

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **Dick Smith Holdings Limited**

ACN/ARSN **166 237 841**

1. Details of substantial shareholder

Name **Deutsche Bank AG and its related bodies corporate (together the "Deutsche Bank Group")**

ACN/ARSN (if applicable) **064 165 162**

The holder became a substantial holder on **25 September 2014**

2. Details of 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 on the date of the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	12,200,797	12,200,797	5.16%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities (Ordinary shares)
Deutsche Bank AG, Sydney Branch	Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as principal	1,057,342
Deutsche Securities Australia Ltd	Power to dispose of, or control the exercise of a power to dispose of, the securities held pursuant to securities lending agreements Refer to Schedule 2	2,694,100
Deutsche Bank AG, London Branch	Power to dispose of, or control the exercise of a power to dispose of, the securities held pursuant to securities lending agreements Refer to Schedule 2	8,315,400
Deutsche Bank Securities Inc.	Power to dispose of, or control the exercise of a power to dispose of, the securities held pursuant to securities lending agreements Refer to Schedule 2	92,000

Deutsche Asset & Wealth Management Investment GmbH	Power to dispose of, or control the exercise of a power to dispose of, the securities held in capacity as investment manager	41,955
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4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities (Ordinary shares)
Deutsche Bank AG, Sydney Branch	Pan Australia Nominees Pty Ltd	Deutsche Bank AG, Sydney Branch	135,000
	Bainpro Nominees Pty Ltd		593,075
	Unknown		329,267
Deutsche Securities Australia Ltd	Unknown	Deutsche Securities Australia Ltd	2,694,100
Deutsche Bank AG, London Branch	Unknown	Deutsche Bank AG, London Branch	8,315,400
Deutsche Bank Securities Inc.	Unknown	Deutsche Bank Securities Inc.	92,000
Deutsche Asset & Wealth Management Investment GmbH	Unknown	Deutsche Asset & Wealth Management Investment GmbH	41,955

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Please refer to Schedule 1				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Deutsche Securities Australia Ltd	The entity is ultimately controlled by Deutsche Bank AG
Deutsche Bank Securities Inc.	The entity is ultimately controlled by Deutsche Bank AG
Deutsche Asset & Wealth Management Investment GmbH	The entity is ultimately controlled by Deutsche Bank AG

7. Addresses

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

Name	Address
Deutsche Bank AG, Sydney Branch	126 Phillip Street, Sydney, NSW, Australia 2000
Deutsche Securities Australia Ltd	126 Phillip Street, Sydney, NSW, Australia 2000
Deutsche Bank AG, London Branch	Winchester House, 1 Great Winchester Street, London, United Kingdom EC2N 2DB
Deutsche Bank Securities Inc.	60 Wall Street, New York, USA 10005
Deutsche Asset & Wealth Management Investment GmbH	Mainzer Landstraße 178-190, Frankfurt, Hessen, Germany 60327
Pan Australia Nominees Pty Ltd	126 Phillip Street, Sydney, NSW, Australia 2000
Bainpro Nominees Pty Ltd	126 Phillip Street, Sydney, NSW, Australia 2000



