

**Supplement No. 1 dated July 31, 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.

Utrecht, 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. 1 (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 and all documents incorporated by reference in the Prospectus.

Copies of the Prospectus, all documents incorporated by reference in the Prospectus 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 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 and this Supplement will also be obtainable free of charge during normal business hours from DAG (Daimler AG, Mercedesstraße 120, 70327 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 or any statements incorporated by reference in the Prospectus by 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 (including any information incorporated by reference in the Prospectus by 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 (including any information incorporated by reference in the Prospectus by 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*"

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

- a. The following subsection entitled "*C. Selected historical key financial information relating to the respective first half year of the financial years 2018 and 2019*" shall be added to the end of the subsection commencing on page 11 of the Prospectus which is entitled "*B.12 – Selected historical key financial information.*" as follows:**

<p>B.12</p>	<p>Selected historical key financial information.</p>	<p>C. Selected historical key financial information relating to the respective first half year of the financial years 2018 and 2019</p> <p>The following tables present selected financial information, which has been extracted from the unaudited but reviewed interim consolidated financial statements of DAG as of, and for the first half year of the financial year 2019 of DAG ended on, June 30, 2019:</p>
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Consolidated		
	January 1, 2019 to June 30, 2019	January 1, 2018 to June 30, 2018
(in millions of €)		
Profit before income taxes	951	5,777
Net Profit	907	4,197

Consolidated		
	As of June 30, 2019	As of December 31, 2018
(in millions of €)		
Equity attributable to shareholders of Daimler AG	60,484	64,667
Non-controlling interests	1,296	1,386
Total non-current liabilities	122,831	117,614
Total current liabilities	109,571	97,952
Total equity and liabilities	294,182	281,619

- b. The subsection on page 13 of the Prospectus which is entitled "**B12. – Significant changes in the financial or trading position.**" shall be replaced in its entirety as follows:

B.12	Significant changes in the financial or trading position.	Not applicable. There has been no significant change in DAG's financial or trading position which has occurred since June 30, 2019, the end of the last financial period for which financial information has been published.
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- c. In the subsection commencing on page 14 of the Prospectus which is entitled "**B13. – Recent events which are to a material extent relevant for the evaluation of the [Issuer's] [Guarantor's] solvency.**" the second paragraph shall be replaced in its entirety as follows:

B.13	Recent events which are to a material extent relevant for the evaluation of the [Issuer's]	On June 23 and July 12, 2019, DAG published ad hoc announcements in which it lowered its earnings expectations for the 2019 financial year for the Mercedes-Benz Vans and Mercedes-Benz Cars divisions and for the Group. The main reasons for the lowered earnings expectations are an increase in the expenses anticipated for various ongoing
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	[Guarantor's] solvency.	governmental and court proceedings and for measures taken with regard to Mercedes-Benz diesel vehicles, an updated risk assessment relating to provisions for an extended recall of Takata airbags in Europe and other parts of the world, and a decision to review and prioritize the product portfolio of the Mercedes- Benz Vans division. In addition, the earnings outlook has been lowered due to slower production ramp-ups in 2019 and lower-than-expected growth in automotive markets.
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d. The subsection commencing on page 14 of the Prospectus which is entitled "*B16. – Major shareholders.*" shall be replaced in its entirety as follows:

