UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2026**

OR

☐ 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)

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

____
(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

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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No ☒

The number of shares outstanding of the registrant's common stock as of May 13, 2026 was109,870,686.

GEE GROUP INC.
Form 10-Q
For the Quarter Ended March 31, 2026
INDEX

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS		3

PART I. FINANCIAL INFORMATION

Item 1.	Financial Statements (unaudited)	4
	Condensed Consolidated Balance Sheets	4
	Condensed Consolidated Statements of Operations	5
	Condensed Consolidated Statements of Shareholders' Equity	6
	Condensed Consolidated Statements of Cash Flows	7
	Notes to Condensed Consolidated Financial Statements	8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	22
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	34
Item 4.	Controls and Procedures	34

PART II. OTHER INFORMATION

Item 1.	Legal Proceedings	35
Item 1A.	Risk Factors	35
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	35
Item 3.	Defaults Upon Senior Securities	35
Item 4.	Mine Safety Disclosures	35
Item 5.	Other Information	35
Item 6.	Exhibits	36
	Signatures	37

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

As a matter of policy, the Company does not provide forecasts of future financial performance. The statements made in this quarterly report on Form 10-Q, which are not historical facts, are 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. Such forward-looking statements often contain or are prefaced by words such as “anticipate”, "believe", “may”, “might”, “could”, "will", “shall”, “plan” and "expect", or similar expressions of future tense. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. As a result of a number of factors, our actual results could differ materially from those set forth in the forward-looking statements. Certain factors that might cause the Company's actual results to differ materially from those in the forward-looking statements include, without limitation, general business conditions, economic uncertainties, changed socioeconomic norms following the Coronavirus Pandemic (“COVID-19”), the demand for the Company's services, competitive market pressures, the ability of the Company to attract and retain qualified personnel for regular full-time placement and contract assignments, the possibility of incurring liability for the Company's business activities, including the activities of its contract employees and events affecting its contract employees on client premises, cyber risks, including network security intrusions and/or loss of information, and the ability to attract and retain qualified corporate and branch management, as well as those risks discussed in the Company's Annual Report on Form 10-K for the year ended September 30, 2025, and in other documents which we file with the Securities and Exchange Commission (“SEC”). Any forward-looking statements speak only as of the date on which they are made, and the Company is under no obligation to (and expressly disclaims any such obligation to) and does not intend to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

Part I -FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (unaudited)

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

	March 31, 2026	September 30, 2025
ASSETS		
CURRENT ASSETS:		
Cash	$ 20,331	$ 21,364
Accounts receivable, less allowances ($76 and $76, respectively)	9,541	9,695
Prepaid expenses and other current assets	577	622
Total current assets	30,449	31,681
Property and equipment, net	373	354
Goodwill	24,759	24,759
Intangible assets, net	540	620
Right-of-use assets	3,419	2,443
Other long-term assets	124	140
TOTAL ASSETS	$ 59,664	$ 59,997
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,255	$ 1,392
Accrued compensation	3,961	4,519
Current operating lease liabilities	993	986
Current portion of promissory notes payable	196	196
Other current liabilities	275	595
Total current liabilities	6,680	7,688
Deferred taxes, net	234	262
Noncurrent operating lease liabilities	2,704	1,829
Promissory notes payable	-	196
Other long-term liabilities	-	12
Total liabilities	9,618	9,987
Commitments and contingencies (Note 15)		
SHAREHOLDERS' EQUITY:		
Common stock, no-par value; authorized - 200,000 shares; 114,900 shares issued and 109,870 shares outstanding at March 31, 2026 and 114,900 shares issued and 109,413 shares outstanding at September 30, 2025	113,530	113,675
Accumulated deficit	(60,615)	(60,479)
Treasury stock; at cost - 5,030 shares at March 31, 2026 and 5,487 shares at September 30, 2025	(2,869)	(3,186)
Total shareholders' equity	50,046	50,010
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 59,664	$ 59,997

The accompanying notes are an integral part of the unaudited condensed consolidated financial statement

GEE GROUP INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)
(Amounts in thousands except per share data)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2026	2025	2026	2025
NET REVENUES:				
Contract staffing services	$ 16,294	$ 21,495	$ 34,094	$ 43,009
Direct hire placement services	3,187	3,000	5,903	5,511
NET REVENUES	19,481	24,495	39,997	48,520
Cost of contract services	12,066	16,135	25,177	32,234
GROSS PROFIT	7,415	8,360	14,820	16,286
Selling, general and administrative expenses	7,407	9,305	15,115	17,744
Depreciation expense	45	50	91	105
Amortization of intangible assets	20	225	80	430
Goodwill impairment charge	-	22,000	-	22,000
LOSS FROM OPERATIONS	(57)	(23,220)	(466)	(23,993)
Interest expense	(66)	(89)	(131)	(155)
Interest income	116	139	244	294
Other income	-	-	196	-
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAX PROVISION	(7)	(23,170)	(157)	(23,854)
Provision for income tax (expense) benefit attributable to continuing operations	21	(9,786)	21	(9,786)
INCOME (LOSS) FROM CONTINUING OPERATIONS	14	(32,956)	(136)	(33,640)
Loss from discontinued operations, net of tax (Note 3)	-	(163)	-	(171)
CONSOLIDATED NET INCOME (LOSS)	$ 14	$ (33,119)	$ (136)	$ (33,811)
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC	109,881	109,413	109,741	109,413
WEIGHTED AVERAGE SHARES OUTSTANDING - DILUTED	110,596	109,413	109,741	109,413
BASIC AND DILUTED INCOME (LOSS) PER SHARE				
From continuing operations	$ 0.00	$ (0.30)	$ (0.00)	$ (0.31)
From discontinued operations	$ -	$ (0.00)	$ -	$ (0.00)
Consolidated net income (loss) per share	$ 0.00	$ (0.30)	$ (0.00)	$ (0.31)

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

GEE GROUP INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS’ EQUITY (unaudited)
(Amounts in thousands)

	Common Stock		Treasury Stock		Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount	Shares	Amount		
Balance, September 30, 2025	114,900	$ 113,675	5,487	$ (3,186)	$ (60,479)	$ 50,010
Share-based compensation	-	113	-	-	-	113
Issuance of shares under incentive stock plan	-	(344)	(592)	344	-	-
Net loss	-	-	-	-	(150)	(150)
Balance, December 31, 2025	114,900	$ 113,444	4,895	$ (2,842)	$ (60,629)	$ 49,973
Share-based compensation	-	86	-	-	-	86
Return of shares issued under incentive stock plan for taxes	-	-	135	(27)	-	(27)
Net Income	-	-	-	-	14	14
Balance, March 31, 2026	114,900	$ 113,530	5,030	$ (2,869)	$ (60,615)	$ 50,046

	Common Stock		Treasury Stock		Accumulated Deficit	Total Shareholders' Equity
	Shares	Amount	Shares	Amount		
Balance, September 30, 2024	114,900	$ 113,129	5,487	$ (3,186)	$ (25,732)	$ 84,211
Share-based compensation	-	118	-	-	-	118
Net loss	-	-	-	-	(692)	(692)
Balance, December 31, 2024	114,900	$ 113,247	5,487	$ (3,186)	$ (26,424)	$ 83,637
Share-based compensation	-	123	-	-	-	123
Net loss	-	-	-	-	(33,119)	(33,119)
Balance, March 31, 2025	114,900	$ 113,370	5,487	$ (3,186)	$ (59,543)	$ 50,641

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

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

	Six Months Ended March 31,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Consolidated net loss	$ (136)	$ (33,811)
Adjustments to reconcile net loss to cash used in operating activities:		
Loss on disposal of assets	-	3
Depreciation and amortization	171	540
Amortization of operating lease right-of-use assets	472	640
Goodwill impairment changes	-	22,000
Gain on reduction of promissory notes payable	(196)	-
Share-based compensation	199	241
Provisions for credit losses	-	10
Deferred income taxes	(28)	9,783
Amortization of debt issuance costs	76	76
Changes in operating assets and liabilities:		
Accounts receivable	154	1,514
Other assets	(15)	(5)
Accounts payable	(137)	(443)
Accrued compensation	(558)	(742)
Operating lease liabilities	(566)	(624)
Other liabilities	(298)	(323)
Net cash used in operating activities	(862)	(1,141)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(110)	(4)
Business acquisition, net of cash acquired	-	(968)
Net cash used in investing activities	(110)	(972)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Return of shares issued under incentive stock plan for taxes	(27)	-
Payments on finance leases	(34)	(39)
Net cash used in financing activities	(61)	(39)
Net change in cash	(1,033)	(2,152)
Cash at beginning of period	21,364	20,828
Cash at end of period	20,331	18,676
Less cash from discontinued operations	-	(175)
Cash from continuing operations at end of period	20,331	18,501
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ 55	$ 78
Cash paid for taxes	7	10
Non-cash investing and financing activities:		
Operating ROU assets obtained in exchange for new lease liabilities	1,448	488

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Article 8 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete consolidated financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the six-month period ended March 31, 2026 are not necessarily indicative of the results that may be expected for the year ending September 30, 2026. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2025 as filed on December 17, 2025.