Signature

Name Carmen Chen
Deutsche Bank AG, Hong Kong Branch

29 September 2014

Schedule 1

Date of change	Holder of relevant interest	Nature of change	Consideration given in relation to change	Class and number of securities affected (Ordinary Shares)	Person's votes affected
27/05/2014	Deutsche Bank AG, Sydney branch	Buy	2.11	2,000	2,000
29/05/2014	Deutsche Bank AG, Sydney branch	Buy	2.14	2,000	2,000
30/05/2014	Deutsche Bank AG, Sydney branch	Buy	2.10	911,589	911,589
30/05/2014	Deutsche Bank AG, Sydney branch	Buy	2.07	64,193	64,193
30/05/2014	Deutsche Bank AG, Sydney branch	Buy	2.09	7,130	7,130
02/06/2014	Deutsche Bank AG, Sydney branch	Buy	2.04	2,000	2,000
03/06/2014	Deutsche Bank AG, Sydney branch	Buy	2.07	7	7
03/06/2014	Deutsche Bank AG, Sydney branch	Buy	2.00	8,508	8,508
04/06/2014	Deutsche Bank AG, Sydney branch	Buy	2.00	3,014	3,014
05/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.98	14,510	14,510
05/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.94	30,806	30,806
06/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.93	1,116	1,116
11/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.96	2,000	2,000
12/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	3	3
12/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.89	165,000	165,000
13/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.90	4,001	4,001
16/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.86	8,513	8,513
17/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.89	7,987	7,987
18/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.89	5,529	5,529
19/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.91	8,000	8,000
19/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	6,000	6,000
19/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.94	3	3
20/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.89	2,000	2,000
23/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.93	3,000	3,000
24/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.93	6	6
25/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	1,473	1,473
26/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	252	252
26/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.90	79	79
30/06/2014	Deutsche Bank AG, Sydney branch	Buy	1.95	8,000	8,000
02/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.95	20	20
04/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.98	5,568	5,568
04/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.95	13	13
07/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.99	54	54
08/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.94	4,839	4,839
09/07/2014	Deutsche Bank AG, London Branch	Stock borrow from RBC Dexia Investor Services Trust (Refer to Schedule 2)	N/A	200,000	200,000
16/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.94	17	17
18/07/2014	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	638,000	638,000
18/07/2014	Deutsche Bank AG, Sydney branch	Stock borrow from Citibank, N.A., London Branch (Refer to Schedule 2)	N/A	190,000	190,000
21/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	1,145	1,145
21/07/2014	Deutsche Bank AG, Sydney branch	Buy	1.96	4,350	4,350
22/07/2014	Deutsche Bank AG, London Branch	Stock borrow from CIBC Toronto (Refer to Schedule 2)	N/A	100,000	100,000
23/07/2014	Deutsche Bank AG, Sydney branch	Buy	2.01	18,475	18,475
24/07/2014	Deutsche Bank AG, Sydney branch	Buy	2.00	330	330
31/07/2014	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	200,000	200,000
05/08/2014	Deutsche Securities Australia Ltd	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	1,278,300	1,278,300

Schedule 1

Date of change	Holder of relevant interest	Nature of change	Consideration given in relation to change	Class and number of securities affected (Ordinary Shares)	Person's votes affected
07/08/2014	Deutsche Bank Securities Inc	BlackRock Advisors (UK) Limited (Refer to Schedule 2)	N/A	92,000	92,000
11/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	268	268
12/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	371	371
13/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	67	67
14/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.91	7	7
15/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	137	137
15/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.98	27	27
18/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	17	17
20/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	150,000	150,000
20/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.17	26	26
21/08/2014	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	696,400	696,400
21/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	1,720	1,720
22/08/2014	Deutsche Bank AG, Sydney branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	2.23	43	43
26/08/2014	Deutsche Securities Australia Ltd	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	62,000	62,000
27/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	42	42
28/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.29	81	81
29/08/2014	Deutsche Securities Australia Ltd	Stock borrow from State Street Bank and Trust (Refer to Schedule 2)	N/A	130,000	130,000
29/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	61	61
29/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	26	26
01/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.29	55	55
02/09/2014	Management Investment GmbH	Buy	2.25	41,955	41,955
02/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.24	9	9
03/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.20	600	600
03/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.24	125	125
04/09/2014	Deutsche Securities Australia Ltd	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	249,000	249,000
04/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	7	7
05/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	1,079	1,079
05/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	5	5
08/09/2014	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	3,000,000	3,000,000
08/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	240	240
08/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	31	31
09/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	704	704
09/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.27	55	55
10/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	521	521
10/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.27	127	127
11/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.32	35	35
12/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	1,441	1,441
12/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.30	10	10
15/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	12	12
16/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.22	765,400	765,400
16/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	131,793	131,793
17/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.29	30	30
17/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.25	79,848	79,848
17/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.25	78,711	78,711