B.16	Major shareholders.	<p>DAG is a stock corporation and as such owned by its shareholders.</p> <p>The following shareholders have notified DAG in accordance with the German Securities Trading Act (<i>Wertpapierhandelsgesetz</i>, "WpHG") that at least 3% of the voting rights in DAG are held directly by them:</p> <table border="1" data-bbox="587 813 1439 1601"> <thead> <tr> <th data-bbox="587 813 951 965">Shareholder</th> <th data-bbox="951 813 1214 965">Total share</th> <th data-bbox="1214 813 1439 965">Reference date of latest voting rights announcement</th> </tr> </thead> <tbody> <tr> <td data-bbox="587 965 951 1077">Tenaciou3 Prospect Investment Limited, Hong Kong</td> <td data-bbox="951 965 1214 1077">9.69%</td> <td data-bbox="1214 965 1439 1077">May 8, 2018</td> </tr> <tr> <td data-bbox="587 1077 951 1267">Kuwait Investment Authority as Agent for the Government of the State Kuwait, Kuwait City, Kuwait</td> <td data-bbox="951 1077 1214 1267">6.84% as a long term position as of December 31, 2018 according to the knowledge of DAG</td> <td data-bbox="1214 1077 1439 1267"></td> </tr> <tr> <td data-bbox="587 1267 951 1391">Investment Global Co., Ltd. on behalf of BAIC Group</td> <td data-bbox="951 1267 1214 1391">5.33%</td> <td data-bbox="1214 1267 1439 1391">April 22, 2010</td> </tr> <tr> <td data-bbox="587 1391 951 1536">Renault S.A./Nissan Motor Co. Ltd.</td> <td data-bbox="951 1391 1214 1536">5.00%¹</td> <td data-bbox="1214 1391 1439 1536">July 18, 2019</td> </tr> <tr> <td data-bbox="587 1536 951 1601"></td> <td data-bbox="951 1536 1214 1601">3.07%² as of December 31, 2018 according to the knowledge of DAG</td> <td data-bbox="1214 1536 1439 1601"></td> </tr> <tr> <td data-bbox="587 1601 951 1666"></td> <td data-bbox="951 1601 1214 1666">3.10%³</td> <td data-bbox="1214 1601 1439 1666">April 28, 2010</td> </tr> </tbody> </table> <p data-bbox="587 1615 1439 1648">¹ Of which 2.52% are based on a total return swap.</p> <p data-bbox="587 1671 1439 1749">² Due to an increase in the total number of outstanding shares of DAG following the exercise of stock options, each shareholding in DAG of Renault S.A. and Nissan Motor Co. Ltd. amounted to 1.54% as of December 31, 2018.</p> <p data-bbox="587 1771 1439 1850">³ According to the notification of voting rights, Renault S.A. and Nissan Motor Co. Ltd. hold voting rights in the amount of 3.10%; each of them holds directly 1.55% and a further 1.55% is attributed to each of Renault S.A. and Nissan Motor Co. Ltd. via the other party.</p> <p>The following legal entities have notified DAG in accordance with the WpHG that at least 3% of the voting rights in DAG are attributed to them:</p>	Shareholder	Total share	Reference date of latest voting rights announcement	Tenaciou3 Prospect Investment Limited, Hong Kong	9.69%	May 8, 2018	Kuwait Investment Authority as Agent for the Government of the State Kuwait, Kuwait City, Kuwait	6.84% as a long term position as of December 31, 2018 according to the knowledge of DAG		Investment Global Co., Ltd. on behalf of BAIC Group	5.33%	April 22, 2010	Renault S.A./Nissan Motor Co. Ltd.	5.00% ¹	July 18, 2019		3.07% ² as of December 31, 2018 according to the knowledge of DAG			3.10% ³	April 28, 2010
Shareholder	Total share	Reference date of latest voting rights announcement																					
Tenaciou3 Prospect Investment Limited, Hong Kong	9.69%	May 8, 2018																					
Kuwait Investment Authority as Agent for the Government of the State Kuwait, Kuwait City, Kuwait	6.84% as a long term position as of December 31, 2018 according to the knowledge of DAG																						
Investment Global Co., Ltd. on behalf of BAIC Group	5.33%	April 22, 2010																					
Renault S.A./Nissan Motor Co. Ltd.	5.00% ¹	July 18, 2019																					
	3.07% ² as of December 31, 2018 according to the knowledge of DAG																						
	3.10% ³	April 28, 2010																					

		Attribution of voting rights to the following legal entities	Share of voting rights	Reference date of latest voting rights announcement
		BlackRock, Inc., Wilmington, USA	5.06%	July 18, 2019
		Bank of America Corp., Wilmington, USA	5.13%	June 27, 2019
		Harris Associates L.P., Wilmington, USA	4.93%	October 16, 2018
		DAG is to its knowledge neither directly nor indirectly owned in a manner that would allow an owner to exercise a controlling influence over DAG.		

- e. The subsection on page 16 of the Prospectus which is entitled "*B17. – Credit ratings assigned to the [Issuer] [Guarantor] or its debt securities.*" shall be replaced in its entirety as follows:

B.17	Credit ratings assigned to the [Issuer] [Guarantor] or its debt securities.	<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-1</p> <p>Scope: S-1</p> <p>Standard & Poor's: A-1</p> <p>Long-term ratings:</p> <p>DBRS: A; outlook stable</p> <p>Fitch: A-; outlook stable</p> <p>Moody's: A2; 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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2. Amendments to the subsection commencing on page 35 of the Prospectus which is entitled "*Section D – Risks*"

Amendments to the subsection commencing on page 35 of the Prospectus which is entitled "*D.2 – Key risks that are specific to the Issuer [in case of Notes to be issued by MBAP, DIF, DCFI or DFNA insert: and the Guarantor].*"

