

Form 604

Corporations Law
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 holder

Name **UBS AG and its related bodies corporate**

ACN/ARSN (if applicable): _____

There was a change in the interests of the substantial holder on **4 November 2014**

The previous notice was given to the company on **2 October 2014**

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)
Ordinary	14,345,534	6.07%	11,898,447	5.03%

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:

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 see Appendix B.					

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 holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
UBS Fund Management (Switzerland) AG	Various Custodians	UBS Fund Management (Switzerland) AG	Fund Manager with power to exercise control over voting shares	18,323 Ordinary	18,323
UBS Global Asset Management (Australia) Ltd	Various Custodians	UBS Global Asset Management (Australia) Ltd	Fund Manager with power to exercise control over voting shares	335,751 Ordinary	335,751

UBS AG, London Branch	Various Custodians	UBS AG, London Branch	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	240,000 Ordinary	240,000
UBS Securities Australia Ltd	Warbont Nominees Pty Ltd	UBS Securities Australia Ltd	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	500,000 Ordinary	500,000
	Brispot Nominees Pty Ltd	UBS Securities Australia Ltd	Beneficial Owner	5,878,991 Ordinary	5,878,991
UBS Securities LLC	Various Custodians	UBS Securities LLC	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	410,000 Ordinary	410,000
UBS AG, Australia Branch	UBS Nominees Pty Ltd	UBS AG, Australia Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	4,515,382 Ordinary	4,515,382

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	N/A

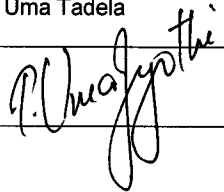
6. Addresses

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

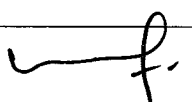
Name	Address
Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/	

SIGNATURE

Print Name: Uma Tadela Capacity: Authorised signatory

Sign Here:  Date: 6 November 2014

Print Name: Wuen-Yi Toh Capacity: Authorised signatory

Sign Here:  Date: 6 November 2014

Contact details for this notice:

Wuen-Yi Toh
Compliance Operations
(T) +65 6495 4535
(F) +65 6495 2699

Holder of relevant interest	UBS AG, London Branch	UBS Securities Australia Ltd	UBS Securities LLC
Type of agreement	Securities Lending Agreement	Securities Lending Agreement	Securities Lending Agreement
Parties to agreement	(i) UBS AG, London Branch ("UBS AG")/ UBS Limited (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, Australia Branch ("UBS AG")/ UBS Securities Australia Limited (ii) Client (Please refer to Appendix A-1.)	(i) UBS Securities LLC ("UBS Sec LLC") (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.	Please refer to Appendix A-1.	Please refer to Appendix A-1.
Holder of voting rights	UBS AG/ UBS Limited	UBS AG/ UBS Securities Australia Limited	UBS Sec LLC
Are there any restrictions on voting rights?	Please refer to the details below.	Please refer to the details below.	No.
If yes, detail	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Securities Australia Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).	N/A
Scheduled return date (if any)	None.	None, subject to the terms of the relevant loan.	None unless agreed to by the parties.
Does the borrower have the right to return early?	Yes.	Yes.	Yes. Either party can terminate the loan upon notice unless otherwise agreed.
If yes, detail	The borrower (i.e. UBS AG/ UBS Limited) has the right to return at its discretion subject to the terms of the relevant loan.	The borrower (i.e. UBS AG/ UBS Securities Australia Limited) has the right to return at its discretion.	The borrower (i.e. UBS Sec LLC) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes.	Yes.	Yes. Either party can terminate the loan upon notice unless otherwise agreed.
If yes, detail	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender has the right to return at its discretion.
Will the securities be returned on settlement?	Yes.	Yes.	Yes (equivalent securities).
If yes, detail any exceptions	None.	None.	None.

The information in this appendix is based on the relevant standard UBS agreement.

A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

Holder of relevant interest	UBS AG, Australia Branch
Type of agreement	Prime Brokerage Agreement
Parties to agreement	(i) UBS AG, Australia Branch ("UBS AG") (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.
Holder of voting rights	UBS AG
Are there any restrictions on voting rights?	Please refer to the details below.
If yes, detail	Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).
Scheduled return date (if any)	None, subject to the terms of the relevant loan.
Does the borrower have the right to return early?	Yes.
If yes, detail	The borrower (i.e. UBS AG) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes.
If yes, detail	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.
Will the securities be returned on settlement?	Yes.
If yes, detail any exceptions	None.

The information in this appendix is based on the relevant standard UBS agreement.
A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

Securities Lending Agreement - UBS AG, London Branch / UBS Limited

Parties to agreement	Transfer date
Citibank NA as an agent acting on behalf of its clients	(i) 30 July 2014

Securities Lending Agreement - UBS AG, Australia Branch/ UBS Securities Australia Limited

Parties to agreement	Transfer date
JPMorgan Chase Bank, N.A. as an agent acting on behalf of its clients	(i) 19 August 2014

Securities Lending Agreement - UBS Securities LLC

Parties to agreement	Transfer date
Barclays Global Investment NA as an agent acting on behalf of its clients	(i) 30 July 2014
The Bank of New York Mellon as an agent acting on behalf of its clients	(i) 28 August 2014
State Street Bank & Trust Company as an agent acting on behalf of its clients	(i) 30 July 2014

Prime Brokerage Agreement - UBS AG, Australia Branch

Parties to agreement	Transfer date
Regal Funds Management Pty Limited as trustee and manager of Tasman Market Neutral Fund	(i) 8 September 2014
	(ii) 9 September 2014
	(iii) 30 September 2014
Regal Funds Management Pty Limited as trustee for Regal Australian Long Short Geared Equity Fund	(i) 8 September 2014
	(ii) 9 September 2014
	(iii) 30 September 2014
Regal Funds Management Pty Ltd as trustee and manager of Atlantic Absolute Return Fund	(i) 30 September 2014
CFS Specialist Fund 20	(i) 30 September 2014

