UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

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

For the fiscal year ended **September 30, 2025**

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

Commission File Number **1-05707**

GEE GROUP INC.

(Exact name of registrant as specified in its charter)

Illinois	**36-6097429**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
7751 Belfort Parkway, Suite 150, Jacksonville, FL	**32256**
(Address of principal executive offices)	(Zip Code)

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

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(Former name, former address and former fiscal year, if changed since last report)

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**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of shares of common stock held by non-affiliates of the registrant on March 31, 2025 was 90,708,525 x $0.20 = $8,141,705.

The number of shares outstanding of the registrant's common stock as of December 16, 2025 wasl10,005,722.

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PART I

Forward Looking Statements

This Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company has based these forward-looking statements on the Company's current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us and the Company's subsidiaries that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue" or the negative of such terms or other similar expressions. Factors that might cause or contribute to such a material difference include, but are not limited to, those discussed elsewhere in this Annual Report, including the section entitled "Risk Factors" and the risks discussed in the Company's other Securities and Exchange Commission filings. The following discussion should be read in conjunction with the Company's audited Financial Statements and related Notes thereto included elsewhere in this report.

Item 1. Business

General

GEE Group Inc. (the "Company," "us," "our" or "we") was incorporated in the State of Illinois in 1962 and is the successor to employment offices doing business since 1893. We are a provider of human resources solutions which primarily include the provision of temporary and permanent personnel in the professional services sector to customers located in the United Sates. We, through our operating subsidiaries, deliver our services from a network of four virtual locations and 19 branch office locations located in or near several major U.S. cities, including, but not limited to: Atlanta, Dallas, Denver, and Miami.

We have several subsidiary corporations, all of which are wholly owned and consolidated under GEE Group Inc. Our material operating subsidiaries include Access Data Consulting Corporation, Agile Resources, Inc., Hornet Staffing, Inc., Paladin Consulting, Inc., Scribe Solutions, Inc., SNI Companies, Inc., and Triad Personnel Services, Inc. In addition, we and our operating subsidiaries own and operate under other trade names, including Accounting Now, Ashley Ellis, Staffing Now®, SNI Banking, SNI Certes®, SNI Energy®, SNI Financial®, SNI Technology®, GEE Group (Columbus), General Employment and Omni One.

Business Acquisition

We acquired Hornet Staffing, Inc., a Georgia corporation, ("Hornet") on January 3, 2025, broadening our footprint in the professional contract staffing market with a specialty in working with managed service providers ("MSP") and vendor management systems ("VMS") that streamline outsourced labor for large clients. We entered into a Stock Purchase Agreement (the "Purchase Agreement") with Hornet and its shareholders and purchased 100 thousand shares of its capital stock which represents 100% of the ownership interest in Hornet. Hornet is an Atlanta-based provider of staff augmentation services with national service capability. Hornet provides staffing solutions to many markets serving large scale, "blue chip" companies in the information technology ("IT"), professional and customer service staffing verticals.

The total consideration paid for the purchased shares was $1.5 million, consisting of (i) a $1.1 million cash payment, and (ii) the issuance to its former shareholders of subordinated and unsecured promissory notes (the "Promissory Notes") totaling an aggregate initial principal amount of $400 thousand. Interest on the outstanding principal balances of the Promissory Notes is payable at a fixed rate of 5% per annum. Payments on the Promissory Notes shall be made annually with the first payment due on the first anniversary of the issuance dates and the second and final payment due on the second anniversary of the issuance date. We also paid legal and professional fees of $111 thousand related to the purchase during fiscal 2025, which are included in selling, general and administrative expenses in the consolidated statements of operations.

The Purchase Agreement also provides that for the initial two-year period after closing, Hornet is required to achieve an agreed upon minimum average gross profit measure equal to $720 thousand for each of the two subsequent twelve-month periods (each twelve-month period being separately measured). If the average gross profit measure during either of the subsequent two years is less than the minimum required average gross profit, then we will reduce the remaining balance under the Promissory Notes proportionally by an amount equal to the amount of the shortfall; provided we may not deduct more than the amount due under the then current payment for the Promissory Notes and may not seek to claw back any previous payments made under the Notes.

The Purchase Agreement contains certain representations and warranties customary and standard for this type of transaction.

Discontinued Operations

Our former wholly owned subsidiaries, BMCH, Inc. and Triad Logistics, Inc., provided industrial contract staffing services until their operations were discontinued and assets were sold on June 2, 2025.

On April 18, 2024, our Mergers and Acquisitions (“M&A”) committee of the Board of Directors completed its review of strategic alternatives recommended by an outside investment banking firm. This included recommendation of divesture of our Industrial Segment which was subsequently approved by our full Board of Directors on May 13, 2024. Management thereafter began the process of identifying and contacting potential buyers. As of March 31, 2025, our plan to sell the Industrial Segment met all the criteria for the first time to be reported as discontinued operations under accounting principles generally accepted in the United States of America (“U.S. GAAP”), the final one being making the determination that the sale or other disposition would be completed within twelve months.

On June 2, 2025, we entered into an agreement for the sale of certain operating assets of its Industrial Segment, including those of BMCH, Inc., Triad Logistics, Inc., and its Triad Staffing brand. We received total cash consideration of $250 thousand from the buyer at closing and an additional $788 thousand during the first 90 days following closing. A pre-tax net gain of $133 thousand, including transaction costs of $97 thousand, is included in discontinued operations for fiscal 2025. The remaining assets of the Industrial Segment not sold were distributed to the Company.

Services Provided

We provide our services to a broad range of customers from small and medium-sized businesses to the Fortune 1000. Our services include the provision of highly specialized contract or permanently placed professionals in several verticals, including information technology (“IT”), engineering, accounting and finance, office support, and specialized contract healthcare professionals, including scribes who specialize in electronic medical record (“EMR”) services for emergency departments, specialty physician practices and clinics.

Our contract and placement services are currently provided under our Professional Staffing Services operating division or segment. Our former Industrial Staffing Services segment was deemed a discontinued operation in fiscal 2025 and is excluded from results of continuing operations reported in this filing, unless otherwise stated.

Our Professional Staffing Services segment operating subsidiaries and divisions, and their respective end markets served are as follows:

- *Access Data Consulting* provides hard-to-find IT talent to customers on a direct hire or contract basis and human resources consulting services and solutions in the higher-end IT vertical including project management support to businesses regionally (Western and Southwestern U.S.) and, to a lesser extent, throughout the rest of the U.S.

- *Agile Resources* specializes in providing technical staffing services for AI-focused consulting, IT project support, and talent solutions across the Southeastern U.S. and, to a lesser extent, throughout out the rest of the U.S. Services include talent delivery for cutting-edge AI-driven application architecture and delivery, enterprise operations optimization, digital transformation, information lifecycle management, and project management. With flexible engagement options, Agile Resources offer both contract staffing and direct hire to meet the diverse needs of our clients in deploying advanced AI and technology solutions.

- *Ashley Ellis* works with C-suite and senior executives to offer full cycle engineering and IT contract staffing services, with a focus on business intelligence, application development and network infrastructure, to clients in the Southeastern U.S. region and, to a lesser extent, throughout the rest of the U.S.

- *GEE Group (Columbus)* primarily provides direct hire placement and contract staffing services in the accounting and engineering verticals, with an emphasis on placing personnel with specialized skills in the mechanical, manufacturing and equipment maintenance areas to clients throughout the Midwestern U.S.

- *Hornet Staffing* provides professional contract staffing solutions with a specialty in working with MSP and VMS arrangements that streamline outsourced labor for large clients.

- *Omni One* specializes in technical and professional direct-hire and contract staffing solutions in the manufacturing and engineering verticals for clients primarily located in the Midwestern U.S.

- *Paladin Consulting* primarily provides highly skilled IT professionals on a contract or direct hire basis directly to customers or through RPO, MSP and VMS arrangements and other non-IT staffing solutions to customers nationwide including government contractors who require that the provider of staffing services have required security clearance; such security certification is maintained by Paladin Consulting.

- *Scribe Solutions* provides hospital and free-standing emergency rooms and physician practices in the Southeastern U.S. with highly trained medical scribes for personal assistant work in connection with EMR.

- *SNI Companies* provides human resource solutions, including direct hire and contract staffing, project support and retained search services specializing primarily in the accounting, finance, banking, IT and office support verticals to customers located in major U.S. metropolitan markets, such as Dallas/Fort Worth, Austin, Houston, Chicago, Denver, Miami, Princeton, Tampa, Jacksonville, Hartford, Andover and surrounding areas. SNI Companies' brands include Accounting Now, Staffing Now®, SNI Banking, SNI Certes®, SNI Energy®, SNI Financial®, and SNI Technology®.

The percentage of revenues derived from each of the Company's direct hire and contract services lines are as follows:

	Fiscal	
	2025	**2024**
Direct hire placement services	12.2%	11.4%
Contract staffing services	87.8%	88.6%

Business Strategy

Our business strategy is multi-dimensional and encompasses both organic growth and growth through strategic acquisitions. Since 2015, the Company has completed five acquisitions, the most recent of which was Hornet in fiscal 2025. The main tenants of our strategy are to grow organically by:

- Providing innovative solutions for clients delivered through an enhanced and expanded menu of professional services offerings while increasing the penetration of clients in our existing markets for our IT, finance and accounting, healthcare, engineering and office support verticals;

- Entering other fast-growing markets following existing customers who are expanding their operations and cross-selling services by leveraging strategic customer relationships capitalizing on the Company's national managed services agreements MSA, MSP and VMS relationships;

- Expanding our geographic footprint of professional services offerings into new markets believed to possess high growth potential, particularly with regard to our IT brands;

- Adding recruiting and sales talent to our existing delivery network to obtain new customers and increase the number of placements made to increase revenue;

- Increasing scalability and expanding operating margins through the on-going process of streamlining back- office operations, establishing and leveraging regional centers of excellence, improving upon per desk production averages, elimination of duplicative costs among our businesses, and continued realization of economies of scale; and

- Capitalizing on hiring opportunities created by volatility in the economic and labor markets by providing on-demand labor to fill the personnel voids of businesses following corporate America's reactions and resulting on-going realignments since the on-set of the COVID-19 pandemic. As the economy recovers and companies have returned to sustained operations and growth, demand for our services has accelerated, with a particular focus on IT, E-Commerce and Logistics. We expect to continue to capitalize on these opportunities and to explore and innovate others, particularly in IT, including frontier areas such as digital content and information management disciplines.

Growth Through Strategic Acquisitions:

Since 2015, a significant portion of our growth has been achieved as a result of acquisitions of complementary businesses. We intend to continue to expand our business through strategic acquisitions, subject to our business plans and management's ability to identify, acquire and develop suitable acquisition or investment targets in both new and existing service categories. Along with our significant business growth to date, we have built a robust platform with the appropriate infrastructure and scalability, which we believe is necessary to assimilate acquisitions.

We continue to explore opportunities for potential acquisitions in the fragmented staffing industry. Our acquisition strategy includes, but is not limited to, targeting companies or transactions that we believe may have one or more of the following characteristics:

- A focus on IT specialties and other verticals, including Artificial Intelligence ("AI"), cyber security, government, healthcare, and other targets in the professional services sectors;

- A well-managed business with experienced operators and with high gross profit and earnings before interest, taxes, depreciation, and amortization ("EBITDA") margins, as well as consistent revenue growth;

- Limited enterprise risk and successful due diligence; and

- Pricing commensurate with profitability and growth, must be accretive to earnings and consideration generally consisting of a combination of cash, seller and/or bank financing and stock.

Marketing

We market our staffing services using our corporate and trade names in our respective vertical markets. As of September 30, 2025, we operated from locations in ten (10) states, including nineteen (19) branch offices in downtown or suburban areas of major U.S. cities and four (4) additional U.S. locations utilizing local staff members working remotely. We have offices or serve markets remotely, as follows; (i) one office in each of Connecticut, Georgia, Illinois, and New Jersey, and one remote local market presence in each of Georgia and Virginia; (ii) two offices each in Massachusetts and Colorado; (iv) three offices and one additional local market presence in Texas; (v) six offices and one additional local market presence in Florida; and (vi) two offices in Ohio.

We market our staffing services to prospective clients primarily through the use of the internet, specialty brands and corporate websites, digital direct mail campaigns, publishing annual electronic and widely distributed salary guides, advertising in tech, HR and accounting publications, attendance and booth displays at specialty trade shows, participation and membership in chambers of commerce and other business organizations, and support for our employees' philanthropic activities. Our sales consultants and business development managers also engage in telephone marketing using our CRM tools to identify prospects, and through the mailing of tailored employment bulletins which list highly-skilled candidates available for placement and contract employees available for assignment.

There was no customer that represented 10% or more of the Company's consolidated revenue in fiscal 2025 or 2024. There was one customer that made up approximately 21% of the consolidated accounts receivable balance as of September 30, 2025, and two customers that, in aggregate, made up approximately 27% of the consolidated accounts receivable balance as of September 30, 2024. These customers are offered extended payment terms due to the frequency and volume of our services they utilize. Each has demonstrated consistent creditworthiness since doing business with us and the Company has not experienced any losses related to these two customers historically.

Competition

The staffing industry is highly fragmented with a multitude of competitors. There are relatively few barriers to entry by firms offering direct hire placement and staff augmentation services although significant amounts of working capital typically are required to fund the payroll of temporary workers for businesses providing contract staffing services. New entrants to the staffing industry are constantly introduced to the marketplace. Our competitors include sole-proprietorship operations, local and regional firms as well as national organizations. In the U.S., large national firms with annual revenue of at least $100 million or more, represent a relatively small portion of all U.S. staffing firms. Local and regional firms' yearly revenue can range from one to several million dollars or more. The largest portion of the marketplace consists of small, individual-sized or family-run operations. With low barriers to entry, sole proprietorships and smaller entities routinely enter the staffing industry. Many of our competitors are larger corporations with substantially greater resources than ours; however, as described below, we believe we are able to compete successfully in the verticals and end markets in which we operate.

Our professional staffing services compete effectively by providing highly qualified candidates who are well matched for the position, by developing and maintaining outstanding client relationships on a local level, by responding quickly to client requests, and by establishing offices and presences in convenient locations. As part of our services, we provide professional reference checking, scrutiny of candidates' work experiences and optional custom background checks. In general, we believe that a positive client experience is most important, and pricing often is secondary to quality of service as a competitive factor. During slow hiring periods, competition can put pressure on our pricing; however, we believe we are able to effectively compete on price in such situations.

Our Competitive Strengths

We believe that we are able to compete effectively in the staffing industry because we have:

- Deep experience and vertical specialization and expertise in niche markets;
- Invested in robust sales programs and marketing tools and technology and CRM software to successfully identify, target and reach out to potential new customers;
- Long-tenured division leaders, business development managers and vertical specialists (e.g., certified public accountants for accounting, tax and financial placements) with deep and relevant staffing industry experience;
- Strong and proven capability to deliver outstanding results for our clients under significant time constraints on large-scale projects leveraging our wide office network and experienced project team leaders, including experience with MSP and VMS programs;
- Well established strategies and procedures for both temporary and permanent virtual working environments supported by technology to facilitate communication, recruiting, onboarding and management of the business virtually;
- Specialized state-of-the-art databases, applicant tracking systems ("ATS") and other technology tools that facilitate swift, expert matching of candidates to job requirements providing highly qualified multiple choices to clients;
- Localized decision-making and a lack of a multi-layered bureaucracy which provides for more rapid responses to customized client requests and a streamlined approval process in place for speedy recruitment of personnel; and
- Hands-on training with specialized modules for newly hired recruiters and account management personnel.

Our business is mainly that of a temporary staffing company within the broader staffing industry, however, we also offer and provide permanent placement services. We employ the substantial portion of our staff members we place on temporary assignments with our clients. In addition to assisting our clients in managing peaks and valleys in their staffing needs, the temporary workers we place come in the form of a broader human resources management solution. That is, our clients do not bear the usual employment risks and compliance costs and burdens associated with our temporary workers; instead, we retain these costs and risks as the employer of record. We believe this is a significant value add for many of our temporary staffing clients.

Recruiting

The success of our services is highly dependent on our ability to recruit and retain qualified candidates. Prospective employment candidates are generally recruited through job postings and contact made electronically using various internet tools as well as telephone contact by our employment consultants. For internet postings, we maintain our corporate web page at www.geegroup.com and our specialty brand web pages in addition to extensive use of internet job posting bulletin board services. We also maintain database records of applicants' skills through our ATS to assist in matching applicant skills with job openings and contract assignments. We generally screen, interview and, in many cases, background check applicants who are presented to our clients.

Industry Overview

The staffing industry is divided into three major segments: temporary staffing services, professional employer organizations ("PEOs") and placement agencies. Temporary staffing services provide workers for limited periods, often to substitute for absent permanent workers or to staff discreet projects, or to help during periods of peak demand. These workers, who are often employees of the temporary staffing agency, will generally fill administrative, clerical, accounting, and other professional technical positions, or industrial positions. In some cases, temporary staffing services may be provided to clients over prolonged periods in longer-term HR outsourcing type scenarios. PEOs, sometimes referred to as employee leasing agencies, contract to provide workers to customers for specific functions, often related to human resource management. In many cases, a customer's employees are hired by a PEO and then contracted back to the customer. Placement agencies, sometimes referred to as executive recruiters or headhunters, find workers to fill permanent positions at customer companies. These agencies may specialize in placing senior managers, mid-level managers, technical workers, or clerical and other support workers.

Staffing companies identify potential candidates through online advertising and referrals, and interview, test and/or counsel workers before sending them to the customer for approval. Pre-employment screening can include skills assessment and reference checking, as well as drug tests and criminal background checks. The personnel staffing industry has been radically changed by the internet. Many employers list available positions with one or several internet personnel sites, such as those offered by firms like Indeed or LinkedIn, and on their own websites. Personnel agencies operate their own sites and often still work as intermediaries by helping employers accurately describe job openings and by screening candidates who submit applications.

Major end-use customers include businesses from virtually all industries. Marketing involves direct sales presentations, referrals from existing clients and advertising. Agencies compete both for customers and workers. Depending on market supply and demand at any given time, agencies may allocate more resources either to finding potential employers or potential workers. Permanent placement agencies work either on a retained or on a contingency basis. Clients may retain an agency for a specific job search or on contract for a specific period. Temporary staffing services charge customers a fixed price per hour or a standard markup on prevailing hourly rates.

For many staffing companies, including ours, demand is lower late in the fourth calendar quarter and early in the first calendar quarter, partly because of holidays, and is higher during the rest of the year. Staffing companies may have high receivables from customers. Temporary staffing agencies and PEOs must manage a high cash flow because they make payroll payments to their employees on behalf of client employers. Cash flow imbalances also occur because agencies must pay workers even if they have not been paid by clients.

The revenue of staffing companies depends on the number of jobs they fill, which in turn can depend upon the economic environment. During economic slowdowns, many client companies may typically also be expected to slow down or stop hiring altogether. Internet employment sites expand a Company's ability to find and source potential workers without the help of traditional agencies. Staffing companies often work as intermediaries, helping employers accurately describe job openings and screen candidates. Increasing the use of sophisticated, automated job description and candidate screening tools could make many traditional functions of personnel agencies obsolete. Free social networking sites such as LinkedIn and Facebook are also becoming a common way for recruiters and employees to connect without the assistance of a staffing agency.

Staffing companies are subject to regulations promulgated by the U.S. Department of Labor and the Equal Employment Opportunity Commission, and often by state authorities. Many federal anti-discrimination rules regulate the type of information that employment firms can request from candidates or provide to customers about candidates. In addition, the relationship between the agency and its temporary employees, or its employee candidates may not always be clear, resulting in legal and regulatory uncertainty.

Trends in the Staffing Business

Market Size & Growth Outlook

Staffing Industry Analysts ("SIA"), a leading industry trade organization, recently published in its September 2025 U.S. Staffing Industry Forecast update, that the U.S. Staffing Industry as a whole is expected to decline by 3% in 2025. This follows a 12% decline already experienced in 2024. The SIA report cites that the forecasted 2025 decline is expected due to widespread client caution, a slow labor market, reduced employee churn and flat bill rates. The U.S. staffing industry is expected to grow in the future, but not uniformly. The SIA report forecasts that the staffing industry will grow 2% in 2026 to reach a market size of $183.3 billion. In terms of segments, SIA forecasts 1% growth in IT, 3% growth in engineering, 5% growth in finance and accounting, and 2% growth in healthcare. To maximize growth going forward, we intend to identify and focus our resources and efforts on high-growth verticals and sub-markets.

Technology, AI

Technology continues to be a dominant driver in staffing and HR solutions, led most recently and broadly by AI. Fiscal 2025 saw significant increases in the use of AI by staffing firms to perform fundamental tasks such as screening resumes, ranking candidates, scheduling interviews, and suggesting matches. Automation of routine HR tasks including payroll, benefits administration, compliance tracking also are increasing in use across staffing firms.

Predictive analytics for workforce-planning: using data to forecast hiring needs, attrition, and talent gaps is another example of technological advancement in staffing. HR software is evolving to support remote work, virtual onboarding, and other continuous performance/collaboration tools.

The implications of accelerating advancements in technology occurring now, and particularly the AI explosion, already are believed to be disrupting traditional staffing platforms, protocols and even underlying business models. Clients expect faster time-to-hire, better quality matches, and seamless experiences. But there's also a risk: over-reliance on automation can reduce personalization and candidate experience. We are actively seeking to partner with and/or invest in tech partners and vendors, with a particular focus on AI and cybersecurity, in order to assist us in innovating and developing next level tools that allow us to provide outstanding services to our clients.

Skills-Based Hiring and Non-Traditional Talent Pools

Key elements of the traditional staffing model such as "degree first" hiring are being challenged. Increasingly, employers are shifting to questions such as "what can you do" rather than "what degree do you have." That opens opportunities for people from varied backgrounds, often with micro-credentials, certificates, bootcamps, or self-studied skills. Staffing & HR solutions firms are adjusting job descriptions, assessment tools, and sourcing strategies, accordingly, and will need to build new assessment capabilities, such as skills testing and project-based evaluations, and rethink candidate sourcing beyond traditional credential-based pipelines.

Flexible Workforce Models – Contingent, Gig, Hybrid

Workforce models are demanding that staffing and HR solutions firms become more agile. Growth in traditional temporary, contingent, project-based staffing has been tepid overall (low single digit) and negative in the case of some verticals, including information technology, which traditionally has been one of the leading growth verticals in staffing. The hybrid and remote work models have become relatively standardized in many industries, creating challenges for staffing and HR solution firms and their clients. A staffing firm's ability to offer scalable workforce solutions that allow clients to expand and contract usage depending on demand will continue to be an important value add. Staffing firms, therefore, must build flexibility into their delivery models, maintain on-demand talent pools, and adapt to remote/virtual work settings (including cross-geography compliance). For HR solutions vendors, tools must support remote onboarding, dispersed teams, collaboration and engagement.

Employee Experience, Candidate Experience and Branding

Talent attraction and retention are increasingly shaped by experience as opposed to credentials-based. Candidate experience is a key differentiator, including transparency, communication, speed of responses to candidates. The whole of employee experience, including engagement, wellness, development opportunities and responsiveness are central and not just recruitment. Employer branding and talent-market reputation matter more than ever. In order to succeed today, staffing firms and HR service providers must focus not only on filling roles but on delivering quality experience to candidates and clients. HR platforms will need to include or accommodate employee engagement analytics modules.

Regulatory Compliance

With changing work models, talent requirements, and hybrid and remote work environments now on the rise, the regulatory landscape is becoming more complex. Data-privacy, employment laws across jurisdictions, AI ethics, and remote employment security and compliance requirements are all challenges. Staffing firms must be ever-vigilant about the needs for placing more emphasis on managing compliance risk for clients (e.g., contingent workforce laws, employer-of-record services, I-9 compliance, and others). HR solutions providers must ensure their systems support compliance (audit trails, data security, policy enforcement and others). Staffing firms also may find they are uniquely positioned to offer advisory services around compliance and risk mitigation.

Employees

As of September 30, 2025, the Company had approximately 173 regular employees and the number of contract service employees varied week to week during fiscal 2025, from a minimum of approximately 815 to a maximum of 1,275.

Our Corporate Information

We were incorporated in the State of Illinois in 1962 and are the successor to employment offices doing business since 1893. Our principal executive offices are located at 7751 Belfort Parkway, Suite 150, Jacksonville, Florida 32256, and our telephone number at that location is (904) 512-7501.

Available Public Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy and information statements and amendments to reports filed or furnished pursuant to Sections 13(a), 14 and 15(d) of the Exchange Act. The public may obtain these filings at the Securities and Exchange Commission (the "SEC") Public Reference Room at 100 F Street, NE, Washington DC 20549 or by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding the Company and other companies that file material with the SEC electronically. Copies of the Company's reports can be obtained, free of charge, electronically through our internet website, www.geegroup.com. Information on the Company's website is not incorporated in this report by the foregoing reference.

Item 1A. Risk Factors.

We operate in a changing environment that involves numerous known and unknown risks and uncertainties that could materially adversely affect our operations. The risks described below highlight some of the factors that have affected, and in the future could affect our operations and financial condition. Additional risks we do not yet know of or that we currently think are immaterial may also affect our business operations. If any of the events or circumstances described in the following risks actually occur, our business, financial condition or results of operations could be materially adversely affected.

THE U.S. ECONOMY HAS RECENTLY BEEN NEGATIVELY IMPACTED BY HISTORICALLY SIGNIFICANT INFLATION, ELEVATED INTEREST RATES, AND RELATED DISRUPTIONS IN SUPPLY AND THE WORKFORCE; RECENT GLOBAL SOCIOECONOMIC TRENDS, INCLUDING THE WARS IN UKRAINE AND THE MIDDLE EAST AND U.S. RELATIONS WITH CERTAIN FOREIGN POWERS MAY HAVE FURTHER ADVERSE IMPACTS ON THE U.S. ECONOMY AND OUR BUSINESS.

The U.S. and larger global economies experienced historically high inflation during 2022, which has continued into 2025. The Federal Reserve and other Central Banks already have raised interest rates more aggressively and to their highest levels in decades. Although inflation and interest rates have begun to subside, the prospect for a recession is considered by many to be possible. Some sources have declared that the U.S. already has experienced a recession. Consumer prices, including basic costs of food, fuel, utilities, healthcare, mortgage and personal loan rates, and other non-discretionary and discretionary consumer items have risen significantly and remain high. Wages are up, however, increases in wages have lagged price inflation resulting in a net decline in real personal incomes relative to consumer spending. Volatility continues to exist in the workforce making it more difficult and costly for employers to recruit, hire and/or retain workers. U.S. unemployment remains relatively low, however the labor utilization rate and ratio of workers to the total population also remain low. Shortages in the workforce have been a significant factor in supply shortages relative to demand and also help fuel inflation. On the global stage, two wars are now being waged, the first led by the invasion of Ukraine by Russia, and the second, following the invasion of Israel by Hamas terrorists. These and overtures by China over Taiwan and the South China Sea, also add instability to the uncertainty driving socioeconomic forces, which in turn, impact the U.S. economy and the Company's and its subsidiaries' operations, accordingly.

The present conditions and state of our U.S. and global economies make it difficult to predict the extent to which a recession has occurred or will occur or worsen in the near future, and we and other members of the U.S. Staffing Industry already have seen significant declines in business since 2023. In the event of recurring or worsening conditions, in which the U.S. economy remains uncertain or contracts, we expect that our business will continue to be negatively impacted, accordingly. The Company has taken significant actions to shore up its resources and means in order to mitigate the negative effects of economic downturns; however, should economic conditions remain uncertain or worsen in the future, one may expect either scenario to continue to have an adverse effect on the business of the Company and its subsidiaries.

RAPID EXPANSION OF ARTIFICIAL INTELLIGENCE MAY DISRUPT TRADITIONAL STAFFING MODELS AND ADVERSELY IMPACT OUR BUSINESS

The rapid advancement and adoption of artificial intelligence (“AI”) technologies—including automation, machine learning, and generative AI—are transforming the nature of work and the demand for human labor. These changes may materially affect our business model, client needs, and revenue streams.

AI-driven tools are increasingly capable of performing tasks historically completed by human workers, particularly in administrative, data processing, customer service, and technical support functions. As client organizations adopt AI to increase productivity and reduce labor costs, demand for traditional staffing and contingent workforce solutions may decline. A sustained decrease in client demand for certain skill categories could adversely affect our placement volumes, margins, and overall profitability.

Conversely, while AI may create new categories of employment—such as in data science, prompt engineering, and AI systems management—our ability to identify, recruit, and place qualified talent in emerging technology roles depends on our agility in adapting our recruitment processes, training programs, and service offerings. If we fail to evolve our service model to meet changing market needs or to leverage AI tools effectively within our own operations, we may lose competitive advantage to peers or technology-enabled platforms that more rapidly integrate AI into their workforce solutions.

Additionally, the accelerated use of AI tools introduces new regulatory, ethical, and data privacy risks. Legislation or enforcement actions concerning AI transparency, bias, or data usage could increase our compliance costs or restrict our ability to use AI in candidate screening, matching, or performance management. Misuse or perceived misuse of AI technologies by us or our clients could damage our reputation, impair client relationships, or result in legal exposure.

The overall impact of AI adoption on the staffing industry remains uncertain. If AI deployment significantly alters workforce demand, compresses margins, or increases compliance complexity, our business, financial condition, and results of operations could be materially and adversely affected.

THE TERMS OF OUR SENIOR BANK ASSET BACKED LOAN AGREEMENT MAY PLACE SOME RESTRICTIONS ON OUR OPERATING AND FINANCIAL FLEXIBILITY, AND FAILURE TO COMPLY WITH COVENANTS OR TO SATISFY CERTAIN CONDITIONS OF THE AGREEMENT MAY RESULT IN ACCELERATION OF OUR REPAYMENT OBLIGATIONS, WHICH COULD HARM OUR LIQUIDITY, FINANCIAL CONDITION, OPERATING RESULTS, BUSINESS AND PROSPECTS AND CAUSE THE PRICE OF OUR SECURITIES TO DECLINE.

GEE Group Inc. and its subsidiaries, Agile Resources, Inc., Access Data Consulting Corporation, Hornet Staffing, Inc., Paladin Consulting, Inc., Scribe Solutions, Inc., SNI Companies, Inc., and Triad Personnel Services, Inc. are co-borrowers under a Loan, Security and Guaranty Agreement for a $20 million asset-based senior secured revolving credit facility (the “Facility”) with First Citizens Bank (“FCB”) (formerly CIT Bank, N.A.). The Facility is collateralized by 100% of the assets of the Company and its subsidiaries who are co-borrowers and/or guarantors. The Facility matures on the fifth anniversary of the closing date (May 14, 2026). The Facility contains some restrictions and limitations that might inhibit our ability to engage in certain activities and transactions that may otherwise be in our long-term best interests. The affirmative and negative covenants contained in the Credit Agreement that may adversely affect our ability to operate our business include covenants that limit and restrict, among other things, our ability to incur additional indebtedness, transfer or sell certain assets, issue stock of subsidiaries, pay dividends on, repurchase or make distributions with respect to our capital stock or make other restricted payments, incur or permit liens or other encumbrances on assets, make certain investments, loans and advances, acquire other businesses, merge, consolidate, sell or otherwise dispose of all or substantially all of our assets, enter into certain transactions with our affiliates and amend certain agreements, without amendment of the Facility or the express approval of FCB. Under the Facility, advances are subject to a borrowing base formula based on 85% of eligible accounts receivable of the Company and subsidiaries, as defined, and subject to certain other criteria, conditions, and applicable reserves, including any additional eligibility requirements as determined by the administrative agent. Although the stated face amount of the Facility is $20 million, the borrowing base formula significantly limits amounts available for us to borrow.

The Facility also contains customary events of default, including, among others, payment default, bankruptcy events, cross-default, breaches of covenants and representations and warranties, change of control and judgment defaults. A breach of any of these covenants could result in default under our Credit Agreement, which could prompt the lenders to declare all amounts outstanding under the Credit Agreement to be immediately due and payable and terminate all commitments to extend further credit. In addition, a breach of the Credit Agreement would cause a cross-default of certain other indebtedness. If we were unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure that indebtedness. If the lenders under the Credit Agreement accelerate the repayment of borrowings, we cannot ensure that we will have sufficient assets and funds to repay the borrowings under the Credit Agreement and our other indebtedness. An acceleration of our outstanding indebtedness could have serious consequences to our financial condition, operating results, and business, and could cause us to become insolvent or enter bankruptcy proceedings.

IF WE ARE UNABLE TO GENERATE OR BORROW SUFFICIENT CASH TO MAKE PAYMENTS ON OUR INDEBTEDNESS OUR FINANCIAL CONDITION WOULD BE MATERIALLY HARMED, OUR BUSINESS COULD FAIL AND OUR SHAREHOLDERS MAY LOSE ALL OF THEIR INVESTMENT.

Our ability to make scheduled payments on or to refinance our obligations is dependent upon our financial and operating performance, which is affected by economic, financial, competitive, business, and other factors, some of which are beyond our control. While we believe we will be able to meet our liquidity requirements for the foreseeable future and for at least the next twelve months, we cannot assure you that our business will generate sufficient cash flow from operations to service our indebtedness or to fund our other liquidity needs. If we are unable to meet our debt obligations or fund our other liquidity needs, we may need to restructure or refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to restructure or refinance any of our indebtedness on commercially reasonable terms, if at all, which could cause us to default on our debt obligations and impair our liquidity. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations.

THE COMPANY HAS MATERIAL INTANGIBLE ASSETS, INCLUDING GOODWILL, CUSTOMER LISTS, AND TRADENAMES. THESE ASSETS ARE SUBJECT TO IMPAIRMENT RISKS, WHICH COULD RESULT IN FUTURE MATERIAL IMPAIRMENT CHARGES TO INCOME AND NEGATIVELY IMPACTING THE FUTURE OPERATING RESULTS AND THE FINANCIAL POSITION OF THE COMPANY.

The Company is required to evaluate its goodwill annually or when one or more triggering events or circumstances indicate that assets might be impaired. The other long-lived assets, including definite-lived intangible assets, have to be tested for impairment only when triggering events occur or circumstances indicate that these assets might be impaired. The Company has recognized impairments of its goodwill and its other long-lived assets, including most recently during the second quarter of its fiscal year ended September 30, 2025. In testing for impairments, management applies one or more valuation techniques to estimate the fair values of the reporting unit, individual assets or groups of individual assets, as required under the circumstances. These valuation techniques rely on assumptions and other factors, such as the estimated future cash flows, the discount rates used to determine the present value of associated cash flows, and the market comparable assumptions. Changes to input assumptions and other factors used or considered in the analysis could result in materially different evaluations of impairment.

The valuation techniques utilized by management for impairment testing, including estimated future cash flows, fundamentally include the inherent underlying assumption that the economy, the markets served by the Company, and the Company itself, will continue to grow. In the event the assumptions relied upon by management are not achieved, including assumed future growth rates, impairments of goodwill or other long-lived assets could be recorded and such amounts could be material to the consolidated financial statements. A reduction in the projected long-term operating performance of the Company's reporting unit or other long-lived assets, future market declines, changes in discount rates or other conditions also could result in material impairments in the future. Thus, there can be no assurance that the Company's goodwill or other long-lived assets will not become impaired in the future.

