

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): August 13, 2025

**GEE GROUP INC.**

(Exact name of registrant as specified in its charter)

<u>Illinois</u> (State or other jurisdiction of incorporation or organization)	<u>1-05707</u> (Commission File Number)	<u>36-6097429</u> (I.R.S. Employer Identification No.)
<u>7751 Belfort Parkway, Suite 150, Jacksonville, Florida</u> (Address of principal executive offices)		<u>32256</u> (Zip Code)

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

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 2.02 Results of Operations and Financial Conditions.**

On August 13, 2025, GEE Group Inc. (the “Company”) (NYSE American: JOB) issued a press release announcing the Company’s consolidated results for the fiscal 2025 third quarter and year to date periods ended June 30, 2025. 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 9.01 Financial Statements and Exhibits.**

**Exhibits**

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release, dated August 13, 2025.</a>
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: August 13, 2025

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

**GEE Group Announces Results for the Fiscal 2025 Third Quarter and YTD**

**Jacksonville, FL / August 13, 2025 / Accesswire / GEE Group Inc. (NYSE American: JOB)** together with its subsidiaries (collectively referred to as the “Company,” “GEE Group,” “our” or “we”), a provider of professional staffing services and human resource solutions, today announced consolidated results for the fiscal 2025 third quarter and year to date periods ended June 30, 2025. The Company’s contract and placement services are currently provided under its Professional Staffing Services operating division or segment. The operations and substantially all the assets of the Company’s former Industrial Staffing Services segment were sold during the quarter and are characterized as discontinued operations as of June 30, 2025 and excluded from the results of continuing operations reported below, unless otherwise stated. All amounts presented herein are consolidated or derived from consolidated amounts, and are rounded and represent approximations, accordingly.