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Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities	Class
01-Oct-14	UBS Securities Australia Ltd	Buy	44,852	20,761	Ordinary
01-Oct-14	UBS Securities Australia Ltd	Sell	111,807	(51,581)	Ordinary
01-Oct-14	UBS AG, Australia Branch	Stock returned	N/A	(1,187,059)	Ordinary
02-Oct-14	UBS Global Asset Management	Buy	9,041	4,146	Ordinary
02-Oct-14	UBS Securities Australia Ltd	Buy	23,806	10,918	Ordinary
03-Oct-14	UBS Securities Australia Ltd	Buy	11,080	5,191	Ordinary
03-Oct-14	UBS Securities Australia Ltd	Buy	27,540	12,910	Ordinary
03-Oct-14	UBS Securities Australia Ltd	Buy	38,059	17,823	Ordinary
03-Oct-14	UBS Securities Australia Ltd	Sell	79,387	(37,546)	Ordinary
06-Oct-14	UBS Securities Australia Ltd	Buy	10,388	4,950	Ordinary
06-Oct-14	UBS Securities Australia Ltd	Sell	1,892	(903)	Ordinary
06-Oct-14	UBS Securities Australia Ltd	Buy	30,899	14,699	Ordinary
07-Oct-14	UBS Securities Australia Ltd	Buy	8,151	3,899	Ordinary
07-Oct-14	UBS Securities Australia Ltd	Buy	22,267	10,616	Ordinary
07-Oct-14	UBS Securities Australia Ltd	Sell	93,134	(44,464)	Ordinary
09-Oct-14	UBS Securities Australia Ltd	Sell	87,779	(42,157)	Ordinary
10-Oct-14	UBS Securities Australia Ltd	Buy	41,000	20,000	Ordinary
13-Oct-14	UBS Securities Australia Ltd	Buy	74,759	37,140	Ordinary
13-Oct-14	UBS Securities Australia Ltd	Sell	120,320	(59,974)	Ordinary
13-Oct-14	UBS AG, Australia Branch	Stock returned	N/A	(308,751)	Ordinary
13-Oct-14	UBS AG, Australia Branch	Stock returned	N/A	(13,455)	Ordinary
14-Oct-14	UBS Securities Australia Ltd	Buy	6,833	3,333	Ordinary
14-Oct-14	UBS Securities Australia Ltd	Buy	13,087	6,353	Ordinary
14-Oct-14	UBS Securities Australia Ltd	Buy	14,797	7,183	Ordinary
14-Oct-14	UBS Securities Australia Ltd	Buy	54,865	26,714	Ordinary
14-Oct-14	UBS Securities Australia Ltd	Buy	13,355	6,492	Ordinary
14-Oct-14	UBS Securities Australia Ltd	Buy	5,924	2,853	Ordinary
15-Oct-14	UBS Securities Australia Ltd	Buy	15,102	7,024	Ordinary
15-Oct-14	UBS Securities Australia Ltd	Buy	6,649	3,107	Ordinary
15-Oct-14	UBS Securities Australia Ltd	Buy	14,684	6,736	Ordinary
15-Oct-14	UBS Securities Australia Ltd	Sell	85,404	(39,884)	Ordinary
17-Oct-14	UBS Securities Australia Ltd	Sell	243,977	(117,846)	Ordinary
20-Oct-14	UBS Global Asset Management	Buy	9,155	4,358	Ordinary
20-Oct-14	UBS Securities Australia Ltd	Sell	195,006	(93,175)	Ordinary
21-Oct-14	UBS Securities Australia Ltd	Buy	14,757	7,053	Ordinary
22-Oct-14	UBS Securities Australia Ltd	Buy	15,986	7,736	Ordinary
22-Oct-14	UBS Securities Australia Ltd	Sell	9,169	(4,452)	Ordinary
22-Oct-14	UBS Securities Australia Ltd	Buy	4,978	2,452	Ordinary
23-Oct-14	UBS Securities Australia Ltd	Buy	16,608	8,004	Ordinary
23-Oct-14	UBS Securities Australia Ltd	Buy	11,705	5,645	Ordinary
24-Oct-14	UBS Global Asset Management	Buy	9,749	4,597	Ordinary
24-Oct-14	UBS Securities Australia Ltd	Buy	16,078	7,617	Ordinary
27-Oct-14	UBS Securities Australia Ltd	Buy	15,767	7,451	Ordinary
28-Oct-14	UBS Securities Australia Ltd	Buy	57,940	27,400	Ordinary
28-Oct-14	UBS Securities Australia Ltd	Buy	15,846	7,493	Ordinary
29-Oct-14	UBS Securities Australia Ltd	Buy	11,348	5,204	Ordinary
29-Oct-14	UBS Securities Australia Ltd	Buy	6,380	2,918	Ordinary
30-Oct-14	UBS Global Asset Management	Buy	9,510	4,361	Ordinary
30-Oct-14	UBS Securities Australia Ltd	Buy	1,165	536	Ordinary
30-Oct-14	UBS Securities Australia Ltd	Sell	746,211	(343,433)	Ordinary
03-Nov-14	UBS Securities Australia Ltd	Sell	38,889	(18,000)	Ordinary
03-Nov-14	UBS AG, Australia Branch	Stock returned	N/A	(101,893)	Ordinary
03-Nov-14	UBS AG, Australia Branch	Stock returned	N/A	(48,773)	Ordinary
04-Nov-14	UBS Securities Australia Ltd	Sell	588,077	(269,414)	Ordinary