

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by Registrant   
Filed by a Party other than the Registrant

- Preliminary Proxy Statement  
 Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**FLUX POWER HOLDINGS, INC.**

*(Name of Registrant as Specified in its Charter)*

**N/A**

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: N/A  
(2) Aggregate number of securities to which transaction applies: N/A  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A  
(4) Proposed maximum aggregate value of transaction: N/A  
Total fee paid: N/A

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

- (1) Amount Previously Paid: N/A  
(2) Form, Schedule or Registration Statement No.: N/A  
(3) Filing Party: N/A  
(4) Date filed: N/A

**FLUX POWER HOLDINGS, INC.**

**CONTROL ID:  
REQUEST ID:**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE 2023 ANNUAL STOCKHOLDERS MEETING**

**DATE:** THURSDAY, APRIL 20, 2023  
**TIME:** 10:00 A.M. PACIFIC TIME  
**LOCATION:** <https://agm.issuerdirect.com/flux>

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS**



**PHONE:**  
CALL TOLL FREE  
1-866-752-8683



**FAX:**  
SEND THIS CARD TO  
202-521-3464



**INTERNET:**  
[HTTPS://WWW.IPROXYDIRECT.COM/FLUX](https://www.iproxydirect.com/flux)  
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



**EMAIL:**  
[PROXY@IPROXYDIRECT.COM](mailto:PROXY@IPROXYDIRECT.COM)  
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

NOTICE ALSO CONSTITUTES WRITTEN NOTICE OF THE 2023 ANNUAL MEETING OF STOCKHOLDERS PURSUANT TO NEVADA LAW. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT, THE ANNUAL REPORT ON FORM 10-K, AND OTHER PROXY MATERIALS ARE BEING MADE AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/FLUX](https://www.iproxydirect.com/flux)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE APRIL 10, 2023.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/FLUX](https://www.iproxydirect.com/flux) UNTIL 10:00 AM PACIFIC TIME, APRIL 20, 2023.

**THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:**

1. TO ELECT THE FOLLOWING FIVE (5) PERSONS TO THE BOARD OF DIRECTORS OF THE COMPANY, EACH TO SERVE UNTIL THE NEXT ANNUAL MEETING OF STOCKHOLDERS OF THE COMPANY OR UNTIL SUCH PERSON SHALL RESIGN, BE REMOVED OR OTHERWISE LEAVE OFFICE:
  - CHEEMIN BO-LINN
  - RONALD F. DUTT
  - MICHAEL JOHNSON
  - LISA WALTERS-HOFFERT
  - DALE ROBINETTE
2. TO ADOPT THE FLOX POWER HOLDINGS, INC. 2023 EMPLOYEE STOCK PURCHASE PLAN;
3. TO RATIFY THE APPOINTMENT OF BAKER TILLY US, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2023; AND
4. TO CONDUCT ANY OTHER BUSINESS PROPERLY BROUGHT BEFORE THE ANNUAL MEETING.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON MARCH 6, 2023 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK, PAR VALUE \$0.001 PER SHARE, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE DIRECTOR NOMINEES UNDER PROPOSAL 1, "FOR" THE FLUX POWER HOLDINGS, INC. 2023 EMPLOYEE STOCK PURCHASE PLAN UNDER PROPOSAL 2, AND "FOR" THE RATIFICATION OF AUDITORS UNDER PROPOSAL 3.

PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD

**FLUX POWER HOLDINGS, INC**  
SHAREHOLDER SERVICES  
1 Glenwood Avenue Suite 1001  
Raleigh NC 27603

FIRST-CLASS MAIL  
US POSTAGE  
**PAID**  
RALEIGH NC  
PERMIT # 870

**TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED**

**IMPORTANT SHAREHOLDER INFORMATION**

**YOUR VOTE IS IMPORTANT**

