

PRO FORMA APPLICABLE PRICING SUPPLEMENT

Set out below is the form of Applicable Pricing Supplement, which will be completed for each Tranche of Notes issued under the Programme:

Mercedes-Benz South Africa

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

Under its R● Domestic Medium Term Note Programme with a Stock Code ●

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum issued by Mercedes-Benz South Africa (Proprietary) Limited dated ●, as may be amended or supplemented from time to time. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

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.

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the Programme Memorandum contains all information required by Applicable Law and the JSE Listings Requirements. The Issuer accepts full responsibility for the information contained in the Programme Memorandum, the Applicable Pricing Supplements and the annual financial report and any amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein.

The JSE Limited takes no responsibility for the content of the Programme Memorandum, this Applicable Pricing Supplement and the annual financial reports of the Issuer and the Guarantor and any amendments or any supplements thereto from time to time. The JSE makes no representation as to the accuracy or completeness of any of the foregoing documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the foregoing documents.

DESCRIPTION OF THE NOTES

- | | |
|------------------------|--|
| 1. Issuer | Mercedes-Benz South Africa (Proprietary) Limited |
| 2. Guarantor | Daimler AG |
| 3. Status of the Notes | [Senior Notes/Subordinated Notes] |
| 4. Security | [Secured/Unsecured] |

- | | |
|---|---|
| 5. Listed/Unlisted | [] |
| 6. Series number | [] |
| 7. Tranche number | [] |
| 8. Aggregate Principal Amount of this Tranche | [] |
| 9. Interest/Payment Basis | [] |
| 10. Issue Date(s) | [] |
| 11. Minimum Denomination per Note | R1 000 000 |
| 12. Specified Denomination (Principal Amount per Note) | [] |
| 13. Issue Price(s) | [] |
| 14. Applicable Business Day Convention, if different to that specified in the Terms and Conditions | [Following Business Day/Modified Business Day/Preceding Business Day/other convention – insert details] |
| 15. Interest Payment Dates | [] |
| 16. Interest Commencement Date(s) | [] |
| 17. Step-Up Date | [] |
| 18. Final Redemption Date | [] |
| 19. Specified Currency | [] |
| 20. Additional Business Centre | [] |
| 21. Maturity Amount | [] |
| 22. Set out the relevant description of any additional/other Terms and Conditions relating to the Notes | [] |

FIXED RATE NOTES

- | | |
|------------------------------|-----------------------------------|
| 23. Fixed Interest Rate | [% per annum nacq/nacm/nacs/naca |
| 24. Interest Payment Date(s) | [] |
| 25. Interest Period(s) | [] |

26. Initial Broken Amount []
27. Final Broken Amount []
28. Step-Up Rate []
29. Any other items relating to the particular method of calculating interest []

FLOATING RATE NOTES

30. Interest Payment Date(s) []
31. Interest Period(s) []
32. Manner in which the Interest Rate is to be determined Screen Rate Determination/other (insert details)
33. Margin/Spread for the Interest Rate [(+/-) ()% per annum to be added to/subtracted from the relevant Reference Rate]
34. Margin/Spread for the Step-Up Rate [(+/-) ()% per annum to be added to/subtracted from the relevant Reference Rate/Interest Rate]
35. If Screen Determination
- (a) Reference Rate (including relevant period by reference to which the Interest Rate is to be calculated) [e.g. 3 month JIBAR]
- (b) Rate Determination Date(s) [The first Business Day of each Interest Period]
- (c) Relevant Screen page and Reference Code []
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 []
37. Any other terms relating to the particular method of calculating interest []

ZERO COUPON NOTES

38. (a) Implied Yield [] NACA, NACS, NACQ, NACM
- (b) Reference Price []

- (c) Equivalent Discount Rate []
- (d) Spread to Reference Rate []
- (e) Maturity Date []
- (f) Day Count []
- (g) Any other formula or basis for determining amount payable []

INDEXED NOTES

39. (a) Type of Indexed Notes [Indexed Interest Notes / Indexed Redemption Amount Notes]
- (b) Index/Formula by reference to which Interest Amount/Final Redemption Amount is to be determined []
- (c) Manner in which the Interest Amount/Final Redemption Amount is to be determined []
- (d) Interest Period []
- (e) Interest Payment Date(s) []
- (f) If different from the Calculation Agent, agent responsible for calculating amount of principal and interest []
- (g) Provisions where calculation by reference to Index and/or Formula is impossible or impracticable []

OTHER NOTES

40. 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 []

PROVISIONS REGARDING REDEMPTION/ MATURITY

41. Redemption at the option of the Issuer: if yes: [Yes/No]

- (a) Optional Redemption Date(s) []
- (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s) []
- (c) Minimum period of notice []
- (d) If redeemable in part:
- Minimum Redemption Amount(s) []
- Higher Redemption Amount(s) []
- (e) Other terms applicable on Redemption []
42. Redemption at the option of the holders of the Senior Notes (Put Option): if yes [Yes/No]
- (a) Optional Redemption Date(s) (Put) []
- (b) Optional Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s) []
- (c) Minimum period of notice []
- (d) If redeemable in part:
- Minimum Redemption Amount(s) []
- Higher Redemption Amount(s) []
- (e) Other terms applicable on Redemption []
43. Early Redemption Amount(s) payable on redemption for Taxation reasons or early redemption following an Event of Default : if yes [Yes/No]
- Early Redemption Amount and method, if any, of calculation of such amount [as per Condition]

GENERAL

44. Additional selling restrictions []
45. International Securities Numbering (ISIN) []
46. Stock Code []

47. Financial Exchange []
48. Dealer(s) []
49. Trade Type [Price/Yield]
50. Date Convention [ddmmyy]
51. If syndicated, names of Lead Manager(s) []
52. Method of distribution []
53. Rating assigned to this Tranche of Notes (if any), []
date of such rating and date for review of such rating
54. Rating Agency (if any) []
55. Governing Law South Africa
56. Last Day to Register [], being 17h00 on the Business Day
preceding the Books Closed Period
57. Books Closed Period [5 days prior to each Interest Payment Date and
Redemption Date]
58. Calculation Agent Absa Capital, a division of Absa Bank Limited
59. Specified Office of the Calculation Agent []
60. Transfer Agent []
61. Specified Office of the Transfer Agent []
62. Stabilisation Manager, if any []
63. Programme Amount [R●]
64. Aggregate Outstanding Principal Amount of Notes in R[], excluding this Tranche of Notes and any
issue on the Issue Date of this Tranche other Tranche(s) of Notes to be issued on the Issue
Date
65. Events of Default [See Condition]
66. Other provisions []

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS –
SEE APPENDIX "A"

Responsibility:

The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement.

Application [is hereby/will not be] made to list this Tranche of the Notes, [as from []], pursuant to the ● Domestic
Medium Term Note Programme.

●

By: _____

Director, duly authorised

Date: _____

By: _____

Director, duly authorised

Date: _____

APPENDIX "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 [].

Paragraph 3(5)(d)

As at the date of this issue:

- (a) [the Issuer has not issued any Notes/the Outstanding Principal Amount of all Notes issued by the Issuer is R●; and
- (b) [it is not anticipated that the Issuer will issue additional Notes during the remainder of its current financial year/it is anticipated that the Issuer will issue additional Notes with an estimated nominal value of R● during the remainder of its current financial year ended ●, in addition to the Notes forming part of this issue of Notes].

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/unlisted], 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 ●.

Paragraph 3(5)(i)

The Notes are [secured/unsecured].

Paragraph 3(5)(i)

[], 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.