WE HAVE SIGNIFICANT WORKING CAPITAL NEEDS AND IF WE ARE UNABLE TO SATISFY THOSE NEEDS FROM CASH GENERATED FROM OUR OPERATIONS OR BORROWINGS UNDER OUR DEBT INSTRUMENTS, WE MAY NOT BE ABLE TO CONTINUE OUR OPERATIONS.

We require significant amounts of working capital to operate our business. We often have high receivables from our customers, and as a staffing company, we are prone to cash flow imbalances because we have to fund payroll payments to temporary workers before receiving payments from clients for our services. If we experience a significant and sustained drop in operating profits, or if there are unanticipated reductions in cash inflows or increases in cash outlays, we may be subject to cash shortfalls. If a sustained shortfall were to occur, it could have an adverse effect on our business. In particular, we use working capital to fund expenses relating to our temporary workers and our other operating expenses and liabilities. As a result, we must maintain sufficient cash availability to pay temporary workers and fund payroll taxes and other payroll-related expenses prior to receiving payment from customers.

In addition, our operating results tend to be unpredictable from quarter to quarter. Demand for our services is typically lower during traditional national vacation periods in the United States when customers and candidates are on vacation. No single quarter is predictive of results of future periods. Any extended period of time with low operating results or cash flow imbalances could have a material adverse effect on our business, financial condition and results of operations.

We derive working capital for our operations through cash generated by our operating activities and borrowings under our debt instruments. If our working capital needs increase in the future, we may be forced to seek additional sources of capital, which may not be available on commercially reasonable terms. The amount we are entitled to borrow under our debt instruments is calculated monthly based on the aggregate value of certain eligible trade accounts receivable generated from our operations, which are affected by financial, business, economic and other factors, as well as by the daily timing of cash collections and cash outflows. The aggregate value of our eligible accounts receivable may not be adequate to allow for borrowings for other corporate purposes, such as capital expenditures or growth opportunities, which could reduce our ability to react to changes in the market or industry conditions.

THE LINGERING EFFECTS OF THE CORONAVIRUS PANDEMIC AND ITS SUBSEQUENT VARIANTS AND CARES ACT REQUIREMENTS COULD ADVERSELY AFFECT OUR BUSINESS, LIQUIDITY AND FINANCIAL RESULTS.

Recent global socioeconomic conditions, including the negative effects of the Coronavirus Pandemic ("COVID-19"), and disruption of financial markets, severely affected our business and results of operations during fiscal 2020 and, although to a lesser extent, fiscal 2021. The negative effects initially limited our access to credit or equity capital, our ability to refinance debt and disrupted ours and our clients' businesses. In fiscal 2021 and 2022, we were able to regain reasonable access to credit and equity capital markets, but also have continued to experience some lingering negative effects on our business operations in certain markets.

The operations and liquidity of our operating subsidiaries were severely impacted by COVID-19. As a result and out of necessity, in fiscal 2020, we applied for and obtained financial relief in the form of funds received in exchange for promissory notes issued by the U.S. Small Business Administration ("SBA") and U.S. Treasury under the Payroll Protection Program of the CARES Act ("PPP loans"). The Company and eight of its operating subsidiaries received PPP loans, totaling $20 million, and have since applied for and received forgiveness of their respective PPP loans from the SBA. The forgiveness of these loans, including their respective accrued and unpaid interest amounts, have been recognized by eliminating them from the Company's consolidated balance sheets with corresponding gains in consolidated net income in fiscal 2021 and 2022.

The former PPP loans obtained by GEE Group Inc., and its operating subsidiaries together as an affiliated group, exceeded the $2 million audit threshold established by the SBA, and therefore, will be subject to audit by the SBA in the future. If any of the nine forgiven PPP loans are reinstated in whole or in part as the result of a future audit, or other Federal mandate or initiative, a charge or charges would be incurred, accordingly, and they would need to be repaid. If the companies are unable to repay the portions of their PPP loans that ultimately may be reinstated from available liquidity or operating cash flow, we may be required to raise additional equity or debt capital to repay the PPP loans.

OUR REVENUE CAN VARY BECAUSE OUR CUSTOMERS CAN TERMINATE THEIR RELATIONSHIP WITH US AT ANY TIME WITH LIMITED OR NO PENALTY.

We focus on providing professional personnel on a temporary assignment-by-assignment basis, which customers can generally terminate at any time or reduce their level of use when compared to prior periods. To avoid large placement agency fees, large companies may use in-house personnel staff, current employee referrals, or human resources consulting companies to find and hire new personnel. Because placement agencies typically charge fees as a mark-up to the hourly pay rate or based on a percentage of the first year's salary of a new worker, companies with many jobs to fill may have a large financial incentive to avoid agencies.

Our business is also significantly affected by our customers' hiring needs and their views of their future prospects. Our customers may, on very short notice, terminate, reduce or postpone their recruiting assignments with us and, therefore, affect demand for our services. As a result, a significant number of our customers can terminate their agreements with us at any time, making us particularly vulnerable to a significant decrease in revenue within a short period of time that could be difficult to quickly replace. This could have a material adverse effect on our business, financial condition and results of operations.

MOST OF OUR CONTRACTS DO NOT OBLIGATE OUR CUSTOMERS TO UTILIZE A SIGNIFICANT AMOUNT OF OUR STAFFING SERVICES AND MAY BE CANCELLED ON LIMITED NOTICE, SO OUR REVENUE STREAM MAY BE INCONSISTENT AND IS NOT GUARANTEED.

Substantially all of our revenue is derived from contracts or master service agreements that are renewable or perpetual and that are terminable by our customers for their convenience and at their discretion. Under our renewable or perpetual agreements, we contract to provide staffing services through work or service orders at the customers' request. Under these agreements, our customers often have little or no obligation to request our staffing services. In addition, most of our contracts are cancellable on limited notice and without material penalties, even if we are not in default under the contract. We may hire employees permanently to meet anticipated demand for services under these agreements that may ultimately be delayed or cancelled. We could face a significant decline in revenues and our business, financial condition or results of operations could be materially adversely affected if we see a significant decline in the staffing services requested from us under our service agreements; or our customers cancel or defer a significant number of staffing requests; or our existing customer agreements expire or lapse and we cannot renew or replace them with similar agreements.

IF WE ARE UNABLE TO RETAIN A BROAD GROUP OF EXISTING CUSTOMERS, LOSE ONE OR MORE SIGNIFICANT CUSTOMERS, OR FAIL TO ATTRACT NEW CUSTOMERS, OUR RESULTS OF OPERATIONS COULD SUFFER.

Increasing the growth and profitability of our business is particularly dependent upon our ability to retain existing customers and capture additional customers. Our ability to do so is dependent upon our ability to provide high quality services and offer competitive prices. If we are unable to execute these tasks effectively, we may not be able to attract a significant number of new customers and our existing customer base could decrease, including the loss of a significant customer, either or all of which could have an adverse impact on our revenues.

SUBSTANTIAL ALTERATION OF OUR CURRENT BUSINESS AND REVENUE MODEL COULD HURT SHORT-TERM RESULTS.

Our present business and revenue model represents our view of optimal business and revenue generation, which is to derive revenues and achieve profitability in the shortest period. There can be no assurance that current models will not be altered significantly or replaced with one or more alternatives driven by motivations other than near-term revenues and/or profitability (for example, building market share ahead of our competitors). Any such alteration or replacement of our current business and revenue model may ultimately result in the deferring of certain revenues in favor of potentially establishing larger market share. We cannot assure that any such adjustment or change in the business and revenue model would prove to be successful whether adopted in response to industry changes or for other reasons.

WE DEPEND ON OUR SENIOR MANAGEMENT TEAM AND THE LOSS OF ONE OR MORE KEY EMPLOYEES OR AN INABILITY TO ATTRACT AND RETAIN HIGHLY SKILLED EMPLOYEES COULD ADVERSELY AFFECT OUR BUSINESS.

Our success depends largely upon the continued services of our executive officers and on certain other mission-critical individual contributors. We rely on our leadership team for the management and oversight of our business operations, including but not limited to, developing and executing our strategy, business and financial planning, research and development, marketing, sales, human resources, client services, finance, and other general and administrative functions. From time to time, our executive management team may change from the hiring or departure of executives, which could disrupt our business. Employment agreements with our executive officers or other key personnel contain terms and conditions while employed by us, however, they also continue to be considered “at will” employees and, as such, they are not legally required to continue to work for us for any specified period and may terminate their employment with us at any time should they choose. The loss of one or more of our executive officers or key employees could have a serious adverse effect on our business.

To execute our growth plan, we must attract and retain highly qualified personnel. Competition for outstanding personnel is intense, especially for experienced software engineers and senior sales executives. If we are unable to attract such personnel in cities where we are located, we may need to hire in other locations, which may add to the complexity and costs of our business operations. We expect to continue to experience challenges in hiring and retaining employees with appropriate qualifications. Extended stay-at-home, business closure, and other restrictive orders also may be expected to impact our ability to identify, hire, and train new personnel. Many of the companies with which we compete for experienced personnel have greater resources than we have. If we hire employees from competitors or other companies, their former employers may attempt to assert that these employees or we have breached legal obligations, resulting in a diversion of our time and resources. In addition, job candidates and existing employees often consider the value of the stock awards they receive in connection with their employment. If the perceived value of our stock awards declines, it may adversely affect our ability to recruit and retain highly skilled employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, it could adversely affect our business and future growth prospects.

WE DEPEND ON ATTRACTING, INTEGRATING, MANAGING, AND RETAINING QUALIFIED PERSONNEL.

Our success depends upon our ability to attract, integrate, manage and retain personnel who possess the skills and experience necessary to fulfill our clients’ needs. Our ability to hire and retain qualified personnel could be impaired by any diminution of our reputation, decrease in compensation levels relative to our competitors, modifications to our total compensation philosophy that might be perceived negatively, or aggressive competitor hiring programs. If we cannot attract, hire and retain required qualified personnel, our business, financial condition and results of operations would be negatively impacted. Our future success also depends upon our ability to manage the successful performance of our personnel. Failure to successfully manage the performance of our personnel could affect our profitability by causing operating inefficiencies that could increase operating expenses and reduce operating income.

WE DEPEND ON OUR ABILITY TO ATTRACT AND RETAIN QUALIFIED TEMPORARY WORKERS.

In addition to the members of our own team, our success is substantially dependent on our ability to recruit and retain large numbers of qualified temporary workers who possess the skills and experience necessary to meet the staffing requirements of our customers. We are required to continually evaluate our base of available qualified personnel to keep pace with changing customer needs. Competition for individuals with proven professional skills is intense, and demand for these individuals is expected to remain strong for the foreseeable future.

Staffing Industry Analysts, a leading industry trade organization, recently published in its September 2025 U.S. Staffing Industry Forecast update, that the U.S. Staffing Industry as a whole is expected to decline by 3% in 2025. This follows a 12% decline already experienced in 2024. The SIA report cites that the forecasted 2025 decline is expected due to widespread client caution, a slow labor market, reduced employee churn and flat bill rates.

WE OPERATE IN AN INTENSELY COMPETITIVE AND RAPIDLY CHANGING BUSINESS ENVIRONMENT, AND THERE IS A SUBSTANTIAL RISK THAT OUR SERVICES COULD BECOME OBSOLETE OR UNCOMPETITIVE.

The markets for our services are highly competitive and include many larger, more established companies. Our markets are characterized by pressures to provide high levels of service, incorporate new capabilities and technologies, accelerate job completion schedules and reduce prices. Furthermore, we face competition from a number of sources, including other executive search firms and professional search, staffing and consulting firms. Several of our competitors have greater financial and marketing resources than we do. New and existing competitors are aided by technology, and the market has low barriers to entry. Furthermore, Internet employment sites expand a company's ability to find workers without the help of traditional agencies. Personnel agencies often work as intermediaries, helping employers accurately describe job openings and screen candidates. Increasing the use of sophisticated, automated job description and candidate screening tools, especially those that now utilize Artificial Intelligence, or "AI", could make many traditional functions of staffing companies obsolete. Specifically, the increased use of the internet may attract technology-oriented companies to the professional staffing industry. Free social networking sites such as LinkedIn and Facebook are also becoming a common way for recruiters and employees to connect without the assistance of a staffing company.

Our future success will depend largely upon our ability to anticipate and keep pace with those developments and advances. Current or future competitors could develop alternative capabilities and technologies that are more effective, easier to use or more economical than our services. In addition, we believe that, with continuing development and increased availability of IT aided by AI, the industries in which we compete may attract new competitors. If our capabilities and technologies become obsolete or uncompetitive, our related sales and revenue would decrease. Due to competition, we may experience reduced margins on our services, loss of market share, and loss of customers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business, financial condition and results of operations could be materially adversely affected.

CHANGES IN GOVERNMENT REGULATION COULD LIMIT OUR GROWTH OR RESULT IN ADDITIONAL COSTS OF DOING BUSINESS.

We are subject to the same federal, state, and local laws as other companies conducting placement and staffing services, which are extensive. The adoption or modification of laws that affect the placement and staffing industry, including but not limited to, Federal and state laws and regulations pertaining to labor and minimum wages, workplace standards and safety, workers compensation laws, independent contractor status, the Family Medical Leave Act, Affordable Care Act, and others could harm our business, operating results, and financial condition by increasing our costs and administrative burdens.

WE MAY NOT BE ABLE TO OBTAIN THE NECESSARY ADDITIONAL FINANCING TO ACHIEVE OUR STRATEGIC GOALS.

There is no guarantee that we will be able to obtain any additional financing that may be required to continue to expand our business. Our continued viability depends on our ability to raise capital. Changes in economic, regulatory or competitive conditions may lead to cost increases. Management may also determine that it is in our best interest to expand more rapidly than currently intended, to expand marketing activities, to develop new or enhance existing services or products, to respond to competitive pressures or to acquire complementary services, businesses or technologies. In any such case or other change of circumstance, additional financing will be necessary. If any additional financing is required, there can be no assurances that we will be able to obtain such additional financing on terms acceptable to us and at times required by us, if at all. In such event, we may be required to materially alter our business plan or curtail all or a part of our expansion plans.

WE MAY NOT BE ABLE TO MANAGE EXPECTED GROWTH AND INTERNAL EXPANSION.

Our ability to manage growth effectively will be important to our business and future results of operations and financial condition. Expansion of our resources and operations will be required to address anticipated growth of our customer base and market opportunities. Expansion may be expected to place additional strain on our management, operational and financial resources, and thereby our ability to provide quality services and support for our clients and other stakeholders. In these regards, we anticipate the need to enhance existing resources, processes and controls, including but not limited to, implementation of new operational and financial systems, and development of additional procedures and controls to expand, train and manage our growing employee base and to service new and growing customers. Our failure to manage growth effectively, therefore, could have a materially negative effect on our business, results of operations and financial condition.

WE ARE DEPENDENT UPON TECHNOLOGY SERVICES, AND IF WE EXPERIENCE DAMAGE, SERVICE INTERRUPTIONS OR FAILURES IN OUR COMPUTER AND TELECOMMUNICATIONS SYSTEMS, OUR EXISTING CUSTOMER RELATIONSHIPS AND OUR ABILITY TO ATTRACT NEW CUSTOMERS MAY BE ADVERSELY AFFECTED.

Our business could be interrupted by damage to or disruption of our computer and telecommunications equipment and software systems, and we may lose data. Our customers' businesses may be adversely affected by any system or equipment failure we experience. As a result of any of the foregoing, our relationships with our customers may be impaired, we may lose customers, our ability to attract new customers may be adversely affected and we could be exposed to contractual liability. Precautions in place to protect us from, or minimize the effect of, such events may not be adequate. If an interruption by damage to or disruption of our computer and telecommunications equipment and software systems occurs, we could be liable and the market perception of our services could be harmed.

WE COULD BE HARMED BY IMPROPER DISCLOSURE OR LOSS OF SENSITIVE OR CONFIDENTIAL COMPANY, EMPLOYEE, ASSOCIATE OR CLIENT DATA, INCLUDING PERSONAL DATA, BY EMPLOYEE ERROR AND/OR CYBER RISKS.

In connection with the operation of our business, we store, process and transmit a large amount of data, including personnel and payment information, about our employees, clients, associates and candidates, a portion of which is confidential and/or personally sensitive. In doing so, we rely on our own technology and systems, and those of third-party vendors we use for a variety of processes. We and our third-party vendors have established policies and procedures to help protect the security and privacy of this information. Unauthorized disclosure or loss of sensitive or confidential data may occur through a variety of methods. These include, but are not limited to, systems failure, employee negligence, fraud or misappropriation, or unauthorized access to or through our information systems, whether by our employees or third parties, including a cyberattack by computer programmers, hackers, members of organized crime and/or state-sponsored organizations, who may develop and deploy viruses, worms or other malicious software programs.

Such disclosure, loss or breach could harm our reputation and subject us to government sanctions and liability under our contracts and laws that protect sensitive or personal data and confidential information, resulting in increased costs or loss of revenues. It is possible that security controls over sensitive or confidential data and other practices we and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information. The potential risk of security breaches and cyberattacks may increase as we introduce new services and offerings, such as mobile technology. Further, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions in which we provide services. Any failure or perceived failure to successfully manage the collection, use, disclosure, or security of personal information or other privacy related matters, or any failure to comply with changing regulatory requirements in this area, could result in legal liability or impairment to our reputation in the marketplace.

OUR STRATEGY OF GROWING THROUGH ACQUISITIONS MAY BE IMPEDED BY A LACK OF FINANCIAL RESOURCES AND IMPACT OUR BUSINESS IN UNEXPECTED WAYS. WE COULD BE ADVERSELY AFFECTED BY RISKS ASSOCIATED WITH ACQUISITIONS.

We intend to expand our business through acquisitions of complementary businesses, technologies, services or products, subject to our business plans and management's ability to identify, acquire and develop suitable acquisition or investment targets in both new and existing service categories. In certain circumstances, acceptable acquisition or investment targets might not be available. Acquisitions involve a number of risks, including, but not limited to:

- difficulty in integrating the operations, technologies, products and personnel of an acquired business, including consolidating redundant facilities and infrastructure;
- potential disruption of our ongoing business and the distraction of management from our day-to-day operations;
- difficulty entering markets in which we have limited or no prior experience and in which competitors have a stronger market position;
- difficulty maintaining the quality of services that such acquired companies have historically provided;
- impact of liabilities of the acquired businesses undiscovered or underestimated as part of the acquisition due diligence;
- failure to realize anticipated growth opportunities from a combined business, because existing and potential clients may be unwilling to consolidate business with a single supplier or to stay with the acquirer post acquisition;
- impacts of cash on hand and debt incurred to finance acquisitions, thus increasing debt leverage and reducing liquidity for other significant strategic objectives;
- internal controls, disclosure controls, corruption prevention policies, human resources and other key policies and practices of the acquired companies may be inadequate or ineffective;
- overpayment for the acquired company or assets or failure to achieve anticipated benefits, such as cost savings ("synergies") and revenue enhancements;
- increased expenses associated with completing an acquisition and amortizing any acquired intangible assets;
- challenges in implementing uniform standards, accounting policies, customs, controls, procedures and policies throughout an acquired business;
- failure to retain, motivate and integrate key management and other employees of the acquired business; and
- loss of customers and a failure to integrate and retain customer bases.

In addition, if we incur indebtedness to finance an acquisition, it may reduce our capacity to borrow additional amounts and requiring us to dedicate a greater percentage of our cash flow from operations to payments on our debt, thereby reducing the cash resources available to us to fund capital expenditures, pursue other acquisitions or investments in new business initiatives and meet general corporate and working capital needs. This increased indebtedness may also limit our flexibility in planning for, and reacting to, changes in or challenges relating to our business and industry.

The use of our common stock or other securities (including those that might be convertible into or exchangeable or exercisable for our common stock) to finance any such acquisition may also result in dilution of our existing shareholders.

The potential risks associated with recent and future acquisitions could disrupt our ongoing business, result in the loss of key customers or personnel, increase expenses and otherwise have a material adverse effect on our business, results of operations and financial condition.

WE MAY BE EXPOSED TO EMPLOYMENT-RELATED CLAIMS AND LOSSES, INCLUDING CLASS ACTION LAWSUITS, WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS.

We employ people internally and in the workplaces of other businesses. Many of these individuals have access to client information systems and confidential information. The risks of these activities include possible claims relating to:

- discrimination and harassment;
- wrongful termination or denial of employment;
- violations of employment rights related to employment screening or privacy issues;
- classification of temporary workers;
- assignment of illegal aliens;
- violations of wage and hour requirements;
- retroactive entitlement to temporary worker benefits;
- errors and omissions by our temporary workers;
- release, misuse or appropriation of client intellectual property, or other confidential or other property or proprietary information;
- misappropriation of funds;
- cybersecurity breaches affecting our clients and/or us;
- damage to customer facilities due to negligence of temporary workers; and
- criminal misconduct or illegal activity by our temporary workers.

We may incur fines and other losses or negative publicity with respect to these problems and claims. Such claims may result in negative publicity, injunctive relief, criminal investigations and/or charges, payment by us of monetary damages or fines, or other material adverse effects on our business. In addition, these claims may give rise to litigation, which could be time-consuming and expensive. New employment and labor laws and regulations may be proposed or adopted that may increase the potential exposure of employers to employment-related claims and litigation. There can be no assurance that the corporate policies we have in place to help reduce our exposure to these risks will be effective or that we will not experience losses as a result of these risks. There can also be no assurance that the insurance policies we have purchased to insure against certain risks will be adequate or that insurance coverage will remain available on reasonable terms or be sufficient in amount or scope of coverage.

WE FACE SIGNIFICANT EMPLOYMENT-RELATED LEGAL RISK.

We employ people internally and in the workplaces of other businesses. Many of these individuals have access to client information systems and confidential information. An inherent risk of such activity includes possible claims of errors and omissions; intentional misconduct; release, misuse or misappropriation of client intellectual property, confidential information, funds, or other property; cyber security breaches affecting our clients and/or us; discrimination and harassment claims; employment of illegal aliens; criminal activity; torts; or other claims. Such claims may result in negative publicity, injunctive relief, criminal investigations and/or charges, civil litigation, payment by us of monetary damages or fines, or other material adverse effects on our business.

CYBERSECURITY BREACHES OF OUR SYSTEMS AND INFORMATION TECHNOLOGY COULD ADVERSELY IMPACT OUR ABILITY TO OPERATE.

We need to protect our own and other business confidential information from disclosure. We face the threat to our computer systems of unauthorized access, computer hackers, computer viruses, malicious code, organized cyber-attacks and other security problems and system disruptions, including possible unauthorized access to our and our clients' proprietary or classified information. As a result of the developing conflict between Russia and the Ukraine, in February 2022 the U.S. Cybersecurity and Infrastructure Security Agency issued a "Shields Up" alert for American organizations noting the potential for Russia's cyber-attacks on Ukrainian government and critical infrastructure organizations to impact organizations both within and beyond the U.S., particularly in the wake of sanctions imposed by the United States and its allies. We rely on industry-accepted security measures and technology to securely maintain all confidential and proprietary information on our information systems. We have devoted and will continue to devote significant resources to the security of our computer systems, but they may still be vulnerable to these threats. A user who circumvents security measures could misappropriate confidential or proprietary information, including information regarding us, our personnel and/or our clients, or cause interruptions or malfunctions in operations. As a result, we may be required to expend significant resources to protect against the threat of these system disruptions and security breaches or to alleviate problems caused by these disruptions and breaches. Any of these events could damage our reputation and have a material adverse effect on our business, financial condition, results of operations and cash flows. Although the aggregate impact on our operations and financial condition has not been material to date, we have been the target of events of this nature and expect them to continue as cybersecurity threats have been rapidly evolving in sophistication and becoming more prevalent in the industry.

OUR ABILITY TO UTILIZE OUR NET OPERATING CARRYFORWARDS AND CERTAIN OTHER TAX ATTRIBUTES MAY BE LIMITED.

Federal and state tax laws impose restrictions on the utilization of net operating loss ("NOL") and tax credit carryforwards in the event of an "ownership change" as defined by section 382 of the Internal Revenue Code of 1986, as amended ("Section 382"). Generally, an ownership change occurs if the percentage of the value of the stock that is owned by one or more direct or indirect "five percent shareholders" increases by more than 50% over their lowest ownership percentage at any time during the applicable testing period (typically, three years).

Under Section 382, if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change NOL carryforwards and other pre-change tax attributes to offset its post-change income may be limited. Future changes in our stock ownership, which may be outside of our control, may trigger an "ownership change". In addition, future equity offerings or acquisitions that have equity as a component of the purchase price could result in an "ownership change." If an "ownership change" has occurred or does occur in the future, utilization of the NOL carryforwards or other tax attributes may be limited, which could potentially result in increased future tax liability to us.

We engaged outside tax experts to perform a comprehensive section 382 study during fiscal 2025 to calculate the estimated limitation and evaluate the corporation's ability to use its NOL carryforwards and other pre-change tax attributes. The study concluded that our pre-2018 NOL carryovers and other tax attributes are subject to limitation under section 382.

THE MARKET PRICE OF SHARES OF OUR COMMON STOCK HAS BEEN VOLATILE, WHICH COULD CAUSE THE VALUE OF YOUR INVESTMENT TO DECLINE. A MORE ACTIVE, LIQUID TRADING MARKET FOR OUR COMMON STOCK MAY NOT DEVELOP, AND THE PRICE OF OUR COMMON STOCK MAY FLUCTUATE SIGNIFICANTLY.

The market price of our common stock has been highly volatile and could be subject to wide fluctuations. Securities markets worldwide experience significant price and volume fluctuations. The securities markets have experienced significant volatility as a result of the COVID-19 pandemic and more recently, significant inflation, rising interest rates, economic uncertainty and volatility and uncertainty in our labor market. Market volatility, as well as general economic, market, or political conditions, could reduce the market price of shares of our common stock regardless of our operating performance.

Although our common stock is listed on the New York Stock Exchange ("NYSE") American, we cannot assure you that an active public market will develop for our common stock. There has been relatively limited trading volume in the market for our common stock, and a more active, liquid public trading market may not develop or may not be sustained. Limited liquidity in the trading market for our common stock may adversely affect a shareholder's ability to sell its shares of common stock at the time it wishes to sell them or at a price that it considers acceptable. If a more active, liquid public trading market does not develop, we may be limited in our ability to raise capital by selling shares of common stock and our ability to acquire other companies or assets by using shares of our common stock as consideration. In addition, if the relatively limited trading volumes for our stock persists, the market price for our common stock may fluctuate significantly more than the stock market as a whole. Without large enough trading volumes, our common stock may be expected to remain less liquid than the stock of other more actively traded companies and, as a result, the trading prices of our common stock may be more volatile. Furthermore, the stock market is subject to significant price and volume fluctuations, and the price of our common stock could fluctuate widely in response to several factors, including:

- our quarterly or annual operating results and financial position;
- adverse market reaction to changes in our indebtedness, if any;
- the perceived impact of the present uncertainties in the economy and labor markets on our industry and our own results;
- announcements by our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures, or capital commitments;
- litigation and government investigations;
- pending acquisitions, if any;
- investment recommendations by securities analysts following our business or our industry;
- additions or departures of key personnel;
- changes in the business, earnings estimates or market perceptions of our competitors;
- our failure to achieve operating results consistent with securities analysts' projections;
- future changes in industry, general market or economic conditions; and
- changes or proposed changes in laws or regulations or differing interpretations or enforcement of laws or regulations affecting our business.

In response, the market price of shares of our common stock could decrease significantly. You may be unable to resell your shares of common stock at or above the public offering price.

Following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. Such litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

OUR COMMON STOCK COULD BE DELISTED FROM THE NYSE AMERICAN IF WE DO NOT MEET ITS CONTINUED LISTING REQUIREMENTS.

The NYSE American has established certain standards for the continued listing of a security on the NYSE American. There can be no assurance that we will be able to meet these standards in the future to maintain the listing of our common stock on the NYSE American. Factors that could have an impact on our ability to maintain the listing of our common stock on NYSE American include the status of the market for our common stock at the time, our reported results of operations in future periods, and general economic, market and industry conditions.

If we are delisted from the NYSE American, our common stock may be eligible for trading on an over-the-counter market. In the event that we are not able to obtain a listing on another stock exchange or quotation service for our common stock, it may be extremely difficult or impossible for shareholders to sell their common stock. Moreover, if we are delisted from the NYSE American, but obtain a substitute listing for our common stock, it will likely be on a market with less liquidity, and therefore experience potentially more price volatility than experienced on the NYSE American. Shareholders may not be able to sell their common stock on any such substitute. market in the quantities, at the times, or at the prices that could potentially be available on a more liquid trading market. As a result of these factors, if our common stock is delisted from NYSE American, the price of our common stock is likely to decline. A delisting of our common stock from the NYSE American could also adversely affect our ability to obtain financing for our operations and/or result in a loss of confidence by investors, or employees.

WE HAVE NO CURRENT PLANS TO PAY CASH DIVIDENDS ON OUR COMMON STOCK; AS A RESULT, YOU MAY NOT RECEIVE ANY RETURN ON INVESTMENT UNLESS YOU SELL YOUR COMMON STOCK FOR A PRICE GREATER THAN THAT WHICH YOU PAID FOR IT.

We intend to retain a substantial portion of future earnings for use in the development of our business and do not anticipate paying any cash dividends on our common stock in the near future. However, any future determination to pay dividends will be made at the discretion of our board of directors, subject to applicable laws. It will depend on a number of factors, including our financial condition, results of operations, capital requirements, contractual, legal, tax and regulatory restrictions, general business conditions, and other factors that our board of directors may deem relevant. In addition, our ability to pay cash dividends is restricted by the terms of our debt financing arrangements, and any future debt financing arrangement likely will contain terms restricting or limiting the amount of dividends that may be declared or paid on our common stock. As a result, you may not receive any return on an investment in our common stock unless you sell your common stock for a price greater than that which you paid for it.

THERE MAY BE FUTURE SALES OF OUR SECURITIES OR OTHER DILUTION OF OUR EQUITY, WHICH MAY ADVERSELY AFFECT THE MARKET PRICE OF OUR COMMON STOCK.

We may need to raise additional capital in the future to finance our operations, which may not be available on acceptable terms, or at all. Failure to obtain this necessary capital when needed may force us to delay, limit or terminate our product development efforts or other operations.

We have experienced losses from operations and negative operating cash flow in the past and have an accumulated deficit. We have had to raise additional funds in order to deleverage, recapitalize and finance our current operations and may have to in the future if we are unable to sustain our current operations and results. If additional capital is not available to us when and if needed or on acceptable terms, we may not be able to continue to operate our business pursuant to our business plan or we may have to discontinue our operations entirely. Any additional capital raised through the sale of equity or equity-backed securities may be expected to dilute our shareholders' ownership percentages and could also result in a decrease in the market value of our equity securities. The terms of any securities issued by us in future capital transactions may be more favorable to new investors, and may include preferences, superior voting rights and the issuance of warrants or other derivative securities, which may have a further dilutive effect on the holders of any of our securities then outstanding.

If we are unable to secure additional funds when needed or on acceptable terms, we may be required to defer, reduce or eliminate significant planned expenditures, restructure, curtail or eliminate some or all of our operations, dispose of technology or assets, pursue an acquisition of our company by a third party at a price that may result in a loss on investment for our shareholders, file for bankruptcy or cease operations altogether. Any of these events could have a material adverse effect on our business, financial condition and results of operations. Moreover, if we are unable to obtain additional funds on a timely basis, there will be substantial doubt about our ability to continue as a going concern and increased risk of insolvency and up to a total loss of investment by our shareholders.

PROVISIONS IN OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION, AS AMENDED, OUR AMENDED AND RESTATED BY-LAWS, AS AMENDED AND ILLINOIS LAW MIGHT DISCOURAGE, DELAY OR PREVENT A CHANGE IN CONTROL OF OUR COMPANY OR CHANGES IN OUR MANAGEMENT AND, THEREFORE, DEPRESS THE TRADING PRICE OF OUR COMMON STOCK.

Provisions of our amended and restated articles of incorporation, as amended, our amended and restated by-laws, as amended, and Illinois law may have the effect of deterring unsolicited takeovers or delaying or preventing a change in control of our company or changes in our management, including transactions in which our shareholders might otherwise receive a premium for their shares over then current market prices. In addition, these provisions may limit the ability of shareholders to approve transactions that they may deem to be in their best interests. These provisions include, but are not limited to:

- restrictions on the ability of shareholders to call special meetings of shareholders. Special meetings of our shareholders may be called only by the chairman of the board of directors, our president, a majority of the members of the board of directors, or by one or more shareholders holding shares in the aggregate entitled to cast not less than 20% of the votes at the special meeting;

- establishing a staggered board of directors. Our board is divided into three classes, each of which shall serve for a term of three years, with only one class of directors being elected in each year. As a result, successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election;

- requiring advance notice of shareholder proposals for business to be conducted at meetings of our shareholders and for nominations of candidates for election to our board of directors;

- the ability of our board of directors to designate the terms of and issue new series of preferred stock without shareholder approval, which could include the right to approve an acquisition or other change in our control or could be used to institute a rights plan, also known as a poison pill, that would work to dilute the stock ownership of a potential hostile acquirer, likely preventing acquisitions that have not been approved by our board of directors; and

- restrictions pursuant to the Illinois Business Corporation Act (the “IBCA”) that prohibit a publicly held Illinois corporation from engaging in a “business combination” with an “interested shareholder” for a period of three years following the time the person became an interested shareholder, unless the business combination or the acquisition of shares that resulted in a shareholder becoming an interested shareholder is approved in a prescribed manner. Generally, a “business combination” includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested shareholder. Generally, an “interested shareholder” is a person who, together with affiliates and associates, owns (or within three years prior to the determination of interested shareholder status did own) 15% or more of a corporation’s voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging attempts that might result in a premium over the market price for our stock.

The existence of the forgoing provisions and anti-takeover measures could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our company, thereby reducing the likelihood that you could receive a premium for your common stock in an acquisition.

IF SECURITIES OR INDUSTRY ANALYSTS DO NOT PUBLISH OR CEASE PUBLISHING RESEARCH OR REPORTS ABOUT US, OUR BUSINESS OR OUR MARKET, OR IF THEY CHANGE THEIR RECOMMENDATIONS REGARDING OUR STOCK ADVERSELY, OUR STOCK PRICE AND TRADING VOLUME COULD DECLINE.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market or our competitors. If any of the analysts who may cover us change their recommendation regarding our stock adversely, or provide more favorable relative recommendations about our competitors, our stock price would likely decline. If any analyst who may cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

A POSSIBLE “SHORT SQUEEZE” DUE TO A SUDDEN INCREASE IN DEMAND OF OUR COMMON STOCK THAT LARGELY EXCEEDS SUPPLY MAY LEAD TO FURTHER PRICE VOLATILITY IN OUR COMMON STOCK.

Investors may purchase our common stock to hedge existing exposure in our common stock or to speculate on the price of our common stock. Speculation on the price of our common stock may involve long and short exposures. To the extent aggregate short exposure exceeds the number of shares of our common stock available for purchase in the open market, investors with short exposure may have to pay a premium to repurchase our common stock for delivery to lenders of our common stock. Those repurchases may in turn, dramatically increase the price of our common stock until investors with short exposure are able to purchase additional common shares to cover their short position. This is referred to as a “short squeeze” in lay terms. A short squeeze could lead to volatile price movements in our common stock that are not directly correlated to the performance or prospects of our company and once investors purchase the shares of common stock necessary to cover their short position the price of our common stock may decline.

