Ended September 30, 2021	Quarter Ended September 30, 2020	Year Ended September 30, 2021	Year Ended September 30, 2020
NET REVENUES:	*(Unaudited)*	*(Unaudited)*		
Contract staffing services	$ 34,952	27,691	$ 129,802	$ 114,526
Direct hire placement services	6,499	3,313	19,078	15,309
NET REVENUES	41,451	31,004	148,880	129,835
Cost of contract services	26,224	20,477	96,339	85,131
GROSS PROFIT	15,227	10,527	52,541	44,704
Selling, general and administrative expenses (including noncash stock-based compensation expense of $135, $269, $970 and $1,559 respectively)	11,872	10,102	41,651	44,401
Depreciation expense	83	67	311	248
Amortization of intangible assets	1,015	1,117	4,089	5,038
Goodwill impairment charge	-	8,850	-	8,850
INCOME (LOSS) FROM OPERATIONS	2,257	(9,609)	6,490	(13,833)
Gain on extinguishment of debt	1,220	-	(548)	12,316
Interest expense	(119)	(2,615)	(5,878)	(12,233)
INCOME (LOSS) BEFORE INCOME TAX PROVISION	3,358	(12,224)	64	(13,750)
Provision for income tax	(365)	$ (326)	(58)	(597)
NET INCOME (LOSS)	2,993	(12,550)	6	(14,347)
Gain on redeemed preferred stock	-	-	-	24,475
NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 2,993	$ (12,550)	$ 6	$ 10,128
BASIC EARNINGS PER SHARE	$ 0.03	$ (0.82)	$ 0.00	$ 0.67
DILUTED EARNINGS (LOSS) PER SHARE	$ 0.03	$ (0.58)	$ 0.00	$ (1.14)
WEIGHTED AVERAGE SHARES OUTSTANDING:				
BASIC	114,100	15,214	60,594	15,214
DILUTED	115,268	21,570	61,948	21,570

About GEE Group

GEE Group Inc. is a provider of specialized staffing solutions and is the successor to employment offices doing business since 1893. The Company operates in two industry segments, providing professional staffing services and solutions in the information technology, engineering, finance and accounting specialties and commercial staffing services through the names of Access Data Consulting, Agile Resources, Ashley Ellis, General Employment, Omni-One, Paladin Consulting and Triad. Also, in the healthcare sector, GEE Group, through its Scribe Solutions brand, staffs medical scribes who assist physicians in emergency departments of hospitals and in medical practices by providing required documentation for patient care in connection with electronic medical records (EMR). Additionally, the Company provides contract and direct hire professional staffing services through the following SNI brands: Accounting Now®, SNI Technology®, Legal Now®, SNI Financial®, Staffing Now®, SNI Energy®, and SNI Certes.

Forward-looking Statements Safe Harbor

In addition to historical information, this press release contains statements relating to possible future events and/or future results (including results of business operations, certain projections, future financial condition, pro forma financial information, and business trends and prospects) that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended, (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995 and are subject to the "safe harbor" created by those sections. The statements made in this press release that are not strictly historical facts are forward-looking statements that are predictive in nature and depend upon or refer to future events. Such forward-looking statements often contain, or are prefaced by, words such as "will", "may," "plans," "expects," "anticipates," "projects," "predicts," "pro forma", "estimates," "aims," "believes," "hopes," "potential," "intends," "suggests," "appears," "seeks," or variations of such words or similar words and expressions. Forward-looking statements are no t guarantees of future performance, are based on certain assumptions, and are subject to various known risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified. Consequently, as a result these and other factors, the Company's actual results may differ materially from those expressed or implied by such forward-looking statements.

The international pandemic, the “Novel Coronavirus” (“COVID”-19), has been detrimental to and continues to negatively impact and disrupt the Company’s business operations. The health outbreak has caused a significant negative effect on the global economy and employment, in general, including the lack of demand for the Company’s services which is exacerbated by government and client directed “quarantines”, “remote working”, “shut-downs” and “social distancing”. While incidences of COVID-19 have generally subsided since its initial outbreak, there continue to be signs of the virus, including emergence of variants of the original strain. Therefore, there is no assurance that conditions will continue to improve and could worsen and further negatively impact GEE Group. Certain other factors that might cause the Company’s actual results to differ materially from those in the forward-looking statements include, without limitation: (i) the loss, default or bankruptcy of one or more customers; (ii) changes in general, regional, national or international economic conditions; (iii) an act of war or terrorism, industrial accidents, or cyber security breach that disrupts business; (iv) changes in the law and regulations; (v) the effect of liabilities and other claims asserted against the Company including the failure to repay indebtedness or comply with lender covenants including the lack of liquidity to support business operations and the inability to refinance debt, failure to obtain necessary financing or the inability to access the capital markets and/or obtain alternative sources of capital; (vi) changes in the size and nature of the Company’s competition; (vii) the loss of one or more key executives; (viii) increased credit risk from customers; (ix) the Company’s failure to grow internally or by acquisition or the failure to successfully integrate acquisitions; (x) the Company’s failure to improve operating margins and realize cost efficiencies and economies of scale; (xi) the Company’s failure to attract, hire and retain quality recruiters, account managers and sales people; (xii) the Company’s failure to recruit qualified candidates to provide to clients as temporary workers under contract or for full-time hire; (xiii) the adverse impact of geopolitical events, government mandates, natural disasters or health crises, force majeure occurrences, global pandemics (such as “COVID-19” referred to above), or other harmful viral or non-viral rapidly spreading diseases; and such other factors as set forth under the heading “Forward-Looking Statements” in the Company’s annual reports on Form 10-K, its quarterly reports on Form 10-Q and in the Company’s other filings with the Securities and Exchange Commission (SEC).

More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the SEC. Investors and security holders are urged to read these documents free of charge on the SEC’s web site at http://www.sec.gov. The Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to publicly update, revise, or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Contact: GEE Group Inc.
Kim Thorpe
904.512.7504
invest@genp.com

SOURCE: GEE Group Inc.