A discontinued operation is a component of an entity that has either been disposed of, or that is classified as held for sale, which represents a strategic shift that has an effect on an entity's operation and financial results. In accordance with U.S. GAAP, the assets and liabilities of discontinued operations are presented separately on the Company's unaudited condensed consolidated balance sheets for all periods presented, if applicable. Net losses from discontinued operations are reported as a separate component of net loss on the unaudited condensed consolidated statements of operations. Cash flows from discontinued operations are not reported separately on the unaudited condensed consolidated statements of cash flows. All footnotes included herein present only continuing operations and exclude amounts related to discontinued operations for all periods presented, unless otherwise stated.

Certain additional reclassifications have been made to the prior year's condensed consolidated financial statements and/or related disclosures to conform to the current year's presentation.

2. 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 $75 related to the purchase during the six months ended March 31, 2025, which are included in selling, general and administrative expenses in the unaudited condensed 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 ("AGP"), 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.

As of December 31, 2025, upon conclusion of the first twelve-month measurement period, there was a shortfall in the minimum required AGP under the Purchase Agreement. This shortfall resulted in the elimination of the amounts of $196 that would have been due under the first installment of the Promissory Notes, which were written down during the six months ended March 31, 2026 and recorded as other income on the unaudited condensed consolidated statements of operations. No payments were required to be made to Hornet's former shareholders on the first installment of the Promissory Notes. The minimum required AGP for the second twelve-month measurement period is still projected to be achievable. As such, the second installments of the Promissory Notes remain accrued in full.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(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 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 (b)	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-close due to a tax election made in the second half of fiscal 2025.
(b) Represents the initial amount of the Promissory Notes at closing, not including the elimination of the first installments during the six months ended March 31, 2026, as discussed above.

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 the three and six-month periods ended March 31, 2025 had the acquisition occurred on October 1, 2024, the first day of the most historic period reported in this Quarterly Report on Form 10-Q. 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, 2024. This information is based on Hornet's unaudited historical financial statements.

	Three Months Ended March 31, 2025	Six Months Ended March 31, 2025
Net revenues	$ 24,560	$ 50,108
Cost of contract services	16,178	33,592
Gross profit	8,382	16,516
Selling, general and administrative expenses	9,319	17,896
Loss from continuing operations	(32,949)	(33,563)
Basic and diluted loss per share	$ (0.30)	$ (0.31)

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

3. 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, was 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

There were no assets or liabilities remaining under the Industrial Segment as of March 31, 2026 and September 30, 2025.

Net Loss from Discontinued Operations

Results of the Industrial Segment for the three and six-month periods ended March 31, 2026 and 2025 consisted of the following:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2026	**2025**	**2026**	**2025**
Revenue	$ -	$ 1,545	$ -	$ 3,546
Expenses:				
Cost of contract services	-	1,288	-	2,919
Selling, general and administrative expenses	-	418	-	794
Depreciation expense	-	2	-	4
Loss from discontinued operations before gain on sale and income taxes	-	(163)	-	(171)
Provision for income tax expense attributable to discontinued operations	-	-	-	-
Loss from discontinued operations, net of tax	$ -	$ (163)	$ -	$ (171)

Cash Flows from Discontinued Operations

There were no capital expenditures or other significant cash flows under the Industrial Segment during either of the six-month periods ended March 31, 2026 or 2025.

4. Recent Accounting Pronouncements

Recently Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("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 Accounting Standards Codification ("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.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270), which clarifies content and disclosure requirements for interim financial statements and adds a principle requiring disclosure of material events occurring after the most recent annual reporting period. The guidance is effective for interim periods within fiscal years beginning after December 15, 2027. The Company elected to early adopt the guidance during the quarter ended March 31, 2026, which did not have a material impact on its consolidated financial statements or disclosures.

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 applies to annual periods only and 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.

5. Cash and Cash Equivalents, Customer Concentrations, and Allowances for Credit Losses

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 March 31, 2026 and September 30, 2025, 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 $15,330 and $15,087 as of March 31, 2026 and September 30, 2025, respectively. The Company also holds funds in various other bank accounts that may exceed FDIC insured limits. These uninsured amounts, in aggregate, were $3,945 and $5,067 as of March 31, 2026 and September 30, 2025, respectively. The Company has never experienced any material losses related to cash on deposit with banks.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

Customer Concentrations

There was no customer that represented 10% or more of the Company's consolidated revenues for the three and six-month periods ended March 31, 2026. There was one customer that represented 10% of the Company's consolidated revenues for the three and six-month periods ended March 31, 2025. The Company is no longer doing business with this customer. The Company had one customer that made up approximately 20% and 21% of the consolidated accounts receivable balances as of March 31, 2026 and September 30, 2025. This customer is offered extended payment terms due to the frequency and volume of our services it utilizes and has demonstrated consistent creditworthiness since doing business with us. The Company has not experienced any losses related to this customer historically.

Allowance for Credit Losses

The Company extends credit to customers based on evaluation of their 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 follows the methodology under ASU 2016-13, *Financial Instruments-Credit Losses* (*Topic 326)*, which requires consideration of a broad 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. The Company records an allowance with a corresponding charge to bad debt expense and charges off uncollectible accounts against the allowance once the invoices are considered unlikely to be collected. The allowance for credit losses is reflected in the unaudited condensed consolidated balance sheets as a reduction of accounts receivable. The impact of the adoption of ASU 2025-05 was immaterial to the Company's unaudited condensed consolidated financial statements.

As of March 31, 2026 and September 30, 2025, the allowance for credit losses was $76 and $76, respectively.

A summary of changes in this account is as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2026	2025	2026	2025
Beginning balance	$ 71	$ 125	$ 76	$ 144
Provisions for credit losses	5	8	-	12
Accounts receivable write-offs	-	-	-	(23)
Ending balance	$ 76	$ 133	$ 76	$ 133

Liabilities for Direct Hire Placement Falloffs

Direct hire placement service revenues from contracts with customers are recognized when the Company has met each of the criteria under 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.

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. Liabilities for falloffs and refunds during the period are reflected in other current liabilities in the unaudited condensed consolidated balance sheets in the amounts of $38 and $72, as of March 31, 2026, and September 30, 2025, respectively. The corresponding charges included in the unaudited condensed consolidated statements of operations as reductions of direct hire placement service revenues were $20 and $30 for the three-month periods and $105 and $252 for the six-month periods ended March 31, 2026 and 2025, respectively.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

6. 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 expenses totaled $313 and $475 for the three-month periods and $629 and $933 for the six-month periods ended March 31, 2026 and 2025, respectively.

7. Earnings per Share

Basic earnings per share are computed by dividing net income or 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.

Basic and diluted weighted-average shares outstanding for the three-month period ended March 31, 2026 were 109,881 and 110,596, respectively. Dilutive incremental shares were included in the calculation of diluted shares for the three-month period ended March 31, 2026 due to net income from continuing operations. No dilutive incremental shares were included for the six-month period ended March 31, 2026 or for the three-month and six-month periods ended March 31, 2025 due to net losses from continuing operations. Common stock equivalents, which are excluded because their effect is anti-dilutive, were approximately 3,907 and 4,730 for the three-month periods and 4,155 and 4,160 for the six-month periods ended March 31, 2026 and 2025, respectively.