**Fiscal 2025 Third Quarter and YTD Continuing Operations Highlights**

- Consolidated revenues for the three and nine-month periods ended June 30, 2025 were \$24.5 million and \$73.0 million, down 9% and 10%, respectively, over the comparable fiscal 2024 periods. The decrease in consolidated revenues was mainly attributable to ongoing volatile macroeconomic conditions and weakness in the overall labor market. These and other factors, including high interest rates and unsettled trade policy, led to client caution in making capital investments and IT projects being put on hold contributing to a relatively subdued labor market which resulted in elongated hiring cycles. These challenges and, to a lesser extent, certain tasks being replaced by artificial intelligence (“AI”), contributed to fewer job orders and lower demand for GEE Group's services.
  - Professional contract staffing services revenues for the three and nine-month periods ended June 30, 2025 were \$21.3 million and \$64.3 million, down 10% and 11%, respectively, compared with the same fiscal 2024 periods. These year-over-year declines were mainly due to a decrease in job orders and demand due to the above-mentioned conditions.
  - Direct hire placement revenues for the three and nine-month periods ended June 30, 2025 were \$3.2 million and \$8.7 million, near breakeven compared with the same fiscal 2024 periods.
  - Gross profits and gross margins were \$8.7 million and 35.4%, and \$25.0 million and 34.2%, for the three and nine-months periods ended June 30, 2025, respectively, compared to \$9.2 million, and 34.1%, and \$27.0 million, and 33.4%, respectively, for the comparable fiscal 2024 periods. The net increases in our gross margins are mainly attributable to the increase in the mix of direct hire placement revenues, which have 100% gross margin, relative to total revenue.
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- Selling, general and administrative expenses ("SG&A") were lower for the three and nine-month periods ended June 30, 2025 at \$9.0 million and \$26.7 million, down 8% and 9%, respectively, compared with the same fiscal 2024 periods.
- Losses from continuing operations for the three and nine-month periods ended June 30, 2025 were \$(0.4) million, or \$(0.00) per diluted share, and \$(34.0) million, or \$(0.31) per diluted share, as compared with losses from continuing operations of \$(18.1) million, or \$(0.17) per diluted share, and \$(20.5) million, or \$(0.19) per diluted share for the three and nine-month periods ended June 30, 2024. The net losses are primarily attributable to a continuation of the macroeconomic weakness and other factors as addressed above. The U.S. Staffing Industry, as a whole, has experienced declines in overall volume and financial performance. The net loss for the third quarter ended June 30, 2025 was lower relative to the comparable prior year and sequential quarters of fiscal 2025 due, in general, to operating cost reductions and other productivity improvement measures.
- As a result of our Industrial Segment becoming a discontinued operation, the results of that segment have been reclassified to loss from discontinued operations in the Company's unaudited condensed consolidated statements of operations. On June 2, 2025, the Company entered into an agreement to sell certain operating assets of our Industrial Segment and recorded a net gain on sale of \$133 thousand after related expenses during the three-month period ended June 30, 2025. Loss from discontinued operations, including the net gain recorded upon sale, was \$(22) thousand and \$(193) thousand for the three and nine-month periods ended June 30, 2025, respectively, compared to losses of \$(1.2) million and \$(1.3) million, respectively, for the comparable fiscal 2024 periods.
- Adjusted EBITDA (a non-GAAP financial measure) which improved for the three and nine-month periods ended June 30, 2025, was \$(25) thousand and \$(918) thousand, respectively, as compared with \$(329) thousand and \$(1.0) million for the comparable fiscal 2024 periods. Reconciliations of net loss from continuing operations to non-GAAP adjusted EBITDA are attached hereto.
- Free cash flow (a non-GAAP financial measure), including cash flows from discontinued operations, for the nine months ended June 30, 2025 was negative \$(1.9) million as compared with negative \$(1.2) million for the comparable fiscal 2024 period. Reconciliations of cash flow from operating activities to non-GAAP free cash flow are attached hereto.
- As of June 30, 2025, cash balances were \$18.6 million, borrowing availability under GEE Group's bank ABL credit facility was \$6.6 million, which remains undrawn, and net working capital was \$24.1 million. Our current ratio was 4.2, shareholders' equity was \$50.4 million, and our long-term debt was zero.
- Net book value per share and net tangible book value per share were \$0.46 and \$0.23 respectively, as of June 30, 2025.
- On January 3, 2025, the Company acquired Hornet Staffing, Inc. Hornet provides staffing solutions to markets serving large scale, "blue chip" companies in the information technology, professional and customer service staffing verticals. The Company expects the Hornet acquisition to enhance its ability to compete more effectively and anticipate it helping to secure new business from Fortune 1000 and other large users of contingent and outsourced labor. Hornet's workforce solutions include significant expertise in working with managed service providers ("MSP") and vendor management systems ("VMS") utilizing a highly efficient offshore recruiting team to fill job orders.

GEE Group Inc. will hold an investor webcast/conference call on Thursday, August 14, 2025 at 11 a.m. EDT to review and discuss the fiscal 2025 third quarter and YTD results. The Company's prepared remarks will be posted on its website [www.geegroup.com](http://www.geegroup.com) prior to the call.

**Investor Conference Call/Webcast Information:**

*The investor conference call will be webcast, and you should pre-register in advance for the event to view and/or listen via the internet by clicking on the link below to join the conference call/webcast from your laptop, tablet or mobile device. Audio will stream through your selected device, so be sure to have headphones or your volume turned up. Questions can be submitted via email after the prepared remarks are delivered with management responding real time. A full replay of the investor conference call/webcast will be available at the same link shortly after the conclusion of the live event.*

**Audience Event Link:**

**[https://event.webcasts.com/starthere.jsp?ei=1730678&tp\\_key=e4fb7f9677](https://event.webcasts.com/starthere.jsp?ei=1730678&tp_key=e4fb7f9677)**

***A confirmatory email will be sent to each registrant to acknowledge a successful registration.***

**Management Comments**

Derek E. Dewan, Chairman and Chief Executive Officer of GEE Group, commented, "The Company delivered a resilient quarter and continues to adjust its business plan including targeting new revenue generating opportunities, aggressively implementing "AI" tools to maximize efficiency and accelerating the reduction of recurring expenses in a challenging and uncertain macroeconomic environment. The use of contingent labor and volume of full-time hires has lessened in fiscal 2024 and the first half of fiscal 2025, but appears to have stabilized somewhat as businesses are beginning to initiate new projects which presumably will lead to more job orders and full-time and contingent labor placements. We also believe that AI is fast becoming a disruptor in the staffing industry. Therefore, GEE Group has implemented and incorporated "AI" in its strategic plan internally to enhance its recruiting and sales efforts, and to provide its clients with the necessary human resources to implement and support their use of AI to create increased efficiency and profitability."

