

THOMSON GEER
LAWYERS

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Our ref DRZ:HHJ:3757660

18 January 2016

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
Notice of compulsory acquisition**

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 in Coffey International Limited (ACN 003 835 112) (**Coffey**).

We **enclose**, by way of service in accordance with section 661B(1)(d) of the Corporations Act, the following documents relating to the compulsory acquisition of Coffey shares in respect of which acceptances of Tetra Tech's Offer have not been received:

- 1 Tetra Tech's ASIC Form 6021 (*Notice of compulsory acquisition following takeover bid*); and
 - 2 sample copy of a covering letter from Tetra Tech to Coffey shareholders dated 18 January 2016,
- which were lodged with ASIC today and will be despatched to each relevant Coffey shareholder.

Yours faithfully
THOMSON GEER



David Zwi
Partner
T +61 2 8248 3414
M 0419 284 143
E dzwi@tglaw.com.au

**Australian Securities &
Investments Commission**

Form 6021
Corporations Act 2001
661B(1)(a)

Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary shares

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

Coffey International Limited

ACN/ABN/ARSN

003 835 112

Tick applicable box(es)

- ☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid relates.
- ☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Tetra Tech, Inc.

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

- ☐ closed
- ☒ are scheduled to close

Date offers closed or are scheduled to close

on

Date

2 / 9 / 0 1 / 1 6
(D) (D) (M) (M) (Y) (Y)

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- ☒ securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- ☐ securities to which the bid related issued after the end of the offer period and before the date of this notice
- ☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being
- ☐ the following securities in the bid class in which the bidder has a relevant interest

Description of securities

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- ☒ 661A(1)
- ☐ 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

Date of lodgement

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

1	8	/	0	1	1	6
[D]	[D]		[M]	[M]	[Y]	[Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. ~~You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:~~

Details of alternative terms

N/A

~~If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:~~

Set out the terms that will apply

N/A

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
- ☒ this notice was given.
- ☐ the end of the offer period.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

Signature

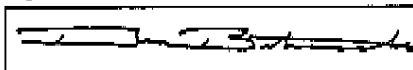
Name of person signing

Dan L. Batrack

Capacity

Director of Tetra Tech, Inc.

Signature



Date signed

1	8	/	0	1	1	6
[D]	[D]		[M]	[M]	[Y]	[Y]

**TETRA TECH**

18 January 2016

└ 000001 000 COP
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Coffey shareholder,

Compulsory acquisition of Coffey shares

I am writing to you in relation to Tetra Tech, Inc.'s A\$0.425 per share cash offer (**Offer**) for all the issued ordinary shares in Coffey International Limited (ACN 003 835 112) (**Coffey**) under its bidder's statement dated 6 November 2015 (as supplemented and varied) (**Bidder's Statement**).

Following strong support from the Board of Coffey and its shareholders, Tetra Tech has received acceptances in relation to its Offer in excess of 90% of all Coffey Shares on issue as at 18 January 2016, and has declared the Offer unconditional.

Tetra Tech will now commence compulsory acquisition of all remaining Coffey shares in which it does not have a relevant interest under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**), for the same consideration as offered under the Offer (ie, A\$0.425 per share in cash). Further information about the compulsory acquisition process is set out in the enclosed ASIC Form 6021, which you should read in its entirety.

You are receiving this letter because registry records indicate that you have not yet accepted the Offer.

If you have not accepted the Offer, you may still do so by 5.00pm (Sydney time) on 29 January 2016 (being the scheduled closing time for the Offer) by following the instructions in the Bidder's Statement and on the Acceptance Form. Coffey shareholders who accept the Offer by the scheduled closing time will receive consideration for their shares earlier, instead of having to wait for their shares to be compulsorily acquired under the compulsory acquisition process.

If you do not accept the Offer before the scheduled closing time for the Offer, then on completion of the compulsory acquisition procedure, you will be given a notice as to how you may claim the consideration for your Coffey shares. Subject to the Corporations Act, this notice is expected to be sent around 5 to 6 weeks after the date of this letter.

If you have any questions or require additional assistance, please call the Tetra Tech Offer Information Line on 1 300 425 842 (for callers within Australia) or +61 3 9415 4634 (for callers outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time).

Yours sincerely,

Mr. Dan L. Batrack
Chairman and Chief Executive Officer
Tetra Tech, Inc.

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Pasadena, CA 91107-6024
United States of America
www.tetrattech.com

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