

**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 6.925% Fixed Rate Notes due 9 June 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	97
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)	9 December 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	Following Business Day
15. Interest Payment Dates	9 June 2015
16. Interest Commencement Date(s)	9 December 2014
17. Step-Up Date	N/A
18. Final Redemption Date	9 June 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	6.925 percent per annum payable semi-annually in arrears
24. Interest Payment Date(s)	9 June 2015
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	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

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

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| 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

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| 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 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 |

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|---|-----|
| (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**

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|---|--|
| 42. Additional selling restrictions   | N/A  |
| 43. International Securities Numbering (ISIN)   | ZAG000122391   |
| 44. Stock Code  | MBSA03   |
| 45. Financial Exchange  | Interest Rate Market of the JSE Limited  |
| 46. Dealer  | The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division                                    |
| 47. Date Convention   | Act/365  |
| 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 May 2014; and Aa2.za with P-1 (Moody's) as at July 2014, 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 29 May 2015.   |
| 54. Books Closed Period   | The Register will be closed from 30 May 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	R17 150 000 000 (excluding this issuance and the MBF043 Note issue)
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 R17 150 000 000 (excluding this issuance and the MBF043 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.

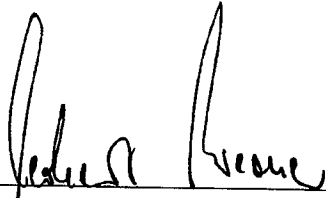
**Responsibility:**

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:

Name: Herbert Werner

Designation: Director



Signature:

Name: Johann Evertse

Designation: Director

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

Tel: (012) 677 1626