

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of 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**

There was a change in the interests of the substantial holder on **17 June 2015**

The previous notice was given to the company on **4 June 2015**

The previous notice was dated **2 June 2015**

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		Present notice	
	Person's votes	Voting power(5)	Person's votes	Voting power (5)
Stapled Securities	14,297,863	6.05%	17,974,514	7.60%

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:

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
Please refer to Schedule 1.					

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities (Ordinary shares)	Person's Votes
Deutsche Securities Australia Ltd	Unknown	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	4,002,209	4,002,209
Deutsche Bank AG, London Branch	Unknown	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	10,086,400	10,086,400
Deutsche Bank Securities Inc.	Unknown	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	3,843,950	3,843,950
Deutsche Asset & Wealth Management Investment GmbH	Unknown	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	41,955

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:

Name and ACN/ARSN (if applicable)	Nature of association
N/A.	

6. Addresses

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

Name	Address
Deutsche Securities Australia Ltd	Level 16, Deutsche Bank Place, Corner Hunter and Philip 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



Signature

Name Fiona Cheng
Deutsche Bank AG, Hong Kong Branch

19 June 2015

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
5/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	120,000	120,000
5/06/2015	Deutsche Bank Securities Inc	Return of stock borrow to CITIBANK AUD - Omnibus-Account (Refer to Schedule 2)	N/A	-54,175	-54,175
5/06/2015	Deutsche Bank Securities Inc	Return of stock borrow to State Street Bank And Trust Company (Refer to Schedule 2)	N/A	-98,000	-98,000
9/06/2015	Deutsche Bank Securities Australia Ltd	Sell	2.12	-6,505	-6,505
9/06/2015	Deutsche Securities Australia Ltd	Buy	2.13	4,056	4,056
9/06/2015	Deutsche Securities Australia Ltd	Buy	2.14	129	129
9/06/2015	Deutsche Securities Australia Ltd	Buy	2.13	92	92
9/06/2015	Deutsche Securities Australia Ltd	Buy	2.14	85	85
9/06/2015	Deutsche Securities Australia Ltd	Sell	2.14	-15	-15
9/06/2015	Deutsche Securities Australia Ltd	Buy	2.14	11	11
9/06/2015	Deutsche Bank AG, London Branch	Stock borrow from CIBC TORONTO (Refer to Schedule 2)	N/A	50,000	50,000
9/06/2015	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	15,000	15,000
9/06/2015	Deutsche Bank Securities Inc	Return of stock borrow to State Street Bank And Trust Company (Refer to Schedule 2)	N/A	-20,825	-20,825
10/06/2015	Deutsche Securities Australia Ltd	Sell	2.13	-366	-366
10/06/2015	Deutsche Securities Australia Ltd	Sell	2.13	-156	-156
10/06/2015	Deutsche Securities Australia Ltd	Buy	2.13	118	118
10/06/2015	Deutsche Securities Australia Ltd	Buy	2.13	65	65
10/06/2015	Deutsche Securities Australia Ltd	Buy	2.13	18	18
10/06/2015	Deutsche Securities Australia Ltd	Buy	2.13	10	10
10/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	105,000	105,000
10/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	175,000	175,000
10/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	39,000	39,000
10/06/2015	Deutsche Bank AG, London Branch	Sell	2.16	-318	-318
11/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	265	265
11/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	100	100
11/06/2015	Deutsche Securities Australia Ltd	Sell	2.16	-77	-77
11/06/2015	Deutsche Securities Australia Ltd	Buy	2.16	11	11
11/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	5	5
11/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	35,000	35,000