8. Property and Equipment

Property and equipment, net consisted of the following:

	March 31, 2026	September 30, 2025
Computer software	$ 223	$ 117
Computer equipment	1,174	1,174
Furniture and fixtures	630	630
Leasehold improvements	103	99
Total property and equipment, at cost	2,130	2,020
Accumulated depreciation	(1,757)	(1,666)
Property and equipment, net	$ 373	$ 354

9. 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 unaudited condensed consolidated statements of operations were $363 and $437 for the three-month periods and $729 and $919 for the six-month periods ended March 31, 2026 and 2025, respectively.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

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

	Six Months Ended March 31,	
	2026	2025
Cash paid for operating lease liabilities	$ 553	$ 646
Right-of-use assets obtained in exchange for new operating lease liabilities	1,448	488

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

	March 31, 2026	September 30, 2025
Weighted average remaining lease term for operating leases	3.4 years	2.6 years
Weighted average discount rate for operating leases	5.3%	5.5%

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 unaudited condensed consolidated balance sheet as of March 31, 2026, including certain closed offices are as follows:

Remainder of Fiscal 2026	$ 579
Fiscal 2027	1,124
Fiscal 2028	878
Fiscal 2029	588
Fiscal 2030	401
Thereafter	592
Less: Imputed interest	(466)
Present value of operating lease liabilities (a)	$ 3,696

(a) Includes current portion of $993 for operating leases.

The Company acquires some of its 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 unaudited condensed consolidated balance sheets.

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

	Three Months Ended March 31,		Six Months Ended March 31,	
	2026	2025	2026	2025
Amortization of finance lease assets	$ 21	$ 23	$ 42	$ 46
Interest on finance lease liabilities	-	2	1	4

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

	March 31, 2026	September 30, 2025
Net book value of finance leases	$ 71	$ 113
Weighted average remaining lease term for finance leases	0.7 years	1.2 years
Weighted average discount rate for finance leases	5.3%	5.3%

The table below reconciles the undiscounted future minimum lease payments under non-cancellable finance lease agreements to the total finance lease liabilities recognized on the unaudited condensed consolidated balance sheets, included in other current liabilities as of March 31, 2026:

Remainder of Fiscal 2026	$ 36
Fiscal 2027	13
Less: Imputed interest	(1)
Present value of finance lease liabilities	$ 48

10. Goodwill and Intangible Assets

Goodwill

The Company performs a goodwill impairment assessment at least annually. The Company completed its most recent annual goodwill impairment assessment as of September 30, 2025 and determined that its goodwill was not impaired. The estimated fair value of the Professional Services reporting unit resulting from the September 30, 2025 assessment exceeded the reporting unit's carrying value by approximately 39%, or approximately $12.7 million.

The Company also may perform interim assessments if a triggering event occurs that may indicate the fair value of a reporting unit decreased below its carrying value. Upon reevaluation of its financial projections for the March 31, 2025 quarterly results and other indications of a potential triggering event, the Company performed an interim impairment assessment of its goodwill using the updated information as of March 31, 2025. For purposes of performing its interim goodwill impairment assessment, the Company applied certain valuation techniques and assumptions to its Professional Segment reporting unit 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 results of the interim assessment indicated the Company's goodwill assigned to its Professional Services reporting unit was impaired. As a result, the Company reduced its goodwill by $ 22,000 with a corresponding non-cash impairment charge recognized in its unaudited condensed consolidated statements of operations for the three-month period ended March 31, 2025.

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.

Intangible Assets

The following provides a summary of the Company's separately identifiable intangible assets as of March 31, 2026 and September 30, 2025 and estimated future amortization expense:

	March 31, 2026				September 30, 2025			
	Cost	Impairment Charges	Accumulated Amortization	Net Book Value	Cost	Impairment Charges	Accumulated Amortization	Net Book Value
Customer relationships	$ 27,521	$ (5,153)	$ (21,892)	$ 476	$ 27,521	$ (5,153)	$ (21,833)	$ 535
Trade names	8,397	(56)	(8,281)	60	8,397	(56)	(8,262)	79
Non-competes	4,342	-	(4,338)	4	4,342	-	(4,336)	6
Total	$ 40,260	$ (5,209)	$ (34,511)	$ 540	$ 40,260	$ (5,209)	$ (34,431)	$ 620

Remainder of Fiscal 2026	$ 41
Fiscal 2027	79
Fiscal 2028	77
Fiscal 2029	77
Fiscal 2030	77
Thereafter	189
	$ 540

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. Trade names are amortized on a straight-line basis over their respective estimated useful lives of between five and ten years. Non-competes are amortized on a straight-line basis over their respective estimated useful lives of between two and five years.

11. Other Current Liabilities

Other current liabilities consisted of the following:

	March 31, 2026	September 30, 2025
Accrued client rebates	$ 37	$ 137
Reserve for falloffs	38	72
Current finance leases payable	48	70
Accrued audit fees	49	73
Other	103	243
Total other current liabilities	$ 275	$ 595

12. 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 March 31, 2026, the Company had no outstanding borrowings and $4,895 of unused capacity available for borrowing under the terms of the Facility. The Company had $25 and $102 in unamortized debt issuance costs associated with the Facility as of March 31, 2026 and September 30, 2025, respectively, which are reflected in other current assets on the unaudited condensed consolidated balance sheets. The amortization expense of these debt costs totaled $38 for the three-month periods and $76 for the six-month periods ended March 31, 2026 and 2025. The unused line fees incurred and included in interest expense totaled $25 for the three-month periods and $51 for the six-month periods ended March 31, 2026 and 2025.

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.

On May 12, 2026, the Company and FCB entered into Amendment No. 4 to the Facility ("Amendment No. 4") which extends the Facility expiration date from May 14, 2026, to May 13, 2027. Additionally, this amendment increases the availability block to the greater of $1.5 million, or 12.5% of the lesser of (i) the revolver commitment and (ii) the borrowing base. The Amendment No. 4 also contains two new requirements. First, during the term of the Facility, as amended, all cash and cash equivalents held by the Company will not exceed an aggregate amount of $25 million (or such greater amount that FCB may, in its sole discretion, otherwise consent to in writing). Second, within fourteen (14) days following the effective date of the Amendment No. 4, the Company has agreed to increase its cash on deposit with FCB and/or its affiliates and thereafter maintain such cash and cash equivalents on deposit in an aggregate amount of not less than $12 million (or such lesser amount that FCB may, in its sole discretion, otherwise consent to in writing).

13. Shareholders' Equity

Share-based Compensation

Amended and Restated 2013 Incentive Stock Plan, as amended

As of March 31, 2026, 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 and restricted stock to employees. Vesting periods are established by the Compensation Committee at the time of grant.

As of March 31, 2026, there were 7,204 shares available to be granted under the Plan (4,052 shares available for restricted stock grants and 3,152 shares available for non-qualified stock option grants).

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

Restricted Stock

The Company has an annual incentive compensation program ("AICP") for its executives which is administered under the Company's Incentive Stock Plan. The AICP includes a long-term incentive ("LTI") compensation program 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 under the AICP during the six months ended March 31, 2026. The Company granted 48 shares of restricted stock under the AICP during the six months ended March 31, 2025. All of the original 48 shares granted during the six months ended March 31, 2025 have been adjusted to zero (0) shares based on the probable outcome as compared to their respective financial targets.

Share-based compensation expense attributable to restricted stock was $15 and $53 for the three-month periods and $55 and $108 for the six-month periods ended March 31, 2026 and 2025, respectively. As of March 31, 2026, there was approximately $34 of unrecognized compensation expense related to restricted stock outstanding and the weighted average remaining vesting period for those grants was 0.6 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, 2025	906	0.71
Granted	-	-
Vested	(592)	0.79
Non-vested restricted stock outstanding as of December 31, 2025	314	0.56
Granted	-	-
Vested	-	-
Non-vested restricted stock outstanding as of March 31, 2026	314	0.56

Stock Options

All stock options outstanding as of March 31, 2026 and September 30, 2025 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 Company did not grant stock options during the six months ended March 31, 2026. The Company's stock options previously granted generally vest on annual schedules during periods ranging from two to four years, 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 $71 and $69 for the three-month periods and $144 and $133 for the six-month periods ended March 31, 2026 and 2025, respectively. As of March 31, 2026, there was approximately $317 of unrecognized compensation expense related to unvested stock options outstanding, and the weighted average remaining vesting period for those options was 2.4 years.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

A summary of stock option activity is presented 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, 2025	4,412	0.78	0.68	7.28	-
Granted	-	-	-	-	-
Forfeited	(9)	6.70	6.10	-	-
Options outstanding as of December 31, 2025	4,403	0.76	0.67	7.04	-
Granted	-	-	-	-	-
Forfeited	(55)	0.59	0.51	-	-
Options outstanding as of March 31, 2026	4,348	0.72	0.64	6.86	32
Exercisable as of September 30, 2025	2,970	0.98	0.87	6.55	-
Exercisable as of March 31, 2026	3,196	0.86	0.76	6.31	22

Treasury Stock

During the six months ended March 31, 2026, the Company reissued592 of its treasury shares to fulfill commitments for the issuance of previously granted restricted stock awards that became fully vested and unrestricted. These treasury shares were reissued in lieu of issuing new shares of the Company’s common stock, therefore, while its total number of outstanding shares of common stock increased as a result of the issuance, its total number of issued shares of common stock did not increase. Of these shares, 135 were returned to the Company by the grantees on January 7, 2026, to satisfy statutory tax withholding obligations on the vested restricted stock awards.