EXHIBIT 99.2

GEE Group to Hold Investor Update Conference Call to Discuss Recent Earnings Report and 2022 Outlook

Jacksonville, FL, December 31, 2021/ Accesswire – **GEE Group Inc. (NYSE American: JOB)** ("the Company" or "GEE Group"), a provider of professional staffing services and human resource solutions, today announced that it will hold an investor update conference call on Tuesday, January 4, 2022 at 10am EST to review and discuss its September 30, 2021 fiscal year end and Fourth Quarter results; and, provide an update on the Company's business for the current quarter and outlook for fiscal year 2022. The Company's prepared remarks will be posted on its website www.geegroup.com prior to the call.

Conference Call Webcast Information

The conference call will be webcast, and to view and/or listen via the internet on either a mobile device or computer, pre-register by clicking the link to the webcast and follow the instructions. The link for the webcast is:

https://event.webcasts.com/starthere.jsp?ei=1521934&tp_key=bd07601384

A confirmatory email will be sent to each registrant.

Additional information will be provided regarding replay instructions for the conference call next week. Also, the Company expects to post an updated investor presentation to its website prior to the conference call, which will include its Fiscal Fourth Quarter and Year Ended September 30. 2021 financial results and other relevant information about GEE Group's business.

About GEE Group

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More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the SEC. Investors and security holders are urged to read these documents free of charge on the SEC's web site at http://www.sec.gov. The Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to publicly update, revise, or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Contact:
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Kim Thorpe
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SOURCE: GEE Group Inc.

EXHIBIT 99.3

GEE Group (NYSE American: JOB)

Employing America since 1893

Investor Presentation

January 2022

"Our Business is Putting People to Work"

Forward Looking Statements and Non-GAAP Financial Measures

Forward-Looking Statements

In addition to historical information, this presentation contains statements relating to the Company's future results (including certain projections, pro forma financial information, and business trends) that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Act of 1934, as amended, (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995 and are subject to the "safe harbor" created by those sections. The statements made in this presentation that are not historical facts are forward-looking statements that are predictive in nature and depend upon or refer to future events. Such forward-looking statements often contain, or are prefaced by, words such as "will", "may," "plans," "expects," "anticipates," "projects," "predicts," "pro forma", "estimates," "aims," "believes," "hopes," "potential," "intends," "suggests," "appears," "seeks," or variations of such words or similar words and expressions. Forward-looking statements are not guarantees of future performance, are based on certain assumptions, and are subject to various known risks and uncertainties, many of which are beyond the Company's control, and cannot be predicted or quantified and, consequently, as a result of a number of factors, the Company's actual results could differ materially from those expressed or implied by such forward-looking statements. Certain factors that might cause the Company's actual results to differ materially from those in the forward-looking statements include, without limitation, the negative effects of Pandemics including the Coronavirus, uncertainties regarding economic recovery and changed socioeconomic norms, general business conditions or failure to grow the business internally and through acquisition, the demand for the Company's services, competitive market pressures, the ability of the Company to attract and retain qualified personnel for regular full-time placement and contract assignments, the possibility of incurring liability for the Company's business activities, including the activities of its contract employees and events affecting its contract employees on client premises, litigation and related settlements, the ability to attract and retain qualified management, changes in the law or regulations, force majeure events, acts of war or terrorism, lack of liquidity, inability to repay loans, meet debt covenants, refinance indebtedness or receive forgiveness on "PPP" loans as well as those risks discussed in the Company's Annual Report on Form 10-K for the year ended September 30, 2019, and such other factors as set forth under the heading "Forward-Looking Statements" in the Company's Annual Reports on Form 10-K, its Quarterly Reports on Form 10-Q and in the Company's other filings with the Securities and Exchange Commission (SEC). More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the SEC. Investors and security holders are urged to read these documents free of charge on the SEC's web site at http://www.sec.gov. The Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to publicly update, revise or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Use of Non-GAAP Financial Measures

To supplement the Company's consolidated financial statements presented on a GAAP basis, the Company discloses certain non-GAAP financial information, including EBITDA, adjusted EBITDA and free cash flow. Management uses these supplemental non-GAAP financial measures to help evaluate performance period over period, to analyze the underlying operating trends and results in its business, to establish operational goals, to provide additional measures of operating performance, including using the information for internal planning relating to the Company's ability to meet debt service, make capital expenditures and provide working capital needs. In addition, the Company believes investors find such non-GAAP measures useful to help monitor the Company's performance. **Non-GAAP EBITDA is defined by the Company as net income or net loss before interest, taxes, depreciation and amortization, including non-cash impairment charges, and gains and losses on debt extinguishments. Non-GAAP Adjusted EBITDA ("AEBITDA") represents EBITDA adjusted for non-cash stock option and stock-based compensation expenses, acquisition, integration and restructuring costs, and certain other non-cash, non-recurring items. Free cash flow ("FCF") is defined by the Company as non-GAAP EBITDA, minus capex.** Non-GAAP adjusted EBITDA and free cash flow are not terms defined by GAAP and, as a result, the Company's use of non-GAAP financial measures might not be comparable to similarly titled measures used by other companies. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flow that either excludes or includes amounts that are not normally included in the most directly comparable measure calculated and presented in accordance with GAAP. The non-GAAP financial measures discussed above, however, should be considered in addition to, and not as a substitute for, or superior to net income or net loss and income or loss from operations as reported under GAAP on the Consolidated Statements of Income, cash and cash flows as reported under GAAP in the Consolidated Balance Sheets or in the Consolidated Statements of Cash Flows or other measures of financial performance prepared in accordance with GAAP, and as reflected in the Company's financial statements prepared in accordance with GAAP included in GEE Group's Form 10-Qs and Form 10-Ks filed for the respective fiscal periods with the SEC. Reconciliation of GAAP net income or GAAP net loss to non-GAAP adjusted EBITDA are not included herein. Readers are referred to copies of the Company's earnings releases for the corresponding periods presented, which may be accessed directly from the Company's website at https://ir.geegroup.com/press-releases and which contain reconciliations of the Company's GAAP and non-GAAP financial measures.