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
3/06/2015	Deutsche Securities Australia Ltd	Sell	2.21	-5,204	-5,204
3/06/2015	Deutsche Securities Australia Ltd	Buy	2.21	1,194	1,194
3/06/2015	Deutsche Securities Australia Ltd	Buy	2.21	264	264
3/06/2015	Deutsche Securities Australia Ltd	Sell	2.21	-97	-97
3/06/2015	Deutsche Securities Australia Ltd	Buy	2.21	57	57
3/06/2015	Deutsche Securities Australia Ltd	Sell	2.21	-21	-21
3/06/2015	Deutsche Securities Australia Ltd	Buy	2.21	2	2
3/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	50,000	50,000
3/06/2015	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	100,000	100,000
4/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	2,745	2,745
4/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	74	74
4/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	5	5
4/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to BNP Paribas Fund Services Pty Limited (Refer to Schedule 2)	N/A	-136,800	-136,800
4/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to BNP Paribas Fund Services Pty Limited (Refer to Schedule 2)	N/A	-48,400	-48,400
4/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to BNP Paribas Fund Services Pty Limited (Refer to Schedule 2)	N/A	-73,000	-73,000
4/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to BNP Paribas Fund Services Pty Limited (Refer to Schedule 2)	N/A	-10,000	-10,000
4/06/2015	Deutsche Securities Australia Ltd	Stock borrow from Citibank, N.A., Sydney Branch (Refer to Schedule 2)	N/A	50,000	50,000
4/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	250,000	250,000
4/06/2015	Deutsche Bank Securities Inc	Return of stock borrow to State Street Bank And Trust Company (Refer to Schedule 2)	N/A	-45,825	-45,825
5/06/2015	Deutsche Securities Australia Ltd	Buy	2.15	5,200	5,200
5/06/2015	Deutsche Securities Australia Ltd	Sell	2.15	-4,940	-4,940
5/06/2015	Deutsche Securities Australia Ltd	Sell	2.15	-4,800	-4,800
5/06/2015	Deutsche Securities Australia Ltd	Buy	2.15	3,880	3,880
5/06/2015	Deutsche Securities Australia Ltd	Buy	2.15	684	684
5/06/2015	Deutsche Securities Australia Ltd	Buy	2.15	9	9
5/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to National Australia Bank Limited (Refer to Schedule 2)	N/A	-75,000	-75,000

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
11/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	40,000	40,000
12/06/2015	Deutsche Securities Australia Ltd	Buy	2.22	210	210
12/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	189	189
12/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	103	103
12/06/2015	Deutsche Securities Australia Ltd	Buy	2.20	74	74
12/06/2015	Deutsche Securities Australia Ltd	Sell	2.19	-65	-65
12/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	-14	-14
12/06/2015	Deutsche Securities Australia Ltd	Sell	2.20	-7	-7
12/06/2015	Deutsche Securities Australia Ltd	Sell	2.20	-1	-1
15/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	93	93
15/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	80	80
15/06/2015	Deutsche Securities Australia Ltd	Sell	2.18	-72	-72
15/06/2015	Deutsche Securities Australia Ltd	Sell	2.18	-44	-44
15/06/2015	Deutsche Securities Australia Ltd	Buy	2.17	13	13
15/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	4	4
15/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to Citibank, N.A. (Refer to Schedule 2)	N/A	-1,100	-1,100
15/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to National Australia Bank Limited (Refer to Schedule 2)	N/A	-500	-500
15/06/2015	Deutsche Securities Australia Ltd	Stock borrow from National Australia Bank Limited (Refer to Schedule 2)	N/A	50,000	50,000
15/06/2015	Deutsche Securities Australia Ltd	Stock borrow from HSBC (Refer to Schedule 2)	N/A	205,000	205,000
15/06/2015	Deutsche Bank AG, London Branch	Stock borrow from HSBC (Refer to Schedule 2)	N/A	600,000	600,000
15/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to CITIBANK AUD - Omnibus-Account (Refer to Schedule 2)	N/A	200,000	200,000
15/06/2015	Deutsche Bank Securities Inc	Buy	2.18	879	879
16/06/2015	Deutsche Securities Australia Ltd	Buy	2.20	288	288
16/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	111	111
16/06/2015	Deutsche Securities Australia Ltd	Sell	2.19	-95	-95
16/06/2015	Deutsche Securities Australia Ltd	Buy	2.20	52	52
16/06/2015	Deutsche Securities Australia Ltd	Sell	2.17	-30	-30
16/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	7	7
16/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to National Australia Bank Limited (Refer to Schedule 2)	N/A	-21,800	-21,800
16/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to Citibank, N.A. (Refer to Schedule 2)	N/A	-48,900	-48,900
16/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to National Australia Bank Limited (Refer to Schedule 2)	N/A	-40,000	-40,000
16/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to CBC TORONTO (Refer to Schedule 2)	N/A	-50,000	-50,000
16/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-15,000	-15,000

