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Our ref DRZ:HHJ:3757660

27 November 2015

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

By fax

Dear Sir/Madam

**Off-market takeover offer by Tetra Tech, Inc. for Coffey International Limited  
First Supplementary Bidder's Statement**

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) (**Coffey**).

We enclose, by way of service in accordance with section 647(3)(b) of the Corporations Act, a copy of Tetra Tech's first supplementary bidder's statement dated 27 November 2015 (**First Supplementary Bidder's Statement**), which supplements Tetra Tech's original bidder's statement dated 6 November 2015.

The First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission and sent to Coffey today.

Yours faithfully  
**THOMSON GEER**



**David Zwi**  
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**TETRA TECH**

## **FIRST SUPPLEMENTARY BIDDER'S STATEMENT**

### **1 Introduction**

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#### **1.1 Supplementary Bidder's Statement**

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) to the bidder's statement dated 6 November 2015 (**Original Bidder's Statement**) issued by Tetra Tech, Inc. (**Tetra Tech**) in relation to Tetra Tech's off-market takeover bid for all of the ordinary shares in Coffey International Limited (ACN 003 835 112) (**Coffey**).

This First Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in compliance with the requirements of section 643 of the *Corporations Act*.

This First Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement. This document prevails in the event of any inconsistency with the Original Bidder's Statement.

#### **1.2 Important notices**

A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 27 November 2015. Neither ASIC nor its officers takes any responsibility for the contents of this First Supplementary Bidder's Statement.

#### **1.3 Defined terms and interpretation**

Unless the context otherwise requires, capitalised terms in this First Supplementary Bidder's Statement have the same meaning given to them in Section 13.1 of the Original Bidder's Statement. The rules of interpretation set out in Section 13.2 of the Original Bidder's Statement also apply to this First Supplementary Bidder's Statement, unless the context otherwise requires.

### **2 Institutional acceptance facility**

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#### **(a) Establishment of IAF**

Tetra Tech has established an institutional acceptance facility (**IAF**) open to Coffey Shareholders who are professional investors (as defined in section 9 of the *Corporations Act*) and hold or beneficially own at least 235,295 Coffey Shares, constituting at least A\$100,000 worth of Coffey Shares based on the Offer Price), (**Eligible Institutional Investors**).

Coffey Shareholders who are not Eligible Institutional Investors cannot participate in the IAF, but may accept the Offer by following the instructions in the Original Bidder's Statement.

The IAF has been established to enable Eligible Institutional Investors to indicate their intentions to accept the Offer before the Offer is or becomes unconditional, as Tetra Tech understands that some of these Coffey Shareholders may be unwilling or unable, because of their investment mandates, to accept the Offer until the Offer becomes or is declared unconditional.

The operator of the IAF is Computershare Clearing Pty Limited (ACN 063 826 228) (**IAF Operator**).

(b) Operation of the IAF

Eligible Institutional Shareholders are able to demonstrate their intention to accept the Offer by lodging with the IAF Operator a duly completed and executed "appointment of facility operator" form (**Appointment Form**), and either:

- (i) where the Eligible Institutional Shareholder is recorded as the holder of Coffey Shares, lodging with the IAF Operator an executed Acceptance Form; or
- (ii) where the Eligible Institutional Shareholder holds Coffey Shares through a custodian as a beneficial holder, lodging with the IAF Operator an executed "custodian direction" form (**Custodian Direction**),

in order to accept the Offer in respect of all of their Coffey Shares.

(In this First Supplementary Bidder's Statement, the expression **Acceptance Instructions**, in relation to an Eligible Institutional Investor, refers to the Appointment Form and either the Acceptance Form or Custodian Direction, as applicable, lodged by that Eligible Institutional Investor.)

By submitting its Acceptance Instructions, an Eligible Institutional Shareholder appoints the IAF Operator to hold the Acceptance Instructions as collection agent only and subject to a bare trust.

Pursuant to ASIC Class Order CO13/520 and pursuant to the terms of appointment of the IAF Operator contained in the Acceptance Instructions, Tetra Tech will not acquire a Relevant Interest in any Coffey Shares through the receipt by the IAF Operator of an Acceptance Instruction, because the IAF has been established on the basis that it fulfils the requirements of subsection 609(8A) of the Corporations Act as inserted by ASIC Class Order CO13/520.

When the IAF Operator receives written confirmation from Tetra Tech (**Confirmation Notice**) stating that:

- (i) the Offer is free from all the Conditions (as set out in Section 12.5 of the Original Bidder's Statement); or
- (ii) the Offer will be, or Tetra Tech will declare the Offer, free from all Conditions no later than the time that all Acceptance Instructions lodged with the IAF Operator are processed,

then each Eligible Institutional Shareholder who has accepted the Offer by submitting its Acceptance Instructions is deemed to have directed the IAF Operator to deliver and the IAF Operator must deliver:

- (i) the Acceptance Form to Computershare Investor Services Pty Limited (Tetra Tech's share registrar); or
- (ii) the Custodian Direction to the relevant custodian,

(as the case may be).

Tetra Tech reserves the right to free the Offer from all Conditions and deliver the Confirmation Notice to the IAF Operator at any time before the end of the Offer Period (subject to the Corporations Act), irrespective of the number of acceptances held by Tetra Tech or the number of Acceptance Instructions held by the IAF Operator.

Eligible Institutional Investors may withdraw their Acceptance Instructions at any time prior to the IAF Operator receiving the Confirmation Notice from Tetra Tech. Until the IAF Operator receives the Confirmation Notice, Eligible Institutional Shareholders will retain all rights in relation to their Coffey Shares. Upon receipt of written notification from an Eligible Institutional Investor, the IAF Operator must return the Acceptance Instructions submitted by that Eligible Institutional Investor.

A copy of the Appointment Form setting out the terms of appointment of the IAF Operator will be provided to each Eligible Institutional Investor by the IAF Operator. Eligible Institutional Investors who require further information may contact the IAF Operator by email to [custodians@computershare.com.au](mailto:custodians@computershare.com.au), or by telephone on 1800 095 862 (callers within Australia) and +61 3 9415 4325 (callers outside Australia),<sup>1</sup> Monday to Friday between 9:00am and 5:00pm (Sydney time).

The above summary is subject to the terms of the IAF set out in the Appointment Form.

(c) Disclosure of acceptances through the IAF

In accordance with ASIC Class Order CO13/520, for every movement of at least 1% in the aggregate of the number of Coffey Shares in which Tetra Tech has a Relevant Interest and the number of Coffey Shares the subject of Acceptance Instructions, Tetra Tech will announce to the ASX by 9.30am on the next trading day after such movement a notice setting out the aggregate number and percentage of Coffey Shares:

(i) in which Tetra Tech has a Relevant Interest; and

(ii) which are the subject of Acceptance Instructions,

and a breakdown between the two categories referred to in paragraphs 2(c)(i) and 2(c)(ii) above.

### 3 Consent

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The IAF Operator has consented to being named in this First Supplementary Bidder's Statement in the form and context in which it is named and has not withdrawn that consent as at the date of this First Supplementary Bidder's Statement. The IAF Operator has not caused or authorised the issue of this First Supplementary Bidder's Statement or has been in any way involved in making the Offer. The IAF Operator, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this First Supplementary Bidder's Statement.

### 4 Authorisation

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This First Supplemental Bidder's Statement has been approved by a resolution passed by the Directors of Tetra Tech.

Dated: 27 November 2015



Mr. Dan L. Batrack  
Chairman and Chief Executive Officer  
For and on behalf of Tetra Tech, Inc.

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<sup>1</sup> Calls to these numbers may be recorded.