Investment Highlights

GEE Group

About GEE Group	Premier staffing services and HR solutions provider in ~ $150 billion industry poised for post-COVID19 growth
Excellent Financial and Growth Outlook	Strong financial results and improved balance sheet following elimination of $127 million[1] in high-cost debt and reallocation of ~ $12 million in cash flow from lenders to our shareholders
Revenue Growth nearly 4x since 2015	Revenues grown nearly 4x since 2015, driven mainly by accretive acquisitions and more recently, post-COVID 19 growth opportunities
Significant M&A Experience and Capacity	Company size, scale and pro forma "debt free" balance sheet positions GEE Group for organic and acquisition growth
Top Tier Management / BOD	Management team led by industry veterans with experienced board who already built a multi-billion dollar staffing business

[1] Approximates debt elimination from June 30, 2020, through December 2021. In December 2021, our remaining 4 PPP loans were forgiven in the aggregate amount of ~ $17m. See slide 17.

GEE Group Snapshot

GEE Group

- Formed in 2015 w/ mission to build an industry-leading professional staffing and HR solutions provider
- Today have footholds in desirable end markets led by IT
- Strategy is to grow (1) organically leveraging our size and scale and, (2) by acquiring high margin businesses
- Founders successfully executed this strategy before ***(MPS Group sale to Adecco in 2010 for $1.3bn)***
- Bullish outlook building upon adaptations to COVID-19 new realities and emerging trends in how people work

Key Statistics FYE 9-30-21

NYSE American Symbol:	**JOB**
Formed	**2015**
Revenue(2)	**$149m**
Gross Profit(2)	**$52m (35% GM)**
Non-GAAP Adj. EBITDA(2)(3)	**$12m (8% Margin)**
Contract Service Employees(1)	**2,386**
Core (Rev. Producing) EEs(1):	**271 (233 rev. prod.)**

Staffing Revenue Breakdown(2)

Temporary Staffing Revenue(2)

Nationwide Footprint

32 Locations Nationwide

● GEE Group Offices (27), ★ HQ (Jacksonville, FL) plus 4 virtual office locations in eleven (11) states

(1) Statistics as of 9/30/21. Core FTEs are separate and exclude contract services employees. FTE's represent full time employees.
(2) Financial figures for the FYE 09/30/21
(3) Please refer to the important information about Non-GAAP financial measures, including adjusted EBITDA, on page 2, which do not take the place of, supersede, or serve as a substitute for the comparable amounts determined in accordance with GAAP.

GEE Group's Comprehensive Offerings

Amounts and KPIs presented herein FQE and FYE September 30, 2021, are preliminary and subject to change

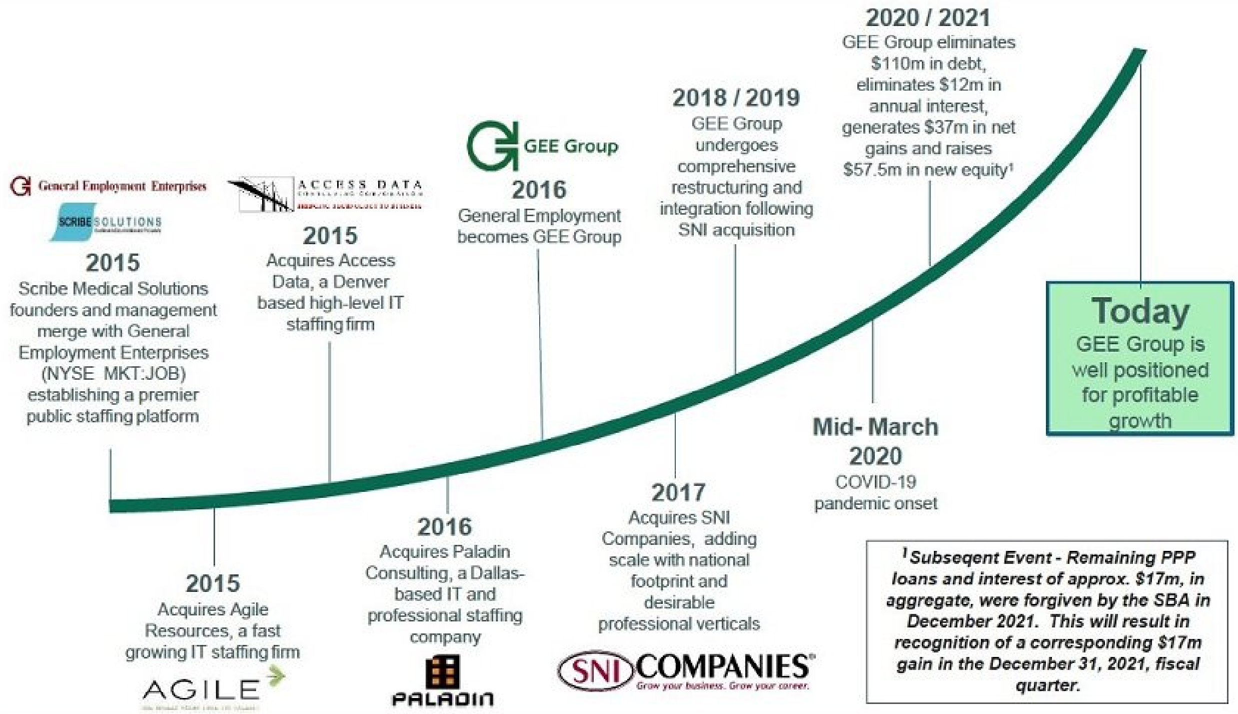
GEE Group

	Professional (89% of Revenue)				Light Industrial (11% of Revenue)
Verticals	Information Technology	Finance, Accounting & Office	Engineering	Healthcare	Light Industrial
Annual Revenue Breakdown(1)(2)	$62mm (42%)	$64mm (43%)	$4mm (3%)	$2mm (1%)	$17mm (11%)
Gross Margin(2)	30%	41%	81%	28%	23%
Bill Rate Range(4)	$40-$200/hr (3)	$25-$100/hr	$40-$70/hr	$17-$25/hr	$14-$15/hr
Offices(5)	16	21	3	1	4
Brands	ACCESS DATA, AGILE, PALADIN, SNI TECHNOLOGY	SNI CERTES, SNI FINANCIAL, STAFFING NOW, ACCOUNTING NOW	General Employment, OMNIONE	SCRIBE SOLUTIONS	TRIAD Staffing
Temp Staffing	✓	✓	✓	✓	✓
Direct Hire	✓	✓	✓		