THE REQUIREMENTS OF BEING A PUBLIC COMPANY MAY STRAIN OUR FINANCIAL AND HUMAN RESOURCES AND DISTRACT MANAGEMENT.

As a public company, we are subject to the reporting requirements of the Exchange Act of 1934, as amended (the “Exchange Act”), and the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”). These requirements are extensive. The Exchange Act requires that we file annual, quarterly and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal controls over financial reporting.

We incur significant costs associated with our public company reporting requirements and costs associated with applicable corporate governance requirements. These applicable rules and regulations significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly than privately owned companies that are not SEC registrants. This also may divert management’s attention from other business concerns, which must be balanced so as not to cause material adverse effects on our business, financial condition and results of operations. We also believe compliance risks associated with these rules and regulations tend to make it more difficult and expensive to obtain director and officer liability insurance and could result in our need to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our Board of Directors or as executive officers. We are currently evaluating and monitoring developments with respect to these rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

Additionally, shareholder activism, the current political environment, and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased our legal and financial compliance costs and will make some activities more time consuming and costly.

WE MAY BE UNABLE TO IMPLEMENT AND MAINTAIN APPROPRIATE INTERNAL CONTROLS OVER FINANCIAL REPORTING. IF WE FAIL TO MAINTAIN AN EFFECTIVE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING, WE MAY NOT BE ABLE TO ACCURATELY REPORT OUR FINANCIAL RESULTS AND CURRENT AND POTENTIAL SHAREHOLDERS MAY LOSE CONFIDENCE IN OUR FINANCIAL REPORTING.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, and the Sarbanes-Oxley Act of 2002 and the SEC rules require that our management report annually on the effectiveness of our internal control over financial reporting and our disclosure controls and procedures. Among other things, our management must conduct an assessment of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002.

A “material weakness” is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. While we are not aware of any material weaknesses, we cannot assure you that one or more will not be identified in the future.

Any failure to implement or maintain required new or improved controls, or any difficulties we encounter in their implementation, could result in additional material weaknesses, or could result in material misstatements in our consolidated financial statements. These misstatements could result in a restatement of our consolidated financial statements, cause us to fail to meet our reporting obligations, reduce our ability to obtain financing or cause investors to lose confidence in our reported financial information, leading to a decline in our stock price.

THERE ARE INHERENT LIMITATIONS IN ALL CONTROL SYSTEMS, AND MISSTATEMENTS DUE TO ERROR OR FRAUD MAY OCCUR AND NOT BE DETECTED.

The ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002 require us to identify material weaknesses in internal control over financial reporting, which is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with accounting principles generally accepted in the United States. Our management, including our Chief Executive Officer and Principal Financial Officer, does not expect that our internal controls and disclosure controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, in our Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Further, controls can be circumvented by individual acts of some persons, by collusion of two or more persons, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions. Over time, a control may be inadequate because of changes in conditions, such as growth of the Company or increased transaction volume, or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

In addition, discovery and disclosure of a material weakness, could have a material adverse impact on our consolidated financial statements. Such an occurrence could discourage certain customers or suppliers from doing business with us, cause downgrades in our future debt ratings leading to higher borrowing costs and affect how our stock trades. This could, in turn, negatively affect our ability to access public debt or equity markets for capital.

OUR OPERATIONS MAY BE AFFECTED BY DOMESTIC AND GLOBAL ECONOMIC FLUCTUATIONS.

Customers’ demand for our services may fluctuate widely with changes in economic conditions in the markets in which we operate. Those conditions include slower employment growth or reductions in employment, which directly impact our service offerings. As a staffing company, our revenue depends on the number of jobs we fill, which in turn depends on economic growth. During economic slowdowns, many customer companies stop hiring altogether. For example, in prior economic downturns, many employers in our operating regions reduced their overall workforce to reflect the slowing demand for their products and services. We may face lower demand and increased pricing pressures during these periods, which this could have a material adverse effect on our business, financial condition and results of operations.

INTERRUPTION OF OUR BUSINESS COULD RESULT FROM INCREASED SECURITY MEASURES IN RESPONSE TO TERRORISM OR CIVIL UNREST.

The continued threat of terrorism within the United States and the ongoing military action and heightened security measures in response to such threat has and may cause significant disruption to commerce. The U.S. economy, in general, is being adversely affected by terrorist activities and the potential activities for terrorist activities or other civil unrest. Any resulting economic downturn could adversely impact our results of operations, impair our ability to raise capital or otherwise adversely affect our ability to grow the business. It is impossible to predict how this may affect our business or the economy in the U.S. and in the world. In the event of further threats or acts of terrorism or civil unrest, our business and operations may be further severely and adversely affected.

OUR BUSINESS MAY BE IMPACTED BY POLITICAL EVENTS, WAR, PUBLIC HEALTH ISSUES, INCLEMENT WEATHER, NATURAL DISASTERS AND OTHER BUSINESS INTERRUPTIONS.

War, geopolitical uncertainties, public health issues (such as the COVID-19 pandemic) and other business interruptions have caused and could cause damage or disruption to commerce and the economy, and thus could have a material adverse effect on us and our customers. Two wars are now being waged at the global level, the first led by the invasion of Ukraine by Russia, and the second, following the invasion of Israel by Hamas terrorists. These and continuing overtures by China over Taiwan and the South China Sea, also add instability to the uncertainty driving socioeconomic forces, which in turn, impact the Company's and its subsidiaries' operations. Our business operations also are subject to interruption by, among others, inclement weather, natural disasters, whether as a result of climate change or otherwise, fire, power shortages, nuclear power plant accidents and other industrial accidents, terrorist attacks, civil unrest and other hostile acts, labor disputes, public health issues and other events beyond our control. Such events could decrease demand for our services.

GROWING CONCERNS REGARDING CLIMATE CHANGE MAY RESULT IN THE IMPOSITION OF ADDITIONAL REGULATION, WHICH IN TURN MAY INDIRECTLY HAVE A NEGATIVE IMPACT ON OUR OPERATION.

We are currently not aware of any climate change related risks that could adversely affect the result of our operation. However, the growing concerns about climate change may result in the imposition of additional laws and regulations, international protocols or other restrictions or a relaxation or repeal of existing laws and regulations, or changes in governmental policies regarding the funding, implementation, or enforcement of these programs, which could affect our customers and as a result indirectly reduce in demand for our services, which could in turn negatively impact our revenue.

OUR COMPLIANCE WITH COMPLICATED REGULATIONS CONCERNING CORPORATE GOVERNANCE AND PUBLIC DISCLOSURE HAS RESULTED IN ADDITIONAL EXPENSES.

We are faced with expensive, complicated and evolving disclosure, governance and compliance laws, regulations and standards relating to corporate governance and public disclosure. New standards are developing concerning environmental, social and governance matters ("ESG") and other emerging socioeconomic trends and matters. In addition, as a staffing company, we are regulated by the U.S. Department of Labor, the Equal Employment Opportunity Commission, and often by state authorities. New or changing laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, and their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing compliance work.

Our failure to comply with all laws, rules and regulations applicable to U.S. public companies could subject us or our management to regulatory scrutiny or sanction, which could harm our reputation and stock price. Our efforts to comply with evolving laws, regulations and standards are likely to continue to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

FINANCIAL CHALLENGES AT OTHER BANKING INSTITUTIONS COULD LEAD TO DEPOSITOR CONCERNS THAT SPREAD WITHIN THE BANKING INDUSTRY CAUSING DISRUPTIVE DEPOSIT OUTFLOWS AND OTHER DESTABILIZING RESULTS.

In March and April 2023, certain specialized banking institutions with elevated concentrations of uninsured deposits experienced large deposit outflows coupled with insufficient liquidity to meet withdrawal demands, resulting in the institutions being placed into Federal Deposit Insurance Corporation ("FDIC") receiverships. In the aftermath, there has been market disruption and indications that diminished depositor confidence could spread across the banking industry, leading to deposit outflows and other destabilizing results. The Federal Reserve Board announced that it would provide funding to ensure that banks have sufficient liquidity to meet the needs of their depositors, but there can be no assurance whether such funding will be adequate to fully address these issues. The Company currently has bank deposits with financial institutions in the U.S. that exceed FDIC insurance limits. However, the Company has taken measures to diversify its deposit base that are intended to mitigate and minimize its potential exposure to losses as a result of maintaining cash deposits in accounts that exceed FDIC insurance limits. During 2023, the Company entered into enhanced deposit arrangements with two financial institutions in which monies are deposited through a brokerage account and are further placed on deposit by the broker amongst U.S. banks pre-screened by the broker in amounts per bank that do not exceed the individual $250 thousand FDIC per depositor limit. The aggregate amount of all funds on deposit under these accounts was $15,087 thousand and $14,515 thousand as of September 30, 2025 and 2024, respectively. The Company also holds funds in various other bank accounts that may exceed FDIC insured limits. These uninsured amounts, in aggregate, were $5.1 million and $5.2 million as of September 30, 2025 and 2024, respectively. To date, the Company has not experienced any material loss as a result of the failure of any financial institution in which it has funds or other assets on deposit.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 1C. Cybersecurity.

The Company has implemented comprehensive procedures and infrastructure to protect our network from cybersecurity attacks. However, since such threats are ongoing and continue to evolve, we regularly consider the effectiveness of our cybersecurity framework. Our Director of IT, reporting to our Chief Financial Officer, has primary management responsibility over day-to-day oversight and evaluation of cybersecurity systems and processes, including monitoring for potential cyber threats. The Director of IT meets with the Chief Financial Officer and senior management, and when appropriate, the Board of Directors, to provide updates when there are changes to our risk management, systems, processes, or efforts. The Company conducts regular training for employees to mitigate cyber risks such as exposure to phishing and social engineering attacks. In the event of a network security incident, senior management and our Audit Committee are notified immediately. The Audit Committee takes the lead on behalf of the Board of Directors. The full Board of Directors is informed regularly of the status of any and all cyber incidents. We have a comprehensive incident response plan which is carried out by our IT department under the oversight of senior management and our Audit Committee and includes engagement of third party cybersecurity experts and our cyber insurance carrier and legal teams, as needed.

As of September 30, 2025, we have not identified any material weaknesses in our cybersecurity controls. Our ability to protect our business from cybersecurity risks is subject to uncertainty, and there can be no assurance that our cybersecurity measures will prevent all potential attacks.

Item 2. Properties.

The Company's policy is to lease (rather than purchase) commercial office space for all of its offices. The Company's headquarters are located with one of its branch locations in Jacksonville, Florida, for which the applicable lease expires in 2026.

The Company markets its services using the trade names Access Data Consulting, Agile Resources, Ashley Ellis, GEE Group (Columbus), General Employment, Hornet Staffing, Omni One, Paladin Consulting, Scribe Solutions, SNI Companies, Accounting Now, Staffing Now®, SNI Banking, SNI Certes®, SNI Energy®, SNI Financial® and SNI Technology®. As of September 30, 2025, we operated from locations in ten (10) states, including nineteen (19) branch offices in downtown or suburban areas of major U.S. cities and four (4) additional U.S. locations utilizing local staff members working remotely. We have offices or serve markets remotely, as follows; (i) one office in each of Connecticut, Georgia, Illinois, and New Jersey, and one remote local market presence in each of Georgia and Virginia; (ii) two offices each in Massachusetts and Colorado; (iv) three offices and one additional local market presence in Texas; (v) six offices and one additional local market presence in Florida; and (vi) two offices in Ohio.

Established offices are operated from leased spaces ranging from 800 to 7,500 square feet, and generally for initial lease periods of one to seven years, with cancellation clauses after certain periods of occupancy in some cases. Management believes that existing facilities are adequate for the Company's current needs and that its leasing strategies provide the Company with sufficient flexibility to open or close offices to accommodate business needs.

As the Company's leases for its existing offices near their expiration or renewal dates, the Company evaluates the continued necessity for maintaining the location, including consideration of matters ranging from whether they are in close proximity of other available service offices, proximity and importance of a local presence to existing clients and as a competitive advantage in the local market, the size and number of staff located there, whether staff have the means to work effectively on a remote basis supported by resources available from other larger locations, and other factors.

Item 3. Legal Proceedings.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

The Company's common stock is listed on the NYSE American and is traded under the symbol "JOB."

Holders of Record

There were 150 holders of record of the Company's common stock on September 30, 2025.

Dividends

No dividends were declared or paid during the fiscal years ended September 30, 2025 and 2024. We do not anticipate paying any cash dividends for the foreseeable future.

Share Repurchase Program

On April 27, 2023, the Company's Board of Directors approved a share repurchase program authorizing the Company to purchase up to an aggregate of $20 million of the Company's currently outstanding shares of common stock. The share repurchase program continued through December 31, 2023. The repurchase program did not obligate the Company to repurchase any number of shares of common stock. The share repurchase program was conducted in accordance with Rules 10b-5 and 10b-18 of the Securities Exchange Act of 1934, as amended. Subject to applicable rules and regulations, shares of common stock were purchased from time to time in the open market transactions and in amounts the Company deemed appropriate, based on factors such as market conditions, legal requirements, and other business considerations.

Upon conclusion of the share repurchase program, as of December 31, 2023, the Company had repurchased 6,128,877 shares in aggregate (accounting for approximately 5.4% of our then issued and outstanding shares of common stock immediately prior to the program).

Securities Authorized for Issuance under Equity Compensation Plans

As of September 30, 2025, there were stock options outstanding under the Company's Amended and Restated 2013 Incentive Stock Plan. The plan granted specified numbers of options to non-employee directors, and they authorized the Compensation Committee of the Board of Directors to grant either restricted stock and incentive or non-statutory stock options to employees. Effective July 13, 2022, the tenth anniversary of the Plan, incentive stock options are no longer eligible to be granted. Vesting periods are established by the Compensation Committee at the time of grant. All stock options outstanding as of September 30, 2025 and September 30, 2024 were non-qualified stock options, had exercise prices equal to the market price on the date of grant, and had expiration dates ten years from the date of grant. The maximum number of shares that may be granted under the 2013 Plan is 15 million (7,500 thousand for restricted stock grants and 7,500 thousand for stock option grants). This number is subject to adjustment to reflect changes in the capital structure or organization of the Company.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders	5,318,367	$ 0.77	7,139,967

Item 6. [Reserved].

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Management's discussion and analysis ("MD&A") contains forward-looking statements that are provided to assist in the understanding of anticipated future performance. However, future performance involves risks and uncertainties which may cause actual results to differ materially from those expressed in the forward-looking statements. Item 7 should be read in conjunction with the information contained in "Forward-Looking Statements" at the beginning of this report and with the consolidated financial statements and notes thereto included in Item 8. References such as the "Company," "we," "our" and "us" refer to GEE Group Inc. and its consolidated subsidiaries.

Overview

GEE Group Inc. and its wholly owned material operating subsidiaries, Access Data Consulting Corporation, Agile Resources, Inc., Hornet Staffing, Inc., Paladin Consulting, Inc., Scribe Solutions, Inc., SNI Companies, Inc., and Triad Personnel Services, Inc. are providers of permanent and temporary professional staffing and placement services in and near several major U.S. cities. We specialize in the placement of information technology, accounting, finance, office, and engineering professionals for direct hire and contract staffing for our clients, and data entry assistants (medical scribes) who specialize in electronic medical record services for emergency departments, specialty physician practices and clinics.

GEE Group Inc.'s former wholly owned subsidiaries, BMCH, Inc. and Triad Logistics, Inc., provided temporary staffing services for our industrial clients until their operations were discontinued and assets were sold on June 2, 2025.

The acquisitions of Scribe Solutions, Inc., a Florida corporation ("Scribe") in April 2015, Agile Resources, Inc., a Georgia corporation ("Agile") in July 2015, Access Data Consulting Corporation, a Colorado corporation ("Access") in October 2015, Paladin Consulting Inc. ("Paladin") in January 2016, and SNI Companies, Inc., a Delaware corporation ("SNI") in April 2017, expanded our geographical footprint within the professional placement and contract staffing verticals or end markets of information technology, accounting, finance, office, engineering professionals, and medical scribes. The acquisition of Hornet Staffing, Inc., a Georgia corporation, ("Hornet") in January 2025 broadened our footprint in the professional contract staffing market with a specialty in working with managed service providers ("MSP") and vendor management systems ("VMS") which streamline outsourced labor for large clients.

We market our services using the trade names Access Data Consulting, Agile Resources, Ashley Ellis, GEE Group (Columbus), General Employment, Hornet Staffing, Omni One, Paladin Consulting, Scribe Solutions, SNI Companies, Accounting Now, Staffing Now®, SNI Banking, SNI Certes®, SNI Energy®, SNI Financial® and SNI Technology®. As of September 30, 2025, we operated from locations in ten (10) states, including nineteen (19) branch offices in downtown or suburban areas of major U.S. cities and four (4) additional U.S. locations utilizing local staff members working remotely. We have offices or serve markets remotely, as follows; (i) one office in each of Connecticut, Georgia, Illinois, and New Jersey, and one remote local market presence in each of Georgia and Virginia; (ii) two offices each in Massachusetts and Colorado; (iv) three offices and one additional local market presence in Texas; (v) six offices and one additional local market presence in Florida; and (vi) two offices in Ohio.

Management has a long-term business strategy that includes organic and acquisition growth components. Management's organic growth strategy includes seeking out and winning new client business, as well as expansion of existing client business and on-going cost reduction and productivity improvement efforts in operations. Management's acquisition growth strategy includes identifying strategic, accretive acquisitions, financed primarily through a combination of cash and debt, including seller financing, the issuance of equity in appropriate circumstances, and the use of earn-outs where efficient to improve the overall profitability and our cash flows.

Our contract and placement services are currently provided under our Professional Staffing Services operating division or segment. Our former Industrial Staffing Services segment was deemed a discontinued operation in fiscal 2025 and is excluded from results of continuing operations reported in this MD&A, unless otherwise stated.

Results of Operations

Fiscal year ended September 30, 2025 (“fiscal 2025”) and fiscal year ended September 30, 2024 (“fiscal 2024”)

Summary and Outlook

We have incurred a net loss of $(34.7) million for fiscal 2025. Included in the fiscal 2025 net loss are $22 million in goodwill impairment charges and a $9.6 million provision for income tax expense. The provision for income tax expense includes $12.0 million in aggregate charges associated with changes in the valuation allowance associated with our deferred tax assets. The remaining net loss is primarily attributable to continuation of adverse trends and conditions in the U.S. labor markets that began in 2023, continued throughout 2024, and have persisted so far in 2025. These conditions have negatively impacted the number of job orders received and the numbers of qualified candidates available to fill orders for placements across all of our lines of business. Likewise, the U.S. Staffing Industry, as a whole, has experienced material declines in overall volume and financial performance and the industry outlook remains mixed as to when these conditions may be expected to definitively subside. The Company also learned at the end of fiscal 2025 that one of its larger accounts was acquired. As a result, our services were terminated as of October 1, 2025, and replaced by comparable services provided by an affiliate of the acquirer. This account produced revenues of $9.0 million and $10.0 million during fiscal 2025 and 2024, respectively. This account contributed approximately $1.0 million and $1.7 million, net of direct expenses, to pre-tax income (loss) from operations during fiscal 2025 and 2024, respectively. The Company believes other recent additions to our customer base will partially mitigate the loss of this account.

Notwithstanding our fiscal 2025 results, we were able to reduce selling, general, and administrative expenses (“SG&A”) and our operating loss, accordingly, and generate cash flow from operations during fiscal 2025. Management reduced the Company’s annual SG&A by approximately $3.8 million during fiscal 2025 and remains committed and prepared to make additional cost cuts necessary to restore profitability.

Artificial intelligence (“AI”) continues to gain momentum in the economy bringing with it the possibility of serving as a “disruptor” of traditional staffing and HR solutions markets or portions of them. We are responding by integrating AI into our operating business strategy, plans and systems; focusing on seeking, attracting and placing AI talent; and refocusing our other organic growth efforts towards verticals where we can leverage AI, and/or that are less likely to be significantly disrupted by AI. Our IT businesses, in particular, are focused on building AI expertise and on presenting themselves as thought leaders and knowledge resources in AI for our clients and potential new clients.

On January 3, 2025, we acquired Hornet Staffing, Inc., an Atlanta-based provider of staff augmentation services with national service capability. Hornet provides staffing solutions to markets serving large scale, "blue chip" companies in the information technology, professional and customer service staffing verticals. The acquisition is expected to be accretive to earnings. Under the terms of the stock purchase agreement, we acquired 100% of the Hornet common stock for consideration including cash and seller financing. Larry Bruce, Hornet’s Managing Director and Founder, will continue in his current capacity at Hornet and join the GEE Group National Sales Team to work with our vertical leaders on new business development.

We expect the Hornet acquisition to enhance our ability to compete more effectively and anticipate it helping us secure new business from Fortune 1000 and other large users of contingent and outsourced labor. Its workforce solutions include significant expertise in working with MSPs and VMSs. According to Staffing Industry Analysts’ (“SIA”) recent Workforce Solutions Buyer Survey, approximately 58% of companies with one thousand employees or more engage a third-party firm to manage their staffing providers. These large businesses spend for contingent labor is typically managed by MSP and VMS providers which are evolving rapidly, driven by the increasing complexity of workforce management and to achieve economies of scale in today's business environment. In 2023 according to SIA, the global MSP/VMS market accounted for approximately $222 billion of temporary staffing spend under management.

In light of the forgoing trends and in order to compete more efficiently and effectively on these and other engagements, staffing agencies are turning to offshore recruiting models which continue to gain momentum as an increasing number of organizations turn to MSP and VMS for managing their contract labor providers. According to SIA, offshore recruiting teams located in cost-effective regions of the world provide significant cost savings and can help reduce operational expenses by up to approximately 70%, without compromising on quality. Hornet has adopted this method of recruiting which we believe provides for faster hiring cycles tapping a vast, global talent pool; and, coupled with round-the-clock recruitment efforts, offshore recruiting can reduce hiring timelines by up to 40%, allowing staffing firms to attract top talent ahead of competitors. We plan to continue our on-shore relationship-based recruitment for select customers and leverage Hornet's offshore recruiting capability and technology across all of our staffing verticals on MSP, VMS and other large enterprise engagements. This is expected to give us additional flexibility and scalability to adjust hiring volumes based on project needs, ensuring efficiency without sacrificing quality.

During fiscal 2025, we classified and reported our Industrial Segment as a discontinued operation. The decision to discontinue this division is in continuance with our long-term strategy and focus on the professional verticals within our business. The initiative to seek a buyer for the Industrial Segment was approved on April 18, 2024, as part of our plans and budgets comprehended in the M&A Committee’s strategic recommendations developed during a formal review of strategic alternatives last year. Other strategic recommendations stemming from the strategic alternatives review are on-going, including (1) proactive measures to streamline operations and enhance growth opportunities and cost-efficiency, including significant cost reductions, (2) building upon past acquisitions by taking advantage of current conditions and further integrating and consolidating operations and systems for further efficiencies and cost saving opportunities, and (3) capitalizing on acquisition opportunities arising from the economic downturn by identifying and with the objective of acquiring businesses at reduced multiples and favorable valuations.

On June 2, 2025, we entered into an agreement for the sale of certain operating assets of the Industrial Segment, including those of BMCH, Inc., Triad Logistics, Inc., and our Triad Staffing brand. We received total cash consideration of $250 thousand from the buyer at closing and received an additional $788 thousand during the first 90 days following closing. A pre-tax net gain of $133 thousand, including transaction costs of $97 thousand, is included in discontinued operations for fiscal 2025. The remaining assets of the Industrial Segment not sold were distributed to the Company.

(Amounts in thousands except per share data, unless otherwise stated)
Net Revenues
Consolidated net revenues are comprised of the following:

	Fiscal 2025	Fiscal 2024	$ Change	% Change
Professional contract services	$ 84,686	$ 94,753	$ (10,067)	-11%
Direct hire placement services	11,818	12,183	(365)	-3%
Consolidated net revenues	$ 96,504	$ 106,936	$ (10,432)	-10%

Professional contract staffing services contributed $84,686 or approximately 88% of consolidated revenue and direct hire placement services contributed $11,818, or approximately 12%, of consolidated revenue for fiscal 2025. This compares to professional contract staffing services revenue of $94,753, or approximately 89%, of consolidated revenue and direct hire placement revenue of $12,183, or approximately 11%, of consolidated revenue for fiscal 2024.

Economic uncertainties, including persistent inflation and high interest rates, continued to adversely affect trends and conditions in the U.S. labor markets, which in turn, have continued to negatively impact our results through fiscal 2025. In addition, the proliferation of AI applications and tools across industries is disrupting portions of our economy and impacting hiring plans as business plans and HR needs are reconsidered. As a result of these trends, professional contract staffing services revenues decreased $10,067, or 11%, as compared to fiscal 2024. Professional contract staffing services for fiscal 2025 includes $3,375 of revenues generated by Hornet, which was acquired by the Company effective January 3, 2025. The former Industrial Segment revenues of $4,609 and $9,547 for fiscal 2025 and 2024, respectively, have been reclassified as discontinued operations and are no longer included in continuing operations and contract staffing services revenues, accordingly.

Direct hire placement revenue for fiscal 2025 decreased $365, or approximately 3%, as compared to fiscal 2024. Direct hire opportunities tend to be highly cyclical and demand dependent and may be expected to rise during times of economic recovery and decline during downturns and periods of uncertainty.

Staffing Industry Analysts ("SIA"), a leading industry trade organization, recently published in its September 2025 U.S. Staffing Industry Forecast update, that the U.S. Staffing Industry as a whole is expected to decline by 3% in 2025. This follows a 12% decline already experienced in 2024. The SIA report cites that the forecasted 2025 decline is expected due to widespread client caution, a slow labor market, reduced employee churn and flat bill rates. While our businesses service clients of all sizes, a substantial number of our clients are small and medium-sized enterprises (SMEs), which have less financial flexibility to absorb rising costs and higher borrowing expenses, making them more likely to reduce or postpone usage of our services and contract employees. We believe this is a key reason why our 2025 revenue declines have exceeded those forecasted by SIA for the staffing industry overall.

Cost of Contract Services

Cost of contract services includes wages and related payroll taxes, employee benefits of the Company's contract services employees, and certain other contract employee-related costs, while working on contract assignments. Cost of contract services for fiscal 2025 decreased by approximately 11% to $63,132 compared to $70,794 for fiscal 2024. The $7,662 decrease in cost of contract services is consistent with the decrease in revenues as discussed above.

Gross Profit percentage by service:

	Fiscal 2025	Fiscal 2024
Professional contract services	25.5%	25.3%
Direct hire placement services	100.0%	100.0%
Combined gross profit margin (a)	34.6%	33.8%

(a) Includes gross profit from direct hire placements, for which all associated costs are recorded as selling, general and administrative expenses. Unlike temporary contract staffing services, where we maintain primary responsibility for and control the staff members that we provide to perform services for our clients, direct hire placement revenues are only recognized for the net amount of fees we earned acting under an agency type of relationship. Accordingly, none of our costs associated with direct hire placement services are reportable as costs of services deducted from revenues to derive gross profit.

(Amounts in thousands except per share data, unless otherwise stated)

Our combined gross profit margin, including direct hire placement services, for fiscal 2025 and 2024 were approximately 34.6% and 33.8%, respectively. Our professional contract staffing services gross margins for fiscal 2025 and 2024 were approximately 25.5% and 25.3%, respectively. The net increase in our combined gross margin is mainly attributable to an increase in the mix of direct hire placement revenues, which have a 100% gross margin. The slight increase in professional contract staffing services gross margin is attributable to net increases in prices and spreads on some of our professional contract services businesses.

Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SG&A") include the following categories:

- Compensation and benefits in the operating divisions, which include salaries, wages and commissions earned by our employment consultants, recruiters and branch managers on permanent and temporary placements;

- Administrative compensation, which includes salaries, wages, share-based compensation, payroll taxes and employee benefits associated with general management and the operation of corporate functions, including principally, finance, human resources, information technology and administrative functions;

- Occupancy costs, which includes office rent, and other office operating expenses;

- Recruitment advertising, which includes the cost of identifying and tracking job applicants; and

- Other selling, general and administrative expenses, which includes travel, bad debt expense, fees for outside professional services and other corporate-level expenses such as business insurance and taxes.

Our SG&A for fiscal 2025 decreased by $4,185 as compared to fiscal 2024. SG&A for fiscal 2025 as a percentage of revenues was approximately 36.9% versus 37.2% for fiscal 2024. The higher percentages of SG&A expenses to revenues, as compared with historical SG&A ratios in the low-to-mid 30% range, is mainly attributable to lower revenues in relation to fixed costs, including certain personnel, occupancy and costs associated with applicant tracking systems and job boards. In addition, higher incentive compensation on direct hire placement revenues, which remained relatively level over the current and prior fiscal years, as contrasted with lower professional contract revenues, contributed to the higher SG&A ratios. These items were offset by certain cost reductions and productivity improvements made during fiscal 2025.

SG&A includes certain non-cash costs and non-operational costs and expenses incurred related to acquisition, integration, restructuring and other non-recurring activities, such as certain corporate legal and general expenses associated with capital markets activities that either are not directly associated with core business operations or have been eliminated on a going forward basis. These costs were $474 and $1,120 for fiscal 2025 and 2024, respectively, and include mainly expenses associated with former closed and consolidated locations, legal expenses related to other than routine matters, and personnel costs associated with eliminated positions.

Amortization and Depreciation Expense

Amortization expense was $857 and $2,363 for fiscal 2025 and 2024, respectively. The decrease in amortization expense is mainly due to impairment charges recorded during fiscal 2024, which substantially reduced the remaining unamortized balances of our identifiable intangible assets and present amortization, accordingly. Depreciation expense was $201 and $261 for fiscal 2025 and 2024, respectively.

(Amounts in thousands except per share data, unless otherwise stated)

Intangible Assets Impairment

We performed an evaluation of our intangible assets as of June 30, 2024, and determined that certain asset groups associated with our intangible assets including certain customer lists and tradenames were producing negative or sufficiently low gross cash flows that their estimated future discounted cash flows indicated impairments of the remaining unamortized balances. As a result, we recorded a non-cash impairment charge of $5,209 on intangible assets during fiscal 2024.

Goodwill Impairment

The Company performs a goodwill impairment assessment at least annually but may perform interim assessments in the event of a triggering event that may indicate the fair value of a reporting unit decreased below its carrying value. The Company completed its most recent annual assessment as of September 30, 2025 and determined that its goodwill was not further impaired. Prior to this, as of March 31, 2025, an interim assessment was performed as the estimated fair value of the Professional Services reporting unit was determined to have decreased and indicated that the reporting unit's carrying value exceeded its estimated fair value. As a result, a non-cash goodwill impairment charge of $22,000 was recognized during fiscal 2025, as determined by the interim evaluations made of our goodwill as of March 31, 2025.

Our prior annual goodwill impairment assessment as of September 30, 2024 determined that the Company's goodwill was not further impaired. However, an interim assessment was also performed due to the decline in operating results and market capitalization experienced during the year which, in management's view, represented one or more triggering events that could indicate an impairment in the Company's goodwill. The interim assessment was performed as of June 30, 2024 and indicated the goodwill assigned to the Professional Services reporting unit was impaired. A non-cash goodwill impairment charge of $14,201 was recognized during fiscal 2024, as determined by the interim evaluation made of our goodwill as of June 30, 2024.

For purposes of performing our annual goodwill impairment assessments as of September 30, 2025 and 2024, and the interim testing performed as of March 31, 2025 and June 30, 2024, we applied generally accepted valuation methods and techniques in order to estimate the fair value of our Professional Services reporting unit and considered discounted cash flows, guideline public company results, guideline transactions, revenues and earnings, recent trends in our stock price, implied control or acquisition premiums, and other possible factors and their effects on estimated fair value of our reporting unit. The estimated fair value of the Professional Services reporting unit resulting from the September 30, 2025 assessment exceeded the reporting unit's adjusted carrying value, net of the impairment recorded during the March 31, 2025 interim assessment, by approximately 39%, or approximately $12.7 million. Should industry conditions remain consistently negative, or worsen, or if assumptions such as control premiums, revenue growth projections, cost reduction projections, cost of capital or discount rates or business enterprise value multiples change such conditions could result in a deficit of the fair value of our Professional Services reporting unit as compared to its remaining carrying value, leading to an impairment in the future.

Loss from Operations

Loss from operations was $(25,310) and $(25,701) for fiscal 2025 and 2024, respectively. These losses are primarily the result of the non-cash impairment charges included in loss from operations for fiscal 2025 and 2024. Excluding these, the $2,981 improvement in fiscal 2025 was attributable to certain cost reductions made by the Company as well as the other matters discussed in the preceding paragraphs.

(Amounts in thousands except per share data, unless otherwise stated)

Interest Expense

Interest expense was $333 and $315 for fiscal 2025 and 2024, respectively, and was comprised mainly of fees associated with our Facility including unused capacity fees, administrative charges, and the amortization of related debt issuance costs. No advances were taken on our Facility during fiscal 2025 and 2024.

Interest Income

Interest income earned was $577 and $722 for fiscal 2025 and 2024, respectively. Interest income is earned on cash balances held in our two brokerage accounts.

Provision for Income Taxes

We recognized income tax (expense) benefit of $(9,588) and $2,619 for fiscal 2025 and 2024, respectively. Our effective tax rates for fiscal 2025 and 2024 are lower than the statutory rate primarily due to the effect of the valuation allowance on our net deferred tax asset ("DTA") position and the differences in the U.S. GAAP and tax basis effects associated with goodwill impairments.

As of each reporting date, management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets. In view of the significance of our recent pre-tax book losses and the likelihood of continuing uncertainty in the industry and economy as a whole, management excluded projections of future income from its forecast of the reversal of our DTAs as of September 30, 2025. As a result, it was determined that our net DTAs would not be realized as there is not sufficient positive evidence to conclude that it is more likely than not that the deferred taxes are realizable. We recorded an additional $11,964 valuation allowance during fiscal 2025, resulting in a total valuation allowance of $12,757 as of September 30, 2025, accordingly.

Loss from Discontinued Operations

As a result of our Industrial Segment being deemed a discontinued operation, the results of that segment have been reclassified to loss from discontinued operations in the accompanying consolidated statements of operations. On June 2, 2025, we entered into an agreement to sell certain operating assets of our Industrial Segment and recorded a net gain on sale of $133 during fiscal 2025. Loss from discontinued operations, including the net gain recorded upon sale, was $(93) and $(1,427) for fiscal 2025 and 2024, respectively.

Consolidated Net Loss

Our consolidated net loss was $(34,747) and $(24,102) for fiscal 2025 and 2024, respectively. The increase in consolidated net loss is primarily the result of the provision for income tax expense for fiscal 2025 including the valuation allowance recorded related to our net deferred tax assets, as explained in the preceding paragraphs.

(Amounts in thousands except per share data, unless otherwise stated)

Liquidity and Capital Resources

Our primary sources of liquidity are revenues earned and collected from our clients for the placement of contract employees and independent contractors on a temporary basis and permanent employment candidates and borrowings available under our asset-based senior secured revolving credit facility. Uses of liquidity include primarily the costs and expenses necessary to fund operations, including payment of compensation to our contract and permanent employees, and employment-related expenses, operating costs and expenses, taxes and capital expenditures.

