

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): **March 18, 2022**

GEE GROUP INC.

(Exact name of registrant as specified in its charter)

Illinois (State or other jurisdiction of incorporation or organization)	1-05707 (Commission File Number)	36-6097429 (I.R.S. Employer Identification Number)
7751 Belfort Parkway, Suite 150, Jacksonville, Florida (Address of principal executive offices)		32256 (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 8.01 Other Event.

On March 18, 2022, GEE Group Inc. (the “Company”) (NYSE American: JOB) issued a press release announcing that the Company is scheduled to participate at Sidoti’s Spring Virtual Small Cap Investor Conference taking place on March 23-24, 2022. Derek Dewan, the Company’s Chairman and Chief Executive Officer, and Kim Thorpe, the Company’s Senior Vice President and Chief Financial Officer, will present on Thursday, March 24, 2022, at 12:15 p.m. EDT. The Company’s executives will also host virtual one-on-one meetings on Wednesday, March 23, 2022 and Thursday, March 24, 2022 with investors.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the Investor Presentation is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.**Exhibits****Exhibit**

No.	Description
<u>99.1</u>	<u>Press Release, dated March 18, 2022.</u>
<u>99.2</u>	<u>Investor Presentation dated February 2022.</u>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: March 21, 2022

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

GEE Group Announces Participation at the Sidoti Spring Virtual Small Cap Investor Conference

Jacksonville, Florida, March 18, 2022 /Accesswire / – GEE Group Inc. (NYSE American: JOB) (“the Company” or “GEE Group”), a provider of professional staffing services and solutions, today announced it is scheduled to participate at Sidoti’s Spring Virtual Small Cap Investor Conference taking place on March 23-24, 2022.

Derek Dewan, Chairman and CEO, and Kim Thorpe, Senior Vice President and Chief Financial Officer, will present on Thursday, March 24, 2022, at 12:15 p.m. EDT. The live webcast can be accessed through this registration link: [Sidoti Webinar Link for GEE Group](#) or on GEE Group’s website at <https://ir.geegroup.com/ir-calendar> under “News and Events.”

The GEE Group executives will also host virtual one-on-one meetings on Wednesday, March 23, 2022 and Thursday, March 24, 2022 with investors. A copy of GEE Group’s investor presentation will be available at <https://ir.geegroup.com/>.

To register for the presentation or one-on-ones, visit www.sidoti.com/events. Registration is free and you do not need to be a Sidoti client.

Additional information on GEE Group can be found in the recently issued Sidoti research report prepared by analyst Marc Riddick, CFA, mriddick@sidoti.com, who initiated coverage of the Company on March 15, 2022.

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.

About Sidoti & Company

For over two decades, Sidoti & Company (<http://www.sidoti.com>) has been a premier provider of independent securities research focused specifically on small and microcap companies and the institutions that invest in their securities, with most of its coverage in the \$100 million-\$5 billion market cap range. The firm's approach affords companies and institutional clients a combination of high-quality research, a small- and microcap-focused nationwide sales effort, broad access to corporate management teams, and extensive trading support. Sidoti serves 500+ institutional clients in North America,

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 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. 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, damages the Company's reputation or otherwise causes a material negative impact on GEE Group's financial position; (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.



Employing America since 1893



Investor Presentation

February 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, 2021, 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



About GEE Group

Premier staffing services and HR solutions provider in ~ \$160 billion industry poised for post-COVID19 growth

Excellent Financial and Growth Outlook

Strong financial results and improved balance sheet after eliminating \$127 million¹ in high-cost debt and rededicating ~ \$12 million annually from senior 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 “debt free” balance sheet all position GEE Group well 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



- 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

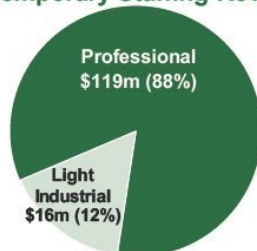
Key Statistics

NYSE American Symbol:	JOB
Formed	2015
Revenue ⁽²⁾	\$157m
Gross Profit ⁽²⁾	\$56m (35% GM)
Non-GAAP Adj. EBITDA ⁽²⁾⁽³⁾	\$13m (8% Margin)
Contract Service Employees ⁽¹⁾	2,357
Core (Rev. Producing) EEs ⁽¹⁾ :	271 (234 rev. prod.)

Staffing Revenue Breakdown⁽²⁾



Temporary Staffing Revenue⁽²⁾



Nationwide Footprint

32 Locations Nationwide



● GEE Group Offices (29), ★ HQ (Jacksonville, FL)
plus 3 virtual office locations in eleven (11) states

(1) Statistics as of 12/31/21. Core FTEs are separate and exclude contract services employees. FTE's represent full time employees.

