

### **ASX** announcement

29 November 2017

### **Letter to Security Holders**

In accordance with Listing Rule 3.17.1 attached is a copy of a letter being despatchd to CDI Holders tomorrow.

### For further information contact:

Lisa Jones Company Secretary

E: <u>lisajones@buildingiq.com</u>





MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

29 November 2017

Dear CDI Holder

## Stockholder Approval for Amendment of the Fourth Amended and Restated Certificate of Incorporation ("Certificate of Incorporation")

I am writing to you as the holder of CHESS Depositary Interests (*CDI*s) over common stock in BuildingIQ,Inc (the *Company*).

The Board of the Company has determined it to be in the best interests of the Company to amend the Company's Certificate of Incorporation to allow for an increase in the authorised number of shares of common stock from 150,000,000 to 500,000,000. Accordingly, the Company is seeking stockholder approval by way of Action by Written Consent (*Written Resolution*), without a meeting, in accordance with the Company's Bylaws and Delaware General Corporations Law.

The increase in authorised share capital under its US Certificate of Incorporation will provide flexibility for the Company to issue further securities should it decide to do so.

As you are aware, shares are held by CHESS Depositary Nominees Pty Ltd (*CDN*) on behalf of CDI holders. Therefore, the Company requests that you complete the attached CDI Voting Instruction Form, which provides instructions to CDN, who will act on your behalf in relation to the Written Resolution attached to the Voting Instruction Form at Annexure A.

Please read the attached Voting Instruction Form and Written Resolution carefully.

If you have any questions please contact me by email at <a href="mailto:lisajones@buildingiq.com">lisajones@buildingiq.com</a> or by phone on (02) 9360 0602.

Yours sincerely,

Lisa Jones

**Company Secretary** 





MR SAM SAMPLE **FLAT 123** 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

### Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

or email to votingforms@computershare.com.au

### For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

### **CDI Voting Instruction Form**

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ﷺ Please sign and return this CDI Voting Instruction Form so that is received no later than 2.00pm (AEDT) on Thursday, 7 December 2017

### **How to Vote**

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name on 27 November 2017 at 7.00pm (AEDT) entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives voting instructions to CHESS Depositary Nominees Pty Ltd (CDN), which will act on your behalf.

Your votes will be tabulated by Computershare Investor Services Pty Limited on behalf of the Company, which acts as agent for CDN in relation to this CDI Voting Instruction Form.

### **Signing Instructions**

Individual: Where the holding is in one name, the securityholder must

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it. Companies: Only duly authorised officer/s can sign on behalf of a

company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

turn over to complete the form



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

l	Change of address. If incorrect,
J	mark this box and make the
	correction in the space to the left.
	Securityholders sponsored by a
	broker (reference number commences
	with 'X') should advise your broker of
	any changes



I 999999999

LND

### **CDI Voting Instruction Form**

Please mark X to indicate your directions

### CHESS Depositary Nominees Pty Ltd will act as directed

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Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of BuildingIQ, Inc. hereby direct CHESS Depositary Nominees Pty Ltd as follows:

Please mark ONLY ONE of the boxes below.

I direct CHESS Depositary Nominees Pty Ltd to approve the written resolution of stockholders set out in Annexure A to this form (Written Resolution).

OR

I direct CHESS Depositary Nominees Pty Ltd not to approve the Written Resolution.

OR

I direct CHESS Depositary Nominees Pty Ltd not to approve the Written Resolution.

PLEASE NOTE: By ticking one of the boxes above you are giving direction to CHESS Depository Nominees Pty Ltd to act in relation to your entire holding of CDIs.

If your completed CDI Voting Instruction Form is not received by 2:00pm (AEDT) on 7 December 2017 you will be taken to have directed CDN to take no action in relation to the Written Resolution.

