



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 ZAR3,500,000,000 Senior Unsecured Floating Rate Notes due 12 March 2023
Under its ZAR35,000,000,000 Domestic Medium Term Note Programme**

This Applicable Pricing Supplement must be read in conjunction with the amended and restated Programme Memorandum dated 19 December 2018, as supplemented by the Supplement to the Programme Memorandum dated 7 August 2019, 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 | FirstRand Bank Limited, acting through its Rand Merchant Bank division

Investec Bank Limited, acting through its Corporate and Institutional Banking division

The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division |
| 4. | JSE Debt Sponsor | The Standard Bank of South Africa Limited, acting through its Corporate and Investment Banking division |
| 5. | Paying Agent | FirstRand Bank Limited, acting through its Rand Merchant Bank division of |
| | Specified Office | 1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton 2196 |
| 6. | Calculation Agent | FirstRand Bank Limited, acting through its Rand |

	Specified Office	Merchant Bank division 1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton 2196
7.	Transfer Agent	Computershare Investor Services Proprietary Limited
	Specified Office	Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196
8.	Settlement Agent	FirstRand Bank Limited, acting through its Rand Merchant Bank division
	Specified Office	1 Merchant Place, Cnr Fredman Drive and Rivonia Road, Sandton 2196
9.	Issuer Agent	Computershare Investor Services Proprietary Limited
	Specified Office	Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

PROVISIONS RELATING TO THE NOTES

10.	Status of Notes	Senior Unsecured
11.	Form of Notes	Listed Notes, issued in uncertificated form and held by the CSD
12.	Series Number	51
13.	Tranche Number	1
14.	Aggregate Nominal Amount:	
	(a) Series	ZAR3,500,000,000
	(b) Tranche	ZAR3,500,000,000
15.	Interest	Interest-bearing
16.	Interest Payment Basis	Floating Rate
17.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
18.	Issue Date	12 March 2020
19.	Nominal Amount per Note	ZAR1,000,000
20.	Specified Denomination	ZAR1,000,000
21.	Specified Currency	ZAR
22.	Issue Price	100%
23.	Interest Commencement Date	12 March 2020
24.	Maturity Date	12 March 2023
25.	Applicable Business Day Convention	Following Business Day.
26.	Final Redemption Amount	100%
27.	Last Day to Register	By 17h00 on 1 June, 1 September, 1 December and 1 March, or if such day is not a Business Day, the Business Day before each Books Closed Period, in each year until the Maturity Date
28.	Books Closed Period(s)	The Register will be closed from 2 June to

11 June, 2 September to 11 September, 2 December to 11 December and 2 March to 11 March (all dates inclusive), in each year until the Maturity Date

N/A

FIXED RATE NOTES

FLOATING RATE NOTES

29.	(a)	Floating Interest Payment Date(s)	12 June, 12 September, 12 December and 12 March, of each year until the Maturity Date, or, if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the applicable business day convention (as specified in this Applicable Pricing Supplement) with the first Floating Interest Payment Date being 12 June 2020, or, if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the Applicable Business day Convention
	(b)	Interest Period(s)	From and including the applicable Floating Interest Payment Date and ending on, but excluding, the following Floating Interest Payment Date, the first Interest Period commencing on the Interest Commencement Date and ending the day before the next Floating Interest Payment Date (each Floating Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention)
	(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)	Actual/365
30.		Rate of Interest and manner in which the Rate of Interest is to be determined	Screen Rate Determination (Reference Rate plus Margin)
31.		Margin	108 basis points to be added to Reference Rate
32.		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)	12 June, 12 September, 12 December and 12 March (or the first Business Day of each Interest Period) until the Maturity Date, with the first Interest Rate Determination Date being 9 March 2020
	(c)	Relevant Screen Page and Reference Code	ZAR-JIBAR-SAFEX