(1) Revenue amounts and GM percentages presented are for the fiscal year ended September 30, 2021. The comparable revenue amounts and percentages for the fiscal year ended September 30, 2020 were: IT $57m (44%), FA&O $49m (38%), Engineering $4m (3%), Healthcare $2m (1%) and Light Industrial $17m (14%), (2) IT, FA&A and Engineering includes direct hire in the business mix, (3) Excludes Paladin non-IT operations, (4) Bill rate ranges are representative, and (5) GEE Group's offices may serve more than one vertical.

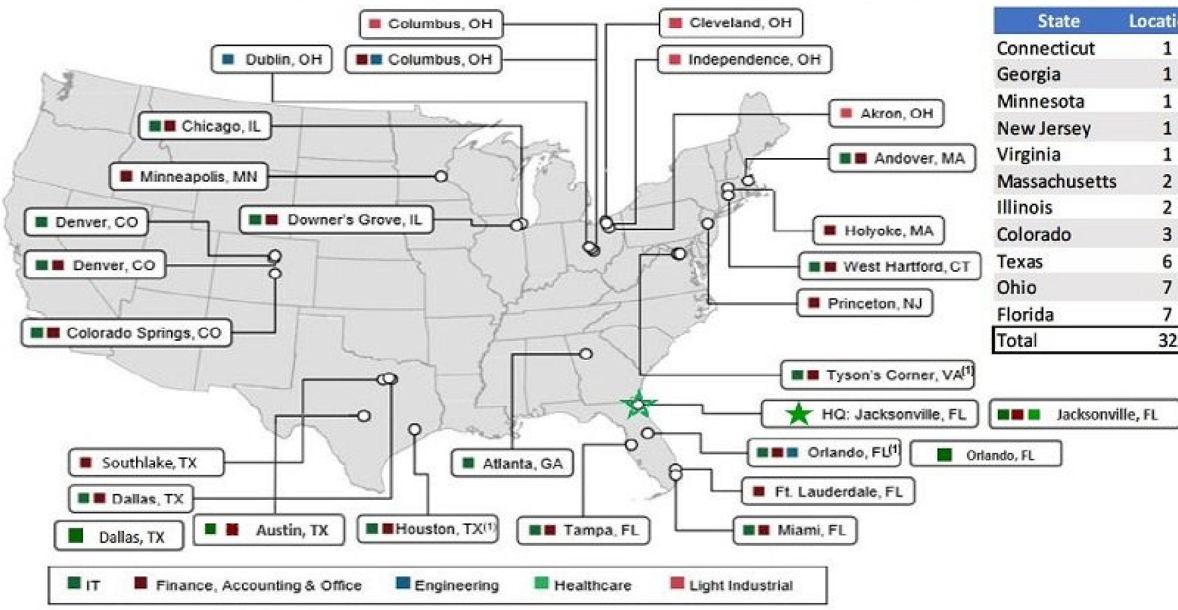
Growth Story: Evolution of a Premier Staffing Platform

GEE Group



National Scale with Long-Standing and Respected Local Presence

- GEE Group provides clients with services across the country while understanding the individual markets and offering a local approach
- The Company leverages its national footprint to serve clients outside of the states in which it has local offices



State	Locations
Connecticut	1
Georgia	1
Minnesota	1
New Jersey	1
Virginia	1
Massachusetts	2
Illinois	2
Colorado	3
Texas	6
Ohio	7
Florida	7
Total	32

Note: Locations shown more than once indicate 2 or more offices or locations.
(1) Four virtual work-from-home ("WFH") markets are: Houston, Jacksonville (Scribe Solutions), Orlando (Agile Resources/ Ashley Ellis) and Tyson's Corner.

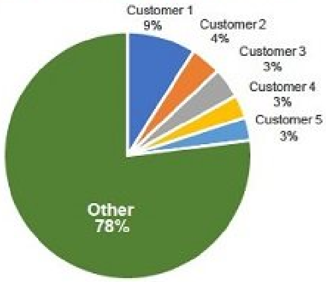
Long-term Clients Ranging from SMEs to Fortune 500 Clients

GEE Group

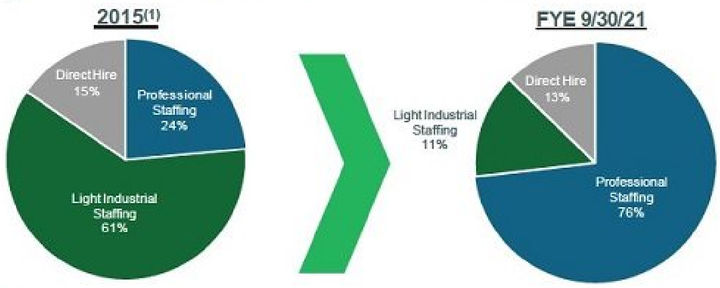
Extensive portfolio of clients with a focus on small and medium businesses

- GEE Group has built a differentiated portfolio of clients across a diverse set of end markets, serving clients of all sizes with a focus on small and medium businesses
- No significant customer concentration with the top customer representing >9% of revenue