Signature of Stockho	lder(s) This	s section must be completed.				
Individual or Securityholder 1	Securityholder 2	2	Securityholder 3			
Sole Director and Sole Company Secretary	Director	Contact	Director/Company	y Secretary		
Contact Name		Daytime Telephone		Date	1	1



### **ANNEXURE A**

# ACTION BY WRITTEN CONSENT OF THE STOCKHOLDERS OF BUILDINGIQ, INC.

Effective Da	te:	201	7

The undersigned stockholders of outstanding shares of capital stock of BuildingIQ, Inc., a Delaware corporation (the "Company"), having not less than the minimum number of votes that would be necessary to authorize or take the following action at a meeting at which all shares entitled to vote thereon were present and voted, consent that the following action be taken without a meeting and without prior notice as authorized by Section 228 of the Delaware General Corporation Law ("DGCL") and Section 2.10 of the Company's Bylaws, as amended ("Bylaws"):

### Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation

WHEREAS, the Board of Directors of the Company (the "Board") has determined it to be in the best interests of the Company to amend the Company's Fourth Amended and Restated Certificate of Incorporation, as amended, to provide for, among other things, an increase in the authorized number of shares of Common Stock, \$0.0001 par value per share ("Common Stock"), to 500,000,000 as more fully set forth in the Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation, in substantially the form attached hereto as Exhibit A (the "Certificate of Amendment").

**NOW, THEREFORE, BE IT RESOLVED**, that the Certificate of Amendment is hereby confirmed, approved, and adopted, in all respects, together with such changes thereto as any authorized officer of the Company may deem necessary and appropriate.

**RESOLVED FURTHER**, that the officers of the Company are authorized and directed to execute and file the Certificate of Amendment with the Delaware Secretary of State.

### **Omnibus Resolutions**

**RESOLVED**, that the stockholders hereby approve, adopt, authorize, ratify and confirm all acts heretofore taken in connection with the foregoing resolutions by the Board and/or the officers of the Company in good faith in their capacities with the Company as the valid and binding acts of the Company duly approved by the stockholders.

(Signature pages follow)

This Action by Written Consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this Action by Written Consent, CHESS Depositary Nominees Pty Ltd is giving written consent in accordance with a voting instruction certification received from certain holders of CHESS Depositary Interests with respect to the number of shares of the Company's capital stock specified below, in favor of the above resolutions. This Action by Written Consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this Action by Written Consent may be substituted or used in lieu of the original writing for all purposes for which the original writing could be used, provided that such copy, facsimile or other reliable reproduction is a complete reproduction of the entire original writing. This Action by Written Consent shall be filed with the minutes of the proceedings of the Company's stockholders.

CHESS Depositary Nominees Pty Ltd in its capacity as a depositary nominee under instruction from certain holders of CHESS Depositary Interests  Name of stockholder
Number of shares of the Company's capital stock
Signature
Name of signatory (if an entity)
Title of signatory (if an entity)



#### **EXHIBIT A**

### Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation

# CERTIFICATE OF AMENDMENT OF THE FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF BUILDINGIQ, INC.

The undersigned, for purposes of amending the Fourth Amended and Restated Certificate of Incorporation, as amended (the "Certificate"), of BuildingIQ, Inc. (the "Corporation"), a corporation organized and existing under, and by virtue of, the Delaware General Corporation Law (the "DGCL"), certifies as follows:

- 1. The date on which the original Corporation's Certificate of Incorporation was filed with the Delaware Secretary on October 25, 2012.
- 2. The first sentence of Article Fourth of the Certificate is hereby amended and restated, in its entirety, to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 500,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), and (ii) 32,110,300 shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock")."

- 3. The foregoing amendment has been duly approved by the Corporation's Board of Directors in accordance with the provisions of Sections 141 and 242 of the DGCL.
- 4. The foregoing amendment has been duly approved by the written consent of the Corporation's stockholders in accordance with Sections 228 and 242 of the DGCL.

(Signature page follows)

	-	•	his Certificate of Amendment to d by an authorized officer this
day of	, 2017.		
		BUILDINGIQ, IN	C.
		By:	