14. Income Tax

The following table presents the provision for income taxes and our effective tax rate for the three and six-month periods ended March 31, 2026 and 2025:

	Three Months Ended, March 31,		Six Months Ended, March 31,	
	2026	2025	2026	2025
Provision for income tax expense (benefit)	$ (21)	$ 9,786	$ (21)	$ 9,786
Effective tax rate	300%	-42%	13%	-42%

The effective income tax rate on operations is based upon the estimated income for the year, and adjustments, if any, in the applicable quarterly periods for the potential tax consequences, benefits, resolutions of tax audits or other tax contingencies. The effective tax rates for the three and six months ended March 31, 2026 and March 31, 2025 differ from the statutory rate primarily due to the effect of the change in the valuation allowance on the Company’s net deferred tax asset position along with the sensitivity due to the lower pre-tax book income present in both the three and six-months ended March 31,2026. For the three and six months ended March 31, 2026, the Company recognized an income tax benefit of $21.

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 (“DTAs”). In view of the significance of the Company’s recent pre-tax book losses, and possibility of continuing uncertainty in the industry and economy as a whole, management reduced projections of future income and 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 net deferred tax assets are realizable. The Company holds a full valuation allowance of $12,686 and $12,757 as of March 31, 2026 and September 30, 2025, accordingly.

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.

15. 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.

16. 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. Payments on the Promissory Notes are to be made annually in two equal installments on the first and second anniversaries of the issuance date. Amounts payable under the Promissory Notes are contingent upon the achievement of minimum average gross profit ("AGP") requirements by Hornet, as disclosed in more detail under Note 2.

The first installments of the Promissory Notes have been entirely eliminated as of December 31, 2025 due to the minimum AGP requirements not being met, and no payments being required to Hornet's former shareholders under the former first installments, accordingly. As a result, the remaining amounts of the Promissory Notes payable to the former shareholders, Lawrence Bruce and Laurel Bruce, are $80 and $120, respectively, to be paid on the second anniversary of the issuance date, based on achievement of the minimum AGP requirements.

GEE GROUP INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)
(Amounts in thousands except per share data, unless otherwise stated)

17. 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 3, the Company's former Industrial Segment has been designated a discontinued operation and sold and, as such, is excluded from the table below which only reflects continuing operations.

Our consolidated results, as well as 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 operating needs and results. The CODM uses financial and operating information presented in periodic detailed financial statements and management reports and considers growth trends in revenues, gross profits and gross margins, operating expenses, income (loss) from operations, net income (loss) from operations and related data to compare the segment's current results with budgeted and prior period results, as well as those of competitors obtained from publicly available information as benchmarks. Additionally, the CODM reviews trends in non-financial information including headcount, numbers of contractors on billing, billable hours, and fee rates and spreads applied in billings to clients. The CODM also reviews certain non-GAAP financial measures of segment performance including earnings before income taxes, depreciations and amortization ("EBITDA"), free cash flow and other variants of these non-GAAP measures in order to make informative decisions regarding allocation of resources. This information and underlying analyses provide the CODM with information necessary to make decisions on business and financial strategy and plans, working capital needs and overall capital use. All corporate assets such as cash and other assets are presented together with those of the Professional Segment; these can be found on the unaudited condensed consolidated balance sheets.

	Three Months Ended March 31,		Six Months Ended March 31,	
	2026	2025	2026	2025
Net revenues	$ 19,481	$ 24,495	$ 39,997	$ 48,520
Cost of contract services	12,066	16,135	25,177	32,234
Personnel expenses	4,890	5,907	9,873	11,168
Occupancy expenses	353	422	705	888
Advertising expenses	309	466	625	924
Other segment expenses (a)	533	899	1,077	1,721
Corporate expenses allocated	908	744	1,873	1,561
Depreciation and amortization	43	253	128	490
Goodwill impairment charges	-	22,000	-	22,000
Professional Segment income (loss) from operations	$ 379	$ (22,331)	$ 539	$ (22,466)
Corporate SG&A (b)	414	867	962	1,482
Depreciation and amortization	22	22	43	45
Loss from operations	$ (57)	$ (23,220)	$ (466)	$ (23,993)

(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 selling, general, and administrative expenses ("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.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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 records (EMR) 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. Effective January 1, 2026, the Company transitioned the medical scribe business formerly done by Scribe Solutions under SNI's Staffing Now division.

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 General Employment Enterprises, Omni One, Ashley Ellis, Agile Resources, Scribe Solutions Inc., Access Data Consulting Corporation, Paladin Consulting Inc., SNI Companies (including Staffing Now, Accounting Now, and Certes), Triad Personnel Services, and Hornet Staffing. As of March 31, 2026, we operated from locations in ten (10) states, including fourteen (14) branch offices in downtown or suburban areas of major U.S. cities and five (5) 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, New Jersey and Texas; (ii) two offices each in Massachusetts, Colorado, and Ohio; (v) four offices in Florida; and (vi) , and one remote local market presence in each of Florida, Georgia, Illinois, Texas and Virginia.

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 designated a discontinued operation during fiscal 2025 and is excluded from results of continuing operations reported in this MD&A, unless otherwise stated.

Results of Operations

Summary and Outlook

We incurred net income (losses) from continuing operations of $14 thousand and $(33) million for the three-month periods ended March 31, 2026 and 2025, respectively. We incurred net losses from continuing operations of $(136) thousand and ($33.6) million for the six-month periods ended March 31, 2026 and 2025, respectively.

The net losses and lower volumes of business underlying them are primarily attributable to uncertain conditions in the U.S. labor markets that have been ongoing since the second half of 2023. 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 improve. As a result of the prolonged negative effects on our business associated with these conditions, we recorded a $22 million impairment charge in the quarter ended March 31, 2025, and reduced our goodwill asset, accordingly. In addition, we established a full valuation allowance against our deferred tax assets. These two non-cash charges account for a substantial portion of the net losses reported for the three and six-month periods ended March 31, 2025.

The net income for the fiscal second quarter ended March 31, 2026 and the net loss for the six-month period ended March 31, 2026 have improved relative to the comparable prior year periods and sequential calendar quarters. These improvements are due to growth in our direct hire revenues and resulting improvements in our gross profits and margins associated with them, and operating cost reductions and other productivity improvement initiatives. We were able to reduce selling, general, and administrative expenses (“SG&A”) by approximately $3.8 million on an annual basis during the latter part our fiscal year ended September 30, 2025, with the substantial benefit of these now being realized in fiscal 2026. We also remain committed and prepared to make additional cost cuts necessary to restore profitability.

We learned at the end of fiscal 2025 that one of our larger contract services 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 $2.5 million and $5.1 million, and contributed approximately $199 thousand and $683 thousand to income from operations, net of direct expenses, that offset the losses from operations during the three and six-month periods ended March 31, 2025, respectively.

Artificial intelligence (“AI”) continues to gain momentum in the economy and is serving as a disruptor of traditional labor and employment markets, including the staffing and HR solutions markets or portions of them we serve. 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, or that are less likely to be significantly disrupted by AI. Our IT businesses 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, has continued his capacity at Hornet and joined the GEE Group National Sales Team, working 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 firms are turning to offshore recruiting models 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.

Starting in 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 in 2024. 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. The remaining assets of the Industrial Segment not sold were distributed to the Company.

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

Three Months Ended March 31, 2026 Compared to the Three Months Ended March 31, 2025

Net Revenues

Consolidated net revenues are comprised of the following:

	Three Months Ended March 31,			
	2026	2025	Change	Change
Professional contract services	$ 16,294	$ 21,495	$ (5,201)	-24%
Direct hire placement services	3,187	3,000	187	6%
Consolidated net revenues	$ 19,481	$ 24,495	$ (5,014)	-20%

Professional contract staffing services contributed $16,294 or approximately 84% of consolidated revenue and direct hire placement services contributed $3,187, or approximately 16%, of consolidated revenue for the three months ended March 31, 2026. This compares to professional contract staffing services revenue of $21,495, or approximately 88%, of consolidated revenue and direct hire placement revenue of $3,000, or approximately 12%, of consolidated revenue for the three months ended March 31, 2025.

