

**MERCEDES-BENZ SOUTH AFRICA LIMITED**  
(Pretoria, Republic of South Africa)

unconditionally and irrevocably guaranteed by

**DAIMLER AG**  
(Stuttgart, Federal Republic of Germany)  
as Guarantor

**Issue of ZAR500,000,000 Senior Unsecured Floating Rate Notes due 6 August 2015**  
**Under the ZAR25,000,000 Mercedes-Benz South Africa Limited Domestic Medium Term Note**  
**Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Programme Memorandum dated 8 August 2013.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the Terms and Conditions. References in this Applicable Pricing Supplement to the Terms and Conditions are to the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*". References to any Condition in this Applicable Pricing Supplement are to that Condition of the Terms and Conditions. To the extent that there is a conflict between this Applicable Pricing Supplement and the Terms and Conditions, the terms and conditions contained in this Applicable Pricing Supplement will prevail.

**DESCRIPTION OF THE NOTES**

1. Issuer	Mercedes-Benz South Africa Limited
2. Guarantor	Daimler AG
3. Status of the Notes	Senior Notes
4. Security	Unsecured
5. Listed/Unlisted	Listed
6. Series number	90
7. Tranche number	1
8. Aggregate Principal Amount of this Tranche	ZAR500,000,000
9. Interest/Payment Basis	Floating Rate Notes
10. Issue Date(s)	7 August 2014
11. Minimum Denomination per Note	ZAR1 000 000
12. Specified Denomination (Principal Amount	ZAR1 000 000

per Note)

13. Issue Price(s)	100 percent
14. Applicable Business Day Convention, if different to that specified in the Terms and Conditions	Following Business Day
15. Interest Commencement Date(s)	7 August 2014
16. Step-Up Date	N/A
17. Final Redemption Date	6 August 2015
18. Specified Currency	ZAR
19. Additional Business Centre	N/A
20. Final Redemption Amount	100 percent of Nominal Amount
21. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes	N/A

#### **FIXED RATE NOTES**

22. Fixed Interest Rate	N/A
23. Interest Payment Date(s)	N/A
24. Interest Period(s)	N/A
25. Initial Broken Amount	N/A
26. Final Broken Amount	N/A
27. Step-Up Rate	N/A
28. Any other items relating to the particular method of calculating interest	N/A

#### **FLOATING RATE NOTES**

29. Interest Payment Dates	6 November 2014, 6 February 2015, 6 May 2015 and 6 August 2015
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30. Interest Period(s)	From and including one Floating Interest Payment Date to but excluding the following Floating Interest Payment Date, with the first Interest Period commencing on 7 August 2014 and ending the day before the next Interest Payment Date
31. Manner in which the Interest Rate is to be determined	Screen Rate Determination
32. Margin/Spread for the Interest Rate	64 basis points to be added to Reference Rate
33. Margin/Spread for the Step-Up Rate	N/A
34. If Screen Determination	
(a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated)	3 Month JIBAR
(b) Interest Rate Determination Date(s)	6 November 2014, 6 February 2015 and 6 May 2015, with the first Interest Rate Determination Date being 4 August 2014.
(c) Relevant Screen page and Reference Code	ZAR-JIBAR-SAFEX
35. If Interest Rate to be calculated otherwise than by reference to Screen Rate Determination, insert basis for determining Interest Rate/Margin/Fall back provisions	N/A
36. Any other terms relating to the particular method of calculating interest	N/A

**ZERO COUPON NOTES**

37. (a) Implied Yield	N/A
(b) Reference Price	N/A
(c) Equivalent Discount Rate	N/A
(d) Spread to Reference Rate	N/A
(e) Final Redemption Date	N/A
(f) Day Count Fraction	N/A

(g) Any other formula or basis for determining amount payable	N/A
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#### OTHER NOTES

38. If the Notes are not Fixed Rate Notes or Floating Rate Notes, or if the Notes are a combination of the above and some other Note, set out the relevant description of any additional Terms and Conditions relating to such Notes	N/A
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#### PROVISIONS REGARDING REDEMPTION

39. Redemption at the option of the Issuer: if yes:	No
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice	N/A
(d) If redeemable in part:	
Minimum Redemption Amount(s)	N/A
Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
40. Redemption at the option of the holders of the Senior Notes (Put Option): if yes	No
(a) Optional Redemption Date(s) (Put)	N/A
(b) Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice	N/A
(d) If redeemable in part:	
Minimum Redemption Amount(s)	N/A

Higher Redemption Amount(s)	N/A
(e) Other terms applicable on Redemption	N/A
41. Early Redemption Amount(s) payable on redemption for Taxation reasons or early redemption following an Event of Default	Yes