Mr. Dewan added, "Our demand environment for the remainder of 2025 is expected to be somewhat volatile but we anticipate that it will gradually improve and the Company plans to increase its market share irrespective of overall growth in the staffing industry with an aggressive AI assisted sales process, increased use of offshore recruiting to maximize fill rates more efficiently and provide clients with more value added services including human resources ("HR") consulting, information technology ("IT") statement of work ("SOW") project capability, resource process outsourcing ("RPO") and other higher-end service offerings. We are tightly managing costs and continually evaluating GEE's expenses and expect to further streamline our business and significantly reduce costs. The Company has a strong balance sheet with a current ratio of 4.2 and substantial liquidity resources, both in cash and borrowing capacity. GEE Group's dedicated, tenured employees and select new hires continue to provide outstanding customer service and remain committed to growing our business."

## **Additional Information to Consider in Conjunction with the Press Release**

The aforementioned Fiscal 2025 Third Quarter and YTD Highlights and Results should be read in conjunction with all of the financial and other information included in GEE Group's most recent Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q, as well as any applicable recent 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 and 14C, filed with the SEC. The discussion of financial results in this press release, and the information presented herein, include the use of non-GAAP financial measures. Schedules are attached hereto which reconcile the related financial items prescribed by accounting principles generally accepted in the United States ("GAAP" or "U.S. GAAP") to the non-GAAP financial information. These non-GAAP financial measures are not a substitute for the comparable measures prescribed by GAAP as further discussed below in this press release. See "Use of Non-GAAP Financial Measures" and the reconciliations of Non-GAAP Financial Measures used in this press release with the Company's corresponding financial measures presented in accordance with U.S. GAAP below.

Financial information provided in this press release also may consist of or refer to estimates, projected or pro forma financial information and certain assumptions that are considered forward looking statements, are predictive in nature and depend on future events, and any such predicted or projected financial or other results may not be realized nor are they guarantees of future performance. See "Forward-Looking Statements Safe Harbor" below which incorporates "Risk Factors" which may possibly have a negative effect on the Company's business.

### **Use of Non-GAAP Financial Measures**

The Company discloses certain non-GAAP financial measures in this press release, including adjusted net loss, EBITDA, adjusted EBITDA, and free cash flow. Management and the Board of Directors use and refer to these non-GAAP financial measures internally as a supplement to financial information presented in accordance with U.S. GAAP. Non-GAAP financial measures are used for purposes of evaluating operating performance, financial planning purposes, establishing operational and budgetary goals, compensation plans, analysis of debt service capacity, capital expenditure planning and determining working capital needs. The Company also believes that these non-GAAP financial measures are considered useful by investors.

Non-GAAP adjusted net loss is defined as net loss adjusted for non-cash stock compensation expenses, acquisition, integration, restructuring and other non-recurring expenses, capital market-related expenses, and gains or losses on extinguishment of debt or sale of assets. Non-GAAP EBITDA is defined as net loss before interest, taxes, depreciation and amortization. Non-GAAP adjusted EBITDA is defined as EBITDA, adjusted for the same items used to derive non-GAAP adjusted net loss. Non-GAAP free cash flow is defined as cash flows from operating activities, less capital expenditures.

Non-GAAP adjusted net loss, EBITDA, adjusted EBITDA, and free cash flow are not terms proscribed or defined by GAAP and, as a result, the Company's measure of them may 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 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 loss reported in the consolidated statements of income, cash and cash flows reported in the consolidated statements of cash flows, or other measures of financial performance reflected in the Company's consolidated financial statements prepared in accordance with U.S. GAAP included in Form 10-K and Form 10-Q for their respective periods filed with the SEC, which should be read and referred to in order to obtain a comprehensive and thorough understanding of the Company's financial results. The reconciliations of net loss to non-GAAP adjusted net loss, net loss to non-GAAP EBITDA and non-GAAP adjusted EBITDA, and cash flows from operating activities to non-GAAP free cash flows referred to in the highlights or elsewhere in this press release are provided in the following schedules that also form a part of this press release.

