

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 R750,000,000 Senior Unsecured 8.905% Fixed Rate Notes due 15 April 2019
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	90
7. Tranche number	1
8. Aggregate Principal Amount of this Tranche	ZAR750,000,000
9. Interest/Payment Basis	Fixed Rate Notes
10. Issue Date(s)	15 April 2014

11. Minimum Denomination per Note	ZAR1 000 000
12. Specified Denomination (Principal Amount per Note)	ZAR1 000 000
13. Issue Price(s)	100 percent
14. Applicable Business Day Convention, if different to that specified in the Terms and Conditions	Modified Following Business Day
15. Interest Payment Dates	15 October and 15 April of each year until the Maturity Date with the first interest payment date being on 15 October 2014
16. Interest Commencement Date(s)	15 April 2014
17. Step-Up Date	N/A
18. Final Redemption Date	15 April 2019
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	8.905 percent per annum payable semi-annually in arrears
24. Interest Payment Date(s)	15 October and 15 April of each year until the Maturity Date with the first interest payment date being on 15 October 2014
25. Initial Broken Amount	N/A
26. Final Broken Amount	N/A

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| 27. Step-Up Rate | N/A |
| 28. Any other items relating to the particular method of calculating interest | N/A |

FLOATING RATE NOTES

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| 29. Interest Payment Dates | N/A |
| 30. Interest Period(s) | N/A |
| 31. Manner in which the Interest Rate is to be determined | N/A |
| 32. Margin/Spread for the Interest Rate | N/A |
| 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) | N/A |
| (b) Rate Determination Date(s) | N/A |
| (c) Relevant Screen page and Reference Code | N/A |
| 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

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| 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

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	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	N/A

such amount(s)	
(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. International Securities Numbering (ISIN)	ZAG000115080
44. Stock Code	MBSA02
45. Financial Exchange	Interest Rate Market of the JSE Limited
46. Dealer	Absa Corporate and Investment Bank, a division of Absa Bank Limited Nedbank Capital, a division of Nedbank Limited
47. Date Convention	ddmmyyyy
48. If syndicated, names of Lead Manager(s)	N/A
49. Method of distribution	Dutch auction
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 4 October and 4 April of each year until the Maturity Date.
54. Books Closed Period	The Register will be closed from 5 October to 14 October and on 5 April to 14 April (all dates inclusive) of each year until the Maturity 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	R15 965 000 000 (excluding this issuance and the MBF038 and MBF039 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 ZAR15 965 000 000 (excluding this issuance and the MBF038 and the MBF039 issuances);

- (b) the Issuer estimates to issue commercial paper with a nominal value of ZAR8 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 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.

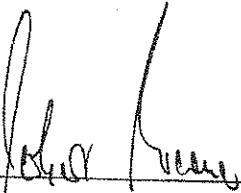
Responsibility:

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 15 April 2014.

SIGNED at Pretoria on this 10th day of April 2014

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



Signature:

Herbert Werner

Name:

CFO

Designation:



Signature:

J F EVERTSE

Name:

VICE PRESIDENT, HUMAN RESOURCES

Designation:

Registered Address : Wierda Road, Zwartkop, Pretoria

Tel: (012) 677 1626