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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 ZAR625,000,000 Senior Unsecured Floating Rate Notes due 15 April 2013**

**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	46
4. Tranche Number	1
5. Specified Currency	ZAR
6. Aggregate Nominal Amount	ZAR625,000,000
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 Unsecured
16. Form of Notes	Registered Notes
17. Maturity Date	15 April 2013

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 until 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	165 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
(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 SAFEX 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: if yes:	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 (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
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 15 Alice Lane Sandton 2196
37. Issuing Agent	Computershare Investor Services (Proprietary) Limited
(a) Address	70 Marshall Street Johannesburg, 2001 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	ZAG000076530
42. Stock Code	MBF018
43. Method of distribution	Dutch Auction
44. If syndicated, names of Managers	FirstRand Bank Limited (acting through its 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 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.

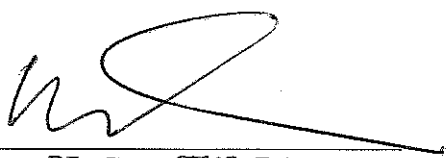
Application is hereby made to list this issue of Notes on 15 April 2010.

**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 STRASHEIM  
Capacity: DIVISIONAL TREASURY MANAGER  
Who warrants his capacity hereto.