As mentioned in our *Summary and Outlook* discussion above, one of our larger contract services accounts terminated our services as of October 1, 2025, upon being acquired and accessing comparable services provided by an affiliate of the acquirer. This account produced revenues of $2,512 during the three months ended March 31, 2025. Uncertainties in the U.S. labor markets have continued to negatively impact our results and ability to grow our contract services revenue through the three months ended March 31, 2026. The proliferation of AI applications and tools is also having disruptive effects on our business by causing business plans, hiring plans, and HR needs across industries, including those we serve, to be reconsidered. As a result of these events and trends, professional contract staffing services revenues decreased $5,201, or 24%, as compared to the three months ended March 31, 2025.

Direct hire placement revenue for the three months ended March 31, 2026 increased $187, or approximately 6%, as compared to the three months ended March 31, 2025, and $471, or approximately 17%, as compared to the prior sequential quarter ended December 31, 2025. 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. And while this increase is encouraging and might be viewed by some as a leading indicator or sign of recovery in our business, we remain cautiously optimistic.

Staffing Industry Analysts ("SIA"), a leading industry trade organization, recently published its January 2026 U.S. Staffing Industry Forecast update, indicating that the U.S. staffing industry is expected to grow modestly by approximately 1% to 2% in 2026 following a period of decline. The SIA report attributes this tempered outlook to continued economic uncertainty, cautious client hiring behavior, reduced employee turnover, and ongoing pressure on bill rates. While our businesses serve clients of all sizes, a substantial portion of our client base consists of small and medium-sized enterprises, which have less financial flexibility to absorb rising costs and higher borrowing expenses. As a result, these clients may continue to delay hiring decisions or reduce reliance on temporary labor, which we believe could continue to disproportionately impact our revenue relative to broader industry trends.

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

Cost of Contract Services

Cost of contract services includes wages and related payroll taxes, employee benefits of our contract services employees, and certain other contract employee-related costs, while working on contract assignments. Cost of contract services for the three months ended March 31, 2026 decreased by approximately 25% to $12,066 compared to $16,135 for the three months ended March 31, 2025. The $4,069 overall decrease in cost of contract services is consistent with the decrease in revenues as discussed above. As further explained below, our gross profit and gross margin for the three months ended March 31, 2026 are proportionally higher relative to revenue than those for the three months ended March 31, 2025.

Gross profit percentage by service:

	Three Months Ended March 31,	
	2026	**2025**
Professional contract services	25.9%	24.9%
Direct hire placement services	100.0%	100.0%
Combined gross profit margin (a)	38.1%	34.1%

(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.

Our combined gross profit margin, including direct hire placement services, for the three-month periods ended March 31, 2026 and 2025 were approximately 38.1% and 34.1%, respectively. Our professional contract staffing services gross margins for the three-month periods ended March 31, 2026 and 2025 were approximately 25.9% and 24.9%, 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 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, and to an increase in the mix of higher margin business following the termination of our services by one of our former contract services clients, which produced below average margins for us.

Selling, General and Administrative Expenses

Selling, general and administrative expenses 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.

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

Our SG&A for the three months ended March 31, 2026 decreased by $1,898 as compared to the three months ended March 31, 2025. SG&A, as a percentage of revenues, were approximately 38% for both the three months ended March 31,2026 and March 31, 2025. SG&A expenses as a percentage of revenues remained consistent among both periods, as the decrease in SG&A expenses during the three months ended March 31, 2026 was large enough to offset the increase normally associated with the decline in revenue. This was mainly due to certain cost reductions and productivity improvement initiatives made during the latter portion of our fiscal year ended September 30, 2025. These cost reductions contributed approximately $1,336 to the decrease in SG&A for the three months ended March 31, 2026.

SG&A includes certain non-cash 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 $14 and $226 for the three-month periods ended March 31, 2026 and 2025, respectively, and include mainly advisory and legal fees related to other than routine matters and expenses associated with former closed or consolidated locations.

Amortization and Depreciation Expense

Amortization expense was $20 and $225 for the three-month periods ended March 31, 2026 and 2025, respectively. The decrease in amortization expense is due to certain intangible assets becoming fully amortized during the fiscal year ended September 30, 2025. Depreciation expense was $45 and $50 for the three-month periods ended March 31, 2026 and 2025, respectively.

Goodwill Impairment

We completed an interim goodwill impairment assessment as of March 31, 2025 and determined that our goodwill was impaired. The estimated fair value of our Professional Services reporting unit decreased as compared to those resulting from the September 30, 2024 annual assessment, indicating that the pre-assessment carrying value as of March 31, 2025 exceeded its estimated fair value. As a result, a non-cash goodwill impairment charge of $22,000 was recorded during the three months ended March 31, 2025 so that the carrying value of the Professional Services reporting unit reflects its estimated fair value, as determined by the interim evaluations made of our goodwill.

Loss from Operations

Loss from operations was $(57) and $(23,220) for the three-month periods ended March 31, 2026 and 2025, respectively. The improvement in loss from operations is primarily attributable to the goodwill impairment charge included in results for the three months ended March 31, 2025. Additionally, the growth in our direct hire revenues, and the cost reductions and productivity improvements initiated during the latter portion of our fiscal year ended September 30, 2025, as discussed above, contributed to this improvement.

Interest Expense

Interest expense was $66 and $89 for the three-month periods ended March 31, 2026 and 2025, 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 the three-month periods ended March 31, 2026 and 2025.

Interest Income

Interest income earned was $116 and $139 for the three-month periods ended March 31, 2026 and 2025, respectively. Interest income is earned on cash balances held in our two brokerage accounts. The reduction in interest income is primarily due to a reduction in interest rates available on our cash balances.

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

Provision for Income Taxes

We recognized income tax expense (benefit) of $(21) and $9,786 for the three-month periods ended March 31, 2026 and 2025, respectively. Our effective tax rates for the three-month periods ended March 31, 2026 and 2025 differ from the statutory rate primarily due to the effect of changes in the valuation allowance on our net DTA position.

Loss from Discontinued Operations

As a result of our Industrial Segment being designated a discontinued operation, the results of that segment have been reclassified to loss from discontinued operations in the accompanying unaudited condensed consolidated statements of operations. On June 2, 2025, we entered into an agreement to sell substantially all of the operating assets of our former Industrial Segment. Loss from discontinued operations was $(163) for the three months ended March 31, 2025.

Consolidated Net Income (Loss)

Our consolidated net income (loss) was $14 and $(33,119) for the three-month periods ended March 31, 2026 and 2025, respectively. The improvement in consolidated net income (loss) is primarily attributable to the goodwill impairment charge and valuation allowance related to our deferred tax assets included in results for the three months ended March 31, 2025, as explained in the preceding paragraphs. Additionally, the growth in our direct hire revenue, and the cost reductions and productivity improvements initiated during the latter portion of our fiscal year ended September 30, 2025, as discussed above, contributed to this improvement.

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

Six Months Ended March 31, 2026 Compared to the Six Months Ended March 31, 2025

Net Revenues

Consolidated net revenues are comprised of the following:

	Six Months Ended March 31,			
	2026	**2025**	**Change**	**Change**
Professional contract services	$ 34,094	$ 43,009	$ (8,915)	-21%
Direct hire placement services	5,903	5,511	392	7%
Consolidated net revenues	$ 39,997	$ 48,520	$ (8,523)	-18%

Professional contract staffing services contributed $34,094 or approximately 85% of consolidated revenue and direct hire placement services contributed $5,903, or approximately 15%, of consolidated revenue for the six months ended March 31, 2026. This compares to professional contract staffing services revenue of $43,009, or approximately 89%, of consolidated revenue and direct hire placement revenue of $5,511, or approximately 11%, of consolidated revenue for the six months ended March 31, 2025.

As mentioned in our *Summary and Outlook* discussion above, one of our larger contract services accounts terminated our services as of October 1, 2025, upon being acquired and accessing comparable services provided by an affiliate of the acquirer. This account produced revenues of $5,081 during the six months ended March 31, 2025. Uncertainties in the U.S. labor markets have continued to negatively impact our results and ability to grow our contract services revenue through the six months ended March 31, 2026. The proliferation of AI applications and tools is also having disruptive effects on our business by causing business plans, hiring plans, and HR needs across industries, including those we serve, to be reconsidered. As a result of these events and trends, professional contract staffing services revenues decreased $8,915, or 21%, as compared to the six months ended March 31, 2025.

Direct hire placement revenue for the six months ended March 31, 2026 increased $392, or approximately 7%, as compared to the six months ended March 31, 2025. 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. And while this increase is encouraging and might be viewed by some as a leading indicator or sign of recovery in our business, we remain cautiously optimistic.