**GENERAL**

42. Additional selling restrictions	N/A
43. ISIN	ZAG000118563
44. Stock Code	MBF040
45. Financial Exchange	Interest Rate Market of the JSE Limited
46. Dealer(s)	Rand Merchant Bank, a division of FirstRand Bank Limited The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
47. Date Convention	ddmmyyyy
48. If syndicated, names of Lead Manager(s)	N/A
49. Method of distribution	Bookbuild
50. Rating assigned to this Tranche of Notes (if any), date of such rating and date for review of such rating	AAA(zaf) with F1+ (Fitch) as at 31 May 2013; and Aa2.za with P-1 (Moody's) as at 9 July 2012, which ratings shall be reviewed from time to time
51. Rating Agency (if any)	See item 50 above
52. Governing Law	South Africa
53. Last Day to Register	by 17h00 on 26 October 2014, 26 January 2015, 25 April 2015 and 26 July 2015.
54. Books Closed Period	The Register will be closed from 27 October 2014 to 5 November 2014,

	27 January 2015 to 5 February 2015, 26 April 2015 to 5 May 2015 and 27 July 2015 to the Final Redemption Date.
55. Calculation Agent	Absa Corporate and Investment Bank, a division of Absa Bank Limited
56. Specified Office of the Calculation Agent	15 Alice Lane, Sandton, 2193
57. Transfer Agent	Computershare Investor Services Proprietary Limited
58. Specified Office of the Transfer Agent	70 Marshall Street, Johannesburg, 2001, South Africa
59. Stabilisation Manager, if any	N/A
60. Programme Amount	R25 000 000 000
61. Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche	ZAR19 465 000 000 (excluding this issuance and the MBF041 and the MBF042 issuances)
62. Events of Default	See Condition 17
63. Other provisions	N/A

**Disclosure Requirements in terms of paragraph 3(5) of the Commercial Paper Regulations**

At the date of this Applicable Pricing Supplement:

Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

Paragraph 3(5)(c)

The auditor of the Issuer is KPMG Incorporated.

Paragraph 3(5)(d)

As at the date of this issue:

- (a) the Issuer has issued commercial paper to the value of ZAR19 465 000 000 (excluding this issuance and the MBF041 and the MBF042 issuances);

- (b) the Issuer estimates to issue commercial paper with a nominal value of ZAR6 000 000,000 (including this issuance) during its current financial year, ending 31 December 2014; and
- (c) the amount of commercial paper issued by the Issuer when aggregated with its other borrowings equals an amount less than the amount that the Issuer is permitted to borrow in terms of its constitutive documents.

Paragraph 3(5)(e)

Prospective investors in the Notes are to consider this Applicable Pricing Supplement, the Programme Memorandum and the documentation incorporated therein by reference in order to ascertain the nature of the financial and commercial risks of an investment in the Notes. In addition, prospective investors in the Notes are to consider the latest audited financial statements of the Issuer which are incorporated into the Programme Memorandum by reference and which may be requested from the Issuer.

Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

Paragraph 3(5)(g)

The Notes issued will be listed, as stated in this Applicable Pricing Supplement.

Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

Paragraph 3(5)(i)

The Notes are unsecured but guaranteed by the Guarantor.

Paragraph 3(5)(j)

KPMG Incorporated, the auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

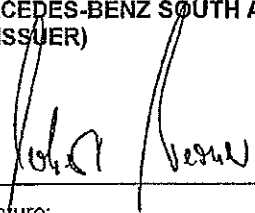
**Responsibility:**

The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement. The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum and this Applicable Pricing Supplement which would make any statement false or misleading as at the date hereof and that all reasonable enquiries to ascertain such facts have been made and that the Programme Memorandum and this Applicable Pricing Supplement contain all information required by Applicable Law and the JSE Debt Listings Requirements. The Issuer accepts full responsibility for the information contained in the Programme Memorandum, this Applicable Pricing Supplement and its audited annual financial statements incorporated by reference in the Programme Memorandum and any amendments, or any supplements from time to time.

Application is hereby made to list this issue of Notes on 7 August 2014.

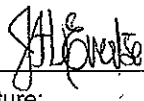
SIGNED at PRETORIA on this 5<sup>TH</sup> day of August 2014

For and on behalf of  
**MERCEDES-BENZ SOUTH AFRICA LIMITED**  
(AS ISSUER)

  
\_\_\_\_\_  
Signature:

HERBERT WERNER  
\_\_\_\_\_  
Name:

Designation: Director

  
\_\_\_\_\_  
Signature:

JOHANN F EVERSE  
\_\_\_\_\_  
Name:

Designation: Director

**Registered Address :** Wierda Road, Zwartkop, Pretoria

Tel: (012) 677 1626