



53 Forest Avenue, Suite 101
Old Greenwich, CT 06870

Private & Confidential

January 6, 2026

GEE Group Inc.
Attn: Derek Dewan
7751 Belfort Parkway, Suite 150
Jacksonville, Florida 32256

Dear Mr. Dewan,

Star Equity Holdings, Inc. ("Star", "We", "Our") has performed preliminary due diligence on GEE Group Inc. ("GEE Group", "JOB", or the "Company") based solely on publicly available information and we believe Star could be an excellent merger partner for the Company. We also believe this potential combination would reduce public company and corporate overhead costs on a combined basis and create significant value for the shareholders of JOB.

Star is a publicly traded (NASDAQ: STRR), diversified holding company and has been operating in this capacity since September 2019. Star currently has four divisions: Building Solutions, Business Services, Energy Services, and Investments, and our acquisition strategy involves seeking both attractive bolt-on opportunities for our existing businesses as well as potentially entering entirely new segments where we believe we can create significant value.

Star maximizes the value of its investments by concentrating on certain sectors where we have operating and investment experience. We partner with talented management teams and invest capital to help build stronger companies and industry leaders. Star's structure frees up the operating management teams to focus on what they do best — operate and grow their businesses without the distractions of running a public company.

We believe there are several compelling reasons why Star would be an excellent merger partner for GEE Group and JOB shareholders including:

- Significant opportunities for public company overhead reduction by combining the two companies
- Increased focus for the operating management team to grow its business with fewer public-company-related distractions
- Significant opportunities for collaboration with the teams at GEE Group and the seasoned business leaders at Star's Hudson Talent Solutions business and Star's other portfolio companies, including numerous cross-selling opportunities

Star's portfolio investments are true partnerships, built on teamwork, open communication, and honest collaboration to capture value for all stakeholders. We make all our firm's expertise available to support

company management teams. We also have deep experience assisting our portfolio companies in evaluating acquisitions, financings, and other important strategic decisions.

1. Valuation: Subject to further due diligence, we could be willing to pay a meaningful premium to the Company's 12/31/25 closing stock price of \$0.1953.

2. Financing / Sources & Uses of Funds: We expect to fund the transaction through a combination of cash on hand, debt, and equity securities.

3. Approvals: At the appropriate time, Star will seek Board approval to consummate the transaction, subject to satisfactory completion of due diligence, negotiation, and execution of the definitive agreement and related documents, and the satisfaction of customary conditions, and representations set forth in the definitive agreement. Star is unaware of any third-party approvals required to close the transaction.

4. Due Diligence: Star anticipates conducting standard due diligence comprised of a review of financial, operating, and legal information, as well as discussions with members of the Company's management team, customers, and significant third-party vendors. In this regard, we expect you to provide us assistance as is reasonably requested and give access at reasonable times to all things related to the business and assets of the Company.

We are enthusiastic about proceeding with discussions with you and suggest we put a mutual NDA in place as the next logical step in our dialogue. If you have any questions about anything contained herein or our company, please contact me at (203) 489-9501. We look forward to hearing from you.

Sincerely,

Star Equity Holdings, Inc.

/s/ Jeffrey E. Eberwein

Jeffrey E. Eberwein
CEO

