

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 8 December 2015
Under its ZAR25,000,000,000 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	98
7. Tranche number	1
8. Aggregate Principal Amount of this Tranche	ZAR500,000,000
9. Interest/Payment Basis	Floating Rate
10. Form of Notes	Registered Notes- The Notes in this tranche will be listed and are issued in uncertificated form and held by the CSD

11. Issue Date(s)	9 December 2014
12. Minimum Denomination per Note	ZAR1 000 000
13. Specified Denomination (Principal Amount per Note)	ZAR1 000 000
14. Issue Price(s)	100 percent
15. Applicable Business Day Convention, if different to that specified in the Terms and Conditions	Following Business Day
16. Interest Commencement Date(s)	9 December 2014
17. Step-Up Date	N/A
18. Final Redemption Date	8 December 2015
19. Specified Currency	ZAR
20. Additional Business Centre	N/A
21. Final Redemption Amount	100 percent of Nominal Amount
22. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes	N/A

FIXED RATE NOTES

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

FLOATING RATE NOTES

30. Interest Payment Dates	8 March 2015, 8 June 2015, 8 September 2015 and 8 December 2015
31. 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 9 December 2014 and ending the day before the next Interest Payment Date
32. Manner in which the Interest Rate is to be determined	Screen Rate Determination
33. Margin/Spread for the Interest Rate	90 basis points to be added to Reference Rate
34. Margin/Spread for the Step-Up Rate	N/A
35. 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)	8 March 2015, 8 June 2015 and 8 September 2015, with the first Interest Rate Determination Date being 4 December 2014
(c) Relevant Screen page and Reference Code	ZAR-JIBAR-SAFEX
36. 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
37. Any other terms relating to the particular method of calculating interest	N/A

ZERO COUPON NOTES

38. (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

OTHER NOTES

39. 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

40. 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
41. 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
42. Early Redemption Amount(s) payable on redemption for Taxation reasons or early redemption following an Event of Default	Yes

GENERAL

43. Additional selling restrictions	N/A
44. International Securities Numbering (ISIN)	ZAG000122409
45. Stock Code	MBF043
46. Financial Exchange	N/A
47. Dealer(s)	FirstRand Bank Limited, acting through its Rand Merchant Bank division The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division
48. Date Convention	Act/365
49. If syndicated, names of Lead Manager(s)	N/A
50. Method of distribution	Dutch Auction
51. Rating assigned to the Issuer (if any), date of such rating and date for review of such rating	AAA(zaf) with F1+ (Fitch) as at May 2014; and Aa2.za with P-1 (Moody's) as at July 2014, which ratings shall be reviewed from time to time
52. Rating Agency (if any)	Fitch Ratings Moody's Investor Services Limited
53. Governing Law	South Africa
54. Last Day to Register	by 17h00 on 25 February 2015, 28 May 2015,

	28 August 2015 and 27 November 2015 until the Final Redemption Date
55. Books Closed Period	The Register will be closed from 26 February 2015 to 7 March 2015, 29 May 2015 to 7 June 2015, 29 August 2015 to 7 September 2015 and 28 November 2015 to 7 December 2015 (all dates inclusive) until the Final Redemption Date
56. Calculation Agent	Absa Corporate and Investment Bank, a division of Absa Bank Limited
57. Specified Office of the Calculation Agent	15 Alice Lane, Sandton, 2193
58. Transfer Agent	Computershare Investor Services Proprietary Limited
59. Specified Office of the Transfer Agent	70 Marshall Street, Johannesburg, 2001, South Africa
60. Stabilisation Manager, if any	N/A
61. Programme Amount	R25 000 000 000
62. Aggregate Outstanding Principal Amount of Notes in issue on the Issue Date of this Tranche	R17 150 000 000 (excluding this issuance and the MBSA03 Notes issue)
63. Events of Default	See Condition 17
64. 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 R17 150 000 000 (excluding this issuance and the MBSA03 Notes issue);
- (b) the Issuer estimates that it will not issue any commercial paper 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 the 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.

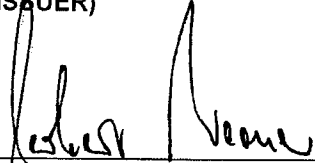
Responsibility:

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.

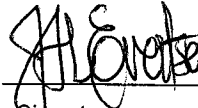
Application is hereby made to list this issue of Notes on 9 December 2014.

SIGNED at _____ on this _____ day of December 2014

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



Signature:



Signature:

Name: Herbert Werner

Name: Johann Evertse

Designation: Director

Designation: Director

Registered Address : Wierda Road, Zwartkop, Pretoria

Tel: (012) 677 1626