The following table sets forth certain consolidated statement of cash flows data, including cash flows from discontinued operations:

	Fiscal	
	2025	2024
Cash flows provided by operating activities	$ 549	$ 202
Cash flows provided by (used in) investing activities	54	(58)
Cash flows used in financing activities	(67)	(1,787)

As of September 30, 2025, we had $21,364 of cash, an increase of $536 from $20,828 as of September 30, 2024. As of September 30, 2025, we had working capital of $23,993 compared to $26,079 as of September 30, 2024. The decrease in working capital is mainly attributable to the effects of lower overall business volume during fiscal 2025.

The primary source of cash from investing activities during fiscal 2025 was $1,038 in cash received from the buyer of the Industrial Segment's assets. The primary use of cash for investing activities during fiscal 2025 was for the acquisition of Hornet. We paid $1,100 of cash consideration at closing on January 3, 2025, and entered into two 5% uncollateralized subordinated promissory notes with the sellers in the aggregate amount of $400, each payable in two equal annual installments due at the end of the two subsequent years following closing. The purchase price and our obligations under the subordinated promissory notes are subject to reduction in the event Hornet Staffing does not achieve agreed upon profit metrics during the two years subsequent to closing on a dollar-for-dollar basis.

The cash flows used in financing activities were primarily for purchases of treasury stock during fiscal 2024, and payments made on finance leases during fiscal 2025 and 2024.

We had $4,828 in availability for borrowings under our Facility as of September 30, 2025. There were no outstanding borrowings on the Facility as of September 30, 2025, or September 30, 2024, except for certain accrued carrying fees and costs, which are included in other current liabilities in the accompanying consolidated balance sheets. No borrowings have been taken from the Facility during the years ended September 30, 2025 and 2024.

On April 27, 2023, our Board of Directors approved a share repurchase program authorizing the Company to purchase up to an aggregate of $20 million of our currently outstanding shares of common stock. The share repurchase program continued through December 31, 2023. The repurchase program did not obligate us to repurchase any number of shares of common stock. The share repurchase program was conducted in accordance with Rules 10b-5 and 10b-18 of the Securities Exchange Act of 1934, as amended. Subject to applicable rules and regulations, shares of common stock were purchased from time to time in the open market transactions and in amounts we deemed appropriate, based on factors such as market conditions, legal requirements, and other business considerations. During fiscal 2024, we repurchased 2,717 shares of common stock at a total cost of $1,575. Upon conclusion of the share repurchase program, as of December 31, 2023, we repurchased 6,129 shares in aggregate (accounting for approximately 5.4% of our then issued and outstanding shares of common stock immediately prior to the program).

On August 13, 2024, we re-issued 642 of its treasury shares to fulfill commitments for the issuance of previously granted restricted share awards that became fully vested and unrestricted. The treasury shares were reissued in lieu of issuing 642 new shares of our common stock, therefore, while the Company's total number of outstanding shares of common stock increased by 642, its total number of issued shares of common stock did not increase as a result of the reissuance of treasury shares instead.

All of our office facilities are leased. Minimum lease payments under all our lease agreements for the twelve-month period commencing after the close of business on September 30, 2025, are approximately $1,048. There are no minimum debt service principal payments due during the twelve-month period commencing after the close of business on September 30, 2025.

(Amounts in thousands except per share data, unless otherwise stated)

Management believes that we can generate adequate liquidity to meet our obligations for the foreseeable future and at least for the next twelve months after the date this Annual Report on Form 10-K is filed.

Off-Balance Sheet Arrangements

As of September 30, 2025 and 2024, and during the two fiscal years then ended, there were no transactions, agreements, or other contractual arrangements to which an unconsolidated entity was a party, under which the Company (a) had any direct or contingent obligation under a guarantee contract, derivative instrument or variable interest in the unconsolidated entity, or (b) had a retained or contingent interest in assets transferred to the unconsolidated entity.

Critical Accounting Policies and Estimates

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America and the rules of the United States Securities and Exchange Commission.

Management makes estimates and assumptions that can affect the amounts of assets and liabilities reported as of the date of the consolidated financial statements, as well as the amounts of reported revenues and expenses during the periods presented. Those estimates and assumptions typically involve expectations about events to occur subsequent to the balance sheet date, and it is possible that actual results could ultimately differ from the estimates. If differences were to occur in a subsequent period, the Company would recognize those differences when they became known.

Significant accounting and disclosure matters requiring the use of estimates and assumptions include, but may not be limited to, revenue recognition, accounts receivable and allowances for credit losses, determining fair values of financial assets and liabilities, income tax provisions and benefits, including deferred income tax valuation allowances, accounting for asset impairments, and accounting for share-based compensation. Management believes that its estimates and assumptions are reasonable, based on information that is available at the time they are made.

The following accounting policies are considered by management to be “critical” because of the judgments and uncertainties involved, and because different amounts would be reported under different conditions or using different assumptions.

Accounts Receivable

The Company extends credit to its various customers based on evaluation of the customer’s financial condition and ability to pay the Company in accordance with the payment terms. An allowance for credit losses is recorded as a charge to bad debt expense where collection is considered to be doubtful due to credit issues. The Company adopted the methodology under ASU 2016-13, *Financial Instruments-Credit Losses* (Topic 326), during fiscal 2024. The amendments in ASU 2016-13 replace the probable incurred loss impairment methodology underlying our previous allowance for doubtful accounts with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. During fiscal 2025, the Company elected to use the practical expedient introduced by ASU 2025-05 which simplifies the calculation of these estimates by assuming that current conditions will continue through the forecast period. Under ASU 2016-13, an allowance is recorded with a corresponding charge to bad debt expense for expected credit losses in our accounts receivable including consideration of the effects of past, present and future conditions that may reasonably be expected to impact credit losses. The Company charges off uncollectible accounts against the allowance once the invoices are deemed unlikely to be collectible. The allowance for credit losses is reflected in the consolidated balance sheets as a reduction of accounts receivable.

(Amounts in thousands except per share data, unless otherwise stated)

Revenue Recognition

Our revenues are recognized when promised services are performed for customers, and in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services. Our revenues are recorded net of variable consideration such as sales discounts or allowances. Direct hire placement service revenues from contracts with customers are recognized when the Company has met each of the criteria under Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers, including its performance obligations under the contracts. This generally occurs when the employment candidates accept offers of employment and have started their newly placed positions, less a provision for estimated credits or refunds to customers as the result of applicants not remaining employed for the entirety of the Company's guarantee period (referred to as "falloffs"). The Company's guarantee periods for permanently placed employees generally range from 60 to 90 days from the date of hire. Fees associated with candidate placement are generally calculated as a percentage of the new employee's annual compensation. The Company records direct hire placement services revenues on a net basis as the Company acts as an agent for the customer and does not directly contract with or employ the direct hire candidates it places. No fees for permanent placement services are charged to direct hire employment candidates.

Charges for expected future falloffs are recorded as reductions of revenues for estimated losses due to applicants not remaining employed for the Company's guarantee period. This allowance for falloffs is included in other current liabilities. Estimated future falloffs are determined by analyzing recent historical trends of actual falloffs and applying a formula comprised of average numbers of falloffs, average falloff amounts, and average cycle times between billing and fall off dates to derive an allowance for falloffs. Thus, the estimated allowance is derived from observed trends in actual historical falloffs and assumes that historical trends are indicative of future falloff activity.

Temporary staffing service revenues from contracts with customers are recognized in amounts for which the Company has a right to invoice, as the services are rendered by the Company's temporary employees. The Company records temporary staffing revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. The Company has concluded that gross reporting is appropriate because the Company controls the specified service before that service is performed for a customer. The Company has the risk of identifying and hiring qualified employees, has the discretion to select the employees and establish their price, and bears the risk for services that are not fully paid for by customers.

Fair Value Measurement

The Company follows the provisions of Financial Accounting Standards Board ("FASB"), ASC 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value and enhances fair value measurement disclosure. Under these provisions, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances when observable inputs are not available. The hierarchy is described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

(Amounts in thousands except per share data, unless otherwise stated)

Income Taxes

The Company accounts for income taxes under the asset and liability method, FASB ASC 740,*Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that it is believed these assets are more likely than not to be realized. In making such a determination, all available positive and negative evidence is considered, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. In the event it is determined that the Company would be able to realize the deferred tax assets in the future in excess of their recorded amount, an adjustment would be made to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Interest and penalties related to uncertain tax benefits are recognized on the income tax expense line in the accompanying consolidated statement of operations. As of September 30, 2025 and 2024, no accrued interest or penalties are included on the related tax liability line in the accompanying consolidated balance sheets.

Goodwill

The Company evaluates its goodwill for possible impairment as prescribed by FASB ASC 350, *Intangibles — Goodwill and Other: Goodwill,* at least annually and on an interim basis when one or more triggering events or circumstances indicate that the goodwill might be impaired. Under this guidance, annual or interim goodwill impairment testing is performed by comparing the estimated fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the carrying value of goodwill.

The Company performed annual goodwill impairment testing effective as of September 30, 2025 and determined that its goodwill was not further impaired. In determining the fair value of our Professional Services reporting unit, we use one or a combination of commonly accepted valuation methodologies: (1) the income approach, which is based on the present value of discounted cash flows projected for the reporting unit or, in certain instances, capitalization of earnings, and (2) the market approach, which estimates a fair value based on an appropriate revenue and/or earnings multiple(s) derived from comparable companies. These valuation techniques rely upon assumptions and other factors, such as the estimated future cash flows of our reporting unit, the discount rate used to determine the present value of future cash flows, and the market multiples of comparable companies utilized. In applying our methods, we consider and use averages and medians in the selection of assumptions derived from comparable companies or market data, where applicable, and in the application of the income and/or market approaches if we determine that this will provide a more appropriate estimated fair value or range of fair value estimates of the reporting unit. Changes to input assumptions and other factors used or considered in the analysis could result in materially different evaluations of goodwill impairment.

For purposes of performing this goodwill impairment assessment, management applied the valuation techniques and assumptions to its Professional Services segment as a reporting unit discussed above; and also considered recent trends in the Company's stock price, implied control or acquisition premiums, earnings, and other possible factors and their effects on estimated fair value of the Professional Services reporting unit. The estimated fair value of the reporting unit is directly determined by, and therefore sensitive to, the underlying assumptions and methods used in deriving them, which are largely subjective in nature.

(Amounts in thousands except per share data, unless otherwise stated)

As a result of the evaluation performed, the estimated fair value of the Professional Services reporting unit exceeded the carrying value of its net assets as of September 30, 2025. Prior to this, as of March 31, 2025, an interim assessment was performed and indicated the Company's goodwill assigned to its Professional Services reporting unit was impaired. An interim assessment performed during fiscal 2024, as of June 30, 2024, also indicated an impairment of the Company's Professional Services reporting unit. As a result of these interim assessments, the Company reduced its goodwill by $22,000 and $14,201, with corresponding non-cash impairment charges being recognized in its consolidated statements of operations for fiscal 2025 and 2024, respectively.

Intangible Assets

Separately identifiable intangible assets held in the form of customer relationships, non-competes and trade names were recorded at their estimated fair value at the date of acquisition and are amortized over their estimated useful lives ranging from two to ten years using the straight-line method.

Impairment of Long-lived Assets (other than Goodwill)

The Company recognizes an impairment of long-lived intangible assets used in operations, other than goodwill, when events or circumstances indicate that these assets might be impaired and the estimated undiscounted cash flows to be generated by those assets over their remaining lives are less than the carrying amount of those items. The net carrying value of assets not recoverable is reduced to fair value, which is typically calculated using the discounted cash flow method. For purposes of testing the long-lived assets other than goodwill, long-lived assets are grouped and considered with other assets and liabilities within the Professional Services reporting unit.

An evaluation as of June 30, 2024 determined that certain asset groups associated with the Company's intangible assets were producing negative or sufficiently low gross cash flows and that their estimated future discounted cash flows indicated impairments. As a result, the Company recorded a non-cash impairment charge of $5,209 on intangible assets during fiscal 2024.

Share-Based Compensation

The Company accounts for share-based awards to employees in accordance with FASB ASC 718, *Compensation-Stock Compensation*, which requires compensation expense related to share-based transactions, including employee stock options, to be measured and recognized in the consolidated financial statements based on a determination of the fair value of the stock options or restricted stock grants. The grant date fair value of stock options is determined using the Black-Scholes-Merton ("Black-Scholes") pricing model. For all employee stock options and restricted stock grants, the Company recognizes expense over the employee's requisite service period (generally the vesting period of the equity grant) and records an estimate for forfeitures. The Company's option pricing model requires the input of subjective assumptions, including the expected stock price volatility, and expected term. Any changes in these subjective assumptions significantly impact our share-based compensation expense. Upon the exercise of options, the Company may elect to utilize treasury shares instead of issuing new shares.

(Amounts in thousands except per share data, unless otherwise stated)

Recent Accounting Pronouncements

Recently Adopted

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326)*, which contains authoritative guidance amending how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The guidance requires the application of a current expected credit loss (“CECL”) model, which is a new impairment model based on expected losses. The new guidance was effective for fiscal years beginning after December 15, 2022. ASU 2016-13 became effective for the Company on October 1, 2023. The new guidance was implemented during the quarter ended December 31, 2023, is applicable to the Company’s trade (accounts) receivable and did not have a material impact on its consolidated financial statements taken as a whole.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280)*, which enhances prior reportable segment disclosure requirements in part by requiring entities to disclose significant expenses related to their reportable segments. The guidance also requires disclosure of the Chief Operating Decision Maker's (“CODM”) position for each segment and detail of how the CODM uses financial reporting to assess their segment’s performance. The new guidance is effective for fiscal years beginning after December 15, 2023, and for interim periods during fiscal years beginning after December 15, 2024. The new guidance was implemented during the quarter ended September 30, 2025 and did not have a material effect on the Company’s consolidated financial statements and disclosures.

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments-Credit Losses (Topic 326)*, which introduces a practical expedient for estimating credit losses under CECL for current accounts receivable and contract assets arising from revenue transactions under ASC 606. If elected, this expedient allows entities to assume that current conditions at the balance sheet date will persist through the forecast period, simplifying the estimation process. The new guidance is effective for fiscal years and interim periods beginning after December 15, 2025. The Company elected to early adopt the expedient during the quarter ended September 30, 2025, which did not have a material impact on the Company’s consolidated financial statements.

Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)*, which expands income tax disclosure requirements in part by requiring entities to disclose a reconciliation of their effective tax rates to statutory rates and provide disaggregation of taxes paid. The guidance also eliminates existing disclosure requirements related to anticipated changes in unrecognized tax benefits and temporary differences related to unrecorded deferred tax liabilities. The new guidance is effective for fiscal years beginning after December 15, 2024. The Company has not yet determined the effects of the new guidance on its consolidated financial statements and disclosures.

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses (Subtopic 220-40)*, which expands expense disclosure requirements in part by requiring entities to provide tabular disclosure of the nature of expenses making up relevant captions on the face of the income statement. The guidance requires disclosure of the amounts making up each caption in categories such as inventory purchases, employee compensation, depreciation, intangible asset amortization, and depletion. The guidance also requires qualitative descriptions of other amounts included in each caption that are not separately disaggregated. The new guidance is effective for fiscal years beginning after December 15, 2026, and for interim periods beginning after December 15, 2027. The Company has not yet determined the effects of the new guidance on its consolidated financial statements and disclosures.

No other recent accounting pronouncements were issued by FASB and the SEC that are believed by management to have a material impact on the Company’s present or future financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 8. Consolidated Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
GEE Group Inc. and Subsidiaries
Atlanta, Georgia

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of GEE Group Inc. and Subsidiaries (collectively, the "Company") as of September 30, 2025 and 2024, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended, and the related notes (collectively, the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2025 and 2024, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatements, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatements of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit mattes below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill Impairment Assessment

Description of Matter	The Company's consolidated goodwill balance was $24.8 million as of September 30, 2025. The Company's evaluation of goodwill for impairment involves the comparison of the fair value of its Professional Staffing reporting unit to its carrying value. The fair value of the reporting unit is estimated using the discounted cash flow and guideline public company methods, which requires the use of estimates and assumptions related to cash flow forecasts, discount rates, terminal values, and market multiples of comparable companies. Management's cash flow forecasts included significant judgments and assumptions relating to revenue growth rates, expense reductions and operating margins. The fair value of the reporting unit did not exceed its carrying value as of March 31, 2025; therefore, an impairment charge of $22 million was recognized as of March 31, 2025 and during the year ended September 30, 2025. The impairment charge was recognized for the amount by which the carrying amount exceeded the reporting unit's estimated fair value. As more fully described in Note 8 to the consolidated financial statements, as of September 30, 2025, the fair value of the reporting unit exceeded its carrying value. Management made significant judgments when developing the fair value estimate of the reporting unit. As a result, a high degree of auditor judgment and effort was required, including involving the use of our valuation specialists, in performing audit procedures to evaluate the reasonableness of management's cash flow forecasts and the significant assumptions identified above. Significant uncertainty exists with these assumptions because they are sensitive to future market or economic conditions.
How We Addressed the Matter in Our Audit	Our audit procedures included the following: · Obtained an understanding of the internal controls and processes in place over the Company's goodwill impairment review process, including management's review of the significant assumptions described above. · Evaluated the reasonableness of management's revenue, expenses, operating margins, and other forecasted amounts by comparing the forecasts to actual historical results. · Evaluated the reasonableness of guideline public company valuation multiples. · Evaluated management's determination of reporting units and segments. · With the assistance of our valuation specialists, evaluated the valuation methodologies and significant assumptions, including discount rates, and developed a range of independent estimates and compared those to the significant assumptions used by management. · Tested the mathematical accuracy of the calculations.

/s/ Cherry Bekaert LLP

We have served as the Company's auditor since 2024.

Atlanta, Georgia
December 17, 2025

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

	September 30, 2025	September 30, 2024
ASSETS		
CURRENT ASSETS:		
Cash	$ 21,364	$ 20,735
Accounts receivable, less allowances ($76 and $144, respectively)	9,695	12,751
Prepaid expenses and other current assets	622	762
Current assets of discontinued operations	-	1,153
Total current assets	31,681	35,401
Property and equipment, net	354	546
Goodwill	24,759	46,008
Intangible assets, net	620	834
Deferred tax assets, net	-	9,364
Right-of-use assets	2,443	3,115
Other long-term assets	140	295
Noncurrent assets of discontinued operations	-	339
TOTAL ASSETS	$ 59,997	$ 95,902
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,392	$ 1,960
Accrued compensation	4,519	5,026
Current operating lease liabilities	986	1,090
Current portion of notes payable	196	-
Other current liabilities	595	899
Current liabilities of discontinued operations	-	347
Total current liabilities	7,688	9,322
Deferred taxes, net	262	-
Noncurrent operating lease liabilities	1,829	2,254
Notes payable	196	-
Other long-term liabilities	12	82
Noncurrent liabilities of discontinued operations	-	33
Total liabilities	9,987	11,691
Commitments and contingencies (Note 13)		
SHAREHOLDERS' EQUITY:		
Common stock, no-par value; authorized - 200,000 shares; 114,900 shares issued and 109,413 shares outstanding at September 30, 2025 and September 30, 2024	113,675	113,129
Accumulated deficit	(60,479)	(25,732)
Treasury stock; at cost - 5,487 shares at September 30, 2025 and September 30, 2024	(3,186)	(3,186)
Total shareholders' equity	50,010	84,211
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 59,997	$ 95,902

The accompanying notes are an integral part of these consolidated financial statements.

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

	Year Ended September 30, 2025	Year Ended September 30, 2024
NET REVENUES:		
Contract staffing services	$ 84,686	$ 94,753
Direct hire placement services	11,818	12,183
NET REVENUES	96,504	106,936
Cost of contract services	63,132	70,794
GROSS PROFIT	33,372	36,142
Selling, general and administrative expenses	35,624	39,809
Depreciation expense	201	261
Amortization of intangible assets	857	2,363
Intangible asset impairment charges	-	5,209
Goodwill impairment charges	22,000	14,201
LOSS FROM OPERATIONS	(25,310)	(25,701)
Interest expense	(333)	(315)
Interest income	577	722
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAX PROVISION	(25,066)	(25,294)
Provision for income tax (expense) benefit attributable to continuing operations	(9,588)	2,619
LOSS FROM CONTINUING OPERATIONS	(34,654)	(22,675)
Loss from discontinued operations, net of tax (Note 5)	(93)	(1,427)
CONSOLIDATED NET LOSS	$ (34,747)	$ (24,102)
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC AND DILUTED	109,413	109,139
BASIC AND DILUTED LOSS PER SHARE		
From continuing operations	$ (0.32)	$ (0.21)
From discontinued operations	$ (0.00)	$ (0.01)
Consolidated net loss per share	$ (0.32)	$ (0.22)

The accompanying notes are an integral part of these consolidated financial statements.

GEE GROUP INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Amounts in thousands)

	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Accumulated Deficit	Shareholders' Equity
Balance, September 30, 2023	114,900	$ 112,915	3,412	$ (1,984)	$ (1,630)	$ 109,301
Purchase of treasury stock	-	-	2,717	(1,575)	-	(1,575)
Share-based compensation	-	587	-	-	-	587
Issuance of shares under incentive stock plan	-	(373)	(642)	373	-	-
Net loss	-	-	-	-	(24,102)	(24,102)
Balance, September 30, 2024	114,900	$ 113,129	5,487	$ (3,186)	$ (25,732)	$ 84,211
Share-based compensation	-	546	-	-	-	546
Net loss	-	-	-	-	(34,747)	(34,747)
Balance, September 30, 2025	114,900	$ 113,675	5,487	$ (3,186)	$ (60,479)	$ 50,010

The accompanying notes are an integral part of these consolidated financial statements.

GEE GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

	Year Ended September 30, 2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net loss	$ (34,747)	$ (24,102)
Adjustments to reconcile consolidated net loss to cash provided by operating activities:		
Loss (gain) on disposal of assets	3	(14)
Depreciation and amortization	1,062	2,664
Amortization of operating lease right-of-use assets	1,250	1,443
Intangible assets impairment charges	-	5,209
Goodwill impairment charges	22,000	15,285
Share-based compensation	546	587
Provisions for credit losses	9	49
Gain on sale of Industrial Segment	(133)	-
Deferred income taxes	9,606	(2,431)
Amortization of debt issuance costs	153	153
Changes in operating assets and liabilities:		
Accounts receivable	3,745	4,655
Other assets	244	170
Accounts payable	(1,054)	(775)
Accrued compensation	(704)	(241)
Operating lease liabilities	(1,107)	(1,521)
Other liabilities	(324)	(929)
Net cash provided by operating activities	549	202
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(16)	(58)
Business acquisition, net of cash acquired	(968)	-
Proceeds from sale of Industrial Segment	1,038	-
Net cash provided by (used in) investing activities	54	(58)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchases of treasury stock	-	(1,575)
Payments on finance leases	(67)	(212)
Net cash used in financing activities	(67)	(1,787)
Net change in cash	536	(1,643)
Cash at beginning of year	20,828	22,471
Cash at end of year	21,364	20,828
Less cash from discontinued operations	-	(93)
Cash from continuing operations at end of year	$ 21,364	$ 20,735
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 180	$ 169
Cash paid for taxes	72	43

The accompanying notes are an integral part of these consolidated financial statements.

1. Description of Business

GEE Group Inc. was incorporated in the State of Illinois in 1962 and is the successor to employment offices doing business since 1893. GEE Group Inc. and its wholly owned material operating subsidiaries, Access Data Consulting Corporation, Agile Resources, Inc., Hornet Staffing, Inc., Paladin Consulting, Inc., Scribe Solutions, Inc., SNI Companies, Inc., and Triad Personnel Services, Inc. (collectively referred to as the "Company," "us," "our" or "we") are providers of permanent and temporary professional staffing and placement services in and near several major U.S cities. We specialize in the placement of information technology, accounting, finance, office, engineering, and medical professionals for direct hire and contract staffing for our professional clients.

The Company markets its services using the trade names Access Data Consulting, Agile Resources, Ashley Ellis, GEE Group (Columbus), General Employment, Hornet Staffing, Omni One, Paladin Consulting, Scribe Solutions, SNI Companies, Accounting Now, Staffing Now®, SNI Banking, SNI Certes®, SNI Energy®, SNI Financial® and SNI Technology®. As of September 30, 2025, we operated from locations in ten (10) states, including nineteen (19) branch offices in downtown or suburban areas of major U.S. cities and four (4) additional U.S. locations utilizing local staff members working remotely.

The Company's fiscal year begins on October 1 and ends on September 30 of each year. Fiscal 2025 and fiscal 2024 refer to the fiscal years ended September 30, 2025 and 2024, respectively.

Liquidity

The primary sources of liquidity for the Company are revenues earned and collected from its clients for the placement of contractors and permanent employment candidates and borrowings available under its asset-based senior secured revolving credit facility. Uses of liquidity include primarily the costs and expenses necessary to fund operations, including payment of compensation to the Company's contract and permanent employees, payment of operating costs and expenses, payment to lessors, payment of taxes, payment of interest, fees and principal under its debt agreements, if any, purchases of treasury stock, and capital expenditures.

Management believes that the Company has adequate cash and working capital and can generate adequate liquidity to meet its obligations for the foreseeable future and at least for one year after the date that these consolidated financial statements are issued.

2. Significant Accounting Policies and Estimates

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for financial information and with the instructions to Article 8 of Regulation S-X. Certain reclassifications have been made to the prior year's consolidated financial statements and/or related disclosures to conform to the current year's presentation.

Principles of Consolidation

The consolidated financial statements include the accounts and transactions of the Company and its wholly owned subsidiaries. All significant inter-company accounts and transactions are eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Amounts in thousands except per share data, unless otherwise stated)

Cash and Cash Equivalents

Highly liquid investments with a maturity of three months or less when purchased are considered to be cash equivalents. As of September 30, 2025, and September 30, 2024, there were no cash equivalents.

Cash deposit accounts are maintained at financial institutions and, at times, balances may exceed federally insured limits guaranteed by the FDIC. During 2023, the Company entered into enhanced deposit arrangements with two financial institutions in which monies are deposited through a brokerage account and are further placed on deposit by the broker amongst U.S. banks pre-screened by the broker in amounts per bank that do not exceed the individual $250 FDIC per depositor limit. The aggregate amount of all funds on deposit under these accounts was $15,087 and $14,515 as of September 30, 2025 and 2024, respectively. The Company also holds funds in various other bank accounts that may exceed FDIC insured limits. These uninsured amounts, in aggregate, were $5,067 and $5,194 as of September 30, 2025 and 2024, respectively. We have never experienced any material losses related to cash on deposit with banks.

Accounts Receivable

The Company extends credit to its various customers based on evaluation of the customer's financial condition and ability to pay the Company in accordance with the payment terms. An allowance for credit losses is recorded as a charge to bad debt expense where collection is considered to be doubtful due to credit issues. The Company adopted the methodology under ASU 2016-13, *Financial Instruments-Credit Losses* (Topic 326), during fiscal 2024. The amendments in ASU 2016-13 replace the probable incurred loss impairment methodology underlying our previous allowance for doubtful accounts with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. During fiscal 2025, the Company elected to use the practical expedient introduced by ASU 2025-05 which simplifies the calculation of these estimates by assuming that current conditions will continue through the forecast period. Under ASU 2016-13, an allowance is recorded with a corresponding charge to bad debt expense for expected credit losses in our accounts receivable including consideration of the effects of past, present and future conditions that may reasonably be expected to impact credit losses. The Company charges off uncollectible accounts against the allowance once the invoices are deemed unlikely to be collectible. The allowance for credit losses is reflected in the consolidated balance sheets as a reduction of accounts receivable. The impact of adoptions of ASUs 2016-13 and 2025-05 were immaterial to the Company's consolidated financial statements.

As of September 30, 2025 and 2024 the allowance for credit losses was $76 and $144, respectively.

A summary of changes in this account is as follows:

	Year Ended September 30, 2025	Year Ended September 30, 2024
Beginning balance	$ 144	$ 118
Provisions for credit losses	9	74
Accounts receivable write-offs	(77)	(48)
Ending balance	$ 76	$ 144

The Company has one customer that made up approximately21% of the consolidated accounts receivable balance as of September 30, 2025 and two customers that, in aggregate, made up approximately 27% of the consolidated accounts receivable balance as of September 30, 2024. These customers are offered extended payment terms due to the frequency and volume of our services that they utilize. Each has demonstrated consistent creditworthiness since doing business with us and the Company has not experienced any losses related to these two customers historically.

Property and Equipment

Property and equipment are recorded at cost. Depreciation expense is calculated on a straight-line basis over estimated useful lives of five years for computer equipment and two to ten years for office equipment, furniture and fixtures. Depreciation expense for leasehold improvements is also calculated on a straight-line basis over the lesser of the useful life of the asset or the corresponding lease terms, which generally range from three to five years. The Company capitalizes computer software purchased or developed for internal use and amortizes it over an estimated useful life of five years. The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that it may not be recoverable. If the carrying amount of an asset group is greater than its estimated future undiscounted cash flows, the carrying value is written down to the estimated fair value. There was no impairment of property and equipment in fiscal 2025 and 2024.

Leases

The Company determines if a contractual arrangement is a lease at inception and evaluates and classifies leases as operating or finance leases for financial reporting purposes. Operating leases are included in operating lease right-of-use ("ROU") assets, current operating lease liabilities, and noncurrent operating lease liabilities on the Company's consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities on the Company's consolidated balance sheets. The lease classification is determined at the commencement date and the lease term used in the evaluation includes the non-cancellable period for which the Company has the right to use the underlying asset, together with renewal option periods when the exercise of the renewal option is reasonably certain and failure to exercise such option would result in an economic penalty. All the Company's real estate leases are classified as operating leases. Also, the Company elected the practical expedient which allows aggregation of non-lease components with the related lease components when evaluating accounting treatment.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. The lease payments included in the present value are fixed lease payments. As most of the Company's leases do not provide an implicit rate, the Company estimates its collateralized incremental borrowing rate, based on information available at the commencement date, in determining the present value of lease payments. The Company applies the portfolio approach in applying discount rates to its classes of leases. The operating lease ROU assets include any payments made before the commencement date. Lease expense for lease payments is recognized on a straight-line basis over the lease term. The Company currently has one sublease which is accounted for on a net basis in other non-operational costs within selling, general, and administrative expenses and is not material to the consolidated financial statements. The Company does not currently have residual value guarantees or restrictive covenants in its leases.

Goodwill

The Company evaluates its goodwill for possible impairment as prescribed by FASB ASC 350, *Intangibles — Goodwill and Other: Goodwill*, at least annually and on an interim basis when one or more triggering events or circumstances indicate that the goodwill might be impaired. Under this guidance, annual or interim goodwill impairment testing is performed by comparing the estimated fair value of a reporting unit with its carrying amount. The Company allocates its goodwill to its Professional Services reporting unit for purposes of evaluation for impairments. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's estimated fair value, not to exceed the carrying value of goodwill.

In determining the fair value of our Professional Services reporting unit, we use one or a combination of commonly accepted valuation methodologies: (1) the income approach, which is based on the present value of discounted cash flows projected for the reporting unit or, in certain instances, capitalization of earnings, and (2) the market approach, which estimates a fair value based on an appropriate revenue and/or earnings multiple(s) derived from comparable companies. These valuation techniques rely upon assumptions and other factors, such as the estimated future cash flows of our reporting unit, the discount rate used to determine the present value of future cash flows, and the market multiples of comparable companies utilized. In applying our methods, we consider and use averages and medians in the selection of assumptions derived from comparable companies or market data, where applicable, and in the application of the income and/or market approaches if we determine that this will provide a more appropriate estimated fair value or range of fair value estimates of the reporting unit. Changes to input assumptions and other factors used or considered in the analysis could result in materially different evaluations of goodwill impairment.

The Company performed interim goodwill impairment assessments during fiscal 2025 and 2024, as of March 31, 2025 and June 30, 2024, respectively, which indicated the goodwill assigned to the Company's Professional Services reporting unit was impaired as of each date. As a result of these interim assessments, the Company reduced its goodwill by $22,000 and $14,201, with corresponding non-cash impairment charges being recognized in its consolidated statements of operations for fiscal 2025 and 2024, respectively. The Company performed annual goodwill impairment assessments for its Professional Services reporting unit as of September 30, 2025 and September 30, 2024 and found its goodwill was not further impaired as of each date.

Intangible Assets

Separately identifiable intangible assets held in the form of customer relationships, non-competes and trade names were recorded at their estimated fair value at the date of acquisition and are amortized over their estimated useful lives ranging from two to ten years using the straight-line method.

Impairment of Long-lived Assets (other than Goodwill)

The Company recognizes an impairment of long-lived intangible assets used in operations, other than goodwill, when events or circumstances indicate that the asset might be impaired and the estimated undiscounted cash flows to be generated by those assets over their remaining lives are less than the carrying amount of those items. The net carrying value of assets not recoverable is reduced to fair value, which is typically calculated using the discounted cash flow method. For purposes of testing the long-lived assets other than goodwill, long-lived assets are grouped and considered with other assets and liabilities within the Professional Services reporting unit.

An evaluation performed as of June 30, 2024, determined that certain asset groups associated with the Company's intangible assets were producing negative or sufficiently low gross cash flows and that their estimated future discounted cash flows indicated impairments. As a result, the Company recorded a non-cash impairment charge of $5,209 on intangible assets during fiscal 2024.

Fair Value Measurement

The Company follows the provisions of FASB ASC 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value and enhances fair value measurement disclosure. Under these provisions, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

The standard establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances when observable inputs are not available. The hierarchy is described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The fair values of the Company's current assets and current liabilities approximate their carrying values due to their short-term nature. The carrying value disclosures of the Company's long-term liabilities approximate their respective fair values based on current yield for debt instruments with similar terms. The Company has no assets or liabilities which are measured at fair value on a recurring basis. Fair value measurements utilized in evaluating the Company's goodwill and other intangible assets for impairments are measured at fair value on a non-recurring basis using a combination of Level 2 and Level 3 inputs.

Earnings per Share

Basic earnings per share are computed by dividing net loss attributable to common stockholders by the weighted average common shares outstanding for the period, which is computed using shares issued and outstanding. Diluted earnings per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the vesting of restricted shares granted but unissued, exercise of stock options and warrants. The dilutive effect of the common stock equivalents is reflected in earnings per share by use of the treasury stock method.

Due to the loss from continuing operations reported for fiscal 2025 and 2024, there were no dilutive incremental shares considered in the calculation of dilutive shares. Common stock equivalents, which are excluded because their effect is anti-dilutive, were approximately 4,377 and 4,206 for fiscal 2025 and 2024, respectively.

Revenue Recognition

Revenues from contracts with customers are generated from direct hire placement services and professional contract services. Revenues are recognized when all placement obligations entitling the company to payment have been met. Our revenues are recorded net of variable consideration such as sales adjustments or allowances. Payment terms in our contracts vary by the type and location of our customer and the services offered. The terms between invoicing and when payments are due are not significant.

Direct hire placement service revenues from contracts with customers are recognized when the Company has met each of the criteria under FASB ASC 606, *Revenue from Contracts with Customers*, including its performance obligations under the contracts. This generally occurs when the employment candidates accept offers of employment and have started their newly placed positions, less a provision for estimated credits or refunds to customers as the result of applicants not remaining employed for the entirety of the Company's guarantee period (referred to as "falloffs"). The Company's guarantee periods for permanently placed employees generally range from 60 to 90 days from the date of hire. Fees associated with candidate placement are generally calculated as a percentage of the new employee's annual compensation. The Company records direct hire placement services revenues on a net basis as the Company acts as an agent for the customer and does not directly contract with or employ the direct hire candidates it places. No fees for permanent placement services are charged to direct hire employment candidates.

