

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Dick Smith Holdings Limited**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	10 November 2014
The previous notice was given to the company on	9 December 2013
The previous notice was dated	9 December 2013

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	18,771,962	7.94%	21,353,772	9.03%

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:

Consideration

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
			AUD \$	Common Stock	Common Stock
12/10/2013	FIL	BUY	2.25	68,008	68,008
12/10/2013	FIL	BUY	2.25	15,315	15,315
12/10/2013	FIL	BUY	2.25	77,286	77,286
12/10/2013	FIL	BUY	2.25	33,899	33,899
12/10/2013	FIL	BUY	2.25	26,771	26,771
12/10/2013	FIL	BUY	2.25	23,348	23,348
12/10/2013	FIL	BUY	2.25	6,179	6,179
12/10/2013	FIL	BUY	2.25	7,457	7,457

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12/11/2013	FIL	BUY	2.23	120,974	120,974
12/11/2013	FIL	BUY	2.23	27,243	27,243
12/11/2013	FIL	BUY	2.23	137,479	137,479
12/11/2013	FIL	BUY	2.23	60,300	60,300
12/11/2013	FIL	BUY	2.23	47,622	47,622
12/11/2013	FIL	BUY	2.23	41,531	41,531
12/11/2013	FIL	BUY	2.23	10,992	10,992
12/11/2013	FIL	BUY	2.23	13,264	13,264
01/17/2014	FIL	SELL	2.34	66,775	66,775
01/24/2014	FIL	SELL	2.16	1,969	1,969
02/21/2014	FIL	SELL	2.05	4,615	4,615
02/21/2014	FIL	SELL	2.05	1,625,412	1,625,412
02/21/2014	FIL	SELL	2.05	12,842	12,842
02/21/2014	FIL	SELL	2.05	1,262	1,262
02/21/2014	FIL	SELL	2.05	69,577	69,577
02/21/2014	FIL	SELL	2.05	46,852	46,852
02/21/2014	FIL	SELL	2.05	15,520	15,520
02/21/2014	FIL	SELL	2.05	116,036	116,036
02/21/2014	FIL	SELL	2.05	108,202	108,202
02/21/2014	FIL	SELL	2.05	46,596	46,596
02/21/2014	FIL	SELL	2.05	57,599	57,599
02/25/2014	FIL	BUY	2.01	77,798	77,798
02/25/2014	FIL	BUY	2.01	2,760	2,760
02/25/2014	FIL	BUY	2.01	17,520	17,520
02/25/2014	FIL	BUY	2.01	2,760	2,760
02/25/2014	FIL	BUY	2.01	88,413	88,413
02/25/2014	FIL	BUY	2.01	2,760	2,760
02/25/2014	FIL	BUY	2.01	38,779	38,779
02/25/2014	FIL	BUY	2.01	30,625	30,625
02/25/2014	FIL	BUY	2.01	26,709	26,709
02/25/2014	FIL	BUY	2.01	7,069	7,069
02/25/2014	FIL	BUY	2.01	8,530	8,530
03/03/2014	FIL	BUY	1.98	9,031	9,031
03/03/2014	FIL	BUY	1.98	2,827	2,827
03/03/2014	FIL	BUY	1.98	2,827	2,827
03/03/2014	FIL	BUY	1.98	2,827	2,827
03/03/2014	FIL	BUY	1.98	10,264	10,264
03/03/2014	FIL	BUY	1.98	2,827	2,827
03/03/2014	FIL	BUY	1.98	4,502	4,502
03/03/2014	FIL	BUY	1.98	3,555	3,555
03/03/2014	FIL	BUY	1.98	3,101	3,101
03/03/2014	FIL	BUY	1.98	2,827	2,827
03/03/2014	FIL	BUY	1.98	2,827	2,827
03/03/2014	FIL	SELL	1.98	2,833	2,833
03/03/2014	FIL	SELL	1.98	18,516	18,516
03/03/2014	FIL	SELL	1.98	26,924	26,924
03/04/2014	FIL	BUY	1.99	37,413	37,413
03/04/2014	FIL	BUY	1.99	2,809	2,809
03/04/2014	FIL	BUY	1.99	8,396	8,396
03/04/2014	FIL	BUY	1.99	42,517	42,517
03/04/2014	FIL	BUY	1.99	2,809	2,809

