

**Supplement No. 3 dated December 23, 2019
to the Prospectus dated May 15, 2019**

DAIMLER

Daimler AG

Stuttgart, Federal Republic of Germany

Mercedes-Benz Australia/Pacific Pty Ltd

(ABN 23 004 411 410)

Mulgrave, Victoria, Australia

Daimler International Finance B.V.

Nieuwegein, The Netherlands

Daimler Canada Finance Inc.

Montréal, Quebec, Canada

Daimler Finance North America LLC

Delaware, USA

Mercedes-Benz Finance Co., Ltd.

Tokyo, Japan

EUR 70,000,000,000

Euro Medium Term Note Programme (the "**Programme**")

unconditionally and irrevocably guaranteed by

Daimler AG

Stuttgart, Federal Republic of Germany

This supplement No. 3 (the "**Supplement**") constitutes a supplement for the purposes of Article 16.1 of Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, as amended, (the "**Prospectus Directive**") and Articles 13 and 39, respectively, of the Luxembourg Law on Prospectuses for Securities (*loi relative aux prospectus pour valeurs mobilières*) dated July 10, 2005, as amended, (the "**Prospectus Act**"), each in connection with Article 46.3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, to the prospectus (which constitutes six base prospectuses within the meaning of Article 8(4) of the Prospectus Act and six simplified base prospectuses within the meaning of Article 32(4) of the Prospectus Act) of Daimler AG ("**DAG**"), Mercedes-Benz Australia/Pacific Pty Ltd (ABN 23 004 411 410) ("**MBAP**"), Daimler International Finance B.V. ("**DIF**"), Daimler Canada Finance Inc. ("**DCFI**"), Daimler Finance North America LLC ("**DFNA**") and Mercedes-Benz Finance Co., Ltd. ("**MBFJ**") dated May 15, 2019 (together, the "**Prospectus**"), which has been prepared in connection with the Programme established by DAG, MBAP, DIF, DCFI, DFNA and MBFJ (each an "**Issuer**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus (as supplemented by supplement no. 1 to the Prospectus dated July 31, 2019 (the "**Supplement No. 1**"), supplement no. 2 to the Prospectus dated October 28, 2019 (the "**Supplement No. 2**") and all documents incorporated by reference in the Prospectus.

Copies of the Prospectus, all documents incorporated by reference in the Prospectus, Supplement No. 1, Supplement No. 2 and this Supplement will be obtainable free of charge during normal business hours from the Issuing Agent (Citibank N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom), the Paying Agent in Germany (Citibank Europe plc, Germany Branch, Reuterweg 16, 60323 Frankfurt am Main, Germany) and the Paying Agent in Luxembourg (BNP Paribas Securities Services, Luxembourg Branch, 60, avenue J.F. Kennedy, L-2085 Luxembourg). Copies of the Prospectus, all documents incorporated by reference in the Prospectus, Supplement No. 1, Supplement No. 2 and this Supplement will also be viewable on, and obtainable free of charge from, the website of the Luxembourg Stock Exchange (www.bourse.lu). Copies of the Prospectus, Supplement No. 1, Supplement No. 2 and this Supplement will also be obtainable free of charge during normal business hours from DAG (Daimler AG, Mercedesstraße 120, 70372 Stuttgart, Germany), MBAP (Mercedes-Benz Australia/Pacific Pty Ltd, 44 Lexia Place, Mulgrave, Victoria, 3170, Australia), DIF (Daimler International Finance B.V., Ravenswade 4, 3439 LD Nieuwegein, The Netherlands), DCFI (Daimler Canada Finance Inc., 1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Canada), DFNA (Daimler Finance North America LLC, c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA) and MBFJ (Mercedes-Benz Finance Co., Ltd., 12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan). Copies of all documents incorporated by reference in the Prospectus will also be available from the Issuers as more fully described on pages 346 to 348 of the Prospectus.

To the extent that there is any inconsistency between (a) any statements in this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

DAG and each of the other Issuers accept responsibility for the information contained in this Supplement except that each Issuer other than DAG accepts responsibility only for information which exclusively refers to it. Each Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

A. Amendments to the section commencing on page 9 of the Prospectus which is entitled "Summary"

Amendments to the subsection commencing on page 11 of the Prospectus which is entitled "Section B – [Issuer][Guarantor]: Daimler AG"

The subsection on page 16 of the Prospectus which is entitled "B.17 – Credit ratings assigned to the [Issuer] [Guarantor] or its debt securities." (as replaced by Supplement No. 1) shall be replaced in its entirety as follows:

<p>B.17</p>	<p>Credit ratings assigned to the [Issuer] [Guarantor] or its debt securities.</p>	<p>DAG has received the following short-term and long-term ratings:</p> <p>Short-term ratings:</p> <p>DBRS: R-1 (low)</p> <p>Fitch: F-1</p> <p>Moody's: P-2</p> <p>Scope: S-1</p> <p>Standard & Poor's: A-2</p> <p>Long-term ratings:</p> <p>DBRS: A; outlook negative</p> <p>Fitch: A-; outlook stable</p>
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		<p>Moody's: A3; outlook negative</p> <p>Scope: A; outlook stable</p> <p>Standard & Poor's: A-; outlook negative</p> <p>[in case DAG is the Issuer, insert: The Notes have [not] been rated [[insert rating(s)] by [insert rating agency/agencies]].]</p>
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B. Amendments to the section commencing on page 57 of the Prospectus which is entitled "*German Language Translation of the Summary – Zusammenfassung*"

Amendments to the subsection commencing on page 60 of the Prospectus which is entitled "*Abschnitt B – [Emittentin][Garantin]: Daimler AG*"

The subsection commencing on page 65 of the Prospectus which is entitled "*B.17 – Ratings, die für die [Emittentin] [Garantin] oder ihre Schuldtitel erstellt wurden.*" (as replaced by Supplement No. 1) shall be replaced in its entirety as follows:

B.17	Ratings, die für die [Emittentin] [Garantin] oder ihre Schuldtitel erstellt wurden.	<p>Die DAG hat die folgenden kurz- und langfristigen Ratings erhalten:</p> <p>Kurzfristige Ratings:</p> <p>DBRS: R-1 (niedrig) (<i>low</i>)</p> <p>Fitch: F-1</p> <p>Moody's: P-2</p> <p>Scope: S-1</p> <p>Standard & Poor's: A-2</p> <p>Langfristige Ratings:</p> <p>DBRS: A; negativer Ausblick (<i>outlook negative</i>)</p> <p>Fitch: A-; stabiler Ausblick (<i>outlook stable</i>)</p> <p>Moody's: A3; negativer Ausblick (<i>outlook negative</i>)</p> <p>Scope: A; stabiler Ausblick (<i>outlook stable</i>)</p> <p>Standard & Poor's: A-; negativer Ausblick (<i>outlook negative</i>)</p> <p>[falls DAG die Emittentin ist, einfügen: Die Schuldverschreibungen haben [kein Rating] [ein [Rating einfügen] Rating von [Ratingagentur einfügen] erhalten.]</p>
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C. Amendments to the section commencing on page 252 of the Prospectus which is entitled "*Description of DAG*"

The subsection commencing on page 273 which is entitled "*12. Ratings*" (as replaced by Supplement No. 1) shall be replaced in its entirety as follows:

12. Ratings

DAG has received the following short-term and long-term ratings from DBRS Limited ("**DBRS**"), Fitch Ratings España S.A.U. ("**Fitch**"), Moody's Deutschland GmbH ("**Moody's**"), Scope Ratings AG ("**Scope**") and S&P Global Ratings Europe Limited ("**Standard & Poor's**").

Short-term ratings:

DBRS: R-1 (low)

Fitch: F-1

Moody's: P-2

Scope: S-1

Standard & Poor's: A-2

Long-term ratings:

DBRS: A; outlook negative

Fitch: A-; outlook stable

Moody's: A3; outlook negative

Scope: A; outlook stable

Standard & Poor's: A-; outlook negative

For the purposes of **DBRS** ratings, an **R-1 (low) rating** means good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favourable as higher rating categories. May be vulnerable to future events, but qualifying negative factors are considered manageable. An **A** rating means good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA. May be vulnerable to future events, but qualifying negative factors are considered manageable. All long-term rating categories other than AAA and D also contain subcategories "(high)" and "(low)". The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category. Rating trends provide guidance in respect of DBRS's opinion regarding the outlook for the rating in question, with rating trends falling into one of three categories - "Positive", "Stable" or "Negative". The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue, or in some cases, unless challenges are addressed. In general, the DBRS view is based primarily on an evaluation of the entity itself, but may also include consideration of the outlook for the industry or industries in which the entity operates.

For the purposes of **Fitch** ratings, an **F-1** rating means the strongest intrinsic capacity for timely payment of financial commitments. An **A** rating denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Rating outlooks indicate the direction a rating is likely to move over a one- to two-year period. They reflect financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue.

For the purposes of **Moody's** ratings, a **P-2** rating means that an issuer has a strong ability to repay short-term debt obligations. An **A** rating means that an obligation is judged to be upper-medium grade and is subject to low credit risk. Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through Caa. The modifier **3** indicates a ranking in the lower range of that generic rating category. A Moody's rating outlook is an opinion regarding the likely direction of an issuer's rating

over the medium term. Where assigned, rating outlooks fall into the following four categories: Positive, Negative, Stable, and Developing.