2021 Revenue by Customer



Shift towards Higher Margin, Professional Verticals



Representative Customers by End Market

Competitive Landscape

GEE Group

	Competitors	GEE Group's Competitive Strengths
IT	ALKU, APEX Systems, INSIGHTGLOBAL, KFORCE, modis, randstad, Robert Half, TEKsystems	✓ World-class applicant tracking system ✓ National recruiting call center helping fulfill jobs throughout the country ✓ Experienced and skilled recruiters with knowledge of the sector and projects combined with tenured, relationship focused sales teams
FA&O	Adecco, Addison Group, HIXEN Search Group, CFS Creative Financial Staffing, Robert Half, Manpower	✓ Best-in-class people, process and service delivery backed by a world-class applicant tracking system with a deep pool of professionals ✓ Long standing relationships with proven performance ✓ Experienced staff and hands on approach to ensure clients' needs are met
Engineering	Advantage Resourcing, Aerotek, COMPASS, JDCotter Search, Russ Hadick & Associates, Inc.	✓ Develops long-term relationships ✓ Extensive experience in technical and professional recruiting ✓ Utilizes sophisticated applicant tracking tools, systems and processes to ensure a steady stream of high quality applicants for clients
Healthcare	ProScribe, ScribeAmerica	✓ Scribe Training Program develops quality scribes with an excellent knowledge base and who can adapt to any documentation system ✓ Understand the demands physicians face and provide efficiency and accuracy
Light Industrial	Minute Men Staffing Services, Snider•Blake Personnel, The Reserves Network	✓ Dedicated transportation service for all associates maximizes productivity at the client facilities ✓ Tenured local leadership and staff with a reputation for being consistent and credible ✓ Customizable services to meet client needs

Award Winning Service

GEE Group

GEE's brands are known and recognized for providing outstanding service to clients

GEE Group's SNI Companies' four main brands are Continual Winners of ClearlyRated's Best of Staffing® for Client and Talent Satisfaction including for 2021!

SIA 2020 Largest Staffing Firms in the US

GEE Group Named One of the Largest Staffing Firms in the U.S. for 2020 by Staffing Industry Analysts

BEST Staffing Firms to Work For

Agile Resources Named One of the Best Staffing Firms to Work for by Staffing Industry Analysts

Customer Testimonials

"I enjoyed working with the entire GEE Group Inc. team. The entire experience was **totally professional** and absent of the customary search firm tricks and gimmicks. They took a **personal interest** in matching the needs of our position with the right candidate. I highly recommend GEE Group Inc."
- Aristides, President & CEO

"I have been impressed with the **dedication and professionalism** of the recruiter as well as the personal attention shown. It would be challenging to choose a single service interaction as each time I had communication with my recruiter I experienced **exceptional customer service**."
– Jason L. Regional Manager, Global Security

"From our first conversation with the team at SNI, we were struck by their **extraordinary customer service**. They took the time to get to know our nonprofit organization, our company culture and the specific needs we had in an accounting professional. **They fielded wonderful candidates**, were available onsite during interviews, provided detailed follow-up information and always had our best interests in mind. I would highly recommend the professionals at SNI. They are more than a recruiting firm, they are **exceptional partners**"
– Kari Luther, President and CEO

Drive Organic and Acquisition Growth in High Growth Specialties

GEE Group

Add Complementary High Growth Specialties

- GEE Group is well positioned for continued expansion into additional attractive, high growth specialties
- Complementary verticals participate in post-coronavirus pandemic opportunities in the short and longer terms
- Leverage GEE's brands and industry leading reputation to enable growing marketshare

Selective Acquisition Criteria

- ✓ Well managed with experienced operators
- ✓ High gross & EBITDA margins
- ✓ Consistent revenue growth
- ✓ Accretive to earnings
- ✓ Limited enterprise risk and extensive due diligence
- ✓ Pricing commensurate with profitability and growth
- ✓ Consideration consists of cash, stock, seller and bank financing

Selected Expansion Opportunities

Specialized Information Technology

- Highly specialized information technology professionals for clients in need of tech resources on IT projects, ranging from design and development to project management on discreet projects or on a permanent basis
- Higher margin services such as cloud solutions, cyber security, workforce management, "dev-ops" / agile methodology, digital transformation, data analytics ("Big Data")
- Opportunity to leverage and build on GEE's No. 1 end market

Additional Healthcare Offerings

- GEE Group can expand to attractive healthcare fields outside of scribes, including travel nurses and licensed healthcare professionals (locum tenens)
- Increasing demand for registered nurses, physical therapists, PAs and non-clinical positions as the U.S. population ages and healthcare spending continues to increase
- GEE is well positioned in the Southeast U.S. to expand in the rapidly growing healthcare industry

Creative / Marketing / Digital

- The creative / marketing segment has flourished as a result of a digital transformation of the marketing function and increased spending on digital marketing
- One of the fastest growing staffing verticals with forecasted post-COVID 19 growth of 15% in 2021 according to Staffing Industry Analysts
- Opportunity to cross-sell an additional specialty to existing customers and enter one of the fastest growing fields

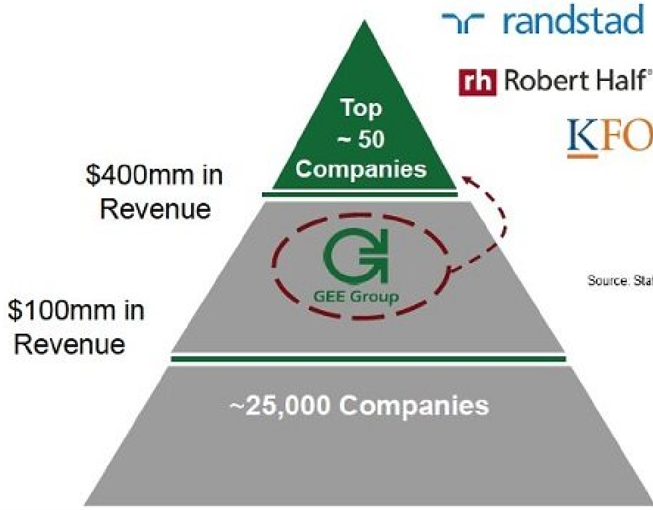
Grow Through Accretive Acquisitions

GEE Group

Highly fragmented market presents a multitude of acquisition candidates

Top 10 average ~ $4 billion each in revenue

Adecco
Manpower
ALLEGIS GROUP
randstad
KELLY SERVICES
Robert Half
ASGN Incorporated
KFORCE



Source: Staffing Industry Analysts.