Charges for expected future falloffs are recorded as reductions of revenues for estimated losses due to applicants not remaining employed for the Company's guarantee period. Estimated future falloffs are determined by analyzing recent historical trends of actual falloffs and applying a formula comprised of average number of falloffs, average falloff amounts, and average cycle times between billing and fall off dates to derive an allowance for falloffs. Thus, the estimated allowance is derived from observed trends in actual historical falloffs and assumes that historical trends are indicative of future falloff activity. Liabilities for falloffs during the period are reflected in the consolidated balance sheets in the amounts of $72 and $102, as of September 30, 2025 and 2024, respectively. Falloffs during the period are reflected in the consolidated statements of operations as a reduction of placement service revenues and were approximately $571 and $401 in fiscal 2025 and 2024, respectively.

Temporary staffing service revenues from contracts with customers are recognized in amounts for which the Company has a right to invoice, as the services are rendered by the Company's temporary employees. The Company records temporary staffing revenue on a gross basis as a principal versus on a net basis as an agent in the presentation of revenues and expenses. The Company has concluded that gross reporting is appropriate because the Company controls the specified service before that service is performed for a customer. The Company has the risk of identifying and hiring qualified employees, has the discretion to select the employees and establish their price, and bears the risk for services that are not fully paid for by customers.

There was no customer that represented 10% or more of the Company's consolidated revenue in fiscal 2025 or 2024.

Cost of Contract Staffing Services

The cost of contract services includes the wages and the related payroll taxes, employee benefits and certain other employee-related costs of the Company's contract service employees while they work on contract assignments. All costs associated with direct hire placements are recorded as selling, general and administrative expenses as the Company acts as an agent for the customer, only recognizing revenue for the net fees earned. Accordingly, none of the Company's costs associated with direct hire placement services are reportable as costs of services.

Advertising Expenses

The Company expenses the costs of job boards used for identifying and recruiting candidates, print and internet media advertising and promotions as incurred and reports these costs in selling, general and administrative expenses. Advertising expense totaled $1,881 and $2,083 for fiscal 2025 and 2024, respectively.

Share-Based Compensation

The Company accounts for share-based awards to employees in accordance with FASB ASC 718, *Compensation-Stock Compensation*, which requires compensation expense related to share-based transactions, including employee stock options, to be measured and recognized in the consolidated financial statements based on a determination of the fair value of the stock options or restricted stock grants. The grant date fair value of stock options is determined using the Black-Scholes-Merton ("Black-Scholes") pricing model. For all employee stock options and restricted stock grants, the Company recognizes expense over the employee's requisite service period (generally the vesting period of the equity grant) and records an estimate for forfeitures. The Company's option pricing model requires the input of subjective assumptions, including the expected stock price volatility, and expected term. Any changes in these subjective assumptions significantly impact our share-based compensation expense.

See Note 11 for the assumptions used to calculate the fair value of share-based employee and non-employee compensation. Upon the exercise of options, the Company may elect to utilize treasury shares instead of issuing new shares.

Income Taxes

The Company accounts for income taxes under the asset and liability method, FASB ASC 740,*Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined on the basis of the differences between the financial statement and tax basis of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company recognizes deferred tax assets to the extent that it is believed these assets are more likely than not to be realized. In making such a determination, all available positive and negative evidence is considered, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. In the event it is determined that the Company would be able to realize the deferred tax assets in the future in excess of their recorded amount, an adjustment would be made to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

The Company records uncertain tax positions on the basis of a two-step process in which (1) determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Interest and penalties related to uncertain tax benefits are recognized on the income tax expense line in the accompanying consolidated statement of operations. As of September 30, 2025 and 2024, no accrued interest or penalties are included on the related tax liability line in the accompanying consolidated balance sheets.

3. Recent Accounting Pronouncements

Recently Adopted

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326), which contains authoritative guidance amending how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The guidance requires the application of a current expected credit loss ("CECL") model, which is a new impairment model based on expected losses. The new guidance was effective for fiscal years beginning after December 15, 2022. ASU 2016-13 became effective for the Company on October 1, 2023. The new guidance was implemented during the quarter ended December 31, 2023, is applicable to the Company's trade (accounts) receivable and did not have a material impact on its consolidated financial statements taken as a whole.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280), which enhances prior reportable segment disclosure requirements in part by requiring entities to disclose significant expenses related to their reportable segments. The guidance also requires disclosure of the Chief Operating Decision Maker's ("CODM") position for each segment and detail of how the CODM uses financial reporting to assess their segment's performance. The new guidance is effective for fiscal years beginning after December 15, 2023, and for interim periods during fiscal years beginning after December 15, 2024. The new guidance was implemented during the quarter ended September 30, 2025, as presented in Note 16, and did not have a material effect on the Company's consolidated financial statements and disclosures.

In July 2025, the FASB issued ASU 2025-05, Financial Instruments-Credit Losses (Topic 326), which introduces a practical expedient for estimating credit losses under CECL for current accounts receivable and contract assets arising from revenue transactions under ASC 606. If elected, this expedient allows entities to assume that current conditions at the balance sheet date will persist through the forecast period, simplifying the estimation process. The new guidance is effective for fiscal years and interim periods beginning after December 15, 2025. The Company elected to early adopt the expedient during the quarter ended September 30, 2025 which did not have a material impact on its consolidated financial statements.

Not Yet Adopted

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740), which expands income tax disclosure requirements in part by requiring entities to disclose a reconciliation of their effective tax rates to statutory rates and provide disaggregation of taxes paid. The guidance also eliminates existing disclosure requirements related to anticipated changes in unrecognized tax benefits and temporary differences related to unrecorded deferred tax liabilities. The new guidance is effective for fiscal years beginning after December 15, 2024. The Company has not yet determined the effects of the new guidance on its consolidated financial statements and disclosures.

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses (Subtopic 220-40), which expands expense disclosure requirements in part by requiring entities to provide tabular disclosure of the nature of expenses making up relevant captions on the face of the income statement. The guidance requires disclosure of the amounts making up each caption in categories such as inventory purchases, employee compensation, depreciation, intangible asset amortization, and depletion. The guidance also requires qualitative descriptions of other amounts included in each caption that are not separately disaggregated. The new guidance is effective for fiscal years beginning after December 15, 2026, and for interim periods beginning after December 15, 2027. The Company has not yet determined the effects of the new guidance on its consolidated financial statements and disclosures.

No other recent accounting pronouncements were issued by FASB and the SEC that are believed by management to have a material impact on the Company's present or future financial statements.

4. Business Acquisition

On January 3, 2025, the Company entered into a Stock Purchase Agreement (the "Purchase Agreement") with Hornet Staffing, Inc., a Georgia corporation ("Hornet") and its shareholders, and purchased 100 shares of its capital stock which represents 100% of the ownership interest in Hornet. Hornet is an Atlanta-based provider of staff augmentation services with national service capability. Hornet provides staffing solutions to many markets serving large scale, "blue chip" companies in the information technology ("IT"), professional and customer service staffing verticals.

The total consideration paid for the purchased shares was $1,500, consisting of (i) a $1,100 cash payment, and (ii) the issuance to its former shareholders of subordinated and unsecured promissory notes (the "Promissory Notes") totaling an aggregate initial principal amount of $400. Interest on the outstanding principal balances of the Promissory Notes is payable at a fixed rate of 5% per annum. Payments on the Promissory Notes shall be made annually with the first payment due on the first anniversary of the issuance dates and the second and final payment due on the second anniversary of the issuance date. The Company also paid legal and professional fees of $111 related to the purchase during fiscal 2025, which are included in selling, general and administrative expenses in the consolidated statements of operations.

The Purchase Agreement also provides that for the initial two-year period after closing, Hornet is required to achieve an agreed upon minimum average gross profit measure equal to $720 for each of the two subsequent twelve-month periods (each twelve-month period being separately measured). If the average gross profit measure during either of the subsequent two years is less than the minimum required average gross profit, then the Company will reduce the remaining balance under the Promissory Notes proportionally by an amount equal to the amount of the shortfall; provided the Company may not deduct more than the amount due under the then current payment for the Promissory Notes and may not seek to claw back any previous payments made under the Notes.

(Amounts in thousands except per share data, unless otherwise stated)

The Purchase Agreement contains certain representations and warranties customary and standard for this type of transaction.

The assets and liabilities of Hornet were recorded at their estimated fair values as of the closing date of the Purchase Agreement. The Promissory Notes were measured at fair value using Level 3 inputs and were recorded net of discounts of $8 at the acquisition date. The following table summarizes the preliminary balance sheet at January 3, 2025:

Assets purchased	$	612
Liabilities assumed (a)		514
Net assets purchased		98
Purchase consideration:		
Cash paid at closing		1,100
Promissory notes, net		392
Intangible assets from purchase	$	1,394

(a) Liabilities assumed includes a $151 deferred tax liability present at January 3, 2025 but recorded by the Company post-acquisition due to a tax election made during fiscal 2025.

An independent purchase price allocation and valuation has been performed to identify intangible assets acquired. The allocation to these intangible assets is as follows:

		Fair Value	Useful Life
Customer relationships	$	564	8 years
Tradename		68	10 years
Non-compete		11	2 years
Goodwill		751	Indefinite
Total intangible assets acquired	$	1,394	

The following table represents the unaudited consolidated pro forma results of operations for fiscal 2025 and 2024 had the acquisition occurred on October 1, 2023, the first day of the most historic period reported in this Annual Report on Form 10-K. This unaudited pro forma information does not purport to present what the Company's actual results would have been had the acquisition occurred on October 1, 2023. This information is based on Hornet's unaudited historical financial statements.

	Year Ended September 30,			
		2025		2024
Net revenues	$	98,092	$	112,599
Cost of contract services		64,490		75,683
Gross profit		33,602		36,916
Selling, general and administrative expenses		35,776		40,372
Loss from operations		(34,577)		(22,527)
Basic and diluted loss per share	$	(0.32)	$	(0.21)

(Amounts in thousands except per share data, unless otherwise stated)

5. Discontinued Operations

On April 18, 2024, the Company's Mergers and Acquisitions ("M&A") committee of the Board of Directors completed its review of strategic alternatives recommended by an outside investment banking firm. This included recommendation of divesture of the Company's Industrial Segment which was subsequently approved by the Company's full Board of Directors on May 13, 2024. Management thereafter began the process of identifying and contacting potential buyers. As of March 31, 2025, the Company's plan to sell its Industrial Segment met all the criteria for the first time to be reported as discontinued operations under U.S. GAAP, the final one being making the determination that the sale or other disposition would be completed within twelve months.

On June 2, 2025, the Company entered into an agreement for the sale of certain operating assets of its Industrial Segment, including those of BMCH, Inc., Triad Logistics, Inc., and its Triad Staffing brand. The Company received total cash consideration of $250 from the buyer at closing and an additional $788 during the first 90 days following closing. A pre-tax net gain of $133, including transaction costs of $97, is included in discontinued operations for fiscal 2025. The remaining assets of the Industrial Segment not sold were distributed to the Company.

Assets and Liabilities of Discontinued Operations

The balances of assets and liabilities under the Industrial Segment as of September 30, 2025 and 2024 consisted of the following:

	September 30, 2025	September 30, 2024
Assets of discontinued operations:		
Cash	$ -	$ 93
Accounts receivable, net	-	996
Prepaid expenses and other current assets	-	64
Property and equipment, net	-	13
Right-of-use assets	-	138
Deferred tax assets, net	-	131
Other long-term assets	-	57
Total assets of discontinued operations	$ -	$ 1,492
Liabilities of discontinued operations:		
Accounts payable	$ -	$ 27
Accrued compensation	-	197
Current operating lease liabilities	-	105
Other current liabilities	-	18
Noncurrent operating lease liabilities	-	33
Total liabilities of discontinued operations	$ -	$ 380

(Amounts in thousands except per share data, unless otherwise stated)

Net Loss from Discontinued Operations

Results of the Industrial Segment for fiscal 2025 and 2024, respectively, consisted of the following:

	Year Ended September 30, 2025	2024
Revenue	$ 4,609	$ 9,547
Expenses:		
Cost of contract services	3,525	8,043
Selling, general and administrative expenses	1,290	1,736
Depreciation expense	4	40
Goodwill impairment charge	-	1,084
Interest expense	-	7
Loss from discontinued operations before gain on sale and income taxes	(210)	(1,363)
Gain on sale of Industrial Segment	133	-
Provision for income tax expense attributable to discontinued operations	(16)	(64)
Loss from discontinued operations, net of tax	$ (93)	$ (1,427)

Cash Flows from Discontinued Operations

The net cash flows of the Industrial Segment during fiscal 2025 included the cash proceeds of $1,038 received as consideration on the sale. There were no capital expenditures or other significant non-operating cash flows under the Industrial Segment during fiscal 2025 or 2024.

6. Property and Equipment

Property and equipment, net, consisted of the following:

	September 30, 2025	September 30, 2024
Computer software	$ 117	$ 472
Computer equipment	1,174	2,102
Furniture and fixtures	630	941
Leasehold improvements	99	176
Total property and equipment, at cost	2,020	3,691
Accumulated depreciation	(1,666)	(3,145)
Property and equipment, net	$ 354	$ 546

7. Leases

The Company occasionally acquires equipment under finance leases including hardware and software used by our IT department to improve security and capacity, and certain furniture for our offices. Terms for these leases generally range from two to six years. The assets obtained under finance leases are included in property and equipment, net, on the consolidated balance sheets.

Finance lease expenses such as amortization of the lease assets and interest expense on the lease liabilities are included on the consolidated statements of operations in depreciation expense and interest expense, respectively. Supplemental information related to these expenses consisted of the following:

	Fiscal 2025	Fiscal 2024
Amortization of finance lease assets	$ 89	$ 95
Interest on finance lease liabilities	7	18

(Amounts in thousands except per share data, unless otherwise stated)

Supplemental balance sheet information related to finance leases consisted of the following:

	September 30, 2025	September 30, 2024
Net book value of finance lease assets	$ 113	$ 202
Weighted average remaining lease term for finance leases	1.2 years	2.2 years
Weighted average discount rate for finance leases	5.3%	5.3%

The table below reconciles the undiscounted future minimum lease payments under non-cancelable finance lease agreements to the total finance lease liabilities recognized on the consolidated balance sheets, included in other current liabilities and other long-term liabilities, as of September 30, 2025:

Fiscal 2026	$ 73
Fiscal 2027	12
Less: Imputed interest	(3)
Present value of finance lease liabilities (a)	$ 82

(a) Includes current portion of $70 for finance leases.

The Company leases space for all its branch offices, which are generally located either in downtown or suburban business centers, and for its corporate headquarters. Branch offices are generally leased over periods ranging from three to five years. The corporate office lease expires in 2026. The Company's leases generally provide for payment of basic rent plus a share of building real estate taxes, maintenance costs and utilities.

Operating lease expenses included in selling, general, and administrative expenses on the consolidated statements of operations were $1,748 and $2,029 for fiscal 2025 and 2024, respectively.

Supplemental cash flow information related to operating leases consisted of the following:

	Fiscal 2025	Fiscal 2024
Cash paid for operating lease liabilities	$ 1,252	$ 1,557
Right-of-use assets obtained in exchange for new operating lease liabilities	488	906

Supplemental balance sheet information related to operating leases consisted of the following:

	September 30, 2025	September 30, 2024
Weighted average remaining lease term for operating leases	2.6 years	2.6 years
Weighted average discount rate for operating leases	5.5%	5.6%

The table below reconciles the undiscounted future minimum lease payments under non-cancelable operating lease agreements having initial terms in excess of one year to the total operating lease liabilities recognized on the consolidated balance sheet as of September 30, 2025, including certain closed offices are as follows:

Fiscal 2026	$ 1,048
Fiscal 2027	893
Fiscal 2028	620
Fiscal 2029	316
Fiscal 2030	123
Less: Imputed interest	(185)
Present value of operating lease liabilities (a)	$ 2,815

(a) Includes current portion of $986 for operating leases.

(Amounts in thousands except per share data, unless otherwise stated)

8. Goodwill and Intangible Assets

Goodwill

For purposes of performing its annual goodwill impairment assessments as of September 30, 2025 and 2024, the Company applied the valuation techniques and assumptions to its Professional Segment reporting unit as discussed in Note 2, above; and also considered recent trends in the Company's stock price, implied control or acquisition premiums, earnings, and other possible factors and their effects on estimated fair value of the Company's reporting unit.

The Company completed its most recent annual goodwill impairment assessment as of September 30, 2025 and determined that its goodwill was not further impaired. Prior to this, as of March 31, 2025, an interim assessment was performed as the estimated fair value of the Professional Services reporting unit was determined to have decreased and indicated that the reporting unit's carrying value exceeded its estimated fair value. As a result, a non-cash goodwill impairment charge of $ 22,000 was recognized during fiscal 2025, as determined by the interim evaluation made of our goodwill as of March 31, 2025.

Upon completion of the prior annual goodwill impairment assessment as of September 30, 2024, it was determined that the Company's goodwill was not further impaired. In fiscal 2024, an interim assessment was also performed due to the decline in operating results and market capitalization experienced during the year which, in management's view, represented one or more triggering events that could indicate an impairment in the Company's goodwill. The interim assessment was performed as of June 30, 2024 and indicated the goodwill assigned to the Professional Services reporting unit was impaired. As a result, a non-cash goodwill impairment charge of $14,201 was recognized during fiscal 2024, as determined by the interim evaluation made of our goodwill as of June 30, 2024.

A summary of goodwill balances is presented as follows:

	Goodwill	Accumulated Impairment	Carrying Amount
As of September 30, 2024	$ 75,510	$ (29,502)	$ 46,008
Addition from business acquisition	751	-	751
Impairment adjustment	-	(22,000)	(22,000)
As of September 30, 2025	$ 76,261	$ (51,502)	$ 24,759

The estimated fair value of the Professional Services reporting unit resulting from the September 30, 2025 assessment exceeded the reporting unit's adjusted carrying value, net of the impairment recorded during the March 31, 2025 interim assessment, by approximately 39%, or approximately $12.7 million. Should industry conditions remain consistently negative, or worsen, or if assumptions such as control premiums, revenue growth projections, cost reduction projections, cost of capital or discount rates or business enterprise value multiples change such conditions could result in a deficit of the fair value of the Company's Professional Services reporting unit as compared to its remaining carrying value, leading to an impairment in the future.

(Amounts in thousands except per share data, unless otherwise stated)

Intangible Assets

The following tables set forth the costs, accumulated amortization and net book value of the Company's separately identifiable intangible assets as of September 30, 2025 and September 30, 2024 and estimated future amortization expense.

	September 30, 2025				September 30, 2024			
	Cost	Impairment Charges	Accumulated Amortization	Net Book Value	Cost	Impairment Charges	Accumulated Amortization	Net Book Value
Customer relationships	$ 27,521	$ (5,153)	$ (21,833)	$ 535	$ 26,957	$ (5,153)	$ (21,147)	$ 657
Trade names	8,397	(56)	(8,262)	79	8,329	(56)	(8,096)	177
Non-competes	4,342	-	(4,336)	6	4,331	-	(4,331)	-
Total	$ 40,260	$ (5,209)	$ (34,431)	$ 620	$ 39,617	$ (5,209)	$ (33,574)	$ 834

Fiscal 2026	$ 122
Fiscal 2027	79
Fiscal 2028	77
Fiscal 2029	77
Fiscal 2030	77
Thereafter	188
	$ 620

Intangible assets that represent customer relationships are amortized on the basis of estimated future undiscounted cash flows or using the straight-line basis over estimated remaining useful lives of five to ten years. Non-competes and trade names are amortized on a straight-line basis over their respective estimated useful lives of between two and ten years.

Due to the presence of negative macroeconomic conditions impacting U.S. staffing firms, including ours, and related reductions to the Company's forecasts of future results, the Company performed an evaluation of its intangible assets as of June 30, 2024, using the undiscounted cash flows method. In performing this evaluation, it was determined that certain asset groups associated with the Company's intangible assets were producing negative or sufficiently low gross cash flows and that their estimated future discounted cash flows indicated impairments of the remaining unamortized balances. As a result, the Company recorded a non-cash impairment charge of $5,209 on intangible assets during fiscal 2024.

9. Other Current Liabilities

Other current liabilities consisted of the following:

	September 30, 2025	September 30, 2024
Accrued client rebates	$ 137	$ 340
Reserve for falloffs	72	102
Current finance leases payable	70	67
Accrued audit fees	73	47
Accrued severance	-	45
Other	243	298
Total other current liabilities	$ 595	$ 899

10. Senior Bank Loan, Security and Guarantee Agreement

The Company and its subsidiaries have a Loan, Security and Guaranty Agreement for a $20 million asset-based senior secured revolving credit facility (the "Facility") with First Citizens Bank ("FCB") (formerly CIT Bank, N.A.). The Facility is collateralized by 100% of the assets of the Company and its subsidiaries who are co-borrowers and/or guarantors. The Facility matures on the fifth anniversary of the closing date (May 14, 2026).

As of September 30, 2025, the Company had no outstanding borrowings and $4,828 of unused capacity available for borrowing under the terms of the Facility. The Company had $102 and $255 in unamortized debt issuance costs associated with the Facility as of September 30, 2025 and 2024, respectively. Of these costs, $102 and $153 were reflected in other current assets on the consolidated balance sheets as of September 30, 2025 and 2024, respectively, with the remainder, if any, being reflected in other long-term assets. The amortization expense of these debt costs included in interest expense on the consolidated statements of operations was $153 in both fiscal 2025 and 2024.

Under the Facility, advances are subject to a borrowing base formula that is computed based on 85% of eligible accounts receivable of the Company and subsidiaries as defined in the Facility, and subject to certain other criteria, conditions, and applicable reserves, including any additional eligibility requirements as determined by the administrative agent. The Facility is subject to usual and customary covenants and events of default for credit facilities of this type but is not subject to any financial covenants. The interest rate, at the Company's election, was based on either the Base Rate, as defined, plus the applicable margin; or the London Interbank Offered Rate ("LIBOR"), or any successor thereto, for the applicable interest period, subject to a 1% floor, plus the applicable margin. In addition to interest costs on advances outstanding, the Facility will provide an unused line fee ranging from 0.375% to 0.50% depending on the amount of undrawn credit, original issue discount and certain fees for diligence, implementation, and administration. The unused line fees incurred and included in interest expense totaled $101 in both fiscal 2025 and 2024.

On May 18, 2023, the Company entered into a Consent and Amendment No. 1 to the Loan and Security and Guarantee Agreement ("Amendment No. 1"), by and among the Company, certain subsidiaries of the Company as Borrowers, the Guarantors, the financial institutions party to the agreement from time to time as the Lenders, and FCB, as Agent for the Lenders. Pursuant to the terms of Amendment No. 1 and subject to the terms and conditions set forth in Amendment No. 1, FCB and Lenders consented to the Company's previously announced 2023 Stock Repurchase Program (as defined in Amendment No. 1), which continued through December 31, 2023; provided that (i) the aggregate amount paid for all such repurchase transactions did not exceed $20 million, and (ii) no Default or Event of Default (as defined in Amendment No. 1) exists or would exist after giving effect to each repurchase transaction consummated thereunder. In addition, effective as of the date of Amendment No. 1, LIBOR is no longer used as a benchmark rate or otherwise operative within Amendment No. 1 and was replaced with the Secured Overnight Financing Rate ("SOFR") as well as other conforming changes.

On December 15, 2023, the Company and FCB entered into Amendment No. 2 to the Facility ("Amendment No. 2"), which provides for an increase in the Facility's concentration limits for certain large clients at the discretion of FCB.

On January 3, 2025, in connection with its acquisition of Hornet, the Company and FCB entered into Consent and Amendment No. 3 to the Facility ("Amendment No. 3"), pursuant to which, FCB consented to the Hornet acquisition and the Company and its subsidiaries, as co-borrowers, the guarantors and FCB made certain amendments to the Loan Agreement and related collateral agreements to add Hornet to the Facility, accordingly.

11. Shareholders' Equity *(Share-based Compensation and Share Repurchase Program)*

Preferred Stock

The Company has authorized 20,000 shares of preferred stock of which 1,000 shares have been designated Series A Preferred Stock, and no shares were issued or are outstanding; 5,950 shares have been designated Series B Preferred Stock, of which 5,926 shares were issued and none remain outstanding, and 3,000 shares have been designated Series C Preferred Stock, of which 2,093 shares were issued and none remained outstanding as of September 30, 2025 and 2024. Based on the terms of the Series B Convertible Preferred Stock, if certain fundamental transactions were to occur, the Series B Convertible Preferred Stock would require redemption, which would preclude permanent equity classification on the accompanying consolidated balance sheets. The Series C Convertible Preferred Stock has a Liquidation Value equal to $1.00 per share and ranks pari passu with the Company's Series B Convertible Preferred Stock and senior to all "Junior Securities" (including the Company's Common Stock) with respect to any distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

Amended and Restated 2013 Incentive Stock Plan, as amended

As of September 30, 2025, there were vested and unvested shares of restricted stock and stock options outstanding under the Company's Amended and Restated 2013 Incentive Stock Plan, as amended ("Incentive Stock Plan"). The Incentive Stock Plan, as amended, provides for total shares available for restricted stock and stock options of 15,000 (7,500 restricted stock shares and 7,500 stock option shares). The Incentive Stock Plan authorizes the Compensation Committee of the Board of Directors to grant non-statutory stock options to employees. Vesting periods are established by the Compensation Committee at the time of grant.

As of September 30, 2025, there were 7,140 shares available to be granted under the Plan (4,052 shares available for restricted stock grants and 3,088 shares available for non-qualified stock option grants).

Restricted Stock

On September 27, 2022, the Company adopted a new annual incentive compensation program ("AICP") for its executives to be administered under the Company's Incentive Stock Plan. The AICP includes a long-term incentive ("LTI") compensation plan in the form of restricted stock awards comprised of two components: one that vests based on future service only, and a second that vests based on future service and performance. Initial awards under both service-only and service plus performance-based components of the AICP LTI plan are determined based on financial performance measures for the immediately preceding fiscal year.

The Company did not grant shares of restricted stock during fiscal 2025, however, it did grant 164 shares of restricted stock during fiscal 2024. The 164 shares of restricted stock granted under the AICP during fiscal 2024 were based on actual fiscal 2023 results and will cliff vest on December 1, 2026, based on future service only. No service plus performance-based restricted shares were granted in fiscal 2024 upon determination that financial targets set by the Company's Board of Directors were not met for fiscal 2024.

(Amounts in thousands except per share data, unless otherwise stated)

Under the AICP LTI, the service plus performance-based awards for each fiscal year are scheduled in annual tranches to be granted over three subsequent years. The schedule for these is as follows:

Tranche	Grant Date (a)	Vesting Date	Shares granted (b) Fiscal 2023	Fiscal 2024	Fiscal 2025	Maximum future shares eligible to be granted (c) Fiscal 2026
Awards based on Fiscal 2022 performance:						
1	December 2, 2022	December 2, 2025	41			
2	December 1, 2023	December 2, 2025		-		
3	November 29, 2024	December 2, 2025			-	
Awards based on Fiscal 2023 performance:						
1	December 1, 2023	December 1, 2026		-		
2	November 29, 2024	December 1, 2026			-	
3	December 1, 2025	December 1, 2026				55
Total shares granted or eligible to be granted in future			41	-	-	55

(a) Future grant dates are estimates subject to change based on approval by the Company's Board of Directors of the related financial targets for the fiscal year in which the grants are made.

(b) Shares granted reflect the portions earned of each award, as adjusted for the performance of each respective fiscal year with regard to the applicable financial targets as set by the Board of Directors.

(c) The maximum future shares eligible to be granted under each award will be further adjusted based on the outcome for each respective fiscal year with regard to the financial targets set by the Board of Directors.

Share-based compensation expense attributable to restricted stock was $215 and $292 in fiscal 2025 and 2024, respectively. As of September 30, 2025, there was approximately $89 of unrecognized compensation expense related to restricted stock currently outstanding and the weighted average remaining vesting period for those grants was 0.5 years.

A summary of restricted stock activity is presented as follows:

	Number of Shares	Weighted Average Fair Value ($)
Non-vested restricted stock outstanding as of September 30, 2023	1,384	0.62
Granted	164	0.54
Vested	(642)	0.46
Non-vested restricted stock outstanding as of September 30, 2024	906	0.71
Granted	-	-
Vested	-	-
Non-vested restricted stock outstanding as of September 30, 2025	906	0.71

Warrants

The Company had no warrants outstanding as of September 30, 2025. As of September 30, 2024, the Company had 77 warrants outstanding with a weighted average exercise price per share of $2 and a weighted average remaining contractual life of 0.5 years. No warrants were granted during fiscal 2025 and 2024. All outstanding warrants expired during fiscal 2025.

Stock Options

All stock options outstanding as of September 30, 2025 and September 30, 2024 were non-qualified stock options, had exercise prices equal to the market price on the date of grant, and had expiration dates ten years from the date of grant.

(Amounts in thousands except per share data, unless otherwise stated)

The Company granted 1,550 stock options during fiscal 2025 and did not grant stock options during fiscal 2024. The Company's stock options generally vest on annual schedules during periods ranging from two to four years from the date of grant, although some options are fully vested upon grant. Share-based compensation expense attributable to stock options is recognized over their estimated remaining lives and was $331 and $295 in fiscal 2025 and 2024, respectively. As of September 30, 2025, there was approximately $472 of unrecognized compensation expense related to unvested stock options outstanding, and the weighted average remaining vesting period for those options was 2.8 years.

A summary of stock option activity is as follows:

	Number of Shares	Weighted Average Exercise Price per share ($)	Weighted Average Fair Value per share ($)	Weighted Average Remaining Contractual Life (Years)	Total Intrinsic Value of Options ($)
Options outstanding as of September 30, 2023	3,933	1.18	0.96	7.96	27
Granted	-	-	-	-	-
Forfeited	(582)	1.25	1.10	-	-
Options outstanding as of September 30, 2024	3,351	1.17	0.93	7.08	-
Granted	1,550	0.22	0.17	-	-
Forfeited	(489)	1.68	0.92	-	-
Options outstanding as of September 30, 2025	4,412	0.78	0.68	7.28	-
Exercisable as of September 30, 2024	2,293	1.43	1.13	6.38	-
Exercisable as of September 30, 2025	2,970	0.98	0.87	6.55	-

The fair value of stock options granted was made using the Black-Scholes option pricing model and the following assumptions:

	Fiscal 2025	Fiscal 2024
Weighted average fair value of options	$ 0.22	$ -
Weighted average risk-free interest rate	4.3%	-
Weighted average volatility factor	96.5%	-
Weighted average expected life	5.9 years	-

Share Repurchase Program

On April 27, 2023, the Company's Board of Directors approved a share repurchase program authorizing the Company to purchase up to an aggregate of $20 million of the Company's currently outstanding shares of common stock. The share repurchase program continued through December 31, 2023. The repurchase program did not obligate the Company to repurchase any number of shares of common stock. The share repurchase program was conducted in accordance with Rules 10b-5 and 10b-18 of the Securities Exchange Act of 1934, as amended. Subject to applicable rules and regulations, shares of common stock were purchased from time to time in the open market transactions and in amounts the Company deemed appropriate, based on factors such as market conditions, legal requirements, and other business considerations.

During fiscal 2024, the Company repurchased 2,717 shares of its common stock at a net cost of $1,575. Upon conclusion of the share repurchase program, as of December 31, 2023, the Company repurchased 6,129 shares in aggregate (accounting for approximately 5.4% of our then issued and outstanding shares of common stock immediately prior to the program).

On August 13, 2024, the Company re-issued 642 of its treasury shares to fulfill commitments for the issuance of previously granted restricted share awards that became fully vested and unrestricted. The treasury shares were reissued in lieu of issuing 642 new shares of our common stock, therefore, while the Company's total number of outstanding shares of common stock increased by 642, its total number of issued shares of common stock did not increase as a result of the reissuance of treasury shares instead.

(Amounts in thousands except per share data, unless otherwise stated)

12. Income Taxes

The components of the provision for income taxes is as follows:

	Year Ended September 30, 2025	2024
Current expense (benefit):		
Federal	$ -	$ -
State	(5)	(123)
Total current expense (benefit):	$ (5)	$ (123)
Deferred expense (benefit):		
Federal	$ (1,981)	$ (3,027)
State	(390)	(262)
Total deferred expense (benefit):	$ (2,371)	$ (3,289)
Change in valuation allowance:		
Federal	$ 10,990	$ -
State	974	793
Total change in valuation allowance:	$ 11,964	$ 793
Provision for income tax expense (benefit)	$ 9,588	$ (2,619)

A reconciliation of the Company's statutory income tax rate to the Company's effective income tax rate is as follows:

	Year Ended September 30, 2025	2024
Income at US statutory rate	$ (5,263)	$ (5,484)
State taxes, net of federal benefit	(394)	(366)
Tax credits	(46)	(50)
Stock compensation	323	24
Goodwill impairment	2,906	2,377
Valuation allowance	11,964	793
Other	98	87
Total income tax expense (benefit):	$ 9,588	$ (2,619)

The net deferred income tax asset (liability) balance related to the following:

	September 30, 2025	September 30, 2024
Net operating loss carryforwards	$ 7,045	$ 5,823
Stock options	1,520	1,770
Allowance for credit losses	31	57
Accrued and prepaid expenses	326	448
Tax credit carryforwards	1,258	1,212
Right-of-use liabilities	622	746
Interest	2,996	3,088
Depreciation	33	16
Other	-	6
Total deferred tax assets	$ 13,831	$ 13,166
Intangible assets	$ (797)	$ (2,329)
Right-of-use assets	(519)	(679)
Other	(20)	-
Total deferred tax liabilities	$ (1,336)	$ (3,008)
Deferred tax assets	$ 12,495	$ 10,158
Valuation allowance	(12,757)	(794)
Deferred tax assets (liabilities), net	$ (262)	$ 9,364

As of September 30, 2025, the Company had federal and state net operating loss ("NOL") carryforwards of approximately $28.2 million and $29.5 million, respectively, which begin to expire in tax years 2034 for federal and 2026 for state purposes. Of the $28.2 million of federal net operating losses, $10.9 million can be carried forward indefinitely.

As of each reporting date, management considers new evidence, both positive and negative, that could affect its view of the future realization of deferred tax assets ("DTA"). In view of the significance of the Company's recent pre-tax book losses and likelihood of continuing uncertainty in the industry and economy as a whole, management excluded projections of future income from its forecast of the reversal of its DTAs as of September 30, 2025. As a result, it was determined that the Company's net DTAs would not be realized as there is not sufficient positive evidence to conclude that it is more likely than not that the deferred taxes are realizable. The Company has recorded an additional $11,964 valuation allowance in fiscal 2025, resulting in a total valuation allowance of $12,757 as of September 30, 2025, accordingly.

Under Internal Revenue Code 382, if a corporation undergoes a specified change in ownership, the Corporation's ability to use its pre-change net operating loss ("NOL") carryforwards and other pre-change tax attributes to offset its post-change income may be limited. Such limitation may result in the expiration of the NOL carryforwards generated before 2018 prior to their utilization. The Company engaged outside tax experts to perform a comprehensive section 382 study to calculate the estimated limitation and evaluate the Corporation's ability to use its NOL carryforwards and other pre-change tax attributes. The study was finalized in the quarter ended March 31, 2025 and concluded that the Company's pre-2018 NOL carryovers and other tax attributes are subject to limitation under section 382.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations for both federal taxes and the many states and local tax jurisdictions in which we operate or do business in. ASC 740 states that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits.

