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**APPLICABLE PRICING SUPPLEMENT**

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# Mercedes-Benz South Africa

**MERCEDES-BENZ SOUTH AFRICA (PROPRIETARY) LIMITED**

*(Pretoria, Republic of South Africa)*

**unconditionally and irrevocably guaranteed by**

**DAIMLER AG**

*(Stuttgart, Federal Republic of Germany)*

**Issue of ZAR1,100,000,000 Senior Unsecured Floating Rate Notes due 16 April 2012**

**Under its ZAR18,000,000,000 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 30 June 2008. The Notes described in this Applicable Pricing Supplement are subject to the Terms and Conditions in the Programme Memorandum. This Applicable Pricing Supplement contains the final terms of the Notes and this Applicable Pricing Supplement must be read in conjunction with such Programme Memorandum. 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.

## **DESCRIPTION OF THE NOTES**

|   |  |
|---|--|
| 1. Issuer   | Mercedes-Benz South Africa (Proprietary) Limited |
| 2. Guarantor  | Daimler AG                                       |
| 3. Series Number  | 45   |
| 4. Tranche Number   | 1  |
| 5. Specified Currency   | ZAR  |
| 6. Aggregate Nominal Amount   | ZAR1,100,000,000                                 |
| 7. Issue Price  | 100%   |
| 8. Specified Denomination   | ZAR1,000,000                                     |
| 9. Issue Date   | 15 April 2010                                    |
| 10. Interest Commencement Date  | 15 April 2010                                    |
| 11. Business Centre   | Johannesburg                                     |
| 12. Additional Business Centre  | N/A  |
| 13. Interest/Payment Basis  | Floating Rate Notes                              |
| 14. Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another | N/A  |
| 15. Status of Notes   | Senior<br>Unsecured                              |
| 16. Form of Notes   | Registered Notes                                 |
| 17. Maturity Date   | 16 April 2012                                    |

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| 18. | Applicable Business Day Convention   | Modified Following Business Day   |
| 19. | Final Redemption Amount  | 100% of the Nominal Amount  |
| 20. | Last Date to Register  | by 17h00 on the 10 <sup>th</sup> day preceding a payment date provided that if such date falls on a day which is a Saturday, Sunday or public holiday in the Republic of South Africa, such Last Date to Register shall be the following Business Day |
| 21. | Books Closed Period(s)   | The Register will be closed from the first Business Day immediately following the Last Date to Register   |
| 22. | Default Rate   | N/A   |
|     | <b>FIXED RATE NOTES</b>  | N/A   |
|     | <b>FLOATING RATE NOTES</b>   |   |
| 23. | (a) Floating Interest Payment Dates  | 15 July, 15 October, 15 January and 15 April of each year, save that in respect of the Final Interest Payment, such date shall be the Maturity Date   |
|     | (b) Interest Period(s)   | From and including the Interest Commencement Date and ending on but excluding the immediately following Interest Payment Date and thereafter from and including the applicable Interest Payment Date and ending on but excluding the Maturity Date    |
|     | (c) Rate of Interest   | Reference Rate plus Margin  |
|     | (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) | Day Count Fraction is Actual/365  |
| 24. | Manner in which the Rate of Interest is to be determined   | Screen Rate Determination   |
| 25. | Margin   | 152 basis points to be added to the Reference Rate  |
|     | If ISDA Determination  |   |
|     | (a) Floating Rate  | N/A   |
|     | (b) Floating Rate Option   | N/A   |
|     | (c) Designated Maturity  | N/A   |
|     | (d) Reset Date(s)  | N/A   |
|     | (e) ISDA Definitions to apply  | N/A   |
| 26. | If Screen Determination  |   |
|     | (a) Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)  | ZAR-JIBAR-SAFEX with a designated maturity of three months  |

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| (b) Interest Determination Date(s)  | 15 July, 15 October, 15 January and 15 April of each year until the Maturity Date |
| (c) Relevant Screen Page and Reference Code   | Reuters page SAFETY code 01209 or any successor page                              |
| (d) First Interest Determination Date   | 12 April 2010   |
| 27. 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   |
| 28. If different from the Calculation Agent, the agent responsible for calculating amount of principal and interest   | N/A   |
| <b>ZERO COUPON NOTES</b>  | N/A   |
| <b>PARTLY-PAID NOTES</b>  | N/A   |
| <b>INSTALMENT NOTES</b>   | N/A   |
| <b>MIXED RATE NOTES</b>   | N/A   |
| <b>INDEX-LINKED NOTES</b>   | N/A   |
| <b>DUAL CURRENCY NOTES</b>  | N/A   |
| <b>EXCHANGEABLE NOTES</b>   | N/A   |
| <b>OTHER NOTES</b>  | N/A   |
| <b>PROVISIONS REGARDING REDEMPTION/MATURITY</b>   |   |
| 29. Issuer's Optional Redemption:   | No  |
| if yes:   |   |
| (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 (if different from Condition 7.3 ( <i>Redemption at the Option of the Issuer</i> ))  | N/A   |
| (d) If redeemable in part:  | N/A   |
| Minimum Redemption Amount(s)  | N/A   |
| Higher Redemption Amount(s)   | N/A   |
| (e) Other terms applicable on Redemption  | N/A   |