For the purposes of **Scope** ratings, an **S-1** rating reflects an opinion of very low credit risk with high capacity to repay short-term obligations. An **A** rating reflects an opinion of strong credit quality. Scope's long-term ratings are expressed with symbols from 'AAA to D', with '+' and '-' as additional sub-categories for each category from 'AA' to 'B' (inclusive), that is, 20 levels in total. A rating can be accompanied by a rating outlook, which can be 'Stable', 'Positive' or 'Negative'. The 'Positive' and 'Negative' outlooks normally refer to a time period of 12-18 months. These outlooks do not necessarily signal that rating upgrades or downgrades, respectively, will automatically follow.

For the purposes of **Standard & Poor's** ratings, an **A-2** rating means that an obligor has satisfactory capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in the higher-rated categories. An **A** rating means that an obligor has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories. The ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories. A Standard & Poor's rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action. A negative outlook means that a rating may be lowered.

In case Notes to be issued by DAG under the Programme will be rated such ratings and, in case of Notes other than Wholesale Notes, any explanations of the meanings of such ratings published by the rating agencies will be set out in the relevant Final Terms.

DBRS is not established in the European Union but the ratings it has assigned to the Guarantor have been endorsed by DBRS Ratings Limited for use in the European Union. DBRS Ratings Limited has been established in the European Union and has been registered (pursuant to the list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended.

Fitch has been established in the European Union and has been registered (pursuant to the list of registered and certified credit rating agencies, published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended.

Moody's has been established in the European Union and has been registered (pursuant to the list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended.

Scope has been established in the European Union and has been registered (pursuant to the list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended.

Standard & Poor's has been established in the European Union and has been registered (pursuant to the list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended.

D. Amendments to the section commencing on page 305 of the Prospectus which is entitled "*Description of MBFJ*"

- 1. In the subsection commencing on page 307 of the Prospectus which is entitled "*4. Business Overview*" the subsection "*Organizational Structure*" on page 307 of the Prospectus shall be replaced in its entirety as follows:**

Organizational Structure

MBFJ is a subsidiary 95.01% owned by Daimler Insurance Services Japan Co., Ltd. ("**DISJ**") and 4.99% owned by Yanase & Co., Ltd. DISJ is 100% owned indirectly by Daimler AG. DISJ's main activities are the support of insurance sales for the Group's range of passenger and commercial motor vehicles. As of January 1, 2018, MBFJ and Daimler Financial Services Japan Co., Ltd. ("**DFSJ**"), which was previously 100% owned by Mercedes Benz Japan Co., Ltd., entered into an absorption-type merger, leaving MBFJ as the surviving company. DFSJ's main activities were providing automotive finance and lease services for the customers of the Group's range of commercial motor vehicles.

- 2. The subsection on page 309 of the Prospectus which is entitled "*8. Major Shareholders*" shall be replaced in its entirety as follows:**

8. Major Shareholders

MBFJ's Major Shareholders are DISJ, which holds 95.01% of MBFJ's shares and Yanase & Co., Ltd. which holds 4.99% of MBFJ's shares. DISJ is a wholly-owned subsidiary of Leonie FS DVB GmbH, which in turn is a wholly-owned subsidiary of DAG.

E. Withdrawal Right

Any investor who may wish to exercise any withdrawal right arising pursuant to Article 16.2 of the Prospectus Directive or Articles 13.2 and 39.2 of the Prospectus Act, respectively, each in connection with Article 46.3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as a result of the publication of this Supplement must exercise that right on or before December 30, 2019. Such withdrawal, if any, is not required to contain any reasons for the withdrawal and is to be addressed in writing to (i) in the case of Notes issued by DAG to Daimler AG, Mercedesstraße 120, 70372 Stuttgart, Germany, (ii) in the case of Notes issued by MBAP to Mercedes-Benz Australia/Pacific Pty Ltd, 44 Lexia Place, Mulgrave, Victoria, 3170, Australia, (iii) in the case of Notes issued by DIF to Daimler International Finance B.V., Ravenswade 4, 3439 LD Nieuwegein, The Netherlands, (iv) in the case of Notes issued by DCFI to Daimler Canada Finance Inc., 1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Canada, (v) in the case of Notes issued by DFNA to Daimler Finance North America LLC, c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA, and (vi) in the case of Notes issued by MBFJ to Mercedes-Benz Finance Co., Ltd., 12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan. In order to comply with the time limit set out above, punctual dispatch of the withdrawal is sufficient.