
**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
(Amendment No.)**

Filed by the 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 paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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FLUX POWER HOLDINGS, INC.

CONTROL ID:

REQUEST ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE 2025 ANNUAL MEETING OF STOCKHOLDERS**

DATE: WEDNESDAY, MAY 28, 2025
TIME: 10:00 A.M. PACIFIC STANDARD TIME
LOCATION: <https://agm.issuerelect.com/flux-2025>

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
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. THIS NOTICE ALSO CONSTITUTES WRITTEN NOTICE OF THE 2025 ANNUAL MEETING OF STOCKHOLDERS MEETING 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 MAY 14, 2025.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/FLUX](https://www.iproxydirect.com/flux)
UNTIL 11:59 PM EASTERN TIME, TUESDAY, MAY 27, 2025.

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:

KRISHNA VANKA
MICHAEL JOHNSON
LISA WALTERS-HOFFERT
DALE ROBINETTE
MARK F. LEPOSKY
2. TO APPROVE THE 2025 EQUITY INCENTIVE PLAN;
3. TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION, AS AMENDED ("ARTICLES"), TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK FROM 30,000,000 TO 75,000,000;
4. TO APPROVE AN AMENDMENT OF OUR ARTICLES TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK TO 3,000,000 AND TO PERMIT THE ISSUANCE OF 3,000,000 SHARES OF PREFERRED STOCK WITH RIGHTS AND PREFERENCES TO BE DETERMINED BY THE COMPANY'S BOARD OF DIRECTORS FROM TIME TO TIME;
5. TO RATIFY THE APPOINTMENT OF HASKELL & WHITE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2025;
6. TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY OR ADVISABLE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSALS 3 OR 4 IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE PROPOSALS 3 OR 4; AND
7. TO CONDUCT ANY OTHER BUSINESS PROPERLY BROUGHT BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

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 APRIL 8, 2025 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 AND "FOR" PROPOSAL 2, PROPOSAL 3, PROPOSAL 4, PROPOSAL 5 AND PROPOSAL 6.

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