33.	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
34.	Calculation Agent responsible for calculating amount of principal and interest	N/A
ZERO COUPON NOTES		N/A
PARTLY PAID NOTES		N/A
INSTALMENT NOTES		N/A
MIXED RATE NOTES		N/A
INDEX-LINKED NOTES		N/A
DUAL CURRENCY NOTES		N/A
EXCHANGEABLE NOTES		N/A
OTHER NOTES		N/A
PROVISIONS REGARDING REDEMPTION/MATURITY		
35.	Redemption at the Option of the Issuer	No
36.	Redemption at the Option of the Noteholders	No
37.	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 different from that set out in the relevant Conditions)	No
GENERAL		
38.	Financial Exchange	Interest Rate Market of the JSE
39.	Additional selling restrictions	N/A
40.	ISIN No.	ZAG000166836
41.	Stock Code	MBP051
42.	Stabilising manager	N/A
43.	Provisions relating to stabilisation	N/A
44.	Method of distribution	Private Placement
45.	Credit Rating assigned to the Programme (if any), date of such rating and date for review of such rating	A2 with P-1 (Moody's) as at 27 March 2018, which ratings shall be reviewed from time to time

- | | | |
|-----|---|--|
| 46. | Rating assigned to the Guarantor (if any), date of such rating and date for review of such rating | A2 with P-1 (negative outlook) (Moody's) as at 31 July 2019;
A with A-1 (negative outlook) (S&P) as at 17 July 2019; and
A- with F1 (stable outlook) (Fitch) as at 21 May 2019 |
| 47. | Applicable Rating Agency | Moody's Investor Services Limited (Programme and Guarantor);
Fitch Ratings Ltd (Guarantor); and
Standard & Poor's (Guarantor) |
| 48. | Governing law (if the laws of South Africa are not applicable) | N/A |
| 49. | Other provisions | N/A |

DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS IN RELATION TO THIS ISSUE OF NOTES

50. Paragraph 3(5)(a)
The "*ultimate borrower*" (as defined in the Commercial Paper Regulations) is the Issuer.
51. 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.
52. Paragraph 3(5)(c)
The auditor of the Issuer is KPMG Incorporated.
53. Paragraph 3(5)(d)
As at the date of this issue:
- (i) the Issuer has issued ZAR27,600,000,000 (excluding this issuance) Commercial Paper (as defined in the Commercial Paper Regulations) (which amount includes Notes issued under the Previous Programme Memoranda); and
 - (ii) the Issuer estimates that it may issue ZAR2,000,000,000 further Commercial Paper during the current financial year, ending 31 December 2020.
54. Paragraph 3(5)(e)
All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the Notes is contained in the Programme Memorandum and the Applicable Pricing Supplement.
55. 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.
56. Paragraph 3(5)(g)
The Notes issued will be listed.
57. 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.

58. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are guaranteed in terms of the Guarantee provided by the Guarantor but are otherwise unsecured.

59. Paragraph 3(5)(j)

KPMG Incorporated, the statutory Auditor of the Issuer, have confirmed that their review did not reveal anything which indicates / 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 certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum or this Applicable Pricing Supplement which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made and that the Programme Memorandum together with the Applicable Pricing Supplement, contain all information required by law and the Debt Listings Requirements of the JSE. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, this Applicable Pricing Supplement and all documents incorporated by reference and any amendments or supplements to the aforementioned documents (see the section of the Programme Memorandum headed "Documents Incorporated by Reference").

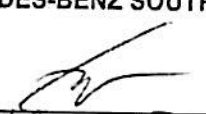
The JSE takes no responsibility for the contents of the Programme Memorandum, the annual financial statements, annual report and this Applicable Pricing Supplement Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum and the annual financial statements, the annual report or this Applicable Pricing Supplement of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the Programme Memorandum and listing of the debt securities is not to be taken in any way as an indication of the merits of the Issuer or of the debt securities and, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

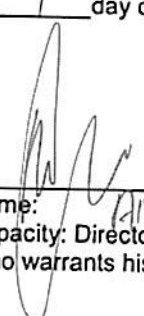
As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZAR35,000,000,000 has not been exceeded.

Application is hereby made to list this issue of Notes on 12 March 2020.

SIGNED at PRETORIA & EAST LONDON on this 9 day of March 2020.

For and on behalf of
MERCEDES-BENZ SOUTH AFRICA LIMITED


Name: Klaus Esler
Capacity: Director
Who warrants his/her authority hereto


Name: M. K. G. O. U.
Capacity: Director
Who warrants his/her authority hereto