

**THOMSON GEER**  
LAWYERS

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Our ref DRZ:HHJ:3757660

18 January 2016

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

By email

and

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

By fax

Dear Sirs

**Off-market takeover offer by Tetra Tech, Inc. for Coffey International Limited  
ASIC Form 604 and notice of change of interests under Institutional Acceptance Facility**

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

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*.

We refer to the institutional acceptance facility established by Tetra Tech on the terms set out in its First Supplementary Bidder's Statement dated 27 November 2015 (**Institutional Acceptance Facility**).

Since Tetra Tech's ASIC Form 604 and notice of change of interests under Institutional Acceptance Facility dated 7 January 2016 (**Previous Notice**), the aggregate of:

- the number of Coffey Shares in respect of which Tetra Tech has received acceptance instructions under the Institutional Acceptance Facility (in the form of acceptance forms and/or directions to custodians to accept the Offer) (**IAF Acceptances**); and
- the number of Coffey Shares in which Tetra Tech has a relevant interest (**Relevant Interest**),

has changed as set out in the following table:

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Category	Previous Notice as at 7:00pm (Sydney time) on 6 January 2016		This notice as at 7:00pm (Sydney time) on 15 January 2016	
	Number of Coffey Shares	Percentage of all Coffey Shares*	Number of Coffey Shares	Percentage of all Coffey Shares*
IAF Acceptances	58,642,172	22.92%	9,478,786	3.71%
Relevant Interest	155,297,703	60.70%	234,423,524	91.63%
Total	213,939,875	83.62%	243,902,310	95.34%

*Nota: \* Rounded to 2 decimal places. Totals may not add due to rounding.*

In accordance with the terms of the Institutional Acceptance Facility, Computershare Clearing Pty Limited as the facility operator under the Institutional Acceptance Facility (**Facility Operator**) holds the IAF Acceptances as acceptance facility collection agent, and must deliver:

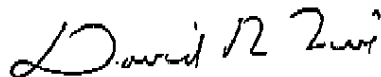
- the acceptance forms it holds in accordance with the instructions on them; and
- the custodian directions it holds to the relevant custodians (directing them to accept the Offer),

immediately after Tetra Tech gives the Facility Operator written notice that it has declared the Offer free from all defeating conditions that have not been fulfilled or waived, or will declare the Offer free from all defeating conditions that have not been fulfilled or waived no later than the time that all IAF Acceptances lodged with the Facility Operator are processed, (**Confirmation Notice**). IAF Acceptances may be withdrawn at any time before the Facility Operator receives such Confirmation Notice.

A Confirmation Notice was given by Tetra Tech to the Facility Operator on 15 January 2016. As a result, IAF Acceptances may no longer be withdrawn.

Until processed, IAF Acceptances do not constitute formal acceptances of the Offer and accordingly, the Coffey Shares in which Tetra Tech has a Relevant Interest (as set out in the table above and in the ASIC Forms 604 lodged by Tetra Tech) do not include the Coffey Shares which are the subject of IAF Acceptances.

Yours faithfully  
**THOMSON GEER**



**David Zwi**

Partner

T +61 2 8248 3414

M 0419 284 143

E dzwi@tgllaw.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

15 January 2016

The previous notice was given to the company on

7 January 2016

The previous notice was dated

7 January 2016

**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	155,297,703	60.70%	234,423,524	91.63%

**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
7 January 2016	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.	926,771 fully paid ordinary shares	926,771
8 January 2016				616,853 fully paid ordinary shares	616,853
11 January 2016				291,593 fully paid ordinary shares	291,593
12 January 2016				40,782 fully paid ordinary shares	40,782
13 January 2016				70,766 fully paid ordinary shares	70,766
14 January 2016				28,572 fully paid ordinary shares	28,572
15 January 2016				77,417,380 fully paid ordinary shares	77,417,380
7 January 2016	Tetra Tech	Decrease in relevant interest as a result of withdrawal of acceptances of Offers pursuant to withdrawal right referred to in notice of variation dated 15 December 2015.	Nil.	55,396 fully paid ordinary shares	55,396
8 January 2016				9,000 fully paid ordinary shares	9,000
12 January 2016				200,000 fully paid ordinary shares	200,000
14 January 2016				2,500 fully paid ordinary shares	2,500

**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.	234,423,524 fully paid ordinary shares	234,423,524

**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:

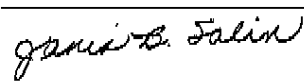
Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

**6. Addressee**

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

Name	Address
Tetra Tech	3475 East Foothill Boulevard, Pasadena, California 91107-8024, United States of America

**Signature**

print name	Janis B. Salin	capacity	Senior Vice President, General Counsel & Secretary
sign here		date	18 January 2016

**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 8 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 setting 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.