

**THOMSON GEER**  
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Our ref DRZ:HHJ:3757660

15 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  
Declaring Offer unconditional**

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**).

Each capitalised term used in this letter which is not defined has the meaning given to that term in the bidder's statement issued by Tetra Tech dated 6 November 2015 (as supplemented by the first supplementary bidder's statement dated 27 November 2015 and as varied by the notices of variation dated 3 December 2015 and 15 December 2015), unless the context requires otherwise.

We enclose, by way of service in accordance with sections 650F and 630 of the Corporations Act, Tetra Tech's notice declaring the Offer free from all conditions set out in section 12.5 of the Bidder's Statement.

As the Offer is now unconditional, Tetra Tech has simultaneously issued a Confirmation Notice to Computershare Clearing Pty Ltd (**IAF Operator**) as the operator of the Institutional Acceptance Facility established by Tetra Tech in relation to the Offer. The IAF Operator will now proceed to deliver the Acceptance Instructions it holds either (if the instructions relate to an Acceptance Form) in accordance with the instructions on the Acceptance Form or (if the instructions relate to a Custodian Direction) to the relevant custodian, in accordance with the terms of the Institutional Acceptance Facility.

As at 7:00pm (Sydney time) on 14 January 2016:

- Tetra Tech had a relevant interest in 157,006,144 Coffey Shares, representing approximately 61.37% of all Coffey Shares on issue; and
- the IAF Operator held Acceptance Instructions in respect of 58,642,172 Coffey Shares under the Institutional Acceptance Facility, representing approximately 22.92% of all Coffey Shares on issue. Once those Acceptance Instructions have been delivered and processed as formal acceptances of the Offer, Tetra Tech will also have a relevant interest in those acceptances.

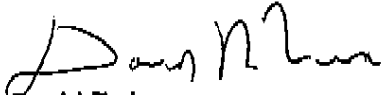
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Now that the Offer is unconditional, Tetra Tech reserves the right to purchase Coffey Shares on market at or below A\$0.425 per share.

Yours faithfully  
**THOMSON GEER**



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

## NOTICE TO FREE TAKEOVER OFFER FROM CONDITIONS AND NOTICE OF STATUS OF CONDITIONS

To: Coffey International Limited (ACN 003 835 112) (**Coffey**)  
ASX Limited (ACN 008 624 691)

### 1 Declaring the Offer unconditional

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In relation to the takeover offer by Tetra Tech, Inc. (**Tetra Tech**) for all the ordinary shares in Coffey (**Offer**) that is contained in the bidder's statement dated 6 November 2015 (as supplemented by the first supplementary bidder's statement dated 27 November 2015 and as varied by the notices of variation dated 3 December 2015 and 15 December 2015) (**Bidder's Statement**), and for the purposes of sections 650F and 630(4) of the *Corporations Act 2001* (Cth), Tetra Tech gives notice declaring that:

- (a) the Offer, and any takeover contracts arising from acceptance of the Offer, are free from all of the conditions set out in section 12.5 of the Bidder's Statement; and
- (b) as at 7:00pm (Sydney time) on 14 January 2016, its voting power in Coffey is approximately 61.37%.<sup>1</sup>

### 2 Authorisation

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This notice has been approved by a resolution passed by the directors of Tetra Tech.

Dated: 15 January 2016

A handwritten signature in black ink, appearing to read 'Dan L. Batrack'.

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

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<sup>1</sup> Tetra Tech's voting power in Coffey as set out in this notice does not take into account any Coffey shares the subject of conditional instructions to accept the Offer held under the Institutional acceptance facility relating to the Offer.