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| 30. Redemption at the Option of the Noteholders: if yes:  | No  |
| (a) Optional Redemption Date(s)   | N/A   |
| (b) Optional Redemption Amount(s)   | N/A   |
| (c) Minimum period of notice (if different from Condition 7.4 ( <i>Redemption at the Option of the Noteholders</i> )) | 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   |
| (f) Attach <i>pro forma</i> put notice(s)   |   |
| 31. Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default (if required)        | Yes   |
| 32. Coupon Redemption Calculation   | N/A   |
| <b>GENERAL</b>  |   |
| 33. Exchange  | Bond Market of the JSE                                    |
| 34. Calculation Agent   | the Issuer  |
| 35. Paying Agent  | Absa Capital, a division of Absa Bank Limited             |
| 36. Specified office of the Paying Agent  | 1 <sup>st</sup> Floor<br>15 Alice Lane<br>Sandton<br>2196 |
| 37. Issuing Agent   | Computershare Investor Services (Proprietary) Limited     |
| (a) Address   | 70 Marshall Street<br>Johannesburg, 2001<br>South Africa  |
| (b) Telephone Number  | (+27) (011) 370 7843                                      |
| (c) Telefax Number  | (+27) (011) 688 7077                                      |
| 38. Stabilising manager   | N/A   |
| 39. Provisions relating to Stabilisation  | N/A   |
| 40. Additional selling restrictions   | N/A   |
| 41. ISIN  | ZAG000076522  |
| 42. Stock Code  | MBF017  |
| 43. Method of distribution  | Dutch Auction   |
| 44. If syndicated, names of Managers  | FirstRand Bank Limited (acting through its                |

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|   | Rand Merchant Bank division)   |
|   | The Standard Bank of South Africa (acting through its Corporate and Investment Banking division) |
| 45. If non-syndicated, name of Dealer   | N/A  |
| 46. Credit Rating assigned to Notes (if any)  | Long term<br>AAzaf (Fitch)/Aa2.za (Moody's)  |
| 47. Receipts attached? If yes, number of Receipts attached  | No   |
| 48. Coupons attached? If yes, number of Coupons attached  | No   |
| 49. Talons attached? If yes, number of Talons attached  | No   |
| 50. Stripping of Receipts and/or Coupons prohibited as provided in Condition 17.4 ( <i>Prohibition on Stripping</i> ) | No   |
| 51. Governing law (if the laws of South Africa are not applicable)  | N/A  |
| 52. Other Banking Jurisdiction  | N/A  |
| 53. Other provisions  | N/A  |

#### **DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS**

54. Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

55. 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.

56. Paragraph 3(5)(c)

The auditor of the Issuer is KPMG Incorporated.

57. Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer has issued ZAR25,702,000,000 commercial paper (excluding any issues on 15 April 2010), of which ZAR8,114,000,000 commercial paper remains outstanding; and
- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates to further issue ZAR4,000,000,000 of commercial paper during the current financial year, ending 31 December 2010 (including any issues on 15 April 2010).

58. Paragraph 3(5)(e)

All additional information to enable the lender to ascertain the nature of the financial and commercial risk of the lender's investment has been adequately disclosed.

59. 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.

60. Paragraph 3(5)(g)

The Notes issued will be listed.

61. 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.

62. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured but guaranteed by the Guarantor.

63. Paragraph 3(5)(j)

KPMG Incorporated, the statutory auditors of the Issuer, have confirmed that their review did not reveal anything which indicates 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 responsibility for the information contained in this Applicable Pricing Supplement.

Application is hereby made to list this issue of Notes on 15 April 2010.

**SIGNED** at PRETORIA this 12 day of April 2010.

For and on behalf of

**MERCEDES-BENZ SOUTH AFRICA (PROPRIETARY) LIMITED**



Name: DR H NIEFER

Capacity: CEO & DIRECTOR

Who warrants his capacity hereto.



Name: DEWET STRASSEIM

Capacity: DIVISIONAL TREASURY MANAGER

Who warrants his capacity hereto.