

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

Note: This form must be completed in accordance with the instructions at the end of the form.

To NZX Limited
and

To Diligent Corporation (DIL)

Relevant event being disclosed: movement of 1% or more in the substantial holding

Date of relevant event: 8 April, 2016

Date this disclosure made: 13 April, 2016

Date last disclosure made: 8 April, 2016

Substantial product holder(s) giving disclosure

Full name(s): Morgan Stanley and its Subsidiaries listed in Annexure A

Summary of substantial holding

Class of quoted voting products: Ordinary Shares (DIL)

Summary for Morgan Stanley and its Subsidiaries listed in Annexure A

For **this** disclosure,—

- (a) total number held in class: 9,409,258
- (b) total in class: 88,086,700
- (c) total percentage held in class: 10.682%

For **last** disclosure,—

- (a) total number held in class: 8,307,484
- (b) total in class: 88,086,700
- (c) total percentage held in class: 9.431%

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Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

Date of Transaction	Holder of Relevant Interest	Transaction Nature	Consideration (NZD)	Class and number of securities
04/06/2016	Morgan Stanley & Co. International plc	Buy	355,535.00	50,000 Ordinary Shares
04/06/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	800 Ordinary Shares
04/06/2016	Morgan Stanley Smith Barney LLC	Sell	249,112.14	51,682 Ordinary Shares
04/06/2016	Morgan Stanley Smith Barney LLC	Sell	249,463.57	51,682 Ordinary Shares
04/07/2016	Morgan Stanley & Co. LLC	Collateral Received	N/A	51,600 Ordinary Shares
04/07/2016	Morgan Stanley & Co. International Plc	Collateral Received	N/A	243,152 Ordinary Shares
04/07/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	419,258 Ordinary Shares
04/07/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	70,000 Ordinary Shares
04/07/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	129,829 Ordinary Shares
04/07/2016	Morgan Stanley Smith Barney LLC	Sell	500,193.66	103,363 Ordinary Shares
04/08/2016	Morgan Stanley & Co. International plc	Buy	355,030.00	50,000 Ordinary Shares
04/08/2016	Morgan Stanley & Co. International plc	Sell	4,241,640.00	600,000 Ordinary Shares
04/08/2016	Morgan Stanley & Co. International plc	Sell	1,063,500.00	150,000 Ordinary Shares
04/08/2016	Morgan Stanley & Co. International Plc	Collateral Received	N/A	535,532 Ordinary Shares
04/08/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	288,547 Ordinary Shares

04/08/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	70,000 Ordinary Shares
04/08/2016	Morgan Stanley & Co. International Plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	149,783 Ordinary Shares

Details after relevant event

1) Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 7,231,661
- (b) percentage held in class: 8.210%
- (c) current registered holder(s): HSBC Nominees (New Zealand) Limited
- (d) registered holder(s) once transfers are registered: Unknown

For a derivative relevant interest, also—

- (a) type of derivative: Not Applicable
- (b) details of derivative: Not Applicable
- (c) parties to the derivative: Not Applicable
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not Applicable

2) Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Holder of securities subject to an obligation to return under a prime brokerage agreement. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 780,884
- (b) percentage held in class: 0.886%

(c) current registered holder(s): HSBC Nominees (New Zealand) Limited

(d) registered holder(s) once transfers are registered: Unknown

For a derivative relevant interest, also—

(a) type of derivative: Not Applicable

(b) details of derivative: Not Applicable

(c) parties to the derivative: Not Applicable

(d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not Applicable

3) Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Holder of securities subject to an obligation to return under a securities lending agreement) through an associate. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

(a) number held in class: 106,000

(b) percentage held in class: 0.120%

(c) current registered holder(s): HSBC Nominees (New Zealand) Limited

(d) registered holder(s) once transfers are registered: Unknown

For a derivative relevant interest, also—

(a) type of derivative: Not Applicable

(b) details of derivative: Not Applicable

(c) parties to the derivative: Not Applicable

(d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not Applicable

4) Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s). The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

(a) number held in class: 1,290,713

- (b) percentage held in class: 1.465%
- (c) current registered holder(s): HSBC Nominees (New Zealand) Limited
- (d) registered holder(s) once transfers are registered: Unknown

For a derivative relevant interest, also—

- (a) type of derivative: Not Applicable
- (b) details of derivative: Not Applicable
- (c) parties to the derivative: Not Applicable
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not Applicable

5) Details for Each of the entities (as listed in Annexure A) in the Morgan Stanley group upstream of the above entities

Nature of relevant interest(s): Each of the above entities is a body corporate that each upstream entity controls and therefore has the relevant interests that the above entities collectively have. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 9,409,258
- (b) percentage held in class: 10.682%
- (c) current registered holder(s): HSBC Nominees (New Zealand) Limited
- (d) registered holder(s) once transfers are registered: Unknown

For a derivative relevant interest, also—

- (a) type of derivative: Not Applicable
- (b) details of derivative: Not Applicable
- (c) parties to the derivative: Not Applicable
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not Applicable

Additional information

Address(es) of substantial product holder(s):

Morgan Stanley - 1585 Broadway, New York NY 10036, United States

Morgan Stanley & Co. International Plc - 25 Cabot Square, Canary Wharf, London E14 4QA,
100080615/3821103.1

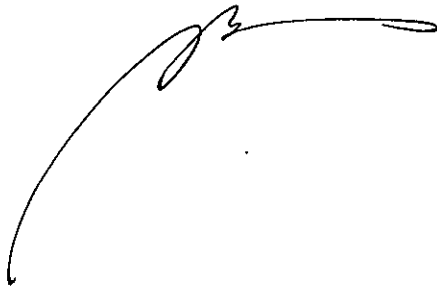


United Kingdom

Contact details: Annie Gong, Phone: +86 21 20352190, E-mail:
apdoi@morganstanley.com

Certification

I, Annie Gong, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made



Annexure A

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares.

Name
Morgan Stanley
Morgan Stanley International Holdings Inc.
Morgan Stanley International Limited
Morgan Stanley UK Group
Morgan Stanley Investments (UK)
Morgan Stanley & Co. International plc