We record tax positions as liabilities in accordance with ASC 740 and adjust these liabilities when our judgement changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the recognized tax benefit liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information is available. As of September 30, 2025, and 2024, we have not recorded any material uncertain tax positions in our consolidated financial statements.

Our policy is to recognize interest and penalties related to uncertain tax benefits, if any, on the income tax expense line in the accompanying consolidated statements of operations. As of September 30, 2025, and 2024, no accrued interest or penalties are included on the related tax liability line in the consolidated balance sheets.

The Company files tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal and state jurisdictions, where applicable. There are currently no pending tax examinations. The Company's tax years are still open under statute from September 30, 2022, to the present. Earlier years may be examined to the extent that the net operating loss carryforwards from those earlier years are used in future periods. The resolution of tax matters is not expected to have a material effect on the Company's consolidated financial statements.

The One Big Beautiful Bill of 2025

On July 4, 2025, H.R.1 - One Big Beautiful Bill was enacted, introducing a wide range of tax reforms for businesses. Due to the Company's loss position and limited exposure to affected provisions, the bill’s overall impact is not material. The Company has historically elected out of bonus depreciation for all classes of property under Section 168(k)(7) and depreciates assets under MACRS without accelerated expensing. The Company continues to monitor ongoing regulatory guidance related to the new law.

13. Commitments and Contingencies

Litigation and Claims

The Company and its subsidiaries are involved in litigation that arises in the ordinary course of business. There are no pending significant legal proceedings to which the Company is a party for which management believes the ultimate outcome would have a material adverse effect on the Company’s financial position.

Indemnification Agreements

On April 27, 2023, the Company entered into Indemnification Agreements with certain of its officers and members of the Board to provide for indemnification of each individual in their respective capacities as officers and members of the Board of the Company to the fullest extent permitted under the Company’s Amended and Restated Articles of Incorporation, Amended and Restated Bylaws, and the Illinois Business Corporation Act. The Company carries directors and officers liability insurance, which is intended to provide protection for potential claims against the Company’s directors and officers. Management is not aware of any matters or circumstances under which potential liability arising from these agreements would be material to the consolidated financial statements.

14. Related Party Transactions

On January 3, 2025, the Company entered into an employment agreement with Lawrence Bruce, one of the former shareholders of Hornet. As part of the Purchase Agreement, the Company issued Promissory Notes to Lawrence Bruce and his spouse, Laurel Bruce, in the amounts of $160 and $240, representing their respective portions of this purchase consideration based on their percentage of Hornet’s stock ownership prior to the acquisition. The Promissory Notes have certain contingencies as disclosed under Note 4.

15. Defined Contribution Plan

The Company provides a defined contribution plan (the “401(k) Plan”) for the benefit of its eligible core and field personnel, including those assigned to provide staffing services for clients. The 401(k) Plan allows participants to make contributions subject to applicable statutory limitations. The Company matches 10% of each participant’s contributions on the first 10% of contributions from their wages. The Company match under the 401(k) Plan totaled $526 and $260 for fiscal 2025 and 2024, respectively.

(Amounts in thousands except per share data, unless otherwise stated)

16. Segment Data

The Company provides the following distinctive services: (a) direct hire placement services and (b) temporary professional staffing services in the fields of information technology, accounting, finance and office, engineering, and medical. These services make up the Company's Professional Segment. As disclosed in Note 5, the Company's Industrial Segment has been deemed a discontinued operation and, as such, is excluded from the table below which only reflects continuing operations.

The results of the Professional Segment are assessed by the Company's chief operating decision-maker ("CODM"), our CEO, who decides how to allocate resources based on the segment's income (loss) from operations. The CODM uses growth trends in both revenues and income (loss) from operations to compare the segment's results to those of competitors as benchmarks. Additionally, the CODM reviews trends in revenues with reference to projected market conditions as provided by SIA in their quarterly and annual reports. These analyses provide the CODM with information needed to make decisions on capital use such as reinvesting into the Professional Segment or seeking acquisitions.

	Year Ended September 30, 2025	2024
Net revenues	$ 96,504	$ 106,936
Cost of contract services	63,132	70,794
Personnel expenses	22,381	25,334
Occupancy expenses	1,689	1,973
Advertising expenses	1,848	2,021
Other segment expenses (a)	3,430	3,664
Depreciation and amortization	969	2,513
Intangible assets impairment charges	-	5,209
Goodwill impairment charges	22,000	14,201
Professional Segment loss from operations	$ (18,945)	$ (18,773)
Corporate SG&A (b)	6,276	6,817
Depreciation and amortization	89	111
Loss from operations	$ (25,310)	$ (25,701)
Total accounts receivables net	$ 9,695	$ 12,751
Intangible assets	620	834
Goodwill	24,759	46,008
Total assets (c)	59,997	94,410

(a) Other segment expenses mainly consist of consulting expenses, business insurance and licensing fees, applicant tracking systems and other software subscriptions, equipment-related costs, and background checks for candidates placed with clients.

(b) Corporate SG&A primarily includes certain executive and administrative salaries and related expenses, corporate legal expenses, share-based compensation expenses, consulting expenses, audit fees, corporate rent and facility costs, board related fees, certain advertising and promotional expenses, and acquisition, integration and restructuring expenses.

(c) All corporate assets such as cash and other assets have been presented together with those of the Professional Segment.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

As of September 30, 2025, the Company's management carried out an evaluation as required by the Exchange Act of the effectiveness of the design and operations of our disclosure controls and procedures (rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (rules 13a-15(f) and 15d-15(f)). Based on that evaluation, the Company's Chief Executive Officer and its Principal Financial Officer concluded that the Company's disclosure controls and procedures and internal control over financial reporting were effective as of September 30, 2025.

The evaluation of the Company's disclosure controls and procedures and internal control over financial reporting included a review of our risks, control objectives and processes, execution and operation of our internal controls by our personnel, and the effect on the information generated for use in this Annual Report. In the course of this evaluation and in accordance with Section 302 of the Sarbanes Oxley Act, we sought to identify material weaknesses in our controls, to determine whether we had identified any acts of fraud involving personnel who have a significant role in our internal control over financial reporting that would have a material effect on our consolidated financial statements, and to confirm that necessary corrective actions, if any and including process improvements, were being undertaken. Our evaluations involving disclosure controls and procedures are performed quarterly and management reports the effectiveness of our controls and procedures in our periodic reports filed with the Securities and Exchange Commission. Our internal controls over financial reporting are also evaluated on an ongoing basis by our executive management and by other responsible individuals in our organization. The overall goals of these evaluation activities are to monitor our disclosure controls and procedures and internal control over financial reporting, and to make modifications as necessary.

Because of inherent limitations, disclosure controls and procedures and internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Management applies its judgment in assessing the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed with the objective of ensuring that (i) information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and (ii) information is accumulated and communicated to management, including our Chief Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Based on their evaluation, our Chief Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2025.

Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP and includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Based on the foregoing evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2025.

There were no changes in our internal controls over financial reporting during fiscal 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

DIRECTORS AND EXECUTIVE OFFICERS

Executive Officers

The named executive officers and directors of the Company are as follows:

Name	Age	Position
Derek Dewan (4)	70	Chief Executive Officer, Chairman of the Board
Alex Stuckey	59	Chief Operating Officer
Kim Thorpe	70	Senior Vice President and Chief Financial Officer
Peter Tanous (1)(2)(3)(5)	87	Director
Darla Moore (1)(2)(3)(4)(5)	71	Director
William Isaac (1)(3)(4)(5)	82	Director
Jyrl James (2)(3)(5)	72	Director
Matthew Gormly (1)(2)(4)	67	Director
Thomas Vetrano (2)(3)(6)	65	Director, Lead Independent Director
J. Randall Waterfield (1)(4)	52	Director
David Sandberg (4)(5)	53	Director

(1) Member of the Audit Committee.
(2) Member of the Compensation Committee.
(3) Member of the Nominating Committee.
(4) Member of the Mergers & Acquisition Committee.
(5) Member of the Corporate Governance Committee.
(6) Lead independent Director

Derek Dewan – Chief Executive Officer, Chairman of the Board

Derek Dewan was appointed Chairman and CEO of General Employment Enterprises, Inc. (k/k/a GEE Group Inc.) (NYSE American: JOB) in 2015, following its merger with Scribe Solutions, Inc. He is a highly accomplished executive with a proven track record of success and outstanding leadership achievements. Throughout his career, he has demonstrated exceptional abilities in driving organic growth, executing strategic acquisitions, and delivering outstanding financial performance. With extensive experience in the staffing services industry, Mr. Dewan has consistently achieved remarkable results and established himself as a respected figure in the industry. Since 2015, Mr. Dewan has successfully led JOB through 5 strategic acquisitions, significant post-acquisition integration, the COVID-19 pandemic, significant deleveraging of JOB resulting in the elimination of approximately $120 million in debt, and a $57.5 million follow-on public equity offering. The results of these activities have been transformational, including transitioning JOB away from industrial staffing towards professional staffing led by IT, revenue growth of 3-4 times, significantly higher gross profit and earnings margins, consistent profitability and positive cash flow.

Prior to this, Mr. Dewan served as Chairman and CEO of MPS Group, Inc., a publicly traded staffing company. His tenure at MPS Group began in January 1994 when he joined AccuStaff Incorporated, MPS Group's predecessor, as President and Chief Executive Officer and led the IPO in August of that year. Notably, under Mr. Dewan's leadership, the company underwent significant organic growth and successfully executed over 100 strategic acquisitions, transforming it into a Fortune 1000 world-class, global multi-billion-dollar staffing services provider.

MPS Group's expansion under Mr. Dewan's guidance extended its reach to include a vast network of offices across the United States, Canada, the United Kingdom, Continental Europe, Asia, and Australia. The company consistently achieved remarkable success during his tenure, marked by completed secondary stock offerings of $110 million and $370 million, inclusion in the Standard and Poor's (S&P) Mid-Cap 400, and recognition on the Wall Street Journal's "top performing stock list" for three consecutive years. He led the company’s growth from a microcap to one of the largest U.S. professional staffing firms with human resources solutions verticals in IT, accounting, legal, healthcare and engineering. Under his leadership, the premier software vendor management system (“VMS”) Beeline, and managed services provider (“MSP”) Pontoon, were developed. Mr. Dewan’s final pivotal leadership achievement was the sale of MPS Group to Adecco Group in 2010, the largest staffing company in the world, for an impressive $1.3 billion. To our knowledge, this was the largest and most successful shareholder return story within the staffing industry at the time and still sets a high-water mark today. This transaction exemplified Mr. Dewan’s ability to navigate complex negotiations and deliver exceptional value to stakeholders.

Before his tenure at MPS Group, Mr. Dewan started his career as a CPA with Price Waterhouse and rapidly ascended to the manager level in less than five (5) years. Subsequently, he moved to Coopers & Lybrand where he was promoted to the positions of Tax Partner in Charge and Managing Partner at that international accounting firm, now PricewaterhouseCoopers LLP ("PwC"). He was admitted as a partner at age 29, one of the youngest individuals to achieve this status in the history of the firm. This role provided him with a strong foundation in organizational leadership and excellence, operational and financial management, and expertise in tax and accounting practices, further enhancing his abilities as a strategic and effective business leader.

Mr. Dewan's extensive experience, demonstrated success, and exceptional leadership skills make him a valuable asset to the Company. With a proven ability to drive growth, execute strategic initiatives, and achieve outstanding financial results, he is well-positioned to contribute to the continued success of GEE Group's future endeavors. He is a recipient of the "Ellis Island Medal of Honor", the ATFL "Joseph J. Jacobs Distinguished Achievement Award", the RMF "Distinguished Lifetime Achievement Award" and the "USF Alumni Award for Entrepreneurship". He has served on the NYSE Listed Company Advisory Committee, the SMU Cox School of Business Executive Board, the University of South Florida School of Accountancy Advisory Council and the ALSAC Board which is the fund-raising arm of St. Jude Children's Research Hospital. Mr. Dewan has a B.A. in Accounting with a concentration in finance from the University of South Florida.

Alex Stuckey – Chief Operating Officer

Alex Stuckey joined GEE Group when it merged with Scribe Solutions in 2015 and currently serves as the Chief Operating Officer. At the time of the merger, Mr. Stuckey held the position of President and Chief Operating Officer at Scribe Solutions, Inc., where he played a pivotal role in the company's achievements. His exceptional leadership skills and strategic insights contributed to Scribe Solutions' success, ultimately leading to his association with Derek Dewan, our Chairman and CEO, the merger of Scribe Solutions with General Employment Enterprises in 2015, and the beginnings of today's GEE Group Inc.

Mr. Stuckey is an accomplished business executive with a proven track record of success in various leadership roles and brings extensive experience and expertise to his position. Prior to his tenure at Scribe, Mr. Stuckey served as the Chief Executive Officer of Fire Fighters Equipment Co., where he successfully transformed a startup into a successful multi-million-dollar enterprise. Through his visionary approach, innovation and hard work, Mr. Stuckey implemented groundbreaking marketing strategies that revolutionized the fire safety industry and resulted in substantial net profits for his former company. His exemplary leadership attracted the attention of industry giant Cintas, which acquired Fire Fighters through a successful stock purchase.

In addition to his accomplishments in the business world, Mr. Stuckey possesses a wealth of experience in banking and finance. As a special assets officer at Barnett Bank, not only did Mr. Stuckey develop his keen understanding of financial management and risk assessment, he honed his skills in dispute resolution, negotiation and litigation management, skills that he brings to his current position as GEE Group's COO and valued member of the executive management team.

Mr. Stuckey also has served as Education Chairman and Forum Moderator, as a member of Y.P.O., Government Affairs & Legislative Chairman for eight years for BOMA, and member of the boards of directors of Sila Heating & Air Conditioning, Super Home Services and Castleworks Home Services Company, all private equity backed, providers of residential home services.

Mr. Stuckey earned his bachelor's degree in Entrepreneurship and Business Enterprises from Florida State University, establishing his educational foundation, that has and continues to serve him and his organizations well. This, coupled with his extensive professional experience, equips him with a comprehensive understanding of business operations and the skills necessary to drive growth and success.

Overall, Mr. Stuckey's remarkable career journey, marked by transformative achievements and valuable expertise, positions him as an invaluable asset of GEE Group. His ability to lead teams, implement innovative strategies, and drive sustainable growth makes him a respected and sought-after business executive.

Kim Thorpe – Senior Vice President and Chief Financial Officer

Kim Thorpe joined the Company in May 2018, as the Vice President of Finance, and was appointed Senior Vice President and Chief Financial Officer in June 2018. He is an accomplished financial executive with a wealth of experience spanning various industries over four decades. As the newest member of GEE Group's executive team, Mr. Thorpe already has played instrumental roles in the Company's successful restructuring and integration initiatives following the SNI acquisition, navigation through the COVID-19 pandemic, deleveraging initiatives resulting in the elimination of approximately $120 million in debt, and completion of JOB's follow-on equity offering, which in combination, led to the Company's return to profitable growth and generation of free cash flow in the aftermath of the COVID 19 pandemic.

Mr. Thorpe also serves as the Managing Principal of FRUS Capital LLC ("FRUS"), which he formed in February 2013, as a platform for providing consulting services to clients. At FRUS, he has been able to leverage his strong leadership skills and financial acumen, helping clients overcome obstacles toward achieving their goals and success. From November 2013 to May 2017, Mr. Thorpe accepted appointment as the Chief Financial Officer of one of his clients, Delta Company of Insurance Services, Inc., and became an investor, member and director, and was appointed CFO of NeuLife Neurological Services LLC, an affiliate, where he made significant contributions to the financial operations, capital formation, growth, and leadership of both organizations.

Prior to forming FRUS, Mr. Thorpe held senior executive positions in a privately-owned insurance organization and a specialty real estate lender from May 2006 to February 2013. In the case of the private insurance organization, Mr. Thorpe was instrumental in negotiations leading to its successful acquisition by its successor insurance organization. Leveraging his industry knowledge and M&A skills, in combination with his good reputation and relationships with decision makers at both buyer and seller, Mr. Thorpe remained a key figure in the transaction through its closing and post-acquisition integration stages.

From November 1999 to March 2006, Mr. Thorpe served as the Executive Vice President and Chief Financial Officer of FPIC Insurance Group, Inc., a prominent public company formerly listed on Nasdaq Global Select Market (NASDAQ: FPIC). His exceptional financial stewardship, strategic decision-making and leadership played a pivotal role in the successful turnaround of FPIC, following a period of accelerated growth through acquisitions accompanied by manifestations of significant post-acquisition integration and operational risks.

Mr. Thorpe also served as the Senior Vice President and Chief Financial Officer of a very large insurance and financial services business unit of GE Capital with assets of over $30 billion and annual revenues of nearly $2 billion. Although his time at GE Capital was relatively brief (March 1998 to November 1999), he honed his leadership skills and demonstrated his ability to manage very large, complex financial organizations, build and manage outstanding teams, and drive sustainable results. He also played a very important role, and one for which he specifically was recruited, in helping achieve improvements in the cultural assimilation of his business unit with GE Capital. For his many accomplishments in a short time, Mr. Thorpe achieved "Green Belt" status as a Six Sigma™ professional, had one of his Six Sigma™ projects nominated for an annual global Six Sigma™ award, one of GE's most coveted business awards, attended GE's invitation-only *Advance Finance Council*, and was invited to attend GE's prestigious, *Global Business Management Course*.

Earlier in his career, from October 1993 to February 1998, Mr. Thorpe was a partner at the international accounting firm Coopers & Lybrand, a predecessor firm to PricewaterhouseCoopers LLP. In this capacity, he honed his expertise in accounting and financial management, as well as organizational leadership, solidifying the foundation for his many successes since. During his tenure, Mr. Thorpe served as the engagement partner in charge of audits of some of the Firm's largest insurance clients and was considered one of his former Firm's subject matter experts in insurance industry accounting, auditing, SEC and other regulatory matters.

Mr. Thorpe earned his BSBA, with honors, in Accounting from the University of Florida, and is a Certified Public Accountant. His educational background, coupled with his extensive professional experience, equips him with a comprehensive understanding of business and financial strategies, and best practices.

Peter Tanous – Director

Peter Tanous has served as a director of the Company since September 2017. Mr. Tanous is a highly accomplished and esteemed figure in the field of finance and investment. He currently holds the position of Chairman Emeritus at Lynx Investment Advisory, a SEC registered investment advisory firm located in Washington D.C. With an extensive career spanning several prestigious institutions, Mr. Tanous has created a lasting impact on the financial industry.

Before joining Lynx Investment Advisory, Mr. Tanous served as the executive vice president and director at Bank Audi (USA) in New York for a decade. Prior to that, he held the position of International Director at Smith Barney and was a member of the executive committee at Smith Barney International, Inc. He also served as the chairman of Petra Capital Corporation in New York.

Education played a significant role in shaping Mr. Tanous' career. He is a graduate of Georgetown University, where he currently serves on the board of Georgetown University's Center for Contemporary Arab Studies and is a member of the Georgetown University Library Board. Additionally, he dedicated two decades to the university's investment committee. His educational journey also included attending The American School of Paris in France, where he became fluent in French.

Mr. Tanous is a distinguished author, having written several influential books in the financial realm. His book "Investment Gurus," published in 1997 by Prentice Hall, became a bestseller and garnered critical acclaim within financial circles. It was selected as a main choice by The Money Book Club. He followed up with "The Wealth Equation," which also became a main selection of the Money Book Club. Tanous' other publications include "Investment Visionaries" (published by Penguin Putnam in August 2003) and "Kiplinger's Build a Winning Portfolio" (published by Kaplan Press in January 2008). Notably, he co-authored "The End of Prosperity" with Dr. Arthur Laffer and Stephen Moore, which was published by Simon & Schuster in October 2008. Mr. Tanous also has authored several well-reviewed published novels.

In addition to his remarkable achievements in the financial sector, Mr. Tanous has been involved in various organizations and served on the boards of several publicly held companies. Notable among these are his current or former positions on the boards Accustaff, Inc., MPS Group, and GEE Group, Inc., all companies in the staffing industry, where he served as the chairman of the Audit Committee. He also served on the board of Worldcare, Ltd., a healthcare services and telemedicine diagnostics company based in Cambridge, Massachusetts. Another notable role was his service on the Board of Directors of Kistler Aerospace, a pioneer in Low Earth Orbit satellite development.

Mr. Tanous' commitment to promoting Lebanese American relations led him to found and serve as the founding chairman of The American Task Force on Lebanon in Washington D.C. He actively engaged prominent Lebanese Americans across the United States to further this cause. Notably, an award at the organization is named after Tanous. He also served on the National Committee of St. Jude Children's Research Hospital in Memphis, Tennessee, contributing his expertise to the investment committee of this renowned charity. Mr. Tanous also served as the Chairman of the Board of Trustees at Lebanese American University from 2018 to 2020.

Mr. Tanous also has generously supported Georgetown University by endowing the Tanous Lecture Series, which invites esteemed speakers from finance, government, and the arts to share their insights with the university community. The series has featured prominent individuals such as Treasury Secretary Janet Yellen, Pulitzer Prize winner Sara Ganim, Nobel Laureate George Akerlof, and Former Secretary of Defense Robert Gates. In recognition of his contributions, Tanous was honored with the Georgetown University William Gaston Alumni Award in 2021.

Darla Moore – Director

Darla Moore has served as a director of the Company since June 2018, bringing with her a wealth of experience and expertise. Ms. Moore is a highly accomplished businesswoman and philanthropist who has made significant contributions to the business world and society at large throughout her career.

As the Founder and Chair of the Palmetto Institute, a nonprofit think-tank, Ms. Moore is dedicated to fostering economic growth and increasing per capita income in South Carolina. She is also the visionary behind the Charleston Parks Conservancy, a foundation that focuses on enhancing the parks and public spaces of the City of Charleston, creating a better environment for its residents. Ms. Moore is the esteemed Chairwoman of the Darla Moore Foundation, further exemplifying her dedication to philanthropy and making a positive impact on society. In addition to her involvement with the Darla Moore Foundation, Ms. Moore holds positions on the Board of Directors of The Shed, a renowned cultural institution in New York City, the Lebanese American University of Beirut, the Santa Fe Institute, Oxbow Carbon, in addition to GEE Group.

Prior to her current roles, Ms. Moore served as the Vice President of Rainwater, Inc., a prestigious private investment company. During her tenure, she played a pivotal role in the company's success and demonstrated her exceptional leadership skills.

Ms. Moore's accomplishments have gained her significant recognition in the business world. She was featured on the cover of Fortune magazine, becoming the first woman to receive this distinction. Additionally, she has been named among the Top 50 Most Powerful Women in American Business, in recognition of her influence and impact on American business.

Throughout her career, Ms. Moore has served on numerous corporate and philanthropic boards, showcasing her commitment to making a difference. In addition to GEE Group, some notable organizations she has been involved with include Hospital Corporation of America (HCA), Martha Stewart Living Omnimedia, The South Financial Group, MPS Group, the National Advisory Board of JP Morgan, the National Teach for America Board of Directors, the Board of Trustees of the New York University Medical School and Hospital, and the University of South Carolina Board of Trustees.

In recognition of her outstanding achievements, the University of South Carolina's business school proudly bears her name, making it the first business school in America named after a woman. Ms. Moore's dedication to the business community has earned her the Businessperson of the Year Award from the South Carolina Chamber of Commerce and induction into the South Carolina Business Hall of Fame.

Ms. Moore's passion for golf led her to become one of the first women members of the prestigious Augusta National Golf Club, alongside Condoleezza Rice. This accomplishment demonstrates her commitment to breaking barriers and paving the way for future generations of women in sports.

Ms. Moore holds an undergraduate degree from the University of South Carolina and an M.B.A. from George Washington University, solidifying her academic foundation and complementing her remarkable professional achievements.

Through her leadership, vision, and philanthropic efforts, Ms. Moore has left an indelible mark on the world, inspiring others to strive for excellence and make a difference.

William Isaac – Director

William Isaac has served as a director of the Company since June 2015 and is currently Chairman of Secura/Isaac Group and its three branches Secura/Isaac Advisory, Secura/Isaac Technologies and Secura/Isaac Talent. He is a member of the boards of directors of Emigrant Bank and New York Private Bank & Trust and serves as Chairman of Sarasota Private Trust and Cleveland Private Trust, all of which are owned by Howard Milstein and his family.

Mr. Isaac served as Chairman of the FDIC during one of the most important and tumultuous periods in US banking history. Some 3,000 banks and thrifts failed during the 1980s, including Continental Illinois and nine of the ten largest banks in Texas. In addition to the failures of many of the largest regional banks throughout the US, most of the money center banks in the US were on the watch list due in large part to the enormous amount of loans on their books to less developed countries.

President Carter appointed Mr. Isaac to the board of the FDIC in 1978. He was confirmed by the Senate at the age of 34. President Reagan named him Chairman of the FDIC two years later, making him the youngest FDIC board member and Chairman in history. Mr. Isaac also served as Chairman of the Federal Financial Institutions Examination Council (1983-85), as a member of the Depository Institutions Deregulation Committee (1981-85), and on the Vice President's Task Group on Regulation of Financial Services (1984).

After completing his service as Chairman of the FDIC at the end of 1985, Mr. Isaac founded The Secura Group, a leading consulting firm, which he sold in 2008. He served as Chairman of the Board of Fifth Third Bancorp, one of the nation's leading banks, and worked as Senior Managing Director at FTI Consulting from 2011 to 2019. He then joined Howard Milstein in the financial services business. Mr. Isaac is a former board member at TSYS, a leading payment processing company that today is part of Global Payments. He has served on the boards of Amex Bank, The Associates (a finance company formerly owned by Ford Motor Company), credit reporting company TransUnion, and staffing firm MPS Group (now owned by Adecco).

Mr. Isaac is involved extensively in thought leadership relating to the financial industry. He is the author of 'Senseless Panic: How Washington Failed America' with a foreword by legendary former Federal Reserve Chairman Paul Volcker. 'Senseless Panic' provides an inside account of the banking and savings and loans crises of the 1980s and compares that period to the financial crisis of 2008/2009. Mr. Isaac's articles appear in the Wall Street Journal, the Washington Post, the New York Times, The Hill, American Banker, Forbes, the Financial Times, the Washington Times, and other leading publications. He appears regularly on television and radio, testifies before Congress, and is a speaker before audiences throughout the world.

Mr. Isaac is a former senior partner at Arnold & Porter, which was a founding partner of The Secura Group. He left the law firm in 1993 when Secura purchased Arnold & Porter's interest in Secura. Before his appointment to the FDIC, Mr. Isaac served as vice president, general counsel and secretary of First Kentucky National Corporation and its subsidiaries, including First National Bank of Louisville and First Kentucky Trust Company. He began his career with Foley & Lardner in Milwaukee where he practiced general corporate law specializing in banking law.

Mr. Isaac received a Distinguished Achievement Medal in 1995 from Miami University and a Distinguished Alumnus Award in 2013 from The Ohio State University. He is a Life member of both the Board of Directors of the Miami University Foundation and the Board of Directors of The Ohio State University Foundation. Mr. Isaac co-founded in 2016, with his former classmate, the William Isaac & Michael Oxley Center for Business Leadership at Miami University.

Mr. Isaac began his career as an attorney with Foley & Lardner and was a senior partner with Arnold & Porter. Before his appointment to the FDIC, Mr. Isaac served as Vice President, General Counsel and Secretary of First Kentucky National Corporation and its subsidiaries, including First National Bank of Louisville and First Kentucky Trust Company. He received a "Distinguished Achievement Medal" in 1995 from Miami University and a "Distinguished Alumnus Award" in 2013 from the Ohio State University ("OSU"). He is a former member of the Board of Directors of the Miami University Foundation and is a Life Member of the Board of Directors of the OSU Foundation. Mr. Isaac is involved with several charitable and not for profit organizations and in 2016, co-founded with his former classmate, the William Isaac & Michael Oxley Center for Business Leadership at Miami University. Mr. Isaac earned a B.B.A. from Miami University and a J.D. from OSU. Mr. Isaac's extensive business experience spans over 40 years and includes expertise in financial services, consulting, contingent labor and mergers and acquisition. He has served in the roles of lawyer, consultant, regulator and director to numerous organizations. He brings a wealth of knowledge to the board and is an invaluable resource to GEE Group.

Jyrl James – Director

Jyrl James has served as a director of the Company since August 2023. Ms. James has significant business and legal experience. She has been the general counsel and consultant to minority owned small businesses, such as Rae's Playze Adult Daycare Center, Rightvarsity Technologies LLC, and Learning Right Technology LLC, since September 2012, where she has been overseeing and advising the businesses on matters of corporate governance, contracts, real estate, employment matters, internal policy development, participating in the ongoing strategic planning process as an integral member of the senior management team, advising on interactive computer technology and workforce development. Also, she has advised an education services company regarding intellectual property, employment and labor relations, contract issues and intellectual property. Mrs. James has been the President of Joslyse, LLC, a real estate investment company since June 2010, responsible for purchase, ownership, rental and sale of residential and commercial real estate and overseeing finance, operations, maintenance, administration, and improvement of commercial and residential properties. She served as a member of the Board of Directors of Rae's Playze Adult Daycare Center from September 2012 to December 2024. In addition, Ms. James served as general counsel and corporate secretary to an investment group at Queen City Venture Partners, LLC from September 2009 to December 2013.

During her 30-year legal career Ms. James served as strategic leader in legal and business roles. She has been a key participant in company acquisitions and development of infrastructures for both legal and human resources functions. Ms. James has been instrumental in successfully guiding companies through business expansions and business crisis, including a chemical explosion with multiple fatalities, an SEC investigation and labor strife. During the course of her career, she led and developed professional staff and executives in North American countries and England. Her governance experience includes presenting to boards on various legal and structural matters and ensuring that the preparation of committee and board documents were thorough and complete.

Ms. James was the first in-house attorney for Adecco Group North America ("Adecco"), the largest subsidiary of the Zurich based global human resources solutions and staffing services company, Adecco SA, from 1998 to 2005. As Senior Vice President and General Counsel for North America, Ms. James was a member of key management of the then 4.5-billion-dollar billion enterprise of Adecco SA, then the world's largest staffing services solutions and talent development provider. As part of the Adecco executive management team, Ms. James was a critical participant in setting the direction of the company, providing legal advice, and managing a wide range of legal activities through a team of 30 in-house attorneys in 3 countries and numerous outside counsels. She served as corporate secretary and held a government security clearance.

Ms. James served as vice president of human resources and general counsel at the Akron Beacon-Journal from 1994 to 1998. Previous to that, she was an attorney specializing in employment/labor/benefits law at the Atlantic Richfield Company and at private law firms. She also served as chairperson of the California Agricultural Labor Relations Board.

Ms. James has completed the University of Santa Clara Black Corporate Board Readiness program, a program that accelerates diversity in corporate governance by accompanying highly experienced, qualified Black leaders through a structured executive education program. She holds a degree in business and labor relations from the Illinois Institute of Technology and a law degree from DePaul University Law School.

Matthew Gormly – Director

Matthew Gormly has served as a director of the Company since March 2020, bringing with him a wealth of experience and expertise. Mr. Gormly is a Founder and the Managing Partner of Reynolds Gormly & Co., LLC ("Reynolds Gormly"), where he leads his organization on origination and capital market opportunities while overseeing the firm's overall management. His vast experiences have helped him hone his ability to navigate complex financial landscapes during which he has led or played a significant role in the origination of over $1.5 billion in financings for acquisitions, leveraged recapitalizations, and re-financings throughout his esteemed career. He has served on the boards of directors for over 25 companies, spanning an impressive 30-year period. His board leadership has provided invaluable guidance and strategic insights to these companies, including GEE Group, contributing to their growth and success.

Mr. Gormly is an experienced, thoughtful executive leader and decision maker. His vast business and finance experience includes commercial banking, investment banking, management of small and medium size businesses, and private equity partnerships. His particular areas of expertise include business development and strategy, corporate finance, corporate governance, mergers, acquisitions, and divestitures, capital markets, policy formulation and execution, and strategic planning.

Prior to his involvement with Reynolds Gormly, Mr. Gormly played a pivotal role in the growth and transformation of Wicks Capital Partners ("Wicks") during his seventeen-year tenure as a Managing Partner, before departing in 2016. The Wicks Funds invested in information, education and media companies broadly defined. Mr. Gormly was a managing partner and part owner of the management company. He also was a member of the Firm's General Partner Management and Investment Committees. He and his partners managed all aspects of the management company and multiple funds and limited partner relationships and held board positions in all portfolio company investments.

During his time at Wicks, Mr. Gormly demonstrated exceptional leadership focusing his efforts on a wide range of responsibilities, including originating, acquiring, managing, growing, and divesting the firm's portfolio of control buyout investments. His extensive experience in every facet of the investment process, such as developing investment theses, origination, acquisitions, strategic planning, and divestitures, has been instrumental in his success. He was at the forefront of originating new investments, facilitating financing for transactions, and effectively managing these investments through the sale processes. And his contributions extend beyond his direct involvement with Reynolds Gormly and Wicks.

Educationally, Mr. Gormly holds a Bachelor of Arts degree from Hampden-Sydney College, complemented by a Master of Business Administration degree from the Babcock School of Management at Wake Forest University. Mr. Gormly’s academic credentials, combined with his extensive professional experience, form a solid foundation for his exceptional performance and continued contributions to GEE Group.

Thomas Vetrano – Director, Lead Independent Director

Thomas Vetrano has served as a director of the Company since March 2020. On July 5, 2023, the Nominating Committee elected Mr. Vetrano as the Lead Independent Director of the Board. He is an accomplished executive leader and business consultant who has over 40 years of international business experience in environmental, health, safety, and sustainability issues. With a strong track record of success in various leadership positions, Mr. Vetrano has made significant contributions to renowned organizations.

As President and Managing Director of Ramboll Environment and Health (REH) from 2014 to 2019, Mr. Vetrano led the largest division of Copenhagen-based Ramboll Group, with a global presence of over 2,600 employees in 25 countries. Under his guidance, the REH achieved exceptional financial performance and strategic growth, solidifying its position among the top ten global environmental consultancies. Mr. Vetrano oversaw all REH business operations, including finance and accounting, IT, risk management, human resources, marketing, sustainability, and employee health and safety. Prior to its acquisition by REH, Mr. Vetrano participated in the management buyout of ENVIRON Holdings, Inc. in 1998, and served as Chief Operating Officer and Secretary of ENVIRON from 2004 until 2014. During his tenure, ENVIRON experienced remarkable expansion, growing from 300 employees in the US and UK to over 1,500 employees across 25 countries, achieving consistent top-quartile industry growth and profitability. Following the successful sale of ENVIRON to REH, Mr. Vetrano directed post-merger integration and synergy realization efforts.

Mr. Vetrano's career also includes positions such as Managing Director and Vice President of Environmental Services at Kroll Associates, and Practice Leader and West Coast Regional Manager at Fred C. Hart Associates / McLaren-HART.

Mr. Vetrano currently serves as a member of the Boards of Directors for GEE Group, Inframark LLC, Consor Engineers, and Cumming Group. He also serves as Chairman of the Board of Directors for The First Tee of the Virginia Blue Ridge, a charitable organization focused on youth development.