Staffing Industry Analysts (“SIA”), a leading industry trade organization, recently published its January 2026 U.S. Staffing Industry Forecast update, indicating that the U.S. staffing industry is expected to grow modestly by approximately 1% to 2% in 2026 following a period of decline. The SIA report attributes this tempered outlook to continued economic uncertainty, cautious client hiring behavior, reduced employee turnover, and ongoing pressure on bill rates. While our businesses serve clients of all sizes, a substantial portion of our client base consists of small and medium-sized enterprises, which have less financial flexibility to absorb rising costs and higher borrowing expenses. As a result, these clients may continue to delay hiring decisions or reduce reliance on temporary labor, which we believe could continue to disproportionately impact our revenue relative to broader industry trends.

Cost of Contract Services

Cost of contract services includes wages and related payroll taxes, employee benefits of our contract services employees, and certain other contract employee-related costs, while working on contract assignments. Cost of contract services for the six months ended March 31, 2026 decreased by approximately 22% to $25,177 compared to $32,234 for the six months ended March 31, 2025. The $7,057 overall decrease in cost of contract services is consistent with the decrease in revenues as discussed above. As further explained below, our gross profit and gross margin for the six months ended March 31, 2026 are proportionally higher relative to revenue than those for the six months ended March 31, 2025.

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

Gross profit percentage by service:

	Six Months Ended March 31,	
	2026	2025
Professional contract services	26.2%	25.1%
Direct hire placement services	100.0%	100.0%
Combined gross profit margin (a)	37.1%	33.6%

(b) 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.

Our combined gross profit margin, including direct hire placement services, for the six-month periods ended March 31, 2026 and 2025 were approximately 37.1% and 33.6%, respectively. Our professional contract staffing services gross margins for the six-month periods ended March 31, 2026 and 2025 were approximately 26.2% and 25.1%, 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 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, and to an increase in the mix of higher margin business following the termination of our services by one of our former contract services clients, which produced below average margins for us.

Selling, General and Administrative Expenses

Selling, general and administrative expenses 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 the six months ended March 31, 2026 decreased by $2,629 as compared to the six months ended March 31, 2025. SG&A for the six months ended March 31, 2026, as a percentage of revenues, were approximately 37.8% compared to approximately 36.6% for the six months ended March 31, 2025. The increase in SG&A expenses as a percentage of revenues during the six months ended March 31, 2026 was attributable to lower revenues in relation to fixed costs, including certain personnel, occupancy and costs associated with applicant tracking systems and job boards. This was offset, in part, by certain cost reductions and productivity improvement initiatives made during the latter portion of the fiscal year ended September 30, 2025. These cost reductions contributed approximately $2,389 to the decrease in SG&A for the six months ended March 31, 2026.

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

SG&A includes certain non-cash 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 $108 and $317 for the six-month periods ended March 31, 2026 and 2025, respectively, and include mainly advisory and legal fees related to other than routine matters, severance costs associated with eliminated positions, and expenses associated with former closed or consolidated locations.

Amortization and Depreciation Expense

Amortization expense was $80 and $430 for the six-month periods ended March 31, 2026, and 2025, respectively. The decrease in amortization expense is due to certain intangible assets becoming fully amortized during the fiscal year ended September 30, 2025. Depreciation expense was $91 and $105 for the six-month periods ended March 31, 2026, and 2025, respectively.

Goodwill Impairment

We completed an interim goodwill impairment assessment as of March 31, 2025 and determined that our goodwill was impaired. The estimated fair value of our Professional Services reporting unit decreased as compared to those resulting from the September 30, 2024 annual assessment, indicating that the pre-assessment carrying value as of March 31, 2025 exceeded its estimated fair value. As a result, a non-cash goodwill impairment charge of $22,000 was recorded during the six months ended March 31, 2025 so that the carrying value of the Professional Services reporting unit reflects its estimated fair value, as determined by the interim evaluations made of our goodwill.

Loss from Operations

Loss from operations was $(466) and $(23,993) for the six-month periods ended March 31, 2026 and 2025, respectively. The improvement in loss from operations is primarily attributable to the goodwill impairment charge included in results for the six months ended March 31, 2025. Additionally, the growth in our direct hire revenue, and cost reductions and productivity improvements initiated in the latter portion of the fiscal year ended September 30, 2025, as discussed above, contributed to this improvement.

Interest Expense

Interest expense was $131 and $155 for the six-month periods ended March 31, 2026 and 2025, 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 the six-month periods ended March 31, 2026 and 2025.

Interest Income

Interest income earned was $244 and $294 for the six-month periods ended March 31, 2026 and 2025, respectively. Interest income is earned on cash balances held in our two brokerage accounts. The reduction in interest income is primarily due to a reduction in interest rates available on our cash balances.

Other Income

Other income was $196 for the six months ended March 31, 2026 and was the result of elimination of a portion of the Promissory Notes issued to Hornet's former shareholders as part of the purchase consideration. Under the Purchase Agreement, payments on the Promissory Notes are to be made annually in two equal installments on the first and second anniversaries of the issuance date. These payments are contingent upon the achievement of minimum average gross profit ("AGP") requirements by Hornet over the first two annual periods prior to closing. The first installments of the Promissory Notes have been entirely eliminated as of December 31, 2025 due to the minimum AGP requirements not being met.

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

Provision for Income Taxes

We recognized income tax expense (benefit) of $(21) and $9,786 for the six-month periods ended March 31, 2026 and 2025, respectively. Our effective tax rates for the six-month periods ended March 31, 2026 and 2025 differ from the statutory rate primarily due to the effect of the change in valuation allowance on our net DTA position.

Loss from Discontinued Operations

As a result of our Industrial Segment being designated a discontinued operation, the results of that segment have been reclassified to loss from discontinued operations in the accompanying unaudited condensed consolidated statements of operations. On June 2, 2025, we entered into an agreement to sell substantially all of the operating assets of our former Industrial Segment. Loss from discontinued operations was $(171) for the six months ended March 31, 2025.

Consolidated Net Loss

Our consolidated net loss was $(136) and $(33,811) for the six-month periods ended March 31, 2026 and 2025, respectively. The improvement in consolidated net loss is primarily attributable to the goodwill impairment charge and change in valuation allowance related to our deferred tax assets included in results for the six months ended March 31, 2025, as explained in the preceding paragraphs. Additionally, the growth in our direct hire revenue, and cost reductions and productivity improvements initiated in the latter portion of the fiscal year ended September 30, 2025, as discussed above, contributed to this improvement.

(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:

	Six Months Ended March 31,	
	2026	2025
Cash flows used in operating activities	$ (862)	$ (1,141)
Cash flows used in investing activities	(110)	(972)
Cash flows used in financing activities	(61)	(39)

As of March 31, 2026, we had $20,331 of cash, a decrease of $1,033 from $21,364 as of September 30, 2025. As of March 31, 2026, we had working capital of $23,769 compared to $23,993 as of September 30, 2025. Cash flows used in operating activities improved $279 due to positive cash flow from operating activities during the quarter ended March 31, 2026.

The primary use of cash for investing activities was for the acquisition of property and equipment during the six months ended March 31, 2026. During the six months ended March 31, 2025, the primary use of cash for investing activities was for the acquisition of Hornet. On January 3, 2025, we completed the acquisition of 100% of the outstanding common stock of Hornet Staffing, Inc., which is now our wholly owned subsidiary. 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 first installments of the Promissory Notes have been entirely eliminated as of December 31, 2025 due to the minimum AGP requirements not being met, and no payments being required to Hornet's former shareholders under the former first installments, accordingly.

The cash flows used in financing activities were primarily for payments made on finance leases during the six-month periods ended March 31, 2026 and 2025.

We had $4,895 in availability for borrowings under our facility as of March 31, 2026. There were no outstanding borrowings on the Facility as of March 31, 2026, or September 30, 2025, except for certain accrued incidental carrying fees and costs, which are included in other current liabilities in the accompanying unaudited condensed consolidated balance sheets.

On May 12, 2026, the Company and FCB entered into Amendment No. 4 to the Facility ("Amendment No. 4") which extends the Facility expiration date from May 14, 2026, to May 13, 2027. Additionally, this amendment increases the availability block to the greater of $1.5 million, or 12.5% of the lesser of (i) the revolver commitment and (ii) the borrowing base. The Amendment No. 4 also contains two new requirements. First, during the term of the facility, as amended, all cash and cash equivalents held by the Company will not exceed an aggregate amount of $25 million (or such greater amount that FCB may, in its sole discretion, otherwise consent to in writing). Second, within fourteen (14) days following the effective date of the Amendment No. 4, the Company has agreed to increase its cash on deposit with FCB and/or its affiliates and thereafter maintain such cash and cash equivalents on deposit in an aggregate amount of not less than $12 million (or such lesser amount that FCB may, in its sole discretion, otherwise consent to in writing).

