

**THOMSON GEER**

LAWYERS

Level 25, 1 O'Connell Street  
Sydney NSW 2000 AustraliaGPO Box 3909 Sydney NSW 2001  
DX 69 SydneyT +61 2 8248 5800  
F +61 2 8248 5899

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  
Second 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 second supplementary bidder's statement dated 18 January 2016 (**Second Supplementary Bidder's Statement**), which supplements Tetra Tech's original bidder's statement dated 6 November 2015 as supplemented by the first supplementary bidder's statement dated 27 November 2015 and as varied.

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

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

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**TETRA TECH**

## SECOND SUPPLEMENTARY BIDDER'S STATEMENT

### 1 Introduction

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#### 1.1 Supplementary Bidder's Statement

This document is the second supplementary bidder's statement (**Second 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 **Second 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 **Second Supplementary Bidder's Statement** supplements and is to be read together with (a) the **Original Bidder's Statement** 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, and (b) the notice to free takeover offer from conditions and notice of status of conditions dated 15 January 2016. This document prevails in the event of any inconsistency with the **Original Bidder's Statement**.

#### 1.2 Important notices

A copy of this **Second Supplementary Bidder's Statement** was lodged with the Australian Securities and Investments Commission (**ASIC**) on 18 January 2016. Neither ASIC nor its officers takes any responsibility for the contents of this **Second Supplementary Bidder's Statement**.

#### 1.3 Defined terms and interpretation

Unless the context otherwise requires, capitalised terms in this **Second 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 **Second Supplementary Bidder's Statement**, unless the context otherwise requires.

### 2 Updates to Section 7 of the Original Bidder's Statement

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#### 2.1 Board structure

On 15 January 2016, Tetra Tech declared the Offer, and any takeover contracts arising from acceptance of the Offer, free from all of the conditions set out in section 12.5 of the **Original Bidder's Statement**.

Concurrently with the issue of this **Second Supplementary Bidder's Statement**, Tetra Tech has confirmed that it is proceeding with compulsory acquisition of those Coffey shares in respect of which acceptances of Tetra Tech's Offer have not been received.

In section 7 of the **Original Bidder's Statement**, Tetra Tech stated that if it becomes entitled to proceed with compulsory acquisition of Coffey Shares, then it would consider an appropriate structure for the boards of Coffey and its Subsidiaries, and any company in respect of which Coffey has nominee directors, which is likely to include the appointment of nominees of Tetra Tech, but that the Coffey Board structure and the identity of Tetra Tech's nominees to the Coffey Board had not yet been determined, and would depend on the circumstances at the time.

Tetra Tech has determined to nominate the following persons to be appointed as directors of Coffey (with Mr Ron Chu to also be appointed as Chief Executive Officer of Coffey), with all appointments taking effect on the date of this **Second Supplementary Bidder's Statement**, being 18 January 2016:

**(a) Dan L. Batrack**

Please refer to section 5.3(a) of the Original Bidder's Statement for further information about Mr. Batrack.

**(b) Ronald J. Chu**

Mr. Chu is the Executive Vice President and President of Resource Management and Energy (RME) at Tetra Tech.

Mr. Chu has served as the President of RME since June 2007. He has more than 16 years of experience with Tetra Tech, and has served in various technical and management capacities, including project and program manager, office manager, regional manager and Chief Operating Officer of the predecessor to RME. Mr. Chu was named a Vice President in 2001, and has served as president of several subsidiary companies during his tenure with Tetra Tech.

Mr. Chu began his career as a civil/sanitary engineer in 1981 and entered the environmental consulting field in 1984. His career has included management of major assessment, engineering and remediation programs for major oil and gas companies, Fortune 100 manufacturers, energy suppliers, and government agencies. Mr. Chu is a registered professional engineer in several states in the US and has authored numerous technical articles. He holds a Bachelor of Science in Civil Engineering from Northeastern University and an Master of Science in Environmental Engineering from the University of Southern California.

**(c) Lachlan D. Walker**

Mr. Walker is the Projects and Business Development Manager at Proteus Engineers Pty Ltd., a Tetra Tech company.

Proteus EPCM Engineers (Proteus), 50% owned by Mr. Walker, was acquired by Tetra Tech in 2011. Following the acquisition, Mr. Walker, as Director and CEO, oversaw Proteus' successful integration as an operating unit within the Tetra Tech organisation.

Mr. Walker's career commenced as a civil engineer in 1971, developing into Feasibility Study and EPC/EPCM Project Management that was focused on the chemical, mineral processing and mining materials handling industries in Australia, Asia and Africa.

Mr. Walker is a Fellow, Institute of Engineers, Australia, a member of the Project Management Institute and a member of the Australian Cost Engineering Society. He holds a Bachelor of Civil Engineering from the University of Western Australia.

Tetra Tech has provided signed consents from the above persons to Coffey.

In accordance with clause 5.8 of the Bid Implementation Agreement between Tetra Tech and Coffey dated 14 October 2015, Coffey will procure the appointment of the persons named above as Coffey directors on the date of this Second Supplementary Bidder's Statement, being 18 January 2016.

Simultaneously with the appointment of Tetra Tech's nominees to the Coffey Board on the date of this Second Supplementary Bidder's Statement, being 18 January 2016:

- (a) the current directors of Coffey will resign as directors of Coffey;
- (b) Mr John Douglas will resign as Chief Executive Officer and as a director of Coffey; and
- (c) the boards of directors of all other Australian entities in the Coffey Group will be replaced by the nominees of Tetra Tech. (The boards of directors of all non-Australian entities in the Coffey Group will also be changed as Tetra Tech determines.)

**2.2 Corporate structure**

As set out in section 7 of the Original Bidder's Statement, Tetra Tech's overall objective is to continue the current operations of the Coffey Group, and it intends to retain the Coffey Group as a long-term investment and to review and develop a comprehensive, longer term business plan for the Coffey Group.

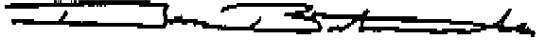
In line with that objective, Tetra Tech's current intention is to identify, evaluate and pursue suitable opportunities to reduce the existing debt of the Coffey Group, and to better integrate the businesses of Tetra Tech and Coffey from a structural/operational perspective.

**3 Authorisation**

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

Dated: 18 January 2016



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

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