

Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **DICK SMITH HOLDINGS LIMITED**

ACN/ARSN **166 237 841**

1. Details of substantial holder (1)

Name **PERPETUAL LIMITED and subsidiaries**

ACN (if applicable) **000 431 827**

The holder became a substantial holder on 04 / 12 / 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 the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary	14,215,520	14,215,520	6.01%

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
Refer annexure 1 & 2		

4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Refer annexure 1			

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	
Refer annexure 3				

Associates

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

Name and ACN (if applicable)	Nature of association
Refer to Annexure 1 & 2	

6. Addresses

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

Name	Address
Refer to Annexure 1	

Signature

Print name **GLEND A CHARLES**

Capacity **DEPUTY COMPANY SECRETARY**

ANNEXURE 1 - Perpetual Investments Account Codes & Details

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, as Responsible Entity for:

INTERNAL CODE	ACCOUNT DETAILS	REGISTRATION DETAILS
ALL 'PC' CODES	RBC Investor Services Australia Nominees Pty Ltd ACF: PIML (Select Investments) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Limited <PISELECT> GPO Box 5430, Sydney NSW 2001
PCEF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual's Wholesale Concentrated Equity Fund Account Code: PCEF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIBIAS	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Pure Value Share Fund Account Code: PIBIAS GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIDGPF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Dynamic Global Property Fund Account Code: PIDGPF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Limited <PICREDIT> GPO Box 5430 Sydney NSW 2001
PIGPVF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual's Pure Value 2 Share Fund Account Code: PIGPVF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIGSFP	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual's Australian Share Fund Account Code: PIGSFP GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIICAP	RBC Investor Services Australia Nominees Pty Ltd ACF: WealthFocus Investment Advantage Perpetual Australian Share Fund Account Code: PIICAP GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Limited <PIIC A/C> GPO Box 5430 Sydney NSW 2001
PMISF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual's Industrial Share Fund Account Code: PMISF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIRAF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Resources Fund Account code: PIRAF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PISINP	RBC Investor Services Australia Nominees Pty Ltd ACF: WealthFocus Investment Advantage Perpetual Industrial Share Fund Account Code: PISINP GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Limited <PIIC A/C> GPO Box 5430 Sydney NSW 2001
PISMA1	RBC Investor Services Australia Nominees Pty Ltd ACF: SMA Equity Imputation Portfolio Account Code: PISMA1 GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PISMA2	RBC Investor Services Australia Nominees Pty Ltd ACF: SMA Capital Accumulation Portfolio Account Code: PISMA2 GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIWGAP	UBS Nominee Pty Ltd ACF: Perpetual Wholesale Geared Australian Share Fund Account code: A1044169 C/- RBC Investor Services Australia Nominees Pty Ltd GPO Box 5430 Sydney NSW 2001	UBS Nominee Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
PIWCPF	UBS Nominee Pty Ltd ACF: PI Protected Aust Share Fund A Account code: A1019475 C/- RBC Investor Services Australia Nominees Pty Ltd GPO Box 5430 Sydney NSW 2001	UBS Nominee Pty Ltd Level 16, Chifley Tower 2 Chifley Square Sydney NSW 2000

PIWJPI	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual JF Wholesale Prop Income Fund Account Code: PIWJPI GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PIWMCX	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Pure Microcap Pool Account Code: PIWMCX GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI CREDIT A/C> GPO Box 5430 Sydney NSW 2001
PIWEYX	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Pure Equity Yield Pool Account Code: PIWEYX GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI CREDIT A/C> GPO Box 5430 Sydney NSW 2001
PIWARX	UBS Nominee Pty Ltd ACF: Perpetual Pure Equity Alpha Pool Account code: A1081898/A8081898 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
PIWSPP	UBS Nominee Pty Ltd ACF: Perpetual Wholesale Share Plus Fund Account code: A111267 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
PIWSRP	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Wholesal Ethical Fund Account Code: PIWSRP GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PMWSC	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Wholesale Smaller Company Fund Account Code: PIWSCS GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PPSF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Wholesale Property Securities Fund Account Code: PPSF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001
PISTIF	RBC Investor Services Australia Nominees Pty Ltd ACF: Perpetual Pure Credit Alpha Fund Account Code: PISTIF GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI CREDIT A/C> GPO Box 5430 Sydney NSW 2001

Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, as Trustee for:

ALL 'SS' CODES	RBC Investor Services Australia Nominees Pty Ltd ACF: PIML (Select Super) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd ACF: PIML (Select Super) RBC Dexia Investor Services Australia Pty Limited GPO Box 5430 Sydney NSW 2001
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Perpetual Investments Management Limited (PIML), subsidiary of Perpetual Limited, under Investment Management Agreements with:

INTERNAL CODE	ACCOUNT DETAILS	REGISTRATION DETAILS
CBAISF	Citicorp Nominees Pty Ltd. ACF: Commonwealth Aust Shares Fund 4 Account Code:2350910000 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
NSWTC	BNP Paribas Noms Pty Ltd ACF: NSW Treasury Corporation Account Code: 1140474512D C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	BNP Paribas Noms Pty Ltd P.O. Box R209 Royal Exchange Sydney NSW 1225
PIACT	JPMorgan Nominees Australia Limited ACF: Australian Capital Territory Treasury Account Code:32512 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001

PIAVIV	National Nominees Pty Ltd ACF: NAVIGATOR AUSTRALIA LIMITED Account Code: M4NIPA C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIACSR	BNP Paribas Noms Pty Ltd ACF: Australian Catholic Superannuation & Retirement Fund Account code: 1140401985T C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
PIAVSU	BNP Paribas Noms Pty Ltd ACF: AvSuper Pty Ltd Account code: 1140421969Z C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
PICLUB	National Nominees Ltd ACF: Club Plus Superannuation Account Code: C8PTAE C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIEFM6	BNP Paribas Nominees Pty Ltd ACF: EFM Australian Share Fund 6 Account Code: 1140429625S C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
PIFIRS	National Nominees Ltd ACF: FIRST SUPER MANDATE AUSTRALIA Account Code: TIPTAE C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIHEST	JPMorgan Nominees Australia Limited ACF: HEST Australia Limited Account Code: 33112 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PIMEDA	BNP Paribas Nominees Pty Ltd ACF: MEDIA SUPER SMALLER COMPANIES FUND Account code: 1140489689B C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000	BNP Paribas Nominees Pty Ltd PO Box R209 Royal Exchange NSW 1225
PINGSS	State Street Australia Limited ACF: NGS SUPER PTY LTD Account code: SDA7 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000	HSBC Custody Nominees (Australia) Limited Level 13 580 George St Sydney NSW 2000
PIRAEO	State Street Australia Limited ACF: RUSSELL AUSTRALIAN OPPORTUNITIES FUND Account code: BT7B C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000	HSBC Custody Nominees (Australia) Limited Level 13 580 George St Sydney NSW 2000
PITWUS	National Nominees Ltd ACF: TWU SUPERANNUATION Account Code: TUPPAE C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIVISI	National Nominees Ltd ACF: TWU SUPERANNUATION Account Code: VTPTSC C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PMCBUS	JPMorgan Nominees Australia Limited ACF: Construction and Building Union Superannuation Fund Account Code: AEQ76 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PMCGSF	Citicorp Nominees Pty Ltd ACF: Commonwealth Aust Shares Fund 11 Account Code: 123696 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001
PMCPSP	Citicorp Nominees Pty Ltd ACF: Commonwealth Property Fund 3 Account Code: 1165084027 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	Citicorp Nominees Pty Ltd GPO Box 764G Melbourne VIC 3001