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

On December 2, 2025, we reissued 592 additional treasury shares to fulfill commitments for the issuance of previously granted restricted stock awards that became fully vested and unrestricted. These treasury shares were reissued in lieu of issuing new shares of our common stock, therefore, while our total number of outstanding shares of common stock increased as a result of each issuance, our total number of issued shares of common stock did not increase. Of the shares reissued on December 2, 2025, 135 were returned to the Company on January 7, 2026, to satisfy statutory income tax obligations of the recipients on the vested restricted stock awards.

All 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 March 31, 2026, are approximately $1,159. There are no minimum debt service principal payments due during the twelve-month period commencing after the close of business on March 31, 2026.

Management believes that we can generate adequate liquidity to meet our obligations for the foreseeable future and at least for the next twelve months.

Off-Balance Sheet Arrangements

As of March 31, 2026, 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.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

As of March 31, 2026, the Company's management evaluated, with the participation of its Principal Executive Officer and its Principal Financial Officer, the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (“the Exchange Act"). Based on that evaluation, the Company's Principal Executive Officer and its Principal Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2026.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting or in any other factors that could significantly affect these controls, during the Company's six-month period ended March 31, 2026, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION.

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

In evaluating us and our common stock, we urge you to carefully consider the risks and other information in this Quarterly Report on Form 10-Q, as well as the risk factors disclosed in Item 1A. of Part I of our Annual Report on Form 10-K for the fiscal year ended September 30, 2025 ("2025 Form 10-K") filed with the SEC on December 17, 2025. Any of the risks discussed in this Quarterly Report on Form 10-Q or any of the risks disclosed in Item 1A. of Part I of our 2025 Form 10-K, as well as additional risks and uncertainties not currently known to us or that we currently deem immaterial, could materially and adversely affect our results of operations or financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On December 2, 2025, the Company reissued 592,478 treasury shares to fulfill commitments for the issuance of previously granted restricted stock awards that became fully vested and unrestricted. On August 13, 2024, the Company reissued 641,666 of its treasury shares to fulfill commitments for the issuance of previously granted restricted stock awards that became fully vested and unrestricted. These treasury shares were reissued in lieu of issuing new shares of its common stock, therefore, while the Company's total number of outstanding shares of common stock increased as a result of each reissuance, its total number of issued shares of common stock did not increase.

Of the shares reissued on December 2, 2025, 135,036 were returned to the Company on January 7, 2026, to satisfy statutory income tax obligations of the recipients on the vested restricted stock awards. The table below summarizes the return of the shares issued under the 2013 Incentive Stock Plan during the three months ended March 31, 2026:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Dollar Value of Shares that May Yet Be Purchased Under the Program (a)
January 1, 2026 - January 31, 2026	135,036	$ 0.20	-	$ -
February 1, 2026 - February 28, 2026	-	-	-	-
March 1, 2026 - March 31, 2026	-	-	-	-
	135,036		-	

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

The following exhibits are filed as a part of Part I of this report:

No.	Description of Exhibit
10.1*	Amendment No. 4 to the Loan and Security and Guarantee Agreement, dated as of May 12, 2026, 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 First-Citizens Bank & Trust Company, as Agent.
31.1*	Certifications of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act.
31.2*	Certifications 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 Title 18 of the United States Code.
32.2**	Certifications of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act and Section 1350 of Title 18 of the United States Code.
101.INS	Inline XBRL Instance 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

* Filed herewith

** Furnished herewith. This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. Section 1350 and is not being filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filings of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GEE GROUP INC.
(Registrant)

Date: May 14, 2026

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

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

EXHIBIT 10.1

Execution Version

AMENDMENT NO. 4

TO

LOAN, SECURITY AND GUARANTEE AGREEMENT

This AMENDMENT NO. 4 TO LOAN, SECURITY AND GUARANTEE AGREEMENT, dated as of May 12, 2026 (this "Amendment"), by and among GEE GROUP INC., an Illinois corporation ("GEE Group"), the Subsidiaries of GEE Group listed on the signatures pages to the Loan Agreement (as defined below) as Borrowers or otherwise joined as a Borrower thereunder from time to time (each, a "Borrower", and collectively, "Borrowers"), the other Persons from time to time party to the Loan Agreement (as defined below) as Guarantors, the Lenders signatory hereto, and FIRST-CITIZENS BANK & TRUST COMPANY ("FCB"), as agent for the Lenders (in such capacity, "Agent").

W I T N E S S E T H:

WHEREAS, the Borrowers, the Guarantors, Agents and the Lenders have entered into that certain Loan, Security and Guarantee Agreement, dated as of May 14, 2021 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"; all capitalized terms not otherwise defined in this Amendment shall have the meanings ascribed to them in the Loan Agreement); and

WHEREAS, Borrowers and Guarantors have requested that Agent and Lenders make certain amendments to the Loan Agreement, and Agent and Lenders are willing to do so on the terms and conditions hereafter set forth.

NOW, THEREFORE, in consideration of the promises and the agreements hereinafter contained, the parties hereto agree as follows:

1. Amendment to Loan Agreement. Effective as of the Amendment No. 4 Effective Date (as defined below), and subject to the terms and conditions set forth herein, the Loan Agreement shall be amended as follows:

(a) Section 1.1 of the Loan Agreement shall be amended by amending and restating the following definitions set forth therein as follows:

Amendment No. 4 Effective Date: May 14, 2026.

Availability Block: at any time, the greater of (a) $1,500,000 and (b) 12.5% of the lesser of (x) the Revolver Commitment and (y) the Borrowing Base.

Bank: First-Citizens Bank & Trust Company.

Revolver Termination Date: May 13, 2027.

(b) Section 6.2 of the Loan Agreement shall be amended by (i) deleting the reference to "; and" at the end of clause (c) thereof and (ii) inserting a new clause (e) immediately following clause (d) thereof as follows:

"(e) The cash and cash equivalents held by Obligors shall not exceed an aggregate amount of $25,000,000 (or such greater amount that Agent may, in its sole discretion, otherwise consent to in writing)."

(c) Section 8.5 of the Loan Agreement shall be amended by inserting the following new sentence to the end thereof:

"Within fourteen (14) days after the Amendment No. 4 Effective Date, Obligors shall deposit and/or invest with Bank and/or its Affiliates, and thereafter at all times maintain, cash and cash equivalents in an aggregate amount not less than $12,000,000 (or such lesser amount that Agent may, in its sole discretion, otherwise consent to in writing)."

2. References to Amended Loan Agreement . This Amendment is an amendment to the Loan Agreement. Unless the context of this Amendment otherwise requires, the Loan Agreement and this Amendment shall be read together and shall have the effect as if the provisions of the Loan Agreement and this Amendment were contained in one agreement. This Amendment shall be a Loan Document for all purposes under the Loan Agreement.

3. Full Force and Effect. As expressly modified by this Amendment, all of the terms and conditions of the Loan Agreement and the other Loan Documents shall continue in full force and effect, and all parties hereto shall be entitled to the benefits thereof, as applicable. This Amendment is limited as written and shall not be deemed (a) to be an amendment of or a consent under or waiver of any other term or condition of any of the Loan Documents or (b) to prejudice any right or rights which the Lenders now have or may have in the future under or in connection with the Loan Agreement or the other Loan Documents.

4. Consent and Reaffirmation of Guarantors. Each Guarantor, by its signature below, hereby (a) acknowledges and agrees to the terms and conditions set forth in this Amendment, (b) agrees that nothing in this Amendment in any way impairs or lessens its liabilities under the Loan Documents to which it is a party or by which it is bound, and (c) reaffirms all of its obligations and liabilities under all such Loan Documents.

5. Reaffirmation of Collateral. Each Obligor confirms the continued validity and effectiveness of the Security Documents and of all grants of liens, security and other interests in the Collateral made in connection with the closing under the Loan Agreement.

