



Mercedes-Benz

MERCEDES-BENZ SOUTH AFRICA LIMITED

(Pretoria, Republic of South Africa)

as Issuer

unconditionally and irrevocably guaranteed by

DAIMLER AG

(Stuttgart, Federal Republic of Germany)

as Guarantor

**Issue of ZAR750,000,000 Senior Unsecured Floating Rate Notes due 2 November 2022
Under its ZAR35,000,000,000 Domestic Medium Term Note Programme**

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum dated 21 December 2015, prepared by Mercedes-Benz South Africa Limited in connection with the Mercedes-Benz South Africa Limited ZAR35,000,000,000 Domestic Medium Term Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*".

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. 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.

PARTIES

1.	Issuer	Mercedes-Benz South Africa Limited
2.	Guarantor	Daimler AG
3.	Dealers	Nedbank Limited, acting through its Corporate and Investment Banking division
4.	Debt Sponsor	Rand Merchant Bank, a division of FirstRand Bank Limited
5.	Paying Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
	Specified Address	1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton 2196
6.	Calculation Agent	Rand Merchant Bank, a division of FirstRand Bank Limited
	Specified Address	1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton 2196
7.	Transfer Agent	Computershare Investor Services Proprietary Limited
	Specified Address	70 Marshall Street, Johannesburg, 2001, South Africa

PROVISIONS RELATING TO THE NOTES

8.	Status of Notes	Senior Unsecured
9.	Form of Notes	Listed Notes, issued in uncertificated form and held by the CSD
10.	Series Number	61
11.	Tranche Number	1
12.	Aggregate Nominal Amount:	
	(a) Series	ZAR750,000,000
	(b) Tranche	ZAR750,000,000
13.	Interest	Interest-bearing
14.	Interest Payment Basis	Floating Rate
15.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
16.	Issue Date	2 November 2017
17.	Nominal Amount per Note	ZAR1,000,000
18.	Specified Denomination	ZAR1,000,000
19.	Specified Currency	ZAR
20.	Issue Price	100%
21.	Interest Commencement Date	2 November 2017
22.	Maturity Date	2 November 2022
23.	Applicable Business Day Convention	Following Business Day, with no adjustments to be made to the Interest Periods
24.	Final Redemption Amount	100%
25.	Last Day to Register	by 17h00 on 22 January, 21 April, 22 July and 22 October of each year until the Maturity Date
26.	Books Closed Period(s)	The Register will be closed from 23 January to 1 February, 22 April to 1 May, 23 July to 1 August and from 23 October to 1 November (all dates inclusive) of each year until the Maturity Date

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

27.	(a) Interest Payment Date(s)	2 February, 2 May, 2 August and 2 November of each year until the Maturity Date with the first Interest Payment Date being 2 February 2018
	(b) Interest Period(s)	From and including one Interest Payment Date to but excluding the following Interest Payment Date, save that the first Interest Period shall commence on the Interest Commencement Date and end the day before the next Interest Payment Date
	(c) Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>)	N/A
	(d) Minimum Rate of Interest	N/A

	(e) Maximum Rate of Interest	N/A
	(f) Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision)	N/A
28.	Manner in which the Rate of Interest is to be determined	Screen Rate Determination plus Margin
29.	Margin	132 basis points to be added to Reference Rate
30.	If Screen Determination:	
	(a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 Month JIBAR
	(b) Interest Rate Determination Date(s)	2 February, 2 May, 2 August and 2 November of each year until the Maturity Date, with the first Interest Rate Determination Date being 27 October 2017
	(c) Relevant Screen Page and Reference Code	ZAR-JIBAR-SAFEX
31.	If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Determination, insert basis for determining Rate of Interest/Margin/ Fallback provisions	N/A
32.	Calculation Agent responsible for calculating amount of principal and interest	N/A
ZERO COUPON NOTES		N/A
OTHER NOTES		N/A
PROVISIONS REGARDING REDEMPTION/MATURITY		
33.	Redemption at the Option of the Issuer	No
34.	Redemption at the Option of the Noteholders	No
35.	Early Redemption Amount(s) payable on redemption for taxation reasons pursuant to Condition 11.2 (<i>Redemption for Tax Reasons</i>), on redemption at the option of the Issuer pursuant to Condition 11.3 (<i>Redemption at the Option of the Issuer</i>), on redemption at the option of the Noteholders pursuant to Condition 11.4 (<i>Redemption at the Option of the Noteholders</i>), or on Event of Default pursuant to Condition 17 (<i>Events of Default</i>) (if required or if different from that set out in the relevant Conditions)	Yes

GENERAL

36.	Financial Exchange	Interest Rate Market of the JSE
37.	Additional selling restrictions	N/A
38.	ISIN No.	ZAG000148057
39.	Stock Code	MBP038
40.	Stabilising manager	N/A
41.	Provisions relating to stabilisation	N/A
42.	Method of distribution	Private Placement
43.	Credit Rating assigned to the Programme (if any), date of such rating and date for review of such rating	Aaa.za with P-1 (Moody's) as at 12 May 2016, which ratings shall be reviewed from time to time; and AAA(zaf) with F1+ (Fitch) as at 2 June 2016, which ratings shall be reviewed from time to time
44.	Rating assigned to the Guarantor (if any), date of such rating and date for review of such rating	A2 with P-1 (stable outlook) (Moody's) as at 3 February 2017, which ratings shall be reviewed from time to time; A with A-1 (stable outlook) (S&P) as at 2 November 2016, which ratings may be reviewed from time to time; and A- with F2 (stable outlook) (Fitch) as at 3 June 2015, which ratings may be reviewed from time to time
45.	Applicable Rating Agency	Moody's Investor Services Limited (Programme and Guarantor); Fitch Ratings Ltd (Programme and Guarantor); and Standard & Poor's (Guarantor)
46.	Governing law (if the laws of South Africa are not applicable)	N/A
47.	Other provisions	N/A

Responsibility:

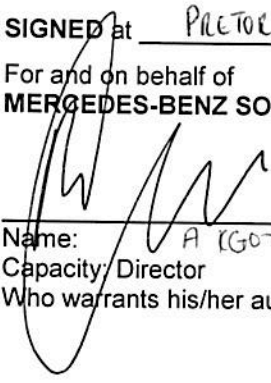
The Issuer accepts full responsibility for the information contained in this Applicable Pricing Supplement and the Programme Memorandum. To the best of the knowledge and belief of the Issuer the information contained in this Applicable Pricing Supplement and the Programme Memorandum is in accordance with the facts and does not omit anything which would make any statement false or misleading and all reasonable enquiries to ascertain such facts have been made. This Applicable Pricing Supplement and Programme Memorandum contain all information required by law and the debt listings requirements of the JSE.

As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZAR35,000,000,000 has not been exceeded.

Application is hereby made to list this issue of Notes 2 November 2017.

SIGNED at PRETORIA on this 31ST day of October 2017

For and on behalf of
MERCEDES-BENZ SOUTH AFRICA LIMITED


Name: A IGOTLE
Capacity: Director
Who warrants his/her authority hereto


Name: C SPORR
Capacity: Director
Who warrants his/her authority hereto