

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To: **Dick Smith Holdings Limited**

ACN/ARSN **166 237 841**

1. Details of substantial holder

Name **Deutsche Bank AG and its related bodies corporate (together, the "Deutsche Bank Group")**

ACN/ARSN (if applicable) **064 165 162**

The holder ceased to be a substantial holder on **22 August 2014**
The previous notice was given to the company on **8 August 2014**
The previous notice was dated **6 August 2014**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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(4)	Consideration given in relation to change(5)	Class(6) and number of securities affected	Person's votes affected
Please refer to Schedule 1.					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	

4. Addresses

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

Name	Address
Deutsche Bank AG, Sydney Branch	126 Phillip Street, Sydney, NSW, Australia 2000
Deutsche Bank AG, London Branch	Winchester House, 1 Great Winchester Street, London, United Kingdom, EC2N 2DB
Deutsche Securities Australia Ltd	126 Phillip Street, Sydney, NSW, Australia 2000
Deutsche Bank Securities Inc	60 Wall Street, New York, USA 10005



Signature

Name Fiona Cheng
Deutsche Bank AG, Hong Kong Branch

26 August 2014

Schedule 1

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
7/08/2014	Deutsche Bank Securities Inc	Stock borrow from BlackRock Advisors (UK) Limited (Refer to Schedule 2)	N/A	100,000	100,000
7/08/2014	Deutsche Bank AG, Sydney branch	Sell	1.98	-1	-1
11/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	268	268
11/08/2014	Deutsche Bank AG, Sydney branch	Sell	1.97	-268	-268
11/08/2014	Deutsche Securities Australia Ltd	Sell	1.98	-8,514	-8,514
12/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	371	371
12/08/2014	Deutsche Bank AG, Sydney branch	Sell	1.92	-371	-371
13/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.92	67	67
13/08/2014	Deutsche Bank AG, Sydney branch	Sell	1.91	-31	-31
13/08/2014	Deutsche Bank AG, Sydney branch	Sell	1.92	-67	-67
14/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.91	7	7
15/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	137	137
15/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.98	27	27
15/08/2014	Deutsche Bank AG, Sydney branch	Sell	1.97	-137	-137
15/08/2014	Deutsche Bank Securities Inc	Return of stock borrow to BlackRock Advisors (UK) Limited (Refer to Schedule 2)	N/A	-8,000	-8,000
18/08/2014	Deutsche Bank AG, Sydney branch	Buy	1.97	17	17
19/08/2014	Deutsche Securities Australia Ltd	Return of stock borrow to JP Morgan Chase Bank N.A. Sydney Branch (Refer to Schedule 2)	N/A	-122,600	-122,600
20/08/2014	Deutsche Bank AG, London Branch	Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	700,000	700,000
20/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	150,000	150,000
20/08/2014	Deutsche Securities Australia Ltd	Stock borrow from JP Morgan Chase Bank N.A. Sydney Branch (Refer to Schedule 2)	N/A	75,000	75,000
20/08/2014	Deutsche Bank Securities Inc	Stock borrow from Citibank N.A. (Refer to Schedule 2)	N/A	29,000	29,000
20/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.17	26	26
21/08/2014	Deutsche Bank AG, London Branch	Stock borrow from HSBC Securities Services (Refer to Schedule 2)	N/A	12,000	12,000
21/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	1,720	1,720
21/08/2014	Deutsche Securities Australia Ltd	Return of stock borrow to JP Morgan Chase Bank N.A. Sydney Branch (Refer to Schedule 2)	N/A	-194,500	-194,500
21/08/2014	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	N/A	-729,000	-729,000
22/08/2014	Deutsche Bank AG, Sydney branch	Buy	2.23	43	43

Schedule 1

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
22/08/2014	Deutsche Bank AG, London Branch	Return of stock borrow to JP Morgan Chase Bank N.A. (Refer to Schedule 2)	2.25	-12,000	-12,000
22/08/2014	Deutsche Securities Australia Ltd	Return of stock borrow to BNP Paribas Fund Services Securities Pty Limited (Refer to Schedule 2)	N/A	-78,700	-78,700
22/08/2014	Deutsche Bank AG, Sydney branch	Sell	2.25	-150,000	-150,000
22/08/2014	Deutsche Securities Australia Ltd	Return of stock borrow to JP Morgan Chase Bank N.A. Sydney Branch (Refer to Schedule 2)	N/A	-154,600	-154,600

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Securities Australia Limited (2) BNP Paribas Fund Services Securities Pty Limited	(1) Deutsche Securities Australia Limited (2) JP Morgan Chase Bank N.A. Sydney Branch
Transfer date:	26 February 2014 1 April 2014 6 August 2014 22 August 2014	1 August 2014 19 August 2014 20 August 2014 21 August 2014 22 August 2014
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

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Bank AG, London Branch (2) CIBC Toronto	(1) Deutsche Bank AG, London Branch (2) Citibank, N.A., London Branch
Transfer date:	11 April 2014 22 July 2014	11 April 2014 28 April 2014 28 May 2014 17 July 2014
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

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Bank AG, London Branch (2) HSBC Securities Services	(1) Deutsche Bank AG, London Branch (2) JP Morgan Chase Bank N.A.
Transfer date:	11 April 2014 21 August 2014	25 June 2014 17 July 2014 28 July 2014 20 August 2014 21 August 2014 22 August 2014
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

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	(1) Deutsche Bank AG, London Branch (2) RBC Dexia Investor Services Trust	(1) Deutsche Bank Securities Inc. (2) Brown Brothers Harriman & Co
Transfer date:	8 July 2014	17 July 2014
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

Schedule 2

Type of Agreement:	Securities Lending Agreement	Securities Lending Agreement
Parties to Agreement:	1) Deutsche Bank Securities Inc. (2) BlackRock Advisors (UK) Limited	(1) Deutsche Bank Securities Inc. (2) Citibank N.A.
Transfer date:	7 August 2014 15 August 2014	20 August 2014
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