6. Conditions. This Amendment shall become effective as of the first date written hereof (such date being referred to as the "Amendment No. 4 Effective Date") when each of the following conditions shall have been satisfied:

(a) Agent shall have received an executed counterpart of this Agreement which has been executed by each Lender, each Borrower, each Guarantor and the Agent;

(b) Agent shall have received a certificate of a duly authorized officer of each Obligor, certifying (i) either (x) that attached copies of such Obligor's Organic Documents are true and complete, and in full force and effect, without amendment except as shown or (y) that there have been no changes to such Obligor's Organic Documents as previously delivered to Agent and such Organic Documents are true and complete and in full force and effect; (ii) that an attached copy of resolutions authorizing execution and delivery of this Amendment and each other Loan Document in connection with the related transactions is true and complete, and that such resolutions are in full force and effect, were duly adopted, have not been amended, modified or revoked, and constitute all resolutions adopted with respect to this Amendment; and (iii) to the title, name and signature of each Person authorized to sign this Amendment and any other Loan Documents in connection with the related transactions;

(c) Agent shall have received updated UCC, tax and judgment lien searches with respect to each Obligor in such jurisdictions as the Agent shall reasonably require, and the results of such searches shall be reasonably satisfactory to the Agent;

(d) Agent shall have completed and be satisfied with the results of its field examination of the books, records and operations of Obligors;

(e) Agent shall have received a non-refundable amendment fee in the amount of $20,000, which shall be due and payable by Obligors on the Amendment No. 4 Effective Date; and

(f) such other documents and instruments as the Agent or any Lender may reasonably request.

7. Representations and Warranties of the Obligors. In order to induce the Lenders to enter into this Amendment, each Obligor makes the following representations and warranties, which representations and warranties shall survive the execution and delivery hereof:

(a) Each of the Loan Agreement and the other Loan Documents are in full force and effect;

(b) Each of the Loan Agreement, the other Loan Documents and this Amendment have been duly authorized, executed and delivered by the parties thereto and constitute legal, valid and binding obligations of each Obligor, enforceable against such Obligor in accordance with their respective terms, except as enforceability may be limited by bankruptcy, insolvency or similar laws affecting the enforcement of creditors' rights generally;

(c) No Obligor has any offset, defense or counterclaim with respect to any of their obligations under the respective Loan Documents, as amended hereby (any such offset, defense or counterclaim as may now exist being hereby irrevocably waived by each Obligor);

(d) After giving effect to this Amendment, no Default nor Event of Default has occurred and is continuing;

(e) All of the representations and warranties of each Obligor in the Loan Documents are true and correct in all material respects (except (i) to the extent such representation and warranty is by its terms subject to materiality, in which case, such representation or warranty shall be true and correct in all respects and (ii) for representations and warranties that relate solely to an earlier date);

(f) Neither the execution and delivery of this Amendment by each Obligor, nor consummation by such Obligor of the transactions contemplated herein, nor compliance by such Obligor with the terms, conditions and provisions hereof (or of the Loan Agreement or the other Loan Documents as amended hereby) will conflict with or result in a breach of any of the terms, conditions or provisions, as applicable, of (i) any Obligor's Organic Documents, (ii) any agreement or instrument to which any Obligor is a party or by which the property of any Obligor is or may be bound, (iii) any judgment or order, writ, injunction or decree of any court, or (iv) any Applicable Law; and

(g) No action of, or filing with, any governmental or public body or authority, or any other Person, is required to authorize, or is otherwise required in connection with the execution, delivery and performance of this Amendment by each Obligor.

8. Governing Law. This Amendment, and any claim, controversy, dispute or cause of action (whether in contract, tort or otherwise) based upon, arising out of relating to this Amendment and the transactions contemplated hereby shall be governed by and construed in accordance with, federal law and the laws of the State of New York (without regard to the conflicts of law principles thereof that would call for the application of the laws of another jurisdiction).

9. Release.

(a) Each Obligor signatory hereto hereby releases and forever discharges Agent and Lenders and their respective parents, subsidiaries and affiliates, past or present, and each of them, as well as their respective directors, officers, agents, servants, employees, shareholders, representatives, attorneys, administrators, executors, heirs, assigns, predecessors and successors in interest, and all other persons, firms or corporations with whom any of the former have been, are now, or may hereafter be affiliated, and each of them (collectively, the "Releasees"), from and against any and all claims, demands, liens, actions, suits, causes of action in law or equity, obligations, controversies, debts, costs, expenses, damages, judgments, orders and liabilities of whatever kind or nature in law, equity or otherwise, whether known or unknown, fixed or contingent, suspected or unsuspected by such Obligor, and whether concealed or hidden (collectively, "Claims"), which such Obligor now owns or holds or has at any time heretofore owned or held, which are based upon or arise out of or in connection with any matter, cause or thing existing at any time prior to the date hereof or anything done, omitted or suffered to be done or omitted at any time prior to the date hereof in connection with the Loan Agreement or the other Loan Documents (collectively the "Released Matters").

(b) Each Obligor represents, warrants and agrees, that in executing and entering into this release, it is not relying and has not relied upon any representation, promise or statement made by anyone which is not recited, contained or embodied in this Amendment, the Loan Agreement or the other Loan Documents. Each Obligor has reviewed this release with such Obligor's legal counsel, and understands and acknowledges the significance and consequence of this release. Each Obligor understands and expressly assumes the risk that any fact not recited, contained or embodied therein may turn out hereafter to be other than, different from, or contrary to the facts now known to such Obligor or believed by such Obligor to be true. Nevertheless, each Obligor intends by this release to release fully, finally and forever all Released Matters and agrees that this release shall be effective in all respects notwithstanding any such difference in facts, and shall not be subject to termination, modification or rescission by reason of any such difference in facts.

(c) Each Obligor, on behalf of itself and its successors, assigns, and other legal representatives, hereby absolutely, unconditionally and irrevocably, covenants and agrees with each Releasee that it will not sue (at law, in equity, in any regulatory proceeding or otherwise) any Releasee on the basis of any Claims released, remised and discharged by such Obligor pursuant to this Section 10. If any Obligor violates the foregoing covenant, such Obligor agrees to pay, in addition to such other damages as any Releasee may sustain as a result of such violation, all attorneys' fees and costs incurred by any Releasee as a result of such violation.

10. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, and all which when taken together shall constitute a single agreement. Any signature delivered by a party by facsimile transmission or electronically (via "PDF" or similar format) shall be deemed to be an original signature hereto.

[Signatures appear on the following pages.]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

BORROWERS

GEE GROUP INC.

By: */s/ Kim Thorpe*
Name: Kim Thorpe
Title: Chief Financial Officer, Senior Vice President and Secretary

ACCESS DATA CONSULTING CORPORATION
SCRIBE SOLUTIONS, INC.
AGILE RESOURCES, INC.
TRIAD PERSONNEL SERVICES, INC.
SNI COMPANIES
BMCH, INC.

By: */s/ Kim Thorpe*
Name: Kim Thorpe
Title: Chief Financial Officer, Vice President, Treasurer and Secretary

PALADIN CONSULTING, INC.

By: */s/ Kim Thorpe*
Name: Kim Thorpe
Title: Treasurer and Assistant Secretary

HORNET STAFFING, INC.

By: */s/ Kim Thorpe*
Name: Kim Thorpe
Title: Treasurer and Chief Financial Officer

__GUARANTORS__:

GEE GROUP PORTFOLIO INC.

By: */s/ Kim Thorpe*
Name: Kim Thorpe
Title: Chief Financial Officer, Vice President, Treasurer and Secretary

TRIAD LOGISTICS, INC.

By: */s/ Kim Thorpe*
Name: Kim Thorpe
Title: Treasurer and Assistant Secretary

[Signature Page to Amendment No. 4 to Loan, Security and Guarantee Agreement]

FIRST-CITIZENS BANK & TRUST COMPANY, as
Agent and a Lender

By: *s/ George Kwong*
Name: George Kwong
Title: Director

[Signature Page to Amendment No. 4 to Loan, Security and Guarantee Agreement]

EXHIBIT 31.1

CERTIFICATION

I, Derek Dewan, certify that:

1. I have reviewed this Form 10-Q quarterly report for the six months ended March 31, 2026 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: May 14, 2026

/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-Q quarterly report for the six months ended March 31, 2026 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: May 14, 2026

/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 Quarterly Report of GEE Group Inc. (the "Company") on Form 10-Q for the six months ended March 31, 2026 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of the operations of the Company.

Date: May 14, 2026

By: */s/ Derek Dewan*
Derek Dewan
Chief Executive Office
(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 Quarterly Report of GEE Group Inc. (the "Company") on Form 10-Q for the six months ended March 31, 2026 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 Quarterly Report fairly presents, in all material respects, the financial condition and results of the operations of the Company.

Date: May 14, 2026

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