03/04/2014	FIL	BUY	1.99	18,649	18,649
03/04/2014	FIL	BUY	1.99	14,728	14,728
03/04/2014	FIL	BUY	1.99	12,844	12,844
03/04/2014	FIL	BUY	1.99	3,325	3,325
03/04/2014	FIL	BUY	1.99	4,034	4,034
03/04/2014	FIL	SELL	1.99	8,583	8,583
03/04/2014	FIL	SELL	1.99	60,347	60,347
03/04/2014	FIL	SELL	1.99	87,746	87,746
03/05/2014	FIL	BUY	2.01	28,565	28,565
03/05/2014	FIL	BUY	2.01	2,786	2,786
03/05/2014	FIL	BUY	2.01	6,410	6,410
03/05/2014	FIL	BUY	2.01	32,462	32,462
03/05/2014	FIL	BUY	2.01	2,786	2,786
03/05/2014	FIL	BUY	2.01	14,237	14,237
03/05/2014	FIL	BUY	2.01	11,245	11,245
03/05/2014	FIL	BUY	2.01	9,807	9,807
03/05/2014	FIL	BUY	2.01	2,786	2,786
03/05/2014	FIL	BUY	2.01	3,080	3,080
03/05/2014	FIL	SELL	2.00	6,183	6,183
03/05/2014	FIL	SELL	2.00	43,475	43,475
03/05/2014	FIL	SELL	2.00	63,212	63,212
03/10/2014	FIL	BUY	1.99	21,494	21,494
03/10/2014	FIL	BUY	2.00	7,366	7,366
03/10/2014	FIL	BUY	1.99	2,762	2,762
03/10/2014	FIL	BUY	2.00	2,762	2,762
03/10/2014	FIL	BUY	1.99	3,714	3,714
03/10/2014	FIL	BUY	2.00	2,762	2,762
03/10/2014	FIL	BUY	1.99	24,425	24,425
03/10/2014	FIL	BUY	2.00	8,373	8,373
03/10/2014	FIL	BUY	1.99	2,762	2,762
03/10/2014	FIL	BUY	2.00	2,762	2,762
03/10/2014	FIL	BUY	1.99	10,713	10,713
03/10/2014	FIL	BUY	2.00	3,672	3,672
03/10/2014	FIL	BUY	1.99	8,462	8,462
03/10/2014	FIL	BUY	2.00	2,899	2,899
03/10/2014	FIL	BUY	1.99	7,146	7,146
03/10/2014	FIL	BUY	2.00	2,762	2,762
03/10/2014	FIL	BUY	1.99	2,762	2,762
03/10/2014	FIL	BUY	2.00	2,762	2,762
03/10/2014	FIL	BUY	1.99	2,762	2,762
03/10/2014	FIL	BUY	2.00	2,762	2,762
03/10/2014	FIL	SELL	2.00	6,930	6,930
03/10/2014	FIL	SELL	2.00	48,727	48,727
03/10/2014	FIL	SELL	2.00	70,850	70,850
03/11/2014	FIL	BUY	2.00	5,631	5,631
03/11/2014	FIL	BUY	2.00	17,963	17,963
03/11/2014	FIL	BUY	2.00	5,560	5,560
03/11/2014	FIL	BUY	2.00	5,560	5,560
03/11/2014	FIL	BUY	2.00	6,445	6,445
03/11/2014	FIL	BUY	2.00	20,582	20,582
03/11/2014	FIL	BUY	2.00	5,560	5,560

03/11/2014	FIL	BUY	2.00	2,805	2,805
03/11/2014	FIL	BUY	2.00	8,956	8,956
03/11/2014	FIL	BUY	2.00	2,780	2,780
03/11/2014	FIL	BUY	2.00	6,385	6,385
03/11/2014	FIL	BUY	2.00	2,780	2,780
03/11/2014	FIL	BUY	2.00	5,229	5,229
03/11/2014	FIL	BUY	2.00	2,780	2,780
03/11/2014	FIL	BUY	2.00	2,780	2,780
03/11/2014	FIL	BUY	2.09	5,560	5,560
03/11/2014	FIL	SELL	2.02	10,792	10,792
03/11/2014	FIL	SELL	2.02	75,872	75,872
03/11/2014	FIL	SELL	2.02	110,320	110,320
03/26/2014	FIL	BUY	2.20	42,500	42,500
03/26/2014	FIL	BUY	2.20	2,485	2,485
03/26/2014	FIL	BUY	2.20	9,525	9,525
03/26/2014	FIL	BUY	2.20	48,289	48,289
03/26/2014	FIL	BUY	2.20	2,485	2,485
03/26/2014	FIL	BUY	2.20	21,185	21,185
03/26/2014	FIL	BUY	2.20	16,736	16,736
03/26/2014	FIL	BUY	2.20	14,595	14,595
03/26/2014	FIL	BUY	2.20	3,459	3,459
03/26/2014	FIL	BUY	2.20	4,324	4,324
03/31/2014	FIL	BUY	2.17	58,120	58,120
03/31/2014	FIL	BUY	2.20	789,954	789,954
03/31/2014	FIL	BUY	2.21	2,334	2,334
03/31/2014	FIL	BUY	2.17	13,025	13,025
03/31/2014	FIL	BUY	2.20	177,039	177,039
03/31/2014	FIL	BUY	2.17	66,049	66,049
03/31/2014	FIL	BUY	2.20	897,532	897,532
03/31/2014	FIL	BUY	2.17	724	724
03/31/2014	FIL	BUY	2.20	12,375	12,375
03/31/2014	FIL	BUY	2.17	28,971	28,971
03/31/2014	FIL	BUY	2.20	393,758	393,758
03/31/2014	FIL	BUY	2.17	22,887	22,887
03/31/2014	FIL	BUY	2.20	311,078	311,078
03/31/2014	FIL	BUY	2.17	19,960	19,960
03/31/2014	FIL	BUY	2.20	271,277	271,277
03/31/2014	FIL	BUY	2.17	4,730	4,730
03/31/2014	FIL	BUY	2.20	64,293	64,293
03/31/2014	FIL	BUY	2.17	5,913	5,913
03/31/2014	FIL	BUY	2.20	80,360	80,360
11/10/2014	FIL	BUY	2.23	250,000	250,000
11/10/2014	FIL	BUY	2.20	196,681	196,681
				Total Buys	5,396,377
				Total Sells	2,814,567
				Overall Increase	2,581,810

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

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:

NA	
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6. Addresses

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

Refer to Annexure A

Sign Here



Dated: 13 November 2014

Philip Alexander

Regulatory Reporting Manager, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Name	Address	Registered Holder of Securities	Nature of relevant interest	Total
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	CITIBANK LONDON	Investment Discretion/ Voting Power	1,586,120
		CITIBANK LTD MELBOURNE (C)	Investment Discretion/ Voting Power	1,774,781
		JP MORGAN, BOURNEMOUTH (C)	Investment Discretion/ Voting Power	15,317,455
		NATIONAL ASTL BK MELBOURNE (S)	Investment Discretion/ Voting Power	2,632,044
		NORTHERN TRUST LONDON (C)	Investment Discretion/ Voting Power	43,372