In the subsection commencing on page 43 of the Prospectus which is entitled "*Legal and Tax Risks – Legal risks*" the paragraphs from (and including) the fifth paragraph to (and including) the fifteenth paragraph shall be replaced in their entirety as follows:

	<ul style="list-style-type: none"> • In the second and third quarter of 2018 as well as in June 2019, KBA issued administrative orders holding that certain calibrations of specified functionalities in certain Mercedes-Benz diesel vehicles are to be qualified as impermissible defeat devices and ordered subsequent auxiliary provisions for the respective EC type approvals in this respect, including stops of the first registration and mandatory recalls. Daimler filed timely objections against such administrative orders in order to have the open legal issues resolved, if necessary by a court of law. In the course of its regular market supervision, KBA routinely conducts further reviews of Mercedes-Benz vehicles and asks questions about technical elements of the vehicles. It cannot be ruled out that in the course of the ongoing and/or further investigations, KBA will issue additional administrative orders making similar findings. Daimler has implemented a temporary delivery and registration stop with respect to certain models and is constantly reviewing whether it can lift this delivery and registration stop in whole or in part. • The new calibrations requested by KBA are being processed, and for a certain proportion of the vehicles, the relevant software has already been approved by KBA; the related recalls have insofar been initiated. It cannot be ruled out that further delivery and registration stops may be ordered or resolved by Daimler as a precautionary measure under the relevant circumstances. Daimler has initiated further investigations and otherwise continues to fully cooperate with the authorities and institutions. • In January 2019, another vehicle manufacturer reached civil settlements with US and state authorities, as well as with vehicle customers. Although the manufacturer did not admit liability, the authorities maintain the position that the manufacturer included undisclosed Auxiliary Emission Control Devices ("AECDs") in its diesel vehicles, apparently including functionalities that are common in diesel vehicles, and that certain of these AECDS are to be perceived as illegal defeat devices. As part of these settlements, the manufacturer will, among other things, pay civil penalties, undertake a recall of affected vehicles, provide extended warranties, undertake a nationwide mitigation project and make other payments. The manufacturer will furthermore provide payments to current and former diesel vehicle owners as part of a class action settlement. • In light of these matters and in light of the ongoing governmental information requests, inquiries, investigations, administrative orders and proceedings, as well as Daimler's own internal investigations and the technical Compliance Management System (tCMS), which is and continues to be implemented to address the specific risks associated with the product development process in the automotive divisions and is designed particularly to also provide guidance – taking into account technical and legal aspects – with regard to the complex interpretation of regulations, it cannot
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		<p>be ruled out that authorities will reach the conclusion that other passenger cars and/or commercial vehicles with the brand name Mercedes-Benz or other brand names of the group have impermissible functionalities and/or calibrations and/or that certain functionalities and/or calibrations were not properly disclosed. Furthermore, the authorities have increased scrutiny of Daimler's processes regarding running-change, field-fix and defect reporting as well as other compliance issues. The inquiries, investigations, legal actions and proceedings as well as the replies to the governmental information requests, the objection proceedings against KBA's administrative orders and Daimler's internal investigations are still ongoing and open; hence, Daimler cannot predict the outcome at this time. If these or other information requests, inquiries, investigations, administrative orders and proceedings result in unfavorable findings, an unfavorable outcome or otherwise develop unfavorably, Daimler could be subject to significant monetary penalties, fines, disgorgement of profits, remediation requirements, further vehicle recalls, further registration and delivery stops, process and compliance improvements, mitigation measures and the early termination of promotional loans, and/or other sanctions, measures and actions, including further investigations and/or administrative orders by these or other authorities and additional proceedings. The occurrence of the aforementioned events in whole or in part could cause significant collateral damage including reputational harm.</p> <ul style="list-style-type: none"> • Further, due to negative determinations or findings with respect to technical or legal issues by one of the various governmental agencies, other agencies – or also plaintiffs – could also adopt such determinations or findings, even if such determinations or findings are not within the scope of such authority's responsibility or jurisdiction. Thus, a negative determination or finding in one proceeding carries the risk of being able to have an adverse effect on other proceedings, also potentially leading to new or expanded investigations or proceedings, including lawsuits. • In addition, Daimler's ability to defend itself in proceedings could be impaired by unfavorable findings, results or developments in any of the information requests, inquiries, investigations, administrative orders, legal actions and/or proceedings discussed above. <p><i>Risks from legal proceedings in connection with diesel exhaust gas emissions – Court proceedings</i></p> <ul style="list-style-type: none"> • A consumer class-action lawsuit is pending in the United States in which it is alleged that DAG and MBUSA conspired with Robert Bosch LLC and Robert