Schedule 1

Date of change	Holder of relevant interest	Nature of change	Consideration given in relation to change	Class and number of securities affected (Ordinary Shares)	Person's votes affected
17/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	552	552
17/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	11	11
18/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.26	26,976	26,976
18/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.24	836	836
19/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.28	9,659	9,659
19/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.27	131	131
22/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.25	205	205
23/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.24	2,451	2,451
24/09/2014	Deutsche Bank AG, Sydney branch	Buy			
25/09/2014	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	726,000	726,000
25/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.22	1,639	1,639
25/09/2014	Deutsche Bank AG, Sydney branch	Buy	2.24	28	28

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Securities Australia Limited (2) BNP Paribas Fund Services Securities Pty Limited	(1) Deutsche Securities Australia Limited (2) JP Morgan Chase Bank N.A. Sydney Branch	(1) Deutsche Securities Australia Limited (2) State Street Bank and Trust Company - Sydney	(1) Deutsche Securities Australia Limited (2) Merrill Lynch Equities (Australia) Limited
Transfer date:	28 February 2014	5 August 2014 26 August 2014	29 August 2014	4 September 2014
Holder of voting rights:	Registered holder	Registered holder	Registered holder	Registered holder
Are there any restrictions on voting rights:	No	No	No	No
If yes, detail:	N/A	N/A	N/A	N/A
Scheduled return date (if any):	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)
Does the borrower have the right to return early:	Yes	Yes	Yes	Yes
If yes, detail:	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)
Does the lender have the right to recall early:	Yes	Yes	Yes	Yes
If yes, detail:	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)
Will the securities be returned on settlement:	Yes	Yes	Yes	Yes
If yes, detail any exceptions:	N/A	N/A	N/A	N/A

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Bank AG, London Branch (2) CIBC Toronto	(1) Deutsche Bank AG, London Branch (2) Citibank, N.A., London Branch	(1) Deutsche Bank AG, London Branch (2) HSBC Securities Services	(1) Deutsche Bank AG, London Branch (2) JP Morgan Chase Bank N.A.
Transfer date:	11 April 2014 22 July 2014	11 April 2014 29 April 2014 18 July 2014	11 April 2014	18 July 2014 31 July 2014 21 August 2014 8 September 2014 25 September 2014
Holder of voting rights:	Registered holder	Registered holder	Registered holder	Registered holder
Are there any restrictions on voting rights:	No	No	No	No
If yes, detail:	N/A	N/A	N/A	N/A
Scheduled return date (if any):	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)
Does the borrower have the right to return early:	Yes	Yes	Yes	Yes
If yes, detail:	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)
Does the lender have the right to recall early:	Yes	Yes	Yes	Yes
If yes, detail:	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)
Will the securities be returned on settlement:	Yes	Yes	Yes	Yes
If yes, detail any exceptions:	N/A	N/A	N/A	N/A

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Bank AG, London Branch (2) RBC Dexia Investor Services Trust	1) Deutsche Bank Securities Inc. (2) BlackRock Advisors (UK) Limited
Transfer date:	9 July 2014	7 August 2014
Holder of voting rights:	Registered holder	Registered holder
Are there any restrictions on voting rights:	No	No
If yes, detail:	N/A	N/A
Scheduled return date (if any):	None (subject to the terms of the relevant loan)	None (subject to the terms of the relevant loan)
Does the borrower have the right to return early:	Yes	Yes
If yes, detail:	The borrower has the right to return at any time (subject to the terms of the relevant loan)	The borrower has the right to return at any time (subject to the terms of the relevant loan)
Does the lender have the right to recall early:	Yes	Yes
If yes, detail:	The lender has the right to recall at any time (subject to the terms of the relevant loan)	The lender has the right to recall at any time (subject to the terms of the relevant loan)
Will the securities be returned on settlement:	Yes	Yes
If yes, detail any exceptions:	N/A	N/A