

**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	9 December 2013
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	15,599,949	6.60%	18,771,962	7.94%

**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)  AUD \$	Class and number of securities affected  Common Stock	Person's votes affected  Common Stock
12/06/2013	FIL	BUY	2.24	62,011	62,011
12/06/2013	FIL	BUY	2.24	79,344	79,344
12/06/2013	FIL	BUY	2.24	14,207	14,207
12/06/2013	FIL	BUY	2.24	17,626	17,626

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12/06/2013	FIL	BUY	2.24	70,429	70,429
12/06/2013	FIL	BUY	2.24	90,213	90,213
12/06/2013	FIL	BUY	2.24	31,066	31,066
12/06/2013	FIL	BUY	2.24	39,393	39,393
12/06/2013	FIL	BUY	2.24	24,601	24,601
12/06/2013	FIL	BUY	2.24	31,044	31,044
12/06/2013	FIL	BUY	2.24	21,494	21,494
12/06/2013	FIL	BUY	2.24	27,034	27,034
12/06/2013	FIL	BUY	2.24	5,919	5,919
12/06/2013	FIL	BUY	2.24	6,925	6,925
12/06/2013	FIL	BUY	2.24	7,078	7,078
12/06/2013	FIL	BUY	2.24	8,421	8,421
12/09/2013	FIL	BUY	2.25	63,608	63,608
12/09/2013	FIL	BUY	2.25	630,312	630,312
12/09/2013	FIL	BUY	2.25	15,881	15,881
12/09/2013	FIL	BUY	2.25	140,388	140,388
12/09/2013	FIL	BUY	2.25	72,013	72,013
12/09/2013	FIL	BUY	2.25	716,586	716,586
12/09/2013	FIL	BUY	2.25	32,714	32,714
12/09/2013	FIL	BUY	2.25	313,175	313,175
12/09/2013	FIL	BUY	2.25	26,258	26,258
12/09/2013	FIL	BUY	2.25	246,907	246,907
12/09/2013	FIL	BUY	2.25	23,157	23,157
12/09/2013	FIL	BUY	2.25	215,072	215,072
12/09/2013	FIL	BUY	2.25	7,606	7,606
12/09/2013	FIL	BUY	2.25	55,446	55,446
12/09/2013	FIL	BUY	2.25	8,763	8,763
12/09/2013	FIL	BUY	2.25	67,322	67,322
				<b>Market Buys</b>	<b>3,172,013</b>

#### 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
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#### 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
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Sign Here



Dated: 11 December 2013

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	JP MORGAN, BOURNEMOUTH (C)	Investment Discretion/ Voting Power	11,785,636
		NORTHERN TRUST LONDON (C)	Investment Discretion/ Voting Power	16,287
		CITIBANK LTD MELBOURNE (C)	Investment Discretion/ Voting Power	1,038,764
		NATIONAL ASTL BK MELBOURNE (S)	Investment Discretion/ Voting Power	2,036,361
		CITIBANK LONDON	Investment Discretion/ Voting Power	1,080,347
FIL PENSION MANAGEMENT	25 Cannon Street, London, EC4M 5TA Great Britain	NORTHERN TRUST LUX (C)	Investment Discretion/ Voting Power	57,599
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View #35-06, Asia Square Tower 1, Singapore 018960	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	73,359
		JP MORGAN, BOURNEMOUTH (C)	Investment Discretion/ Voting Power	475,481
		MASTER TRUST BANK OF JAPAN (C)	Investment Discretion/ Voting Power	123,722
		HSBC TRINKAUS UND BURKH AG (C)	Investment Discretion/ Voting Power	282,258
		BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion/ Voting Power	14,104
		HSBC BANK PLC (C)	Investment Discretion/ Voting Power	1,625,412
		NOMURA TRUST AND BANKING (C)	Investment Discretion/ Voting Power	116,036
		CITIBANK NA, HONG KONG BR (S)	Investment Discretion/ Voting Power	46,596