Throughout his career, Mr. Vetrano has demonstrated his commitment to ethical practices and corporate governance. During his time as a Director for ENVIRON and REH and on other international statutory and corporate governance boards, he has served on various Board committees including Ethics, Equity, Executive Compensation, Finance, Governance, Risk, and Valuation Committees. He currently serves as Chair of the Compensation Committee for GEE Group and Chair of the Risk Committee for Inframark LLC.

Mr. Vetrano has provided business consulting services to corporations, private equity firms, financial institutions, and legal counsel. Mr. Vetrano is internationally recognized for his expertise in M&A due diligence, having directed environmental, health, safety, and sustainability due diligence for over 500 global transactions across diverse industries and sectors. He has shared his knowledge as a chairman or speaker at numerous professional conferences and seminars and has authored and contributed to publications on due diligence, environmental auditing, and cost recovery litigation support.

Mr. Vetrano holds a B.S. in Environmental Science from Rutgers University, graduating cum laude in 1982. He pursued further education at the New Jersey Institute of Technology, where he earned an M.S. in Environmental Engineering/Toxicology and received the prestigious EXXON Graduate Fellowship in 1984.

J. Randall Waterfield – Director

J. Randall Waterfield has served as a director of the Company since August 2023. Mr. Waterfield is Chairman of The Board & Chief Executive Officer of Waterfield Holdings. Waterfield Holdings traces its roots back to 1928, when Richard H. Waterfield founded Waterfield Mortgage Company and Waterfield Insurance Agency in Fort Wayne, Indiana. After selling the largest private mortgage company in the US and largest Indiana based bank in 2006 and 2007 respectively, Waterfield Holdings has diversified into technology, real estate, asset management and merchant banking.

Mr. Waterfield was the 2017-2018 Chairman of Young Presidents' Organization (YPO) International (www.ypo.org) an organization of over 34,000 CEOs from over 140 countries with combined revenue of over US $9 trillion. He is currently a director of US Strategic Metals, Linden Lab, and WTI Holdings, and has served on various boards previously including SMTC Corporation, (formerly NASDAQ: SMTX), a global manufacturing company, Red Oak Partners, RF Industries, Ltd. (NASDAQ: RFIL), an interconnect and cable products manufacturing company and Asure Software. Prior to joining Waterfield, Mr. Waterfield was employed by Goldman Sachs Asset Management, where he was responsible for the small cap growth portfolios. Through the Waterfield Foundation and J. Randall Waterfield Foundation, Mr. Waterfield supports a variety of environmental and Midwestern based causes. Mr. Waterfield graduated from Harvard University in 1996; he holds the Chartered Financial Analyst designation (CFA) and is a member of MENSA.

David Sandberg – Director

David Sandberg has served as a director of the Company since August 2023. Mr. Sandberg serves as the Managing Member, Founder, and Portfolio Manager of Red Oak Partners, LLC ("Red Oak Partners"), an investment advisory firm with a focus on value investing, since 2003. Prior to founding Red Oak Partners, he co-managed J.H. Whitney & Co's Green River fund, a private equity firm, from 1998 to 2002. Mr. Sandberg currently serves as Chairman of the Board of CBA Florida, Inc. (formerly OTC: CBAI), a healthcare service company, since April 2015. Mr. Sandberg also currently serves on the Board of Directors of W.O. Partners, LLC, a privately held parent company that owns and operates construction and poultry staffing companies, since February 2020 and WTI Holdings, LLC, a privately held holding company involving technology businesses, since 2017. He previously served on the Board of Directors of Asure Software, Inc. (NASDAQ: ASUR), a software services company, including as Chairman of the Board, from June 2009 to August 2020, SMTC Corporation (formerly NASDAQ: SMTX), a global manufacturing company, from April 2009 to April 2021, Issuer Direct Corporation (NASDAQ: ISDR), a communications company, from August 2013 to August 2016, Kensington Vanguard, a private title insurance company, including as its Chairman, from August 2012 to August 2016, Planar Systems Inc. (formerly NASDAQ: PLNR), an electronics manufacturing company from March 2012 to February 2015, RF Industries, Ltd. (NASDAQ: RFIL), an interconnect and cable products manufacturing company, from September 2011 to March 2013, and EDCI Inc. (formerly NASDAQ: EDCI), a holding company, from June 2009 to December 2012. Mr. Sandberg has experience serving as a member of and as Chairman of each of the audit, compensation, nominating and governance, and strategic committees for public companies. Mr. Sandberg graduated from Carnegie Mellon University with a B.S. in Industrial Management and a B.A. in Economics.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's directors and officers, and persons who own more than 10% of a registered class of its equity securities, to file reports of ownership and changes in ownership (typically, Forms 3, 4 and/or 5) of such equity securities with the SEC. Such entities are also required by SEC regulations to furnish the Company with copies of all such Section 16(a) reports.

To our knowledge, based solely on a review of the copies of such reports furnished to us regarding the filing of required reports, we believe that all Section 16(a) reports applicable to our directors, executive officers, and greater-than-ten-percent beneficial owners with respect to fiscal 2025 have been filed.

Board of Directors Leadership Structure and Role in Risk Oversight

Our Board has no policy regarding the separation of the offices of Chairman of the Board and Chief Executive Officer, and we currently bestow the roles and responsibilities of Chairman of the Board and Chief Executive Officer with Mr. Dewan. The Board believes that Mr. Dewan's service as both Chairman of the Board and Chief Executive Officer is in the best interests of the Company and its shareholders. Mr. Dewan possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and its business and is thus best positioned to develop agendas that ensure that the Board's time and attention are focused on the most critical matters. His combined role enables decisive leadership, ensures clear accountability, and enhances the Company's ability to communicate its strategy clearly and consistently to the Company's shareholders, employees, and other stakeholders.

Independent directors and management have different perspectives and roles in strategy development. The Company's independent directors bring experience, oversight, and expertise from outside the company and industry, while the management brings company-specific experience and expertise. The Board believes that a board of directors combined with independent board members and management is in the best interest of shareholders because it promotes strategy development and execution and facilitates information flow between management and the Board, which are essential to effective governance.

Effective July 5, 2023, and upon the recommendation of the Nominating Committee, the Board elected Thomas Vetrano as Lead Independent Director of the Board. The Lead Independent Director's responsibilities include but not limited to, serving as a liaison between the independent directors and the Chairman and Chief Executive Officer, calling for meetings of the independent directors, presiding at all meetings of the independent directors and any Board meeting when the Chairman and Chief Executive Officer is not present, including executive sessions of the independent directors, providing feedback from executive session of the independent directors to the Chairman and Chief Executive Officer and other senior management, responding directly to shareholder and stakeholder questions, as appropriate, leading the Board's evaluation of the Chairman and Chief Executive Officer and succession planning, and serving a key role in Board's annual self-assessment. The Board believes the appointment of Mr. Vetrano as Lead Independent Director will further enhance its means to accomplish its oversight responsibilities and is in keeping with its desire to follow best practices in governance. The Board provides overall risk oversight for the Company as part of its normal, ongoing responsibilities. It receives reports from Mr. Dewan, Mr. Thorpe, and other members of senior management on a periodic basis on areas of risk facing the Company. In addition, committees of the Board oversee specific elements of risk or potential risk.

Director Independence

The Board has determined, with the assistance of the Nominating and Corporate Governance Committees, that each of its current directors, other than Mr. Dewan, is an "independent director" under the NYSE American Listed Company Manual. The Board has affirmatively determined that William Isaac, Darla Moore, Jyrl James, Matthew Gormly, Thomas Vetrano, Peter Tanous, J. Randall Waterfield and David Sandberg satisfy the independence standards under the NYSE American Listed Company Manual. Thomas Vetrano serves as the Company's Lead Independent Director.

The Board has determined that each current member of the Audit Committee meets the additional independence criteria required for audit committee membership under the listing standards of the NYSE American and Rule 10A-3 of the Exchange Act and possesses the experience and expertise required to be considered a "financial expert" as defined under the Sarbanes-Oxley Act. In addition to the independence standards provided in the NYSE American Listed Company Manual, the Board has determined that each director who serves on our Audit Committee satisfies standards established by the SEC providing that, in order to qualify as "independent" for the purposes of membership on that committee, members of audit committees may not (i) accept directly or indirectly any consulting, advisory or other compensatory fee from the Company other than their director compensation or (ii) be an affiliated person of the Company or any of its subsidiaries. The Board has also determined that each member of the Compensation Committee satisfies the NYSE American standards for independence of Compensation Committee members.

Board of Directors and Committee Meetings

The Board of Directors meets on a regularly scheduled basis to review significant developments affecting the Company and to act on matters requiring Board of Directors approval. It also holds special meetings when an important matter requires Board of Directors action or attention between scheduled meetings. The Board of Directors held seven (7) meetings and executed six (6) unanimous consents during fiscal 2025. No director of the Company attended less than 75% of the total meetings of the Board of Directors and Committees on which such Board of Directors members served during this period.

The members of the Board of Directors are expected to attend the Company's Annual Meeting of Shareholders. There are five standing committees of the Board of Directors: the Nominating Committee, the Audit Committee, the Corporate Governance Committee, the Mergers and Acquisitions Committee and the Compensation Committee.

Nominating Committee

The functions of the Nominating Committee are to assist the Board of Directors in identifying, interviewing and recommending qualified candidates to fill positions on the Board of Directors. The Nominating Committee did not hold any meetings but executed one (1) unanimous consent during fiscal 2025.

In evaluating candidates to serve on the Company's Board of Directors, consideration is given to the level of experience, financial literacy and business acumen of the candidate. In addition, qualified candidates for director are those who, in the judgment of the Nominating Committee, have significant decision-making responsibility, with business, legal or academic experience. The Nominating Committee will consider recommendations for Board of Directors candidates that are received from various sources, including directors and officers of the Company, other business associates and shareholders, and all candidates will be considered on an equal basis, regardless of source.

Shareholders may contact the Nominating Committee to make such recommendations by writing in care of the Secretary of the Company, at 7751 Belfort Road, Suite 150, Jacksonville, FL 32256. Submissions must be in accordance with the Company's By-Laws and include: (a) a statement that the writer is a shareholder and is proposing a candidate for consideration by the Nominating Committee; (b) the name, address and number of shares beneficially owned by the shareholder; (c) the name, address and contact information of the candidate being recommended; (d) a description of the qualifications and business experience of the candidate; (e) a statement detailing any relationships between the candidate and the Company and any relationships or understandings between the candidate and the proposing shareholder; and (f) the written consent of the candidate that the candidate is willing to serve as a director if nominated and elected.

The Nominating Committee is presently comprised of five non-employee, independent directors: Darla Moore (Chairwoman), William Isaac, Peter Tanous, Jyrl James and Thomas Vetrano.

The Board of Directors has adopted a written charter for the Nominating Committee. The Nominating Committee Charter is available on the Company's website.

Audit Committee

The Audit Committee is primarily concerned with the effectiveness of the Company's accounting policies and practices, its financial reporting, and its internal controls over financial reporting. In addition, the Audit Committee reviews and approves the scope of the annual audit of the Company's books, reviews the findings and recommendations of the Company's independent registered public accounting firm at the completion of their audit, and approves annual audit fees and the selection of an auditing firm. The Audit Committee held four (4) meetings and executed two (2) unanimous consents during fiscal 2025.

The Audit Committee is presently composed of five non-employee, independent directors: Peter Tanous (Chairman), Darla Moore, William Isaac, Matthew Gormly and J. Randall Waterfield. The Board has determined that Mr. Tanous, Ms. Moore, Mr. Isaac, Mr. Gormly and Mr. Waterfield each are considered an "audit committee financial expert" as defined by rules of the SEC. The Board has determined that each audit committee financial expert meets the additional independence criteria required under the listing standards of the NYSE American and Rule 10A-3 of the Exchange Act.

The Board of Directors has adopted a written charter for the Audit Committee. The Audit Committee Charter is available on the Company's website.

Compensation Committee

The Compensation Committee has the sole responsibility for approving and evaluating the director and executive officer compensation plans, policies, and programs. It may not delegate this authority. It meets as often as necessary to carry out its responsibilities. The Compensation Committee did not hold any meetings but executed two (2) unanimous consents during fiscal 2025.

The Compensation Committee meets at least annually to consider the compensation of the Company's executive officers, including the establishment of base salaries and performance targets for the succeeding year, and the consideration of restricted common stock and stock option awards. Management provides the Compensation Committee with such information as may be requested by the chairman or its members, which in the past has included historical compensation information of the executive officers, tally sheets, internal pay equity statistics, and market survey data. Under the guidelines of the NYSE American, the Chief Executive Officer may not be present during the Compensation Committee's deliberations regarding his compensation. If requested by the Committee, the Chief Executive Officer may provide recommendations regarding the compensation of the other officers.

The Compensation Committee has the authority to retain compensation consultants. During fiscal 2022, the Company engaged independent compensation consultants to perform a compensation study and analysis of the annual compensation of its executives. The Compensation Committee assessed the independence of the compensation consultants based on the specific criteria under applicable SEC rules and determined that no conflict of interest is raised by the compensation consultants work for the Compensation Committee. The study included relevant market data, various peer group comparisons, and best practices and comparisons of the amounts and components of the Company's executive pay to its top three executives with those of several comparable companies. Upon completion of its study, the independent consulting firm presented its findings and recommendations to the Company and its Compensation Committee. With the benefit of the findings, recommendations and other inputs provided by the independent consultants, the Company drafted a formal Annual Incentive Compensation Program, which was reviewed and approved by the Compensation Committee and the Board.

The Compensation Committee also has the responsibility to make recommendations to the Board regarding the compensation of directors. The Board has assessed the risks that could arise from our employee compensation policies and does not believe that such policies are reasonably likely to have a materially adverse effect on the Company.

The Compensation Committee is presently comprised of five non-employee, independent directors: Thomas Vetrano (Chairman), Peter Tanous, Darla Moore, Matthew Gormly and Jyrl James.

The Board of Directors has adopted a written charter for the Compensation Committee. The Compensation Committee Charter is available on the Company's website. A copy of the Compensation Committee Charter was attached as an appendix to the proxy statement prepared in connection with the January 28, 2010, Annual Meeting of Shareholders.

Mergers and Acquisition Committee

The Mergers and Acquisition Committee has the responsibility for evaluating acquisitions and the necessary financing to complete the acquisitions that are determined by management to meet the minimum criteria for evaluation. The Mergers and Acquisitions Committee has the responsibility to keep the entire Board informed of the Company's proposed acquisitions and, only after the Committee has determined an acquisition qualifies, is the acquisition presented to the entire Board for approval. The Mergers and Acquisition Committee has the authority to retain outside counsel or other experts to study or investigate any matter of interest or concern that the Committee deems appropriate, so long as the Committee is acting within the scope of its purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of engagement, but has not done so to date. The Mergers and Acquisition Committee held two (2) meetings during fiscal 2025.

The Mergers and Acquisitions Committee is presently comprised of five non-employee, independent directors: Matthew Gormly (Chairman), William Isaac, Darla Moore, J. Randall Waterfield and David Sandberg. Derek Dewan, Board Chairman and CEO, has observer rights with regards to the Mergers and Acquisitions Committee.

Corporate Governance Committee

The Corporate Governance Committee has responsibilities and duties ranging from Board and committee structure and organization to assisting the Board in evaluating whether the Board and its committees are functioning effectively and consistently in accordance with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE and any other applicable regulatory authority. The Corporate Governance Committee also monitors and recommends the functions of the various committees of the Board. The Corporate Governance Committee is responsible for developing director qualifications and an annual evaluation process for the Board, its committees, and individual directors and for overseeing the execution of such annual evaluations, including the Committee's own evaluation. The Corporate Governance Committee is tasked with the responsibility of reviewing the outside activities of Senior Executives and, if warranted, report and/or make recommendations concerning such activities to the Board. The Corporate Governance Committee also regularly reviews the Company's and subsidiaries' Certificates of Incorporation, Bylaws and Policies, Committee Charters and other Company documents and recommend revisions to be acted upon by the Board.

The Corporate Governance Committee also coordinates with Human Resources to review any reports of discrimination or sexual harassment and recommend any actions deemed appropriate, review whistleblower reports and recommend any actions deemed appropriate. The Corporate Governance Committee monitors emerging corporate governance trends and oversees and evaluates corporate governance policies and programs and recommends to the Board such changes as the Committee believes appropriate. When applicable, the Corporate Governance Committee will review shareholder proposals and recommend proposed Company responses for inclusion in the Company's proxy statement, or otherwise, to the Board.

The Corporate Governance Committee reviews at least annually, or more frequently if deemed appropriate under the circumstances, the Company's Standards for Director Independence and enhanced independence requirements issued by the NYSE and by other applicable regulators and advisory services and recommends to the Board any modifications to the Company's standards that the Committee deems desirable. The Committee provides the Board with its assessment of which directors should be deemed independent directors under applicable rules, policies, and regulations. This review also contemplates the requirements of a "financial expert" under applicable rules of the SEC and NYSE, thereby assessing which directors should be deemed financial experts and recommends to the Board the determination that such directors are "financial experts" within the applicable definitions established by the SEC and NYSE. The Committee reviews on a periodic basis and makes recommendations, accordingly, regarding continuing education programs for directors and an orientation program for new directors.

Finally, the Corporate Governance Committee periodically reviews and considers independence and potential conflicts of interest with regard to all directors and senior management members and makes recommendations to the Board regarding questions of potential conflicts of interest, if any, and with regard to any transactions among the Company and related parties as defined in Item 404 of Regulation S-K.

The Committee is required to be comprised of three or more directors as determined by the Board, each of whom the Board has determined meets the independence requirements of the Company's Standards for Director Independence, the NYSE and the SEC. The members of the Committee are appointed by the Board and serve until their successors are duly appointed or until their retirement, resignation, death or removal by the Board.

The Corporate Governance Committee is presently composed of five non-employee, independent directors: William Isaac (Chairman), Peter Tanous, Darla Moore, Jyrl James and David Sandberg. The Corporate Governance Committee did not meet during fiscal 2025.

Family Relationships

There are no family relationships among our executive officers and directors.

Shareholder Communications

The Board has established a procedure by which shareholders of the Company can communicate with the Board. Shareholders interested in communicating with the Board as a group or with individual directors may do so, in writing. Correspondence to the directors should be sent by regular mail c/o the Secretary, GEE Group Inc., 7751 Belfort Road, Suite 150, Jacksonville, Florida 32256. Any such correspondence will be reviewed by the Secretary, who will then forward it to the appropriate parties. Communications that are solicitations or deemed to be irrelevant to the Board's responsibilities may be discarded, at the discretion of the Secretary.

Corporate Code of Ethics

We have a Code of Ethics that applies to all directors and employees, including our senior management team. The Code of Ethics is designed to deter wrongdoing, to promote the honest and ethical conduct of all employees and to promote compliance with applicable governmental laws, rules, and regulations. We intend to satisfy the disclosure requirements under applicable SEC rules relating to amendments to the Code of Ethics or waivers from any provision thereof applicable to our Chief Executive Officer and our Principal Financial and Accounting officer by posting such information on our website pursuant to SEC rules. There were no such amendments of or waivers to any of the Company's policies and procedures outlined under its Code of Ethics during fiscal 2025.

The Code of Ethics is available on the Company's website. In addition, you may obtain a printed copy of the Code of Ethics, without charge, by sending a request to: GEE Group Inc., 7751 Belfort Road, Suite 150, Jacksonville, Florida 32256, Attn.: Secretary.

Insider Trading Policy

The Company has an insider trading policy governing the purchase, sale and other dispositions of the Company's securities that applies to all Company personnel, including directors, officers, and employees. The Company believes that its insider trading policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. A copy of the Company's insider trading policy is filed as Exhibit 19.1 to our 2024 Annual Report on Form 10-K.

Hedging Policy

The Company imposes preclearance and "blackout" period restrictions on our directors, officers and employees before our earnings announcements (ending two days after the financial results have been publicly disclosed), in addition to special circumstances within the Company that call for insiders to be precluded from trading in our shares of Common Stock. We do not have a written policy that specifically prohibits our named executive officers from hedging the economic risk of stock ownership. However, federal securities laws generally prohibit our named executive officers from "short selling" our stock. Pursuant to our Code of Ethics our directors, officers and employees are expected to comply with applicable governmental laws, rules and regulations in carrying out their responsibilities to the Company.

Claw-back Policy

The Company maintains a claw-back policy whereby the Company is required to seek recovery of erroneously awarded incentive-based compensation paid or granted by the Company or any subsidiary of the Company to an executive officer in the event of a material restatement, whether intentional or not, of the Company's consolidated financial statements. On November 30, 2023, the Board adopted a Claw-back Policy in accordance with the listing requirements adopted by the NYSE American which was filed with the SEC as Exhibit 97.1 to our 2023 Annual Report on Form 10-K. This policy describes the circumstances under which excessive incentive-based compensation awarded to the executive officers of the Company is subject to such recoupment.

Item 11. Executive Compensation.

EXECUTIVE COMPENSATION

Summary Compensation Information

The following table summarizes total compensation to named executive officers including the Principal Executive Officer, Principal Financial and Accounting Officer, and Principal Operating Officer. Throughout this section, the term “named executive officers” is intended to refer to the individuals listed in “Summary Compensation Table.”

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Derek Dewan	2025	518,000	-	-	-	-	-	18,480	536,480
Chief Executive Officer	2024	518,000	-	38,850	-	-	-	18,000	574,850
Alex Stuckey	2025	331,000	-	-	-	-	-	30,697	361,697
Chief Operating Officer	2024	331,000	-	24,825	-	-	-	27,031	382,856
Kim Thorpe	2025	331,000	-	-	-	-	-	49,031	380,031
Senior Vice President and Chief Financial Officer	2024	331,000	-	24,825	-	-	-	24,326	380,151

Employment and Change in Control Agreements

Derek Dewan, Chairman and Chief Executive Officer: On April 27, 2023, the Company entered into a new employment agreement with Mr. Dewan for his continued employment (the “Dewan Employment Agreement”). The Dewan Employment Agreement provides for a five-year term ending on April 26, 2028, unless employment is earlier terminated in accordance with the provisions thereof and after the initial term has a standard one-year automatic extension clause if there is no notice by the Company or Mr. Dewan of termination. The Dewan Employment Agreement provides for a base salary at the rate of $518,000 per year, which can be increased, but not decreased, by the Compensation Committee. The Dewan Employment Agreement provides that Mr. Dewan is entitled to receive an annual cash bonus based on criteria to be agreed to by Mr. Dewan and the Compensation Committee and is eligible to participate in Company equity-based incentive compensation and benefit plans and to receive certain other perquisites. The Dewan Employment Agreement contains standard termination, severance, change of control, non-compete, non-solicitation and confidentiality provisions.

On August 13, 2024, 250,000 restricted shares of common stock previously granted to Mr. Dewan became fully vested. On December 1, 2023, the Company granted 71,944 restricted shares of common stock to Mr. Dewan under the AICP based on fiscal 2023 performance. These restricted shares are to be earned over a three-year period and cliff vest on the third anniversary date of the date of their initial award (December 1, 2026).

Alex Stuckey, Chief Operating Officer: On April 27, 2023, the Company entered into a new employment agreement with Mr. Stuckey with respect to Mr. Stuckey's continuing service (the "Stuckey Employment Agreement"). The Stuckey Employment Agreement provides for a five-year term ending on April 26, 2028, unless employment is earlier terminated in accordance with the provisions thereof and after the initial term has a standard one-year automatic extension clause if there is no notice by the Company or Mr. Stuckey of termination. The Stuckey Employment Agreement provides for a starting base salary at the rate of $331,000 per year which can be increased, but not decreased, by the Compensation Committee. The Stuckey Employment Agreement provides that Mr. Stuckey is entitled to receive an annual cash bonus based on criteria to be agreed to by Mr. Stuckey and the Compensation Committee and is eligible to participate in Company equity-based incentive compensation and benefit plans and to receive certain other perquisites. The Stuckey Employment Agreement contains standard termination, severance, change of control, non-compete, non-solicitation and confidentiality provisions.

On August 13, 2024, 183,333 restricted shares of common stock previously granted to Mr. Stuckey became fully vested. On December 1, 2023, the Company granted 45,972 restricted shares of common stock to Mr. Stuckey under the AICP based on fiscal 2023 performance. These restricted shares are to be earned over a three-year period and cliff vest on the third anniversary date of the date of their initial award (December 1, 2026).

Kim Thorpe, Senior Vice President and Chief Financial Officer: On April 27, 2023, the Company entered into a new employment agreement with Mr. Thorpe with respect to Mr. Thorpe's continuing service (the "Thorpe Employment Agreement"). The Thorpe Employment Agreement provides for a five-year term ending on April 26, 2028, unless employment is earlier terminated in accordance with the provisions thereof and after the initial term has a standard one-year automatic extension clause if there is no notice by the Company or Mr. Thorpe of termination. The Thorpe Employment Agreement provides for a base salary at the rate of $331,000 per year which can be increased, but not decreased, by the Compensation Committee. The Thorpe Employment Agreement provides that Mr. Thorpe is entitled to receive an annual cash bonus based on criteria to be agreed to by Mr. Thorpe and the Compensation Committee and is eligible to participate in Company equity-based incentive compensation and benefit plans and to receive certain other perquisites. The Thorpe Employment Agreement contains standard termination, severance, change of control, non-compete, non-solicitation and confidentiality provisions.

On August 13, 2024, 208,333 restricted shares of common stock previously granted to Mr. Thorpe became fully vested. On December 1, 2023, the Company granted 45,972 restricted shares of common stock to Mr. Thorpe under the AICP based on fiscal 2023 performance. These restricted shares are to be earned over a three-year period and cliff vest on the third anniversary date of the date of their initial award (December 1, 2026).

On April 27, 2023, the Company entered into Indemnification Agreements with certain of its officers and members of the Board to provide for indemnification of each individual in their respective capacities as officers and members of the Board of the Company to the fullest extent permitted under the Company's Amended and Restated Articles of Incorporation, Amended and Restated Bylaws, and the Illinois Business Corporation Act.

Annual Incentive Compensation Program

During fiscal 2022, the Company engaged independent compensation consultants to perform a compensation study and analysis of the annual compensation of its executives. The study included comparisons of the amounts and components of the Company's executive pay to its top three executives with those of several comparable companies. The Company and its Compensation Committee received a report from the independent compensation consultant outlining its findings and recommendations. With the benefit of the independent consultant's reported findings and recommendations, the Company drafted a formal Annual Incentive Compensation Program ("AICP"), which was reviewed and approved by the Compensation Committee and the Company's Board of Directors.

The AICP includes a performance based short term incentive ("STI"), and a partially performance based long term incentive ("LTI") compensation component. The STI portion is payable in the form of annual cash bonuses and the LTI portion is payable in equity-based compensation in the form of restricted stock. Grants under the LTI component are to be granted under the Company's 2013 Incentive Stock Plan and are further comprised of two components; one that vests based on time passed alone, and a second that vests over time but also based on future performance.

The overall structure, design and other key components of the AICP were initially reviewed by the Compensation Committee during several meetings in 2022 and were presented to and approved by the Company's Board of Directors at its annual meeting held on August 26, 2022. Additional details regarding the AICP, including the projected financial targets for fiscal 2023, were reviewed and approved by the Compensation Committee and the Company's Board of Directors at a special teleconference meeting on September 22, 2022. The projected financial targets for fiscal 2024 were reviewed and approved by the Compensation Committee at a teleconference meeting on December 28, 2023. The projected financial targets for fiscal 2025 were reviewed and approved by the Compensation Committee at a teleconference meeting on December 12, 2024.

Option Awards

The option awards column represents the fair value of the stock options as measured on the grant date.

No stock options were awarded to the named executive officers during fiscal 2025 or 2024. If and when stock options are granted, the Company's policy is that option prices must be set that are equal to the market price on the date of grant, that they have vesting dates five years or less after the date of grant, and that they have expiration dates ten years after the date of grant.

Outstanding Equity Awards at Fiscal Year-End

The following table summarizes equity awards granted to named executive officers and directors that were outstanding as of September 30, 2025:

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options: # Exercisable	Number of Securities Underlying Unexercised Options: # Unexercisable	Option Exercise Price $	Option Expiration Date	# of Shares or Units of Stock That Have Not Vested #	Market Value of Shares or Units of Stock That Have Not Vested $
Derek Dewan, Chief Executive Officer	-	-	-	-	310,297	64,138
Alex Stuckey, Chief Operating Officer	-	-	-	-	216,224	44,694
Kim Thorpe, Senior Vice President and Chief Financial Officer	50,000	-	2.21	06/15/28	229,845	47,509

Retirement Benefits

The Company does not maintain a tax-qualified defined benefit retirement plan for any of its executive officers or employees. The Company has a 401(k)-retirement plan in which all full-time employees may participate after one year of service.

Pay Versus Performance

The following pay versus performance disclosure is required by rules adopted by the SEC in the fall of 2022. The disclosure required for smaller reporting companies consists of a Pay Versus Performance table and reconciliation of the information reported in the table. The SEC believes this disclosure will help shareholders better evaluate the link between executive pay and performance, both for the Company on a stand-alone basis and as compared to other publicly traded companies.

The Pay Versus Performance table is highly regulated and requires pay disclosure that is intended to supplement what we customarily provide in the Summary Compensation Table and the other executive compensation tables. The table currently provides SEC mandated compensation data for fiscal 2025 and 2024 for our Named Executive Officers ("NEOs"), including our Principal Executive Officer ("PEO"), along with certain financial performance measures. In reviewing the table, our shareholders should note the following:

o The amounts in columns (b) and (d) of the table are taken from or derived directly from the total compensation paid to the relevant NEOs as reported in the current year or prior year Summary Compensation Tables;

o The "compensation actually paid" in columns (c) and (e) represents an additional type of compensation disclosure mandated by the SEC, the intent of which is to try and isolate the amount of compensation earned by the relevant NEO(s) in each year. To calculate "compensation actually paid," we are required to start with the totals for that year as reported in the Summary Compensation Table, deduct the Summary Compensation Table values for stock and option awards, and then add back amounts for new and previously outstanding stock and option awards in a manner mandated by the SEC. The disclosure and calculations are complex and can be confusing, and the amounts determined in accordance with the rules often bear no relation to the money or the economic value received or monetized by a particular NEO in the given year. We therefore caution that the term "compensation actually paid" should not be read literally and does not actually reflect the "take home" amounts received by our NEOs in a given year; and

o The SEC rules require that we include in the Pay Versus Performance table information regarding our U.S. GAAP net income results. U.S. GAAP net income was not a performance metric in any of our compensation programs and did not affect the compensation awarded to our NEOs for the years covered by the Pay Versus Performance Table. We are nonetheless required to include such information in the table, and we urge our investors to keep in mind that U.S. GAAP net income did not drive the amount of pay awarded to or realized by our NEOs.

Pay Versus Performance Table

Name	(a) Fiscal Year	(b) Summary Compensation Table Total for PEO	(c) Compensation Actually Paid to PEO (1)	(d) Average Summary Compensation Table Total for Non -PEO NEOs	(e) Average Compensation Actually paid to Non-PEO NEOs (1)	(f) Value of Initial Fixed $100 Investment Based on Total Shareholder Return (2)	(g) Net Income available to Maiden Common Shareholder (in thousands)
Derek Dewan	2025	$ 536,480	$ 519,755	-	-	$ 35	$ (34,747)
Chief Executive Officer	2024	$ 574,850	$ 354,370	-	-	$ 44	$ (24,102)
Alex Stuckey	2025	-	-	$ 361,697	$ 350,043	$ 35	$ (34,747)
Chief Operating Officer	2024	-	-	$ 382,856	$ 228,714	$ 44	$ (24,102)
Kim Thorpe	2025	-	-	$ 380,031	$ 367,642	$ 35	$ (34,747)
Senior Vice President and Chief Financial Officer	2024	-	-	$ 380,151	$ 213,737	$ 44	$ (24,102)

(1) To calculate compensation actually paid, adjustments were made to the amounts reported in the Summary Compensation Table for the applicable year. A reconciliation of the adjustments for Messrs. Dewan, Stuckey and Thorpe is set forth in the table immediately following these footnotes.

(2) Pursuant to rules of the SEC, the illustration assumes $100 was invested on September 30, 2023 in our Common Stock. Historic common share price performance is not necessarily indicative of future common share price performance.

To calculate the amounts reported in the "Compensation Actually Paid" columns in the table above, the following amounts were deducted from and added to (as applicable) our NEOs total compensation as reported in the Summary Compensation Table ("SCT") for our named executive officers as of September 30, 2025:

			Less:	Plus:	Plus (less):				
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
Name	Fiscal Year	SCT Total	SCT Share Awards	Fair Value of Restricted Shares Units ("RSU") Granted in the Covered Year	Change in Fair Value of Unvested RSUs from Covered Years	Fair Value of RSU Granted and Vested in the Covered Year	Change in Fair Value of RSUs from Prior Years that Vested in the Covered Year	Change in Fair Value of Unvested RSUs from the Prior Years	Compensation Actually Paid
Derek Dewan	2025	$ 536,480	$ -	$ -	$ -	-	$ -	$ (16,725)	$ 519,755
Chief Executive Officer	2024	$ 574,850	$ (38,958)	$ 18,749	$ (20,209)	-	$ (77,850)	$ (102,212)	$ 354,370
Alex Stuckey	2025	$ 361,697	$ -	$ -	$ -	-	$ -	$ (11,654)	$ 350,043
Chief Operating Officer	2024	$ 382,856	$ (24,894)	$ 11,980	$ (12,914)	-	$ (57,090)	$ (71,224)	$ 228,714
Kim Thorpe	2025	$ 380,031	$ -	$ -	$ -	-	$ -	$ (12,389)	$ 367,642
Senior Vice President and Chief Financial Officer	2024	$ 380,151	$ (24,894)	$ 11,980	$ (12,914)	-	$ (64,875)	$ (75,711)	$ 213,737

(a) Represents Total Compensation as reported in the Summary Compensation Table for the indicated fiscal year.

(b) Represents the grant date fair value of the share awards during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes. On December 1, 2023, the Company granted 71,944 restricted shares of common stock to Mr. Dewan, 45,972 restricted shares to Mr. Stuckey, and 45,972 restricted shares to Mr. Thorpe. The restricted shares are to be earned over a three-year period and cliff vest at the end of the third year from the initial date of grant (December 1, 2026). No stock options were granted to the named PEO or NEOs in fiscal 2025 or 2024.

(c) Represents the fair value as of the indicated fiscal year-end of the outstanding and unvested RSUs granted during such fiscal year, computed in accordance with the methodology used for financial reporting purposes.

(d) Represents the change in fair value during the indicated fiscal year of each RSU that was granted in a prior fiscal year and that remained outstanding and unvested as of the last day of the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.

(e) Represents the fair value at vesting of the RSUs that were granted and vested during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes. No RSUs were granted and vested to the PEO or NEOs during fiscal 2025 or 2024.

(f) Represents the change in fair value, measured from the prior fiscal year-end to the vesting date, of each RSU that was granted in a prior fiscal year and which vested during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes. On August 13, 2024, 250,000 restricted shares of common stock previously granted to Mr. Dewan became fully vested, 183,333 restricted shares previously granted to Mr. Stuckey became fully vested, and 208,333 restricted shares previously granted to Mr. Thorpe became fully vested.