Top 50 Companies = ~ 1/3rd (~33%) of U.S. Market Revenue

All Others (~ 25,000 Companies) = ~ 2/3rds (~67%) of U.S. Market Revenue

Top Line Growth Goal: $1bn in U.S. Professional Revenue

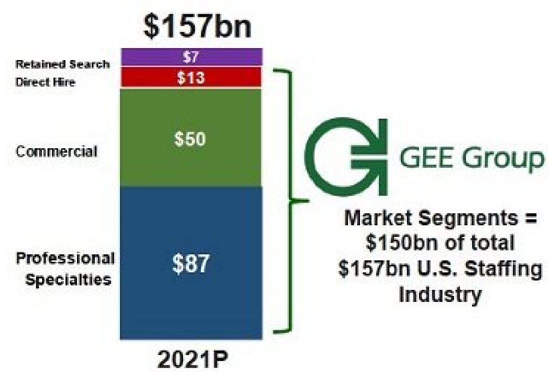
Large Addressable Market Opportunity w/ Attractive Growth Dynamics

($ in billions)

GEE Group

155m	51m	About 1/3	4.2%
U.S. Employment (remains lower than pre-pandemic; Feb 2020)	U.S. Contingent ("GIG") Workforce	GIG portion of total	U.S. Unemployment Rate (remains higher than pre-pandemic; Feb 2020)

Source: Staffing Industry Analysts.



Source: Staffing Industry Analysts.

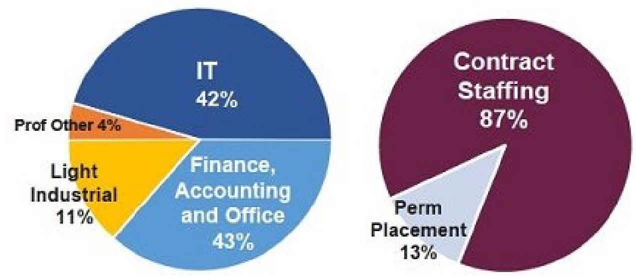
Financial Highlights

($ in millions)

GEE Group

Net Revenues

FYE 9/30/21 Revenue Breakdown



Non-GAAP Adjusted EBITDA[1]

FYE September 30, 2021, Monthly Revenue Trend

Source: Company filings

(1) Please refer to the important information about Non-GAAP financial measures, including adjusted EBITDA, on page 2, which do not take the place of, supersede, or serve as a substitute for the comparable amounts determined in accordance with GAAP. Non-GAAP Adjusted EBITDA FYE September 30, 2021, reconciliation appears on slide 16.

Q4 FY 2021 Snapshot

($ in millions, except per share amounts)

GEE Group

September 2021 4th Quarter Results

Revenue growth Prof. revenue growth	+34% +40%
Gross profit increase Gross margin	+45% 37%
Diluted EPS Pro forma diluted EPS	$0.03 $0.02
Non-GAAP Adj. EBITDA [a, b] Non-GAAP EBITDA [a, b] Net Operating Cash Flow	$3.6m $3.4m $2.6m

Dynamics

- Strong Q/Q (FQ4 21 v. FQ4 20) organic top-line growth led by professional (our largest division) and permanent placements
- GP of $15.2m for FQ4 21, led by strong growth in perm placement revenue, (100% GM) and other professional
- Diluted EPS with elimination of former high-cost debt, other cost reductions, and post-COVID 19 tailwinds
- Strong EBITDA and operating cash flow driven by elimination of debt and interest and post-COVID 19 tailwinds

Solid Q3, Q4 and FY 2021 results demonstrate growth and sustainable profitability

[a] Please refer to the important information about Non-GAAP financial measures, including adjusted EBITDA, on page 2, which do not take the place of, supersede, or serve as a substitute for the comparable amounts determined in accordance with GAAP.
[b] Reconciliations of Non-GAAP EBITDA and Non-GAAP Adjusted EBITDA from Prelim. Income from Operations appear on slide 16.

Earnings Performance Q4 & FY 2021

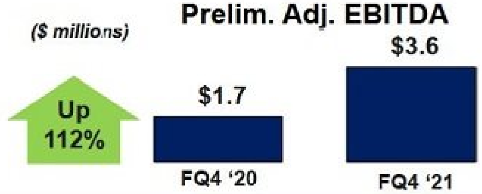
($ in millions)

GEE Group

Q4 2021 Performance

Prelim. Net Revenue

Prelim. Adj. EBITDA



Non-GAAP EBITDA* / Adj. EBITDA*,-a, b)

$ in millions		Three Months Ended September 30, 2021		Three Months Ended September 30, 2020
Income (loss) from operations (GAAP)	$	**2.3**	$	**(9.6)**
Depreciation		0.1		0.1
Amortization of intangible assets		1.0		1.1
Non-cash goodwill impairment charge		0.0		8.9
EBITDA (non-GAAP measure)		**3.4**		**0.4**
Stock-based compensation		0.1		0.3
Acquisition, integration and restructuring expenses		0.1		1.0
Adjusted EBITDA (non-GAAP measure)	$	**3.6**	$	**1.7**

$ in millions		Fiscal Years Ended September 30, 2021		Fiscal Years Ended September 30, 2020
Income (loss) from operations (GAAP)	$	**6.5**	$	**(13.8)**
Depreciation		0.3		0.2
Amortization of intangible assets		4.1		5.0
Non-cash goodwill impairment charge		(0.0)		8.9
EBITDA (non-GAAP measure)		**10.9**		**0.3**
Stock-based compensation		1.0		1.6
Acquisition, integration and restructuring expenses		0.4		4.3
Adjusted EBITDA (non-GAAP measure)	$	**12.3**	$	**6.1**

Fundamentally stronger w/ solid earnings as actions take hold

* Please refer to the important information about Non-GAAP financial measures, including adjusted EBITDA, on page 2, which do not take the place of, supersede, or serve as a substitute for the comparable amounts determined in accordance with GAAP.

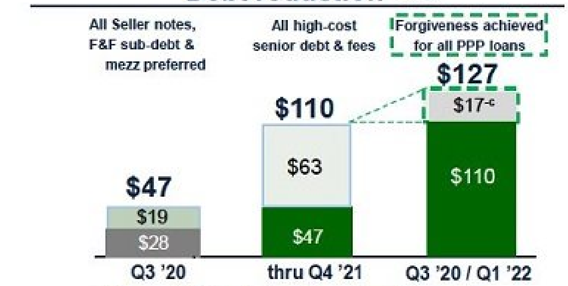
(a - GAAP net loss of $(0.9m) and $(0.01) per share were adjusted to remove ~ $2.0m of non-recurring charges on debt extinguishments and $0.5 million in interest on former high-cost debt.

(b – Numbers may not add due to rounding.

Deleveraging initiatives

($ in millions, except per share amounts)

Debt reduction -a, b)



Consolidated stockholders' equity

Results -a, b)

LIQUIDITY – ~ $10m in cash and new $20 bank ABL w/ over $15m in borrowing capacity (est. annual IR of 4% to 5.25%)

DEBT – $110m in debt retired through 9/30/21, resulting in ~ $12m annual interest savings *(remaining PPP loans, ~ $17m, in aggregate, forgiven in December 2021)*

CAPITAL – 2021 capital raise increased O/S shares ~6.5x, but allowed us to payoff $60m in high-cost debt and redirect $12m in profits from lenders to shareholders

SHAREHOLDER VALUE –c) – At $0.55 per share, JOB is trading at just over 5x non-GAAP EBITDA*, which is a substantial discount to staffing industry average multiples of 9.5x to 11.2x *making JOB a substantial investment value*

GEE Group is trading at a substantial discount to industry w/ relatively strong fundamentals

* Please refer to the important information about Non-GAAP financial measures, including adjusted EBITDA, on page 2, which do not take the place of, supersede, or serve as a substitute for the comparable amounts determined in accordance with GAAP. (b – Numbers may not add due to rounding..
(a – 100% debt reduction achieved since 3Q '20, including ~ $17m in PPP loans and interest forgiven by the SBA in December 2021.
(b – Pro forma BV excluding all forgiven PPP loans; ~ $20m; ~ $17m, of which were forgiven in December 2021, and are being recorded in Q1 2022, with corresponding gains in income.
(c – SH value estimates based on annual non-GAAP adjusted EBITDA of ~$12.3m, for the fiscal year ended September 30, 2021. Industry average EV multiples were estimated 9.5x to 11.2x; commercial and professional staffing, respectively, according to Kroll / D&P Staffing Industry M&A Landscape Report, Summer 2021) .

Where we are today…
Stronger and more focused

GEE Group

Building momentum on stronger fundamentals

- Five (5) successful acquisitions so far resulting in size, scale, geographic footprint, delivery capability and portfolio of higher-margin services
- Replacement of high-cost debt w/ equity capital
- Strong financial results with $127m pro forma debt reduction[1], elimination of ~ $12m annual interest expense, and other significant cost reductions
- Now have strong platform, pro forma debt free balance sheet *AND* profitability

Driving profitable growth & value

- Operational focus... driving organic growth first through innovative client solutions, new client wins and acquisition growth in chosen higher-margin end markets
- Financial focus… profitable growth and cash generation ... objective is to achieve double-digit EBITDA* / free cash flow ("FCF")* margins
- Poised to capitalize on trending post-COVID 19 employment recovery and work-place dynamics

Now on solid, stable positive trajectory once again

* Please refer to the important information about Non-GAAP financial measures, including adjusted EBITDA and non-GAAP free cash flow ("FCF"), on page 2, which do not take the place of, supersede, or serve as a substitute for the comparable amounts determined in accordance with GAAP.

(1) Pro forma debt reduction includes $110m in reductions through 9/30/21, plus forgiveness of remaining PPP loans of ~ $17m, in aggregate.

Investment Merits

GEE Group

- Large market (~ $150bn plus) supported by key secular trends for long-term growth
- Post-COVID 19 growth momentum and profitability
- Industry ripe for consolidation / many actionable targets
- Disciplined focus on high-margin, attractive verticals
- Diverse client base, ranging from SMEs to Fortune 500 customers
- Highly-experienced management team and top-tier BOD (we've done this before)
- Recent transactions have created investment opportunity window

THANK YOU

GEE Group

Employing America since 1893

APPENDIX

- Management Biographies
- Independent Directors' Biographies

Management Biographies

GEE Group

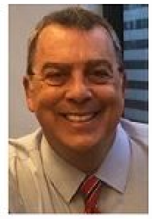
Industry leading executive team with extensive staffing and business scaling experience

Derek Dewan – Chief Executive Officer and Chairman of the Board

- As CEO of GEE Group since 2015, Derek Dewan brings significant experience executing organic and strategic acquisition growth strategies in the staffing industry
- Formerly Chairman and CEO of MPS Group, where he took the company public and grew it to become a Fortune 1000 world-class, global multi-billion dollar staffing services provider, before selling to Adecco Group for $1.3 billion
- Mr. Dewan was a CPA and is a former managing partner of Coopers & Lybrand LLP, which is now PricewaterhouseCoopers (PwC)

Kim Thorpe – Chief Financial Officer

- Mr. Thorpe was appointed Senior VP and CFO of GEE Group Inc. effective June 15, 2018, and brings significant experience as an accomplished executive, chief financial officer and consultant for publicly traded and privately owned organizations
- One of Mr. Thorpe's past positions of note is having served as senior vice president and CFO of one of the largest insurance and financial services business units of GE Capital (over $30bn in AUM; $2bn in annual revenue)
- Mr. Thorpe is a CPA and former partner of Coopers & Lybrand LLP, which is now PricewaterhouseCoopers (PwC)



Alex Stuckey – Chief Administrative Officer

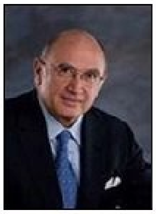
- Mr. Stuckey joined GEE Group in 2015 from Scribe Solutions, a healthcare staffing company, where he was President & COO
- At Scribe, he was responsible for all aspects of healthcare staffing and solutions operations and grew revenue and profitability substantially
- Previously, Mr. Stuckey was founder and CEO of Fire Fighters Equipment Co., which he grew from a startup to a multi-million dollar enterprise through organic and acquisition growth before selling to Cintas
- Possesses extensive experience in banking and finance, having formerly worked as a special assets officer at Barnett Bank

Independent Directors Biographies

Amounts and KPIs presented herein FQE and FYE September 30, 2021, are preliminary and subject to change

GEE Group

Outstanding board members with tremendous leadership experience at the highest levels

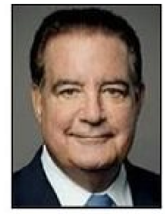


Peter Tanous – Director

- Mr. Tanous is Chairman of Lynx Investment Advisory of Washington D.C., an SEC registered investment firm
- Previously served as the International Regional Director with Smith Barney and as a member of the executive committee of Smith Barney International, Inc.
- Served as Executive Vice President and Director of Bank Audi (USA), and was Chairman of Petra Capital Corporation; served on many other corporate boards including MPS Group, Cedars Bank, and Worldcare, Ltd.
- Graduated from Georgetown University, author of several books which received wide critical acclaim in financial circles and serves on Georgetown's investment committee and on its Library Board

William Isaac – Director

- Mr. Isaac is a former Chairman of the Federal Deposit Insurance Corporation (FDIC) and headed the FDIC from 1978 to 1985
- Formerly, a senior managing director of FTI Consulting ("FTI"), Inc. and served as Global Head of FTI's Financial Institutions practice; founder of The Secura Group a leading consulting firm acquired by FTI; presently with the Isaac – Milstein Group, a financial services consultancy
- Former director of TSYS, Fifth Third Bancorp (Chairman), Trans Union Corporation, The Associates, MPS Group and Amex Centurion Bank
- Involved extensively in thought leadership relating to the financial services industry



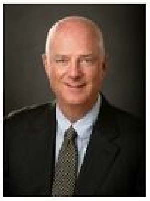
Darla Moore – Director

- Ms. Moore is the Founder and Chair of the Palmetto Institute, a nonprofit think-tank aimed at bolstering per capita income in South Carolina; founder of the Moore School of Business at the University of South Carolina
- Previously served as the Vice President of Rainwater, Inc., a private investment company
- Ms. Moore is the first woman to be profiled on the cover of Fortune magazine and named to the list of the Top 50 Most Powerful Women in American Business; she helped pioneer "DIP" financing as a managing director for Chemical Bank (now JP Morgan Chase)
- Ms. Moore has served as a director on numerous public and private company boards including HCA, Martha Stewart Omnimedia, and MPS Group, in addition to many philanthropic organizations

Independent Directors Biographies

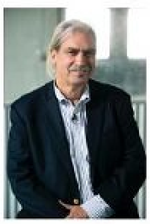
GEE Group

Outstanding board members with tremendous leadership experience at the highest levels



Matthew Gormly – Director
- Founder and Managing Partner of Reynolds Gormly & Co, LLC where he is responsible for origination and execution of capital markets opportunities and firm general management; former managing director at BCI Advisors, a middle –market growth equity and control buyout firm with responsibility for originating new investments, arranging financing and managing all through the sale.
- Former managing partner of Wicks Capital Partners, where he played a leadership role in the growth and evolution of the firm for 17 years where he worked on all aspects of the investment process including investment theses, originations, acquisitions, strategic planning and divestitures. Additional responsibilities included financing activities, leveraged recapitalizations and refinancing of portfolio companies.
- Served on the boards of over 25 companies spanning a 30-year period and has been responsible for over $1.5 Billion in financings for acquisitions, leveraged recaps, and re-financings

Thomas Vetrano – Director
- Over 35 years of international business experience assisting corporations, private equity firms and financial institutions in solving complex issues associated with acquisitions and divestitures, regulatory compliance and litigation matters
- Internationally recognized expert in M&A due diligence having directed due diligence processes in support of over 500 global transactions across a wide range of industries and sectors; served on the board of Ramboll Environment and Health ("REH") and led its global business operations
- Participated in management-led buyout of ENVIRON, a leading employee-owned environmental and health consultancy; served on its board and led the organization as an executive in its subsequent growth from less than $100 million to over $300 million in revenue and expanding from 300 employees in the US and UK to over 1,600 employees in 25 countries



Carl Camden – Director
- Mr. Camden is the former long-time President, CEO and Chairman of staffing giant Kelly Services® ("Kelly") and a recognized expert in the use of contingent on-demand labor, talent management and how companies can succeed in the "gig economy"
- Serves on Board of Trustees of The Conference Board, and as Co-Chair of the Policy & Impact Committee for the Committee for Economic Development
- Serves on the Board of Directors of TopBuild, a leading installer / distributor of insulation products in the U.S.
- Featured in Business Week, The New York Times, Bloomberg, CNBC and numerous other media on topics ranging from labor force dynamics to health care reform
- Has served as a director on the boards of several notable companies and institutions and is a former tenured university professor

GEE Group

www.geegroup.com

NYSE American: JOB

Providing Professional Staffing Services and Human Resources Solutions