(2) Financial figures for the 12/31/21 TTM

(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.

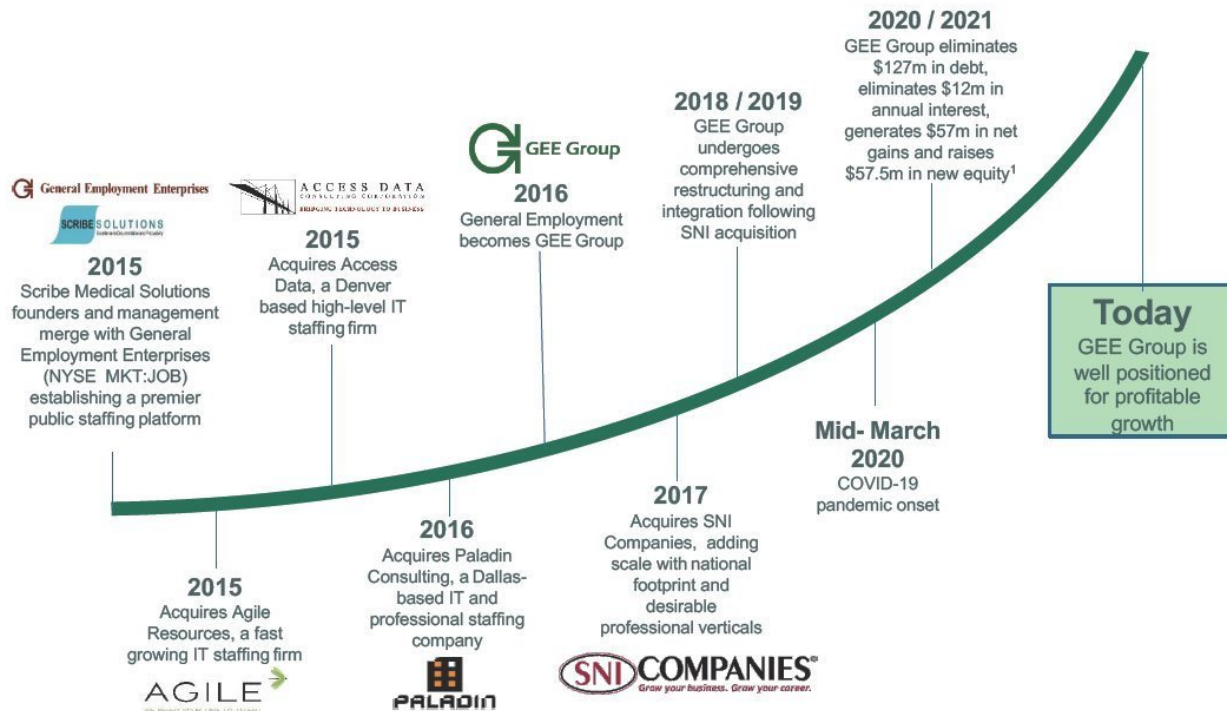
GEE Group's Comprehensive Offerings



	Professional (90% of Revenue)				Light Industrial (10% of Revenue)
Verticals	Information Technology	Finance, Accounting & Office	Engineering	Healthcare	Light Industrial
Annual Revenue Breakdown ⁽¹⁾⁽²⁾	 \$65m (42%)	 \$69m (44%)	 \$5m (3%)	 \$2m (1%)	 \$16m (10%)
Gross Margin ⁽²⁾	31%	41%	84%	29%	13%
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					
Temp Staffing	✓	✓	✓	✓	✓
Direct Hire	✓	✓	✓		

(1) Revenue amounts and GM percentages presented are for the trailing twelve-month (ttm) period ending December 31, 2021. The comparable revenue amounts and percentages for the ttm period ended December 31, 2020, were: IT \$57m (44%), FA&O \$49m (38%), Engineering \$4m (3%), Healthcare \$2m (1%) and Light Industrial \$17m (14%). (2) IT, FA&O 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.