(g) Represents the average amount of change in fair value as of the end of the applicable year (from the end of the prior fiscal year) of equity awards granted in prior years that were unvested as of year-end of the applicable year.

DIRECTOR COMPENSATION

Compensation of Directors

Beginning October 1, 2022, non-executive members of the Board of Directors are paid cash compensation each quarter in the amount of $12,500 for their attendance/participation. Also, non-executive Committee Chairpersons receive an additional $1,875 per quarter for their services as committee chairs. In addition, non-executive members of the Board of Directors are to be granted 50,000 non-qualified stock options each annually, which shall be considered fully vested at the time of grant and have their respective strike prices set at the closing price of the Company’s common shares as reported by the NYSE American on the date of grant. Employees serving as directors of the Company did not receive any additional compensation for service on the Board of Directors.

The following table sets forth information concerning the compensation paid to each of the non-employee directors during fiscal 2025:

Name	Fees Earned or Paid in Cash ($)	Stock Option Awards ($)	Restricted Stock Awards ($)	Total ($)
Peter Tanous	57,500	9,785	-	67,285
Darla Moore	57,500	9,785	-	67,285
William Isaac	59,375	9,785	-	69,160
Jyrl James	50,000	9,785	-	59,785
Matthew Gormly	55,625	9,785	-	65,410
Thomas Vetrano	65,000	9,785	-	74,785
J. Randall Waterfield	50,000	9,785	-	59,785
David Sandberg	50,000	9,785	-	59,785

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information concerning the beneficial ownership of our voting securities as of December 16, 2025 by (i) each person who is known by us, based solely on a review of public filings, to be the beneficial owner of more than 5% of any class of our outstanding voting securities, (ii) each director, (iii) each executive officer named in the Summary Compensation Table and (iv) all executive officers and directors as a group.

Under applicable SEC rules, a person is deemed to be the "beneficial owner" of a voting security if such person has (or shares) either investment power or voting power over such security or has (or shares) the right to acquire such security within 60 days by any of a number of means, including upon the exercise of options or warrants, the vesting and issuance of restricted stock grants, or the conversion of convertible securities. A beneficial owner's percentage ownership is determined by assuming that options, warrants, restricted stock and convertible securities that are held by the beneficial owner, but not those held by any other person, and which are exercisable, issuable or convertible within 60 days, have been exercised, issued or converted.

Unless otherwise indicated, we believe that all persons named in the table below have sole voting and investment power with respect to all voting securities shown as being owned by them. Unless otherwise indicated, the address of each beneficial owner in the table below is care of GEE Group Inc., 7751 Belfort Parkway, Suite 150, Jacksonville, Florida 32256.

Name and Address of Beneficial Owner, Directors and Executive Officers	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Derek Dewan	2,540,736(2)	2.31%
Darla Moore	641,420(3)	*
Peter Tanous	612,320(4)	*
William Isaac	588,987(5)	*
Alex Stuckey	1,981,573(6)	1.80%
Kim Thorpe	1,117,069(7)	1.02%
Matthew Gormly	400,000(8)	*
Thomas Vetrano	283,000(9)	*
Jyrl James	64,285(10)	*
J. Randall Waterfield	936,779(11)	*
David Sandberg	10,002,675(12)	9.09%
Current directors and executive officers as a group (11 individuals)	19,168,844	17.43%
5% or Greater Holders:		
Red Oak Partners, LLC	9,952,675(12)	9.05%
Raffle Associates, LP	9,508,737(13)	8.64%
Funicular Funds, LP	6,896,623(14)	6.27%
Goldenwise Capital Group Ltd.	5,602,562(15)	5.09%
The Vanguard Group	5,500,032(16)	5.00%

*Represents less than 1%.

(1) Based on 110,005,722 Common Stock shares outstanding as of December 16, 2025.

(2) Mr. Dewan's beneficial ownership represents (i) 2,540,736 shares of common stock, 218,650 of which are part of the Derek E. Dewan Living Trust II dated the 27th of July 2010, of which Ms. Brittany M. Dewan is the trustee. Ms. Dewan has the sole voting and dispositive power over these shares of common stock. It does not include (i) 71,944 shares of restricted stock granted December 1, 2023 that vest on the third anniversary of the date of grant (December 1, 2026), and (ii) 23,981 shares of restricted stock that were granted December 1, 2025 which also vest on December 1, 2026, but for which the final amounts granted will be subject to the achievement of future performance based measures.

(3) Ms. Moore's beneficial ownership includes (i) 416,420 shares of common stock owned by the Darla Moore Trust, and (ii) 225,000 shares of common stock issuable under vested stock options.

(4) Mr. Tanous' beneficial ownership represents (i) 267,320 shares of common stock owned by Mr. Tanous, and (ii) 345,000 shares of common stock issuable under vested stock options.

(5) Mr. Isaac's beneficial ownership represents (i) 243,987 shares of common stock owned by Mr. Isaac, and (ii) 345,000 shares of common stock issuable under vested stock options.

(6) Mr. Stuckey's beneficial ownership represents 1,981,573 shares of common stock owned by Mr. Stuckey. It does not include (i) 45,972 shares of restricted stock granted December 1, 2023 that vest on the third anniversary of the date of grant (December 1, 2026), and (ii) 15,324 shares of restricted stock that were granted December 1, 2025 which also vest on December 1, 2026, but for which the final amounts granted will be subject to the achievement of future performance based measures.

(7) Mr. Thorpe's beneficial ownership represents (i) 1,067,069 common shares owned by Mr. Thorpe, including 192,657 common shares held by FRUS Capital, LLC and (ii) 50,000 shares of common stock issuable under vested stock options. It does not include (i) 45,972 shares of restricted stock granted December 1, 2023 that vest on the third anniversary of the date of grant (December 1, 2026), and (ii) 15,324 shares of restricted stock that were granted December 1, 2025 which also vest on December 1, 2026, but for which the final amounts granted will be subject to the achievement of future performance based measures.

(8) Mr. Gormly's beneficial ownership represents (i) 225,000 shares of common stock owned by Mr. Gormly, and (ii) 175,000 shares of common stock issuable under vested stock options.

(9) Mr. Vetrano's beneficial ownership represents (i) 108,000 shares of common stock owned by Mr. Vetrano, and (ii) 175,000 shares of common stock issuable under vested stock options.

(10) Ms. James's beneficial ownership represents (i) 14,285 shares of common stock owned by Ms. James, and (ii) 50,000 shares of common stock issuable under vested stock options. It does not include 50,000 shares of restricted stock that cliff vest on September 19, 2026.

(11) Mr. Waterfield's beneficial ownership represents (i) 886,779 shares of common stock owned by Mr. Waterfield, and (ii) 50,000 shares of common stock issuable under vested stock options. It does not include 50,000 shares of restricted stock that cliff vest on September 19, 2026.

(12) Red Oak Partners' beneficial ownership information is based on a Form 13D/A dated August 9, 2023, filed by The Red Oak Fund, LP, a Delaware limited partnership, The Red Oak Long Fund, LP, a Delaware limited partnership, Red Oak Partners, LLC, a Florida limited liability company, David Sandberg, as the controlling member of Red Oak Partners, and Anthony Y. Snow filed a Schedule 13D/A with the SEC on August 15, 2023. David Sandberg, the controlling member of Red Oak Partners, manages each of Red Oak Fund and Red Oak Long Fund. Mr. Snow serves as the President and Co-Portfolio Manager of Red Oak Partners. Red Oak Partners has disclosed that it beneficially owns 9,952,675 shares of Common Stock. The Funds are disclosed as each being controlled by Red Oak Partners and, as such, Red Oak Partners may be deemed to beneficially own (i) the 6,057,244 shares of Common Stock held by the Red Oak Fund, and (ii) the 3,895,431 shares of Common Stock held by the Red Oak Long Fund. Mr. Sandberg, as the managing member of Red Oak Partners may be deemed to beneficially own the 9,952,675 shares of Common Stock beneficially owned by Red Oak Partners through the Funds. Red Oak Fund may be deemed to beneficially own 6,057,244 shares of Common Stock. Red Oak Long Fund may be deemed to beneficially own 3,895,431 shares of Common Stock. Mr. Sandberg's beneficial ownership also includes (iii) 50,000 shares of common stock issuable under vested stock options. This does not include 50,000 shares of restricted stock granted to Mr. Sandberg as a director that cliff vest on September 19, 2026. The principal office or business address of the Funds, Red Oak Partners and Mr. Sandberg is 40 SE 5th Street, Suite 502, Boca Raton, FL 33432.

(13) Ownership information is based on a Form 13F dated March 31, 2025, and filed by Raffles Associates LP with the Securities and Exchange Commission on May 15, 2025. The address of the principal business office of Raffles Associates LP is 5 Penn Plaza, 19th Floor, New York NY 10001.

(14) Ownership information is based on a Form 13F dated March 31, 2025, and filed by Funicular Funds, LP with the Securities and Exchange Commission on May 15, 2025. The address of principal business office of Funicular Funds, LP is 601 California Street, #1151, San Francisco, CA 94108.

(15) Ownership information is based on a Form 13D dated November 16, 2023, and filed by Goldenwise Capital Group Ltd. with the Securities and Exchange Commission on November 22, 2023. The address of principal business office of Goldenwise Capital Group Ltd. is 3 Garden Road, Champion Tower, Room 4463, Central, Hong Kong.

(16) Ownership information is based on a Form 13F dated March 31, 2025, and filed by The Vanguard Group with the Securities and Exchange Commission on May 9, 2025. The address of the principal business office of The Vanguard Group is 100 Vanguard Boulevard, Malvern, PA 19355.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Director Independence

The Board has determined, with the assistance of the Nominating and Corporate Governance Committees, that each of its current directors, other than Mr. Dewan, is an "independent director" under the NYSE American Listed Company Manual. The Board has affirmatively determined that William Isaac, Darla Moore, Jyrl James, Matthew Gormly, Thomas Vetrano, Peter Tanous, J. Randall Waterfield and David Sandberg satisfy the independence standards under the NYSE American Listed Company Manual. Thomas Vetrano serves as the Company's Lead Independent Director.

The Board has determined that each current member of the Audit Committee meets the additional independence criteria required for audit committee membership under the listing standards of the NYSE American and Rule 10A-3 of the Exchange Act and possesses the experience and expertise required to be considered a "financial expert" as defined under the Sarbanes-Oxley Act. In addition to the independence standards provided in the NYSE American Listed Company Manual, the Board has determined that each director who serves on our Audit Committee satisfies standards established by the SEC providing that, in order to qualify as "independent" for the purposes of membership on that committee, members of audit committees may not (i) accept directly or indirectly any consulting, advisory or other compensatory fee from the Company other than their director compensation or (ii) be an affiliated person of the Company or any of its subsidiaries. The Board has also determined that each member of the Compensation Committee satisfies the NYSE American standards for independence of Compensation Committee members.

Related Party Transactions

Other than as disclosed below, and except for the Dewan, Stuckey and Thorpe Employment Agreements, each as defined and described in "Executive Compensation" and the Stock Purchase Agreement with Lawrence Bruce as defined and described below, there have been no transactions since October 1, 2023 or any currently proposed transaction or series of similar transactions to which the Company was or is to be a party, in which the amount involved exceeds $120,000 and in which any current or former director or officer of the Company, any 5% or greater stockholder of the Company or any member of the immediate family of any such persons had or will have a direct or indirect material interest.

Agreements with Lawrence Bruce

On January 3, 2025, the Company entered into a Stock Purchase Agreement (the "Purchase Agreement") with Hornet Staffing, Inc., a Georgia corporation ("Hornet") and its shareholders, and purchased 100 thousand shares of its capital stock which represents 100% of the ownership interest in Hornet. Also on January 3, 2025, the Company entered into an employment agreement with Lawrence Bruce, one of the former shareholders of Hornet. Hornet is an Atlanta-based provider of staff augmentation services with national service capability. Hornet provides staffing solutions to many markets serving large scale, "blue chip" companies in the IT, professional and customer service staffing verticals.

The total consideration paid for the purchased shares was $1.5 million, consisting of (i) a $1.1 million cash payment, and (ii) the issuance to its former shareholders of subordinated and unsecured promissory notes (the "Promissory Notes") totaling an aggregate initial principal amount of $400 thousand. Interest on the outstanding principal balances of the Promissory Notes is payable at a fixed rate of 5% per annum. Payments on the Promissory Notes shall be made annually with the first payment due on the first anniversary of the issuance dates and the second and final payment due on the second anniversary of the issuance date.

The Promissory Notes are payable to Lawrence Bruce and his spouse, Laurel Bruce, in the amounts of $160 thousand and $240 thousand, representing their respective portions of this purchase consideration based on their percentage of Hornet's stock ownership prior to the acquisition.

The Purchase Agreement also provides that for the initial two-year period after closing, Hornet is required to achieve an agreed upon minimum average gross profit measure equal to $720 thousand for each of the two subsequent twelve-month periods (each twelve-month period being separately measured). If the average gross profit measure during either of the subsequent two years is less than the minimum required average gross profit, then the Company will reduce the remaining balance under the Promissory Notes proportionally by an amount equal to the amount of the shortfall; provided the Company may not deduct more than the amount due under the then current payment for the Promissory Notes and may not seek to claw back any previous payments made under the Notes.

Agreement with Red Oak

On August 9, 2023, the Company entered into a Cooperation Agreement (the "Cooperation Agreement") with Red Oak Partners, LLC (collectively with its affiliates, "Red Oak").

Pursuant to the Cooperation Agreement, the Company agreed to increase the size of its Board by two seats and to appoint each of David Sandberg and J. Randall Waterfield to the Board as a Class I director and Class II director, respectively. On August 11, 2023, the Company increased the size of its Board from seven to nine members and appointed David Sandberg and J. Randall Waterfield to the Board as a Class I director and a Class II director, respectively, to fill the vacancies created by an increase in the size of the Board. The Company further agreed to nominate Mr. Sandberg for election to the Board at the Company's 2023 annual meeting of shareholders (the "2023 Annual Meeting"), and to nominate Mr. Waterfield for election to the Board at the Company's 2024 annual meeting of shareholders. In addition, the Board appointed Messrs. Sandberg and Waterfield to the Mergers and Acquisitions Committee of the Board, Mr. Sandberg to the Corporate Governance Committee of the Board and Mr. Waterfield to the Audit Committee of the Board.

Subject to the terms and conditions of the Cooperation Agreement, Mr. Sandberg agreed to submit a conditional resignation from the Board promptly following his engagement, directly or through his affiliates, in activities that violate the Company's Code of Ethics, or the Company's receipt of notice that Red Oak's beneficial ownership has failed to equal or exceed two-thirds of the outstanding shares of Common Stock, beneficially owned as of the date of the Cooperation Agreement, and Mr. Waterfield agreed to submit a conditional resignation promptly following certain conditions, as provided in the Waterfield Agreement (as defined below).

Pursuant to the Cooperation Agreement, Red Oak agreed to irrevocably withdraw its notice of intent to nominate candidates for election to the Board and to present certain business proposals at the 2023 Annual Meeting and to cease all solicitations and related activities in connection with the 2023 Annual Meeting. In addition, the Nominating Committee of the Board previously elected Thomas Vetrano as the Lead Independent Director of the Board, and the Company has agreed to maintain the Lead Independent Director position during the term of the Cooperation Agreement. Furthermore, pursuant to the terms of the Cooperation Agreement, the Board agreed to engage an investment bank or consulting firm to assist in evaluating strategic opportunities to maximize shareholder value.

During the term of the Cooperation Agreement, Red Oak agreed to vote all shares of Common Stock beneficially owned by it at all meetings of the Company's shareholders in accordance with the Board's recommendations, except that Red Oak may vote in its discretion on Extraordinary Transactions (as defined in the Cooperation Agreement) and, other than with respect to director election, removal or replacement proposals, in accordance with the recommendations of Institutional Shareholder Services Inc. or Glass, Lewis & Co., LLC if either of them recommends differently from the Board.

During the term of the Cooperation Agreement, Red Oak also agreed to certain customary standstill provisions prohibiting it from, among other things, (a) soliciting proxies; (b) advising or knowingly encouraging any person with respect to the disposition of any securities of the Company, subject to limited exceptions; (c) acquiring, in the aggregate, beneficial ownership of more than 19.9% of the outstanding shares of Common Stock; and (d) taking actions to change or influence the Board, management or the direction of certain Company matters. During the term of the Cooperation Agreement, the Company and Red Oak also agreed not to disparage each other.

The Cooperation Agreement terminated on the date that was 40 days prior to the opening of the window for submission of shareholder nominations for the Company's 2025 annual meeting of shareholders.

Agreement with J. Randall Waterfield

On August 3, 2023, the Company entered into a letter agreement (the "Waterfield Agreement") with J. Randall Waterfield. Pursuant to the Waterfield Agreement, Mr. Waterfield consented to being named by the Company as a nominee for election to the Company's Board and to serve as a director, if elected, in connection with any annual meeting of shareholders during the term of the Waterfield Agreement. Mr. Waterfield also agreed to submit a conditional resignation promptly following his engagement in any activities that violate the Company's Code of Ethics or the Company's receipt of notice that Red Oak's beneficial ownership has failed to equal or exceed one-half of the shares of Company's Common Stock, beneficially owned as of August 9, 2023, the date of the Cooperation Agreement.

During the terms of the Waterfield Agreement, Mr. Waterfield agreed to vote all Common Stock beneficially owned by him at all meetings of the Company's shareholders in accordance with the Board's recommendation. During the term of the Waterfield Agreement, Mr. Waterfield agreed not to participate in any of the following: (a) nominating a person for election at any shareholder meeting at which directors are to be elected; (b) soliciting proxies; (c) submitting any shareholder proposals for consideration at any shareholder meeting; (d) publicly proposing any change in the number or term of directors serving on the Board or the filling of any vacancies on the Board; and (e) entering into any discussions or agreements with respect to any of the foregoing actions, or assisting or encouraging anyone to take any such action. During the term of the Waterfield Agreement, the Company and Mr. Waterfield also agreed not to disparage each other.

The Waterfield Agreement terminated on the date that was 30 days prior to the opening of the window for submission of shareholder nominations for the Company's 2025 annual meeting of shareholders.

Item 14. Principal Accountant Fees and Services.

The Company's engaged Independent Registered Public Accounting Firm is Cherry Bekaert LLP ("Cherry Bekaert") (PCAOB Firm ID No. 677) located in Raleigh, North Carolina. As previously disclosed in the Company's Current Report on Form 8-K filed on March 11, 2024, the Audit Committee of the Company's Board of Directors dismissed FORVIS, LLP ("FORVIS") on March 6, 2024 and engaged Cherry Bekaert to serve as the Company's independent registered public accounting firm and to audit the Company's consolidated financial statements for the fiscal years ended September 30, 2025 and 2024. FORVIS had served as the Company's independent registered public accounting firm since April 12, 2022 through the first fiscal quarter of the fiscal year ended September 30, 2024.

The following table presents fees billed by Cherry Bekaert for the following professional services rendered for the Company for the fiscal years ended September 30, 2025 and 2024:

	Fiscal 2025	Fiscal 2024 (1)
Audit fees	$ 370,125	$ 283,500
Audit-related fees	7,875	7,350

(1) Values presented for fiscal 2024 include only fees billed by Cherry Bekaert. FORVIS performed services for the company during the first fiscal quarter ended December 31, 2023, re-issued their opinion on the fiscal 2023 consolidated financials, and provided their consent on the fiscal 2024 annual filing. Fees incurred in relation to those services totaled $53,000 in fiscal 2024.

"Audit fees" relate to services for the audit of the Company's consolidated financial statements for the fiscal year and for reviews of the interim consolidated financial statements as well as providing consents for the inclusion of Cherry Bekaert's reports in SEC registration statements and filings.

"Audit-related fees" relate to services that are reasonably related to the audit of the Company's consolidated financial statements and are not included in "audit fees." These services include a special audit of revenue pertaining to one of the Company's client engagements.

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent registered public accounting firm, and to not engage them to perform the specific non-audit services proscribed by law or regulation for independence reasons. At or just prior to the beginning of each fiscal year, the Audit Committee meets with the independent registered public accounting firm and approves the fees and services to be performed for the ensuing year. On at least an annual basis, the Audit Committee reviews fees billed for all services provided for the year to date, and it pre-approves additional services if necessary. The Audit Committee's pre-approval policies allow management to engage the independent registered public accounting firm for consultations on tax or accounting matters up to an aggregate of $10,000 annually. All fees listed in the table above were approved in accordance with the Audit Committee's policies.

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PART IV

Item 15. Exhibits and Financial Statement Schedules.

Exhibits

The following exhibits are filed as part of this report:

No.	Description of Exhibit
3.1	Articles of Incorporation and amendments thereto. Incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-QSB for the quarter ended March 31, 1996, Commission File No. 1-05707.
3.2	Amended and Restated Articles of Incorporation. Incorporated by reference to Exhibit 3(i) to the Company's Form 8-K filed with the Commission on December 6, 2013.
3.3	Certificate of designation of series a convertible preferred stock of GEE Group Inc. Incorporated by reference to Exhibit 3.04 to the Company's Annual Report on Form 10-K filed with the SEC on December 22, 2014.
3.4	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company Reflecting the Reverse Stock Split. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on October 9, 2015
3.5	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company Reflecting the Capital Increase. Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Commission on October 9, 2015
3.6	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on July 14, 2016
3.7	Statement of Resolution Establishing Series of Series B Convertible Preferred Stock. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the Commission on April 6, 2017.
3.8	Statement of Resolution Establishing Series of Series C 8% Cumulative Convertible Preferred Stock. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the Commission on May 21, 2019.
3.9	Amended and Restated By-Laws. Incorporated by reference to Exhibit 3.01 to the Company's Form 10-Q filed with the Commission on May 15, 2023.
4.1	Description of Capital Stock dated December 16, 2025.
4.2	Form of Subordinated and Unsecured Promissory Notes issued by the Company to Laurel Lynn Bruce and Lawrence Scott Bruce. Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed with the Commission on January 10, 2025.
10.1	GEE Group Inc. 2013 Incentive Stock Plan, effective July 23, 2013. Incorporated by reference as Exhibit A to the Company's Proxy Statement dated August 21, 2013, Commission File No. 001-05707.*
10.2	GEE Group Inc. Amendment to the 2013 Incentive Stock Plan, effective August 16, 2017. Incorporated by reference as Annex E to the Company's Proxy Statement dated July 17, 2017, Commission File No. 001-05707.*
10.3	GEE Group Inc. Amendment to the 2013 Incentive Stock Plan, effective September 24, 2020. Incorporated by reference as Annex A to the Company's Proxy Statement dated August 12, 2020, Commission File No. 001-05707.*
10.4	Loan and Security and Guarantee Agreement, dated as of May 14, 2021, among GEE Group Inc., certain Subsidiaries of GEE Group as Borrowers, the Guarantors, the financial institutions party to the agreement from time to time as Lenders, and CIT BANK, N.A., as agent. Incorporated by reference to Exhibit 10.3 to Form 10-Q filed with the Commission on May 17, 2021.
10.5	Pledge Agreement, dated as of May 14, 2021 by and among the Pledgors signatory to the agreement and CIT BANK, N.A., as agent for the Lenders. Incorporated by reference to Exhibit 10.4 to Form 10-Q filed with the Commission on May 17, 2021.
10.6	GEE Group Inc. Amendment to the 2013 Incentive Stock Plan, effective September 28, 2021. Incorporated by reference as Annex A to the Company's Proxy Statement dated August 20, 2021, Commission File No. 001-05707.*
10.7	Form of non-qualified stock option agreement under the GEE Group Inc. Amended and Restated 2013 Incentive Stock Plan. Incorporated by reference to Exhibit 10.01 to the Company's Form 10-Q filed with the Commission on February 14, 2023.
10.8	Form of executive restricted stock agreement under the GEE Group Inc. Amended and Restated 2013 Incentive Stock Plan. Incorporated by reference to Exhibit 10.02 to the Company's Form 10-Q filed with the Commission on February 14, 2023.
10.9	Form of performance-based restricted stock agreement for Executive Officers under the GEE Group Inc. Amended and Restated 2013 Incentive Stock Plan. Incorporated by reference to Exhibit 10.03 to the Company's Form 10-Q filed with the Commission on February 14, 2023.

10.10	Employment Agreement, dated April 27, 2023, between the Company and Derek Dewan Incorporated by reference to Exhibit 10.01 to the Company's Form 10-Q filed with the Commission on May 15, 2023.
10.11	Employment Agreement, dated April 27, 2023, between the Company and Kim Thorpe Incorporated by reference to Exhibit 10.02 to the Company's Form 10-Q filed with the Commission on May 15, 2023.
10.12	Employment Agreement, dated April 27, 2023, between the Company and Alex Stuckey. Incorporated by reference to Exhibit 10.03 to the Company's Form 10-Q filed with the Commission on May 15, 2023.
10.13	Form of Indemnity Agreement with directors and officers, adopted April 27, 2023. Incorporated by reference to Exhibit 10.04 to the Company's Form 10-Q filed with the Commission on May 15, 2023.
10.14	Consent and Amendment No. 1 to the Loan and Security and Guarantee Agreement, dated as of May 18, 2023, by and among the Company, certain Subsidiaries of the Company as Borrowers, the Guarantors, the financial institutions party to the agreement from time to time as Lenders, and CIT BANK, a division of First-Citizen Bank & Trust Company (successor by merger to CIT Bank, N.A.), as Agent. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on May 25, 2023.
10.15	Letter Agreement dated August 3, 2023 between the Company and J. Randall Waterfield. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on August 14, 2023.
10.16	Cooperation Agreement dated August 9, 2023 by and between the Company and Red Oak Partners LLC. Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed with the Commission on August 14, 2023.
10.17	Amendment No. 2 to the Loan and Security and Guarantee Agreement, dated as of December 15, 2023, by and among the Company, certain Subsidiaries of the Company as Borrowers, the Guarantors, the financial institutions party to the agreement from time to time as Lenders, and CIT BANK, a division of First-Citizen Bank & Trust Company (successor by merger to CIT Bank, N.A.), as Agent. Incorporated by reference to Exhibit 10.17 to the Company's Form 10-K filed with the Commission on December 19, 2023.
10.18	Stock Purchase Agreement dated as of January 3, 2025 by and among the Company, Laurel Lynn Bruce and Lawrence Scott Bruce. Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Commission on January 10, 2025.
10.19	Consent and Amendment No. 3 to the Loan, Security and Guarantee Agreement, dated January 3, 2025, among the Company, certain Subsidiaries of the Company as Borrowers, the Guarantors, the financial institutions party to the agreement from time to time as Lenders, and First-Citizens Bank & Trust Company, as agent for the Lenders. Incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed with the Commission on January 10, 2025.
10.20	Asset Purchase Agreement, Bill of Sale and Assignment and Assumption Agreement dated as of June 2, 2025 by and among the Company, BMCH. Inc. and Reliable Staffing Resources, LLC. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 6, 2025.
19.1	Insider Trading Policy. Incorporated by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K filed with the SEC on December 19, 2024.
21.1	List of Subsidiaries of the Registrant. Incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed with the SEC on December 27, 2018.
23.1	Consent of Independent Registered Public Accounting Firm.
31.1	Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
31.2	Certification of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
32.1	Certifications of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code.
32.2	Certifications for the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code.
97.1	GEE Group Inc. Clawback Policy Adopted on November 30, 2023. Incorporated by reference to Exhibit 97.1 to the Company's Form 10-K filed with the Commission on December 19, 2023.
101.INS	Inline XBRL Instant Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GEE GROUP INC.
(Registrant)

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: December 17, 2025	By: */s/ Derek Dewan* Derek Dewan Chief Executive Officer, Chairman of the Board (Principal Executive Officer)
Date: December 17, 2025	By: */s/ Kim Thorpe* Kim Thorpe Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Date: December 17, 2025	By: */s/ William Isaac* William Isaac, Director
Date: December 17, 2025	By: */s/ Thomas Vetrano* Thomas Vetrano, Director
Date: December 17, 2025	By: */s/ Peter Tanous* Peter Tanous, Director
Date: December 17, 2025	By: */s/ Darla Moore* Darla Moore, Director
Date: December 17, 2025	By: */s/ Matthew Gormly* Matthew Gormly, Director
Date: December 17, 2025	By: */s/ Jyrl James* Jyrl James, Director
Date: December 17, 2025	By: */s/ David Sandberg* David Sandberg, Director
Date: December 17, 2025	By: */s/ J. Randall Waterfield* J. Randall Waterfield, Director

DESCRIPTION OF CAPITAL STOCK

The following summary of the terms of our common stock does not purport to be complete and is subject to and qualified in its entirety by reference to our Amended and Restated Articles of Incorporation, as amended, and Amended and Restated Bylaws, as amended ("Bylaws"), copies of which are on file with the SEC as exhibits to reports that were previously filed with the SEC and are incorporated by reference herein.

General

Our authorized capital stock consists of 200,000,000 shares of common stock, no par value, and 20,000,000 shares of preferred stock, no par value. As of December 16, 2025, we had 114,900,455 and 110,005,722 shares of common stock issued and outstanding, respectively, and 4,412,000 shares of common stock issuable upon the exercise of stock options outstanding at a weighted average exercise price of $0.78 per share, 368,518 shares of restricted stock units issuable upon vesting, and an aggregate of 7,085,338 additional shares of common stock, including 3,997,338 shares available for restricted stock grants and 3,088,000 shares available for stock option grants, reserved for issuance under our 2013 Amended and Restated Incentive Stock Plan. As of December 16, 2025, there were no shares of preferred stock outstanding.

The following summary of the rights of our common stock is not complete and is qualified in its entirety by reference to our Amended and Restated Articles of Incorporation, as amended, and Bylaws, copies of which are filed as exhibits to this Form 10-K

Voting Rights

Holders of our common stock are entitled to one vote for each share held of record on all matters to be voted on by the shareholders. Holders of our common stock are not entitled to cumulate their votes.

Dividends and Liquidation

Subject to limitations under applicable law and preferences that may apply to any outstanding shares of our preferred stock, holders of the common stock are entitled to receive dividends when, as and if declared by the Board out of funds legally available therefor. In the event of the Company's liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision has been made for any preferred stock having preference over the common stock. Holders of shares of common stock, as such, have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to the common stock.

Rights and Preferences

The common stock has no preemptive, conversion or other rights to subscribe for additional securities. There are no redemption or sinking fund provisions applicable to our common stock. The rights, preferences and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

Fully Paid and Nonassessable

All outstanding shares of our common stock are fully paid and nonassessable.

Amended and Restated of Incorporation and Bylaws Provisions

See "Certain Provisions of Illinois Law and of the Company's Amended and Restated of Incorporation, as amended, and Bylaws" for a description of provisions of our Amended and Restated Articles of Incorporation, as amended, and Bylaws which may have the effect of delaying changes in our control or management.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Continental Stock Transfer and Trust. Its address is 1 State Street, New York, NY 10004, Telephone No. 212-509-4000.

Certain Provisions of Illinois Law and our Amended and Restated Articles of Incorporation, as Amended, and our Bylaws

Illinois Takeover Statute

We are subject to Section 11.75 of the IBCA, an anti-takeover statute. In general, Section 11.75 of the IBCA prohibits a publicly held Illinois corporation from engaging in a "business combination" with an "interested shareholder" for a period of three years following the time the person became an interested shareholder, unless the business combination or the acquisition of shares that resulted in a shareholder becoming an interested shareholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested shareholder. Generally, an "interested shareholder" is a person who, together with affiliates and associates, owns (or within three years prior to the determination of interested shareholder status did own) 15% or more of a corporation's voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging attempts that might result in a premium over the market price for our stock.

The IBCA also permits the board of directors to consider the interests of constituencies of the corporation in addition to shareholders, including employees, suppliers, customers and the community, in response to unsolicited offers.

Amended and Restated Articles of Incorporation, as amended, and Bylaws Provisions

Provisions of our Amended and Restated Articles of Incorporation, as amended, and Bylaws may have the effect of making it more difficult for a third party to acquire, or discourage a third party from attempting to acquire, control of our company by means of a tender offer, a proxy contest or otherwise. These provisions may also make the removal of incumbent officers and directors more difficult. These provisions are intended to discourage certain types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of our company to first negotiate with us. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock. These provisions may make it more difficult for shareholders to take specific corporate actions and could have the effect of delaying or preventing a change in our control. In particular, our Amended and Restated Articles of Incorporation, as amended, and our Amended and Restated Bylaws provide for the following:

<u>Special Meetings of Shareholders</u>. Special meetings of our shareholders may be called only by the chairman of the board of directors, our president, a majority of the members of the board of directors, or by one or more shareholders holding shares in the aggregate entitled to cast not less than 20% of the votes at the special meeting.

<u>Issuance of Undesignated Preferred Stock</u>. Our board of directors is authorized to issue, without further action by the shareholders, up to 20,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by the board of directors. We currently have (i) 160,000 shares designated as Series A Convertible Preferred Stock, (ii) 5,950,000 shares of preferred stock designated as Series B Convertible Preferred Stock and (iii) 3,000,000 shares of preferred stock designated as Series C 8% Cumulative Convertible Preferred Stock As of the date of this prospectus, we did not have any shares of preferred stock outstanding. The existence of authorized but unissued shares of preferred stock enables our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise.

<u>Staggered Board of Directors</u>. Our Amended and Restated By-Laws provides for a staggered board of directors. Our board of directors is divided into three classes, each of which shall serve for a term of three years, with only one class of directors being elected in each year. As a result, successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election.

<u>Advance Notice Provision for Shareholders Proposals</u>. Our Amended and Restated By-Laws require advance notice of shareholder proposals for business to be conducted at meetings of our shareholders and for nominations of candidates for election to our board of directors.

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-3 Nos. 333-204080 and 333-240280 and Form S-8 Nos. 333-166173, 333-25129, 333-207179, and 333-266064) of our reports dated December 19, 2024 and December 17, 2025 with respect to the consolidated financial statements of GEE Group Inc. and Subsidiaries included in this Annual Report on Form 10-K for the year ended September 30, 2025.

/s/ Cherry Bekaert LLP

Atlanta, Georgia
December 17, 2025

EXHIBIT 31.1

CERTIFICATION

I, Derek Dewan, certify that:

1. I have reviewed this Form 10-K annual report for the fiscal year ended September 30, 2025 of GEE Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 17, 2025

/s/ Derek Dewan
Derek Dewan
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Kim Thorpe, certify that:

1. I have reviewed this Form 10-K annual report for the fiscal year ended September 30, 2025 of GEE Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 17, 2025

/s/ Kim Thorpe
Kim Thorpe
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

**CERTIFICATIONS PURSUANT TO SECTION 1350
OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE**

In connection with the Annual Report of GEE Group Inc. (the "Company") on Form 10-K for the fiscal year ended September 30, 2025 filed with the Securities and Exchange Commission (the "Report"), the undersigned hereby certifies, in his capacity as an officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of the operations of the Company.

Date: December 17, 2025

By: */s/ Derek Dewan*
Derek Dewan
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

CERTIFICATIONS PURSUANT TO SECTION 1350
OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE

In connection with the Annual Report of GEE Group Inc. (the "Company") on Form 10-K for the fiscal year ended September 30, 2025 filed with the Securities and Exchange Commission (the "Report"), the undersigned hereby certifies, in his capacity as an officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of the operations of the Company.

Date: December 17, 2025

By: */s/ Kim Thorpe*
Kim Thorpe
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)