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
16/06/2015	Deutsche Bank Securities Inc	Return of stock borrow to State Street Bank And Trust Company (Refer to Schedule 2)	N/A	-71,100	-71,100
17/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	1,005	1,005
17/06/2015	Deutsche Securities Australia Ltd	Sell	2.18	-168	-168
17/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	33	33
17/06/2015	Deutsche Securities Australia Ltd	Sell	2.18	-28	-28
17/06/2015	Deutsche Securities Australia Ltd	Sell	2.18	-24	-24
17/06/2015	Deutsche Securities Australia Ltd	Buy	2.19	17	17
17/06/2015	Deutsche Securities Australia Ltd	Buy	2.18	6	6
17/06/2015	Deutsche Securities Australia Ltd	Return of stock borrow to National Australia Bank Limited (Refer to Schedule 2)	N/A	-25,100	-25,100
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-200,000	-200,000
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-10,000	-10,000
17/06/2015	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	5,000	5,000
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-100,000	-100,000
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-100,000	-100,000
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-100,000	-100,000
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-100,000	-100,000
17/06/2015	Deutsche Bank AG, London Branch	Return of stock borrow to HSBC (Refer to Schedule 2)	N/A	-205,000	-205,000
17/06/2015	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	3,389,000	3,389,000

Type of Agreement: Parties to Agreement:	Securities Lending Agreement (1) Deutsche Securities Australia Limited (2) BNP Paribas Fund Services Securities Pty Limited	Securities Lending Agreement (1) Deutsche Securities Australia Limited (2) National Australia Bank Limited
Transfer date:	4 June 2015	3 June 2015 4 June 2015 5 June 2015 10 June 2015 11 June 2015 15 June 2015 16 June 2015 17 June 2015
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

Type of Agreement: Parties to Agreement:	Securities Lending Agreement (1) Deutsche Securities Australia Limited (2) Citibank, N.A	Securities Lending Agreement (1) Deutsche Bank AG, London Branch (2) CIBC Toronto
Transfer date:	4 June 2015 15 June 2015 16 June 2015	9 June 2015 16 June 2015
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

Type of Agreement: Parties to Agreement:	Securities Lending Agreement (1) Deutsche Bank AG, London Branch (2) JP Morgan Chase Bank N.A.	Securities Lending Agreement (1) Deutsche Bank AG, London Branch (2) HSBC Securities Services
Transfer date:	3 June 2015 9 June 2015 10 June 2015 16 June 2015 17 June 2015	15 June 2015 17 June 2015
Holder of voting rights: Are there any restrictions on voting rights: If yes, detail:	Registered holder No N/A	Registered holder No N/A
Scheduled return date (if any): Does the borrower have the right to return early:	None (subject to the terms of the relevant loan) Yes	None (subject to the terms of the relevant loan) Yes
If yes, detail: Does the lender have the right to recall early:	The borrower has the right to return at any time (subject to the terms of the relevant loan) Yes	The borrower has the right to return at any time (subject to the terms of the relevant loan) Yes
If yes, detail: Will the securities be returned on settlement: If yes, detail any exceptions:	The lender has the right to recall at any time (subject to the terms of the relevant loan) Yes N/A	The lender has the right to recall at any time (subject to the terms of the relevant loan) Yes N/A

Type of Agreement: Parties to Agreement:	Securities Lending Agreement (1) Deutsche Bank Securities Inc. (2) State Street Bank and Trust Company	Securities Lending Agreement (1) Deutsche Bank Securities Inc. (2) Citibank, N.A
Transfer date:	4 June 2015 5 June 2015 9 June 2015 16 June 2015	5 June 2015 15 June 2015
Holder of voting rights: Are there any restrictions on voting rights: If yes, detail:	Registered holder No N/A	Registered holder No N/A
Scheduled return date (if any): Does the borrower have the right to return early:	None (subject to the terms of the relevant loan) Yes	None (subject to the terms of the relevant loan) Yes
If yes, detail: Does the lender have the right to recall early:	The borrower has the right to return at any time (subject to the terms of the relevant loan) Yes	The borrower has the right to return at any time (subject to the terms of the relevant loan) Yes
If yes, detail: Will the securities be returned on settlement: If yes, detail any exceptions:	The lender has the right to recall at any time (subject to the terms of the relevant loan) Yes N/A	The lender has the right to recall at any time (subject to the terms of the relevant loan) Yes N/A