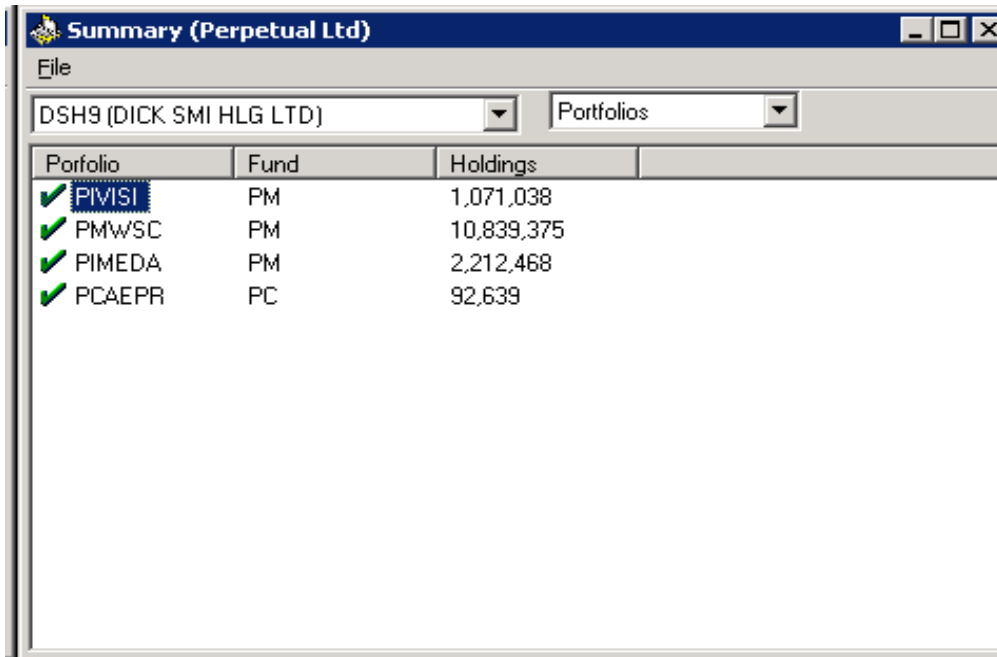
PIAUST	JPMorgan Nominees Australia Limited ACF: Australian Super Ethical SRI Fund Account Code: 36018 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PMSTA	JPMorgan Nominees Australia Limited ACF: Super Trust of Australia Account Code:40909 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
T2	Perpetual Trustee Company Limited (Private Client Division)	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T3	The Trust Company Limited (Personal Client Services)	The Trust Company Limited GPO Box 4270 Sydney NSW 2001
T4	Perpetual Trustees Queensland Limited (Private Client Division)	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T6	Perpetual Trustees WA Limited (Private Client Division)	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
T7	Perpetual Trustee Company Canberra Limited (Private Client Division)	Perpetual Trustee Company Limited GPO Box 4172 Sydney NSW 2001
TEL	National Nominees Pty Ltd ACF: Telstra Superannuation Pty Limited Account Code: TSPPAE C/- RBC Investor Services Australia nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIVICS	National Nominees Pty Ltd ACF: Vic Super Pty Limited Account Code: VSPSAS C/- RBC Investor Services Australia nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PICATH	National Nominees Pty Ltd ACF: CATHOLIC SUPER FUND PTY LTD Account Code: CDPRE C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIHEAL	JPMorgan Nominees Australia Limited ACF: HEALTH SUPER PTY LTD Account Code: PIHEAL C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PILGSS	JPMorgan Nominees Australia Limited ACF: HEST Australia Limited Account Code: 56566 C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2002	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PILUCR	JPMorgan Nominees Australia Limited ACF: LUCRF PTY LTD MANDATE Account code: PILUCR C/- RBC Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2000	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PIPAEQ	National Australia Bank Ltd via Asset Servicing ACF: The Trust Company Australian Share Fund Account Code : TCPAEQ C/- RBC Investor & Treasury Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIIMPF	National Australia Bank Ltd via Asset Servicing ACF: The Trust Company Share Imputation Fund Account Code : TCIMPF C/- RBC Investor & Treasury Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001

PIPICF	National Australia Bank Ltd via Asset Servicing ACF: The Trust Company Income Fund Account Code : TCPICF C/- RBC Investor & Treasury Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PIDVPF	National Australia Bank Ltd via Asset Servicing ACF: The Trust Company Diversified Property Fund Account Code : TCDVPF C/- RBC Investor & Treasury Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	National Nominees Pty Ltd PO Box 1406 Melbourne VIC 3001
PISTCF	JPMorgan Nominees Australia Limited ACF: SAS Trustee Corporation Account code: 34893 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PMHOST	JPMorgan Nominees Australia Limited ACF: Host - Plus Pty Ltd Account Code: PIHOST C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	JPMorgan Nominees Australia Limited Locked Bag 20049 Melbourne VIC 3001
PIWQLS	UBS Nominees Pty Ltd ACF: Perpetual QI Long Short Fund Account code: A1025745 C/- RBC Dexia Investor Services Australia Nominees Pty Limited GPO Box 5430 Sydney NSW 2001	UBS Nominees Pty Ltd Level 16 Chifley Tower 2 Chifley Square Sydney NSW 2000
QITE2	RBC Investor Services Australia Nominees Pty Ltd ACF: Quantitative Investments TE 2 Equity Fund Account Code: PIQTE2 GPO Box 5430 Sydney NSW 2001	RBC Investor Services Australia Nominees Pty Ltd <PI POOLED A/C> GPO Box 5430 Sydney NSW 2001

Perpetual Limited
GPO BOX 4172
Sydney NSW 2001

ANNEXURE 2

PRESENT RELEVANT INTERESTS



The screenshot shows a software window titled "Summary (Perpetual Ltd)". The window has a menu bar with "File". Below the menu bar, there are two dropdown menus: "DSH9 (DICK SMI HLG LTD)" and "Portfolios". The main content area contains a table with the following data:

Portfolio	Fund	Holdings
✓ PIVISI	PM	1,071,038
✓ PMWSC	PM	10,839,375
✓ PIMEDA	PM	2,212,468
✓ PCAEPR	PC	92,639

ANNEXURE 3

CHANGES IN RELEVANT INTERESTS

Account	Security	Volume	Value	Price	AsAtDate
PMWSC	DSH	2,081,240	4,502,390	\$ 2.16	04/12/2014
PMWSC	DSH	1,515,261	3,277,996	\$ 2.16	04/12/2014
PIMEDA	DSH	425,867	921,391	\$ 2.16	04/12/2014
PIMEDA	DSH	310,055	670,824	\$ 2.16	04/12/2014
PIVISI	DSH	174,684	377,898	\$ 2.16	04/12/2014
PIVISI	DSH	239,932	519,050	\$ 2.16	04/12/2014