**Reconciliation of Net Loss from Continuing Operations to  
Non-GAAP EBITDA and Adjusted EBITDA  
Three Month Periods Ended June 30,  
(In thousands)**

	<b>2025</b>	<b>2024</b>
Net loss from continuing operations	\$ (401)	\$ (18,105)
Interest expense	112	113
Interest income	(140)	(179)
Income taxes	(115)	(2,546)
Depreciation	49	63
Amortization	225	720
Non-cash intangible assets impairment charges	-	5,209
Non-cash goodwill impairment charges	-	14,201
Non-GAAP EBITDA	(270)	(524)
Non-cash stock compensation	177	149
Severance agreements	17	33
Acquisition, integration & restructuring	51	13
Non-GAAP adjusted EBITDA	<u>\$ (25)</u>	<u>\$ (329)</u>

**Reconciliation of Net Loss from Continuing Operations to  
Non-GAAP EBITDA and Adjusted EBITDA  
Nine Month Periods Ended June 30,  
(In thousands)**

	<b>2025</b>	<b>2024</b>
Net loss from continuing operations	\$ (34,041)	\$ (20,541)
Interest expense	267	247
Interest income	(434)	(548)
Income taxes	9,671	(3,461)
Depreciation	154	201
Amortization	655	2,159
Non-cash intangible assets impairment charges	-	5,209
Non-cash goodwill impairment charges	22,000	14,201
Non-GAAP EBITDA	(1,728)	(2,533)
Non-cash stock compensation	418	459
Severance agreements	17	333
Acquisition, integration & restructuring	368	708
Other losses (gains)	7	5
Non-GAAP adjusted EBITDA	<u>\$ (918)</u>	<u>\$ (1,028)</u>

**Reconciliation of Net Cash provided by (used in) Operating  
Activities to Non-GAAP Free Cash Flow  
Nine Month Periods Ended June 30,  
(In thousands)**

	<b>2025</b>	<b>2024</b>
Net cash provided by (used in) operating activities	\$ (1,884)	\$ (1,117)
Acquisition of property and equipment	(16)	(58)
Non-GAAP free cash flow	<u>\$ (1,900)</u>	<u>\$ (1,175)</u>



GEE GROUP INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Amounts in thousands, except basic and diluted earnings per share data)

	<b>Three Months Ended June 30,</b>		<b>Nine Months Ended June 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
<b>NET REVENUES:</b>				
Contract staffing services	\$ 21,301	\$ 23,761	\$ 64,310	\$ 71,977
Direct hire placement services	3,222	3,287	8,733	8,797
<b>NET REVENUES</b>	<b>24,523</b>	<b>27,048</b>	<b>73,043</b>	<b>80,774</b>
Cost of contract services	15,842	17,819	48,076	53,816
<b>GROSS PROFIT</b>	<b>8,681</b>	<b>9,229</b>	<b>24,967</b>	<b>26,958</b>
Selling, general and administrative expenses	8,951	9,753	26,695	29,491
Depreciation expense	49	63	154	201
Amortization of intangible assets	225	720	655	2,159
Intangible assets impairment charges	-	5,209	-	5,209
Goodwill impairment charge	-	14,201	22,000	14,201
<b>LOSS FROM OPERATIONS</b>	<b>(544)</b>	<b>(20,717)</b>	<b>(24,537)</b>	<b>(24,303)</b>
Interest expense	(112)	(113)	(267)	(247)
Interest income	140	179	434	548
<b>LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAX PROVISION</b>	<b>(516)</b>	<b>(20,651)</b>	<b>(24,370)</b>	<b>(24,002)</b>
Provision for income tax (expense) benefit attributable to continuing operations	115	2,546	(9,671)	3,461
<b>LOSS FROM CONTINUING OPERATIONS</b>	<b>(401)</b>	<b>(18,105)</b>	<b>(34,041)</b>	<b>(20,541)</b>
Loss from discontinued operations, net of tax (Note 3)	(22)	(1,181)	(193)	(1,308)
<b>CONSOLIDATED NET LOSS</b>	<b>\$ (423)</b>	<b>\$ (19,286)</b>	<b>\$ (34,234)</b>	<b>\$ (21,849)</b>
<b>WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC AND DILUTED</b>	<b>109,413</b>	<b>108,772</b>	<b>109,413</b>	<b>109,150</b>
<b>BASIC AND DILUTED LOSS PER SHARE</b>				
From continuing operations	\$ (0.00)	\$ (0.17)	\$ (0.31)	\$ (0.19)
From discontinued operations	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.01)
Consolidated net loss per share	\$ (0.00)	\$ (0.18)	\$ (0.31)	\$ (0.20)

GEE GROUP INC.  
CONSOLIDATED BALANCE SHEETS  
(Amounts in thousands)

	June 30, 2025	September 30, 2024
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 18,622	\$ 20,735
Accounts receivable, less allowances (\$117 and \$144, respectively)	11,752	12,751
Prepaid expenses and other current assets	1,304	762
Current assets of discontinued operations	-	1,153
Total current assets	31,678	35,401
Property and equipment, net	401	546
Goodwill	24,762	46,008
Intangible assets, net	822	834
Deferred tax assets, net	-	9,495
Right-of-use assets	2,759	3,115
Other long-term assets	142	295
Noncurrent assets of discontinued operations	-	208
<b>TOTAL ASSETS</b>	<b>\$ 60,564</b>	<b>\$ 95,902</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 1,426	\$ 1,960
Accrued compensation	3,992	5,026
Current operating lease liabilities	1,050	1,090
Current portion of notes payable	196	-
Other current liabilities	902	899
Current liabilities of discontinued operations	-	347
Total current liabilities	7,566	9,322
Deferred taxes, net	329	-
Noncurrent operating lease liabilities	2,048	2,254
Notes payable	196	-
Other long-term liabilities	30	82
Noncurrent liabilities of discontinued operations	-	33
Total liabilities	10,169	11,691
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, no par value; authorized - 200,000 shares; 114,900 shares issued and 109,413 shares outstanding at June 30, 2025 and September 30, 2024	113,547	113,129
Accumulated deficit	(59,966)	(25,732)
Treasury stock; at cost - 5,487 shares at June 30, 2025 and September 30, 2024	(3,186)	(3,186)
Total shareholders' equity	50,395	84,211
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 60,564</b>	<b>\$ 95,902</b>

## 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 provides professional staffing services and solutions in information technology, engineering, finance and accounting specialties through the names of Access Data Consulting, Agile Resources, Omni-One, and Paladin Consulting. 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). 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. On January 3, 2025, the Company acquired Hornet Staffing, Inc., which is now part of its professional contract services offerings.

## Forward-Looking Statements Safe Harbor

In addition to historical information, this press release contains statements relating to possible future events and/or the Company's 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 historical facts are forward-looking statements that are predictive in nature and depend upon or refer to future events. These forward-looking statements include, without limitation, anticipated cash flow generation and expected shareholder benefits. 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 of future tense. 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. The international pandemic, the "Novel Coronavirus" ("COVID-19"), negatively impacted and disrupted the Company's business operations and had a significant negative impact on the global economy and employment in general, resulting in, among other things, a lack of demand for the Company's services. This was exacerbated by government and client directed "quarantines", "remote working", "shut-downs" and "social distancing". Some of these outcomes or by-products of the pandemic have persisted in one form or another since and there is no assurance that conditions will ever fully return to their former pre-pandemic status quo. These and 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 salesmen; (xii) the Company's failure to recruit qualified candidates to place at customers for contract or full-time hire; (xiii) the adverse impact of geopolitical events, government mandates, natural disasters or health crises, force majeure occurrences, future global pandemics such as COVID-19 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:

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**SOURCE:** GEE Group Inc.