

**THOMSON GEER**  
LAWYERS

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Our ref DRZ:HHJ:3757660

23 November 2015

Coffey International Limited  
c/- Norton Rose Fulbright  
Level 18, Grosvenor Place  
225 George Street  
SYDNEY NSW 2000  
Attention: Mr. John Elliott

By fax

and

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs

**Off-market takeover offer by Tetra Tech, Inc. for Coffey International Limited  
ASIC Form 604**

We act for Tetra Tech, Inc. (**Tetra Tech**) in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all the ordinary shares in Coffey International Limited (ACN 003 835 112).

Please find **enclosed** ASIC Form 604 (Notice of change of interests of substantial holder) from Tetra Tech in accordance with section 671B(1) of the Corporations Act.

Yours faithfully  
**THOMSON GEER**



**David Zwi**  
Partner  
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M 0419 284 143  
E dzwi@tglaw.com.au

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Coffey International Limited

ACN/ARSN 003 835 112

### 1. Details of substantial holder (1)

Name Tetra Tech, Inc. (Tetra Tech)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

20 November 2015

The previous notice was given to the company on

20 November 2015

The previous notice was dated

20 November 2015

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	39,817,205	15.56%	47,375,776	18.52%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20 November 2015	Tetra Tech	Acquisition of relevant interest under s608(1) of the Corporations Act pursuant to acceptance of offers dated 10 November 2015 made under Tetra Tech's off-market takeover bid for the ordinary shares in COF on the terms set out in Tetra Tech's bidder's statement dated 6 November 2015 (Offers).	A\$0.425 per share.	7,558,571 fully paid ordinary shares	7,558,571

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tetra Tech	Persons to whom the Offer was made who have accepted the Offer	Tetra Tech	Taken under s608(1) of the Corporations Act to have a relevant interest by reason of the contracts formed by the acceptance of Offers.	47,375,776 fully paid ordinary shares	47,375,776

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

**6. Addressee**

The addresses of persons named in this form are as follows:

Name	Address
Tetra Tech	3475 East Foothill Boulevard, Pasadena, California 91107-6024, United States of America

**Signature**

print name	Janis B. Salin	capacity	Senior Vice President, General Counsel & Secretary
sign here	<i>Janis B. Salin</i>	date	23 November 2015

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document settling out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.