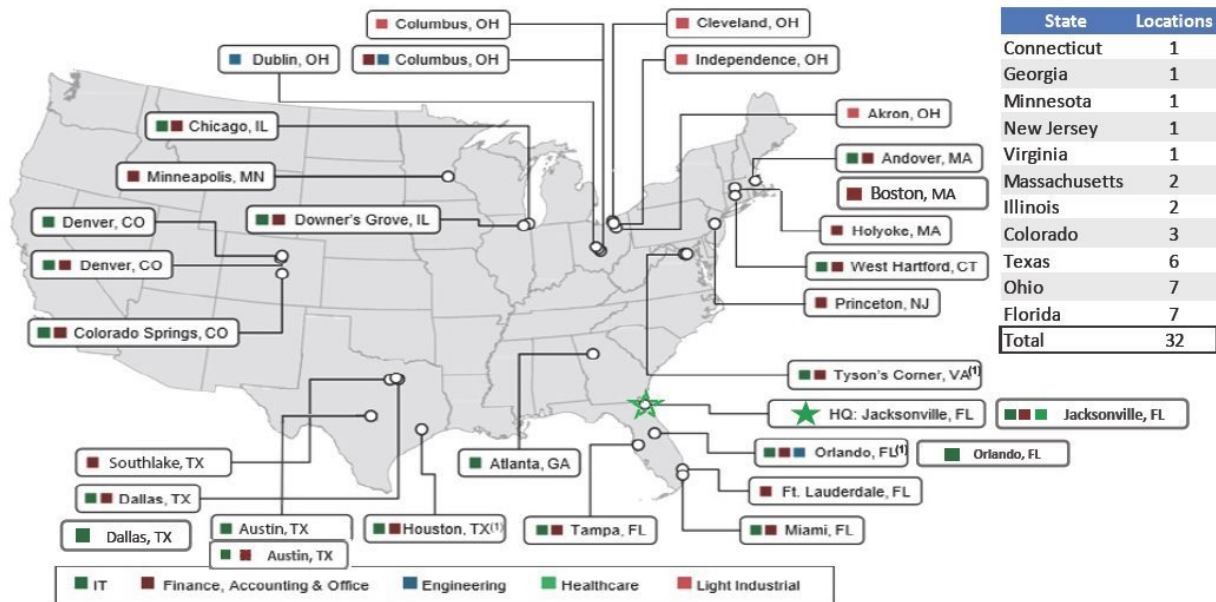
Growth Story: Evolution of a Premier Staffing Platform



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



Note: Locations shown more than once indicate 2 or more offices or locations.

(1) Three virtual work-from-home ("WFH") markets are: Houston, Orlando (Agile Resources/ Ashley Ellis) and Tyson's Corner.

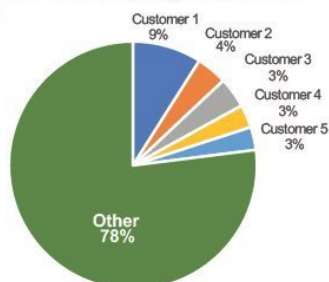
Long-term Clients Ranging from SMEs to Fortune 500 Clients



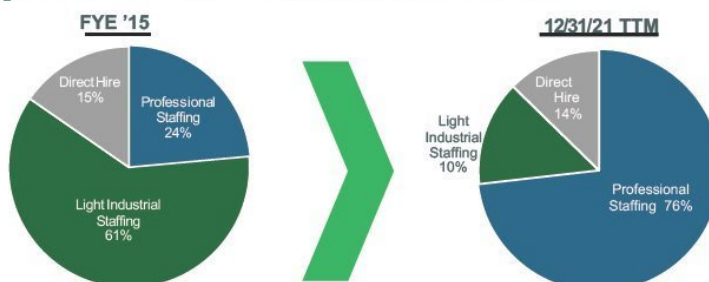
Extensive portfolio of clients with a focus on small and medium businesses

- 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

	Competitors	GEE Group's Competitive Strengths
IT	       	<ul style="list-style-type: none"> ✓ 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	     	<ul style="list-style-type: none"> ✓ 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	    	<ul style="list-style-type: none"> ✓ 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	 	<ul style="list-style-type: none"> ✓ 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	  	<ul style="list-style-type: none"> ✓ 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's brands are known and recognized for providing outstanding service to clients

GEE Group's SNI Companies' four main brands, including Accounting Now, Staffing Now, SNI Financial, and SNI Technology are Continual Winners of ClearlyRated's Best of Staffing® for Client and Talent Satisfaction including for 2022!



GEE Group Named One of the Largest Staffing Firms in the U.S. for 2021 by Staffing Industry Analysts



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



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

Selected Expansion Opportunities

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

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



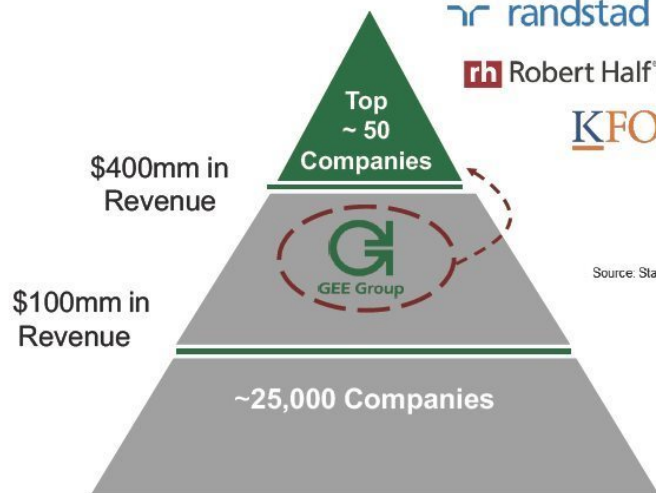
- The creative / marketing segment has flourished as a result of a digital transformation of the marketing function and increased spending on digital marketing
- One of the fastest growing staffing verticals with forecasted post-COVID 19 growth of 15% in 2021 according to Staffing Industry Analysts
-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

Grow Through Accretive Acquisitions



Highly fragmented market presents a multitude of acquisition candidates

Top 10 average ~ \$4
billion each in revenue



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)



156m
U.S. Employment
(remains lower than pre-pandemic; Feb 2020)

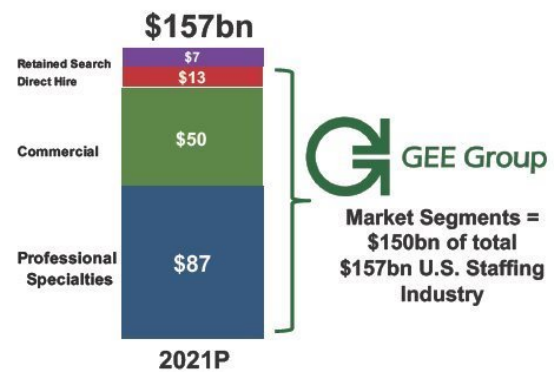
51m
U.S. Contingent
("GIG") Workforce

About 1/3
GIG portion of total

3.9%
U.S. Unemployment
Rate
(remains higher than pre-pandemic; Feb 2020)



Source: Staffing Industry Analysts.



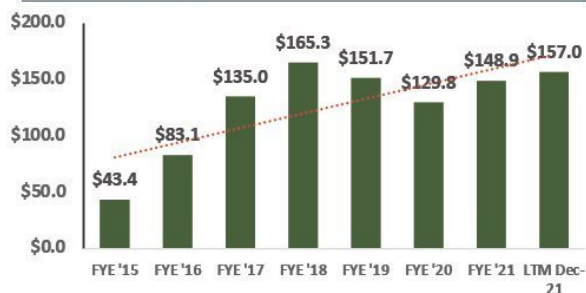
Source: Staffing Industry Analysts.

Financial Highlights

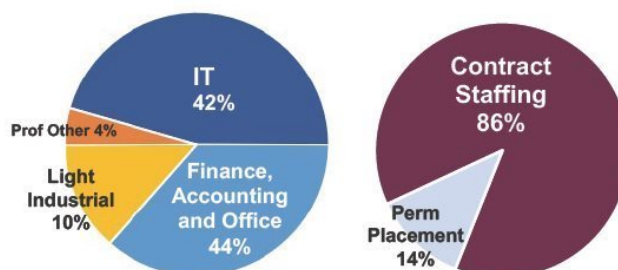
(\$ in millions)



Net Revenues



LTM December 2021 Revenue Breakdown



Non-GAAP Adjusted EBITDA⁽¹⁾



LTM December 31, 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.

Q1 FY 2022 Snapshot

(\$ in millions, except per share amounts)



December 2021 1st Quarter Results

Revenue growth	+24%
Prof. revenue growth	+25%
Gross profit increase	+24%
Gross margin	36%
Diluted EPS	\$0.14
Pro forma diluted EPS ^{-a)}	\$0.02
Non-GAAP Adj. EBITDA ^{* -b)}	\$3.9m
Net Operating Cash Flow	\$2.3m

Dynamics

- Strong FQ1 22 v. FQ1 21 organic top-line growth led by professional, contract and direct hire (our largest segment)
- GP of \$15.6m for FQ1 22, led by strong growth in direct hire revenue, (100% GM) and other professional contract revenue
- Large diluted EPS w/ forgiveness of remaining PPP loans; pro forma diluted EPS adjusted to remove PPP loan gains and non-cash / non-recurring items
- Strong EBITDA and operating cash flow w/ low-to-no debt and interest, other cost reductions and post-COVID 19 tailwinds

3rd consecutive quarter of solid performance demonstrates sustainable profitable growth

^{*} 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)} Proforma diluted EPS equals: Net income \$16.7m, less gains on forgiveness of PPP loans, \$(16.8m), plus non-cash GW impairment charge, \$2.15m, plus severance on eliminated position, \$0.5m, = \$2.55m / 114.1m diluted shares = \$0.02.

^{-b)} Reconciliations of Non-GAAP Adjusted EBITDA from net income (loss) appear on slide 16.

Earnings Performance FQ1 2022

(\$ in millions)

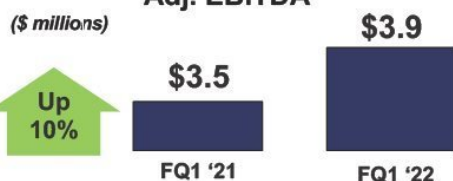


Q1 2022 Performance

Prelim. Net Revenue



Adj. EBITDA



Earnings (loss) per share

	Qtr Ended December 31,	
	2021	2020
Basis income per share	\$ 0.15	\$ (0.02)
Diluted earnings per share	0.14	(0.02)
Weighted average number of shares (in millions):		
Basis	114.1	17.7
Diluted	115.5	17.7

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

	Qtr Ended December 31,	
	2021	2020
Net income (loss)	\$ 16.7	\$ (0.3)
Interest expense	0.1	2.7
Income taxes	(0.0)	(0.4)
Depreciation	0.1	0.1
Amortization	1.0	1.0
Non-cash stock compensation	0.1	0.3
Acquisition, integration, restructuring and other	0.5	0.1
Gains from forgiveness of PPP loans	(16.8)	-
Non-cash goodwill impairment charge	2.2	-
Non-GAAP adjusted EBITDA	\$ 3.9	\$ 3.5

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 income of \$16.7m due to the forgiveness from the SBA for the remaining CAREs Act PPP loans and related interest: \$16.8 million, in the aggregate.

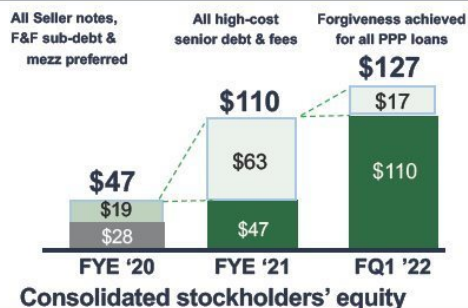
(b - Numbers may not add due to rounding.

Deleveraging initiatives

(\$ in millions, except per share amounts)



Debt reduction -a)



Results -a, b)

LIQUIDITY – \$12m in cash, plus new \$20 bank ABL w/ over \$13m in borrowing capacity (est. annual IR of 4% to 5.25%)

DEBT – \$127m in debt retired through 12/31/21, resulting in \$12m annual interest savings (*remaining PPP loans, ~ \$17m, in aggregate, were forgiven in December 2021*)

CAPITAL – \$98 million in consolidated stockholders' equity; net book value (NBV) of \$0.86 per share, up \$0.15, or 21%; tangible NBV of \$0.20 per share, up \$0.18

SHAREHOLDER VALUE -b, c) – December 31, 2021, TTM adjusted EBITDA* of \$12.6 million at 8x to 10x = **EV of \$100m to \$126m**; and T4Q diluted pro forma EPS of \$0.10 at 10 to 15 P/E = est. **FV of common of \$100m to \$150 million**; **Est. FV of \$.088 to \$1.31 per share on trailing earnings**

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 – See slide 14 for adjusted EBITDA for TTM period ended December 31, 2021. (c – SH value estimates calculated using adjusted EBITDA and pro forma diluted EPS adjusted for non-cash, non-recurring items, including gains on debt extinguishments, interest on former debt now retired, non-cash stock compensation expense and other. Industry average EV multiples and P/E ratios were considered by management in deriving its estimates of FV, including; commercial and professional staffing data published by Kroll / D&P Industry Insights, Staffing Industry M&A Landscape Report, Winter 2022.

Where we are today...

Stronger and more focused



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 reduction¹, elimination of ~ \$12m annual interest expense, and other significant cost reductions
- Now have strong platform, debt free balance sheet, strong liquidity *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
- Upon the return of fair pricing for our common shares, re-activate accretive acquisitions

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) Total debt reduction achieved of \$127m through 12/31/21, including forgiveness of remaining four (4) PPP loans of ~ \$17m, in aggregate, in December 2021.

Investment Merits

- Large market (~ \$160bn 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)
- JOB is attractively priced creating an outstanding investment opportunity

THANK YOU



APPENDIX

- Management Biographies
- Independent Directors' Biographies

Management Biographies



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



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

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



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Providing Professional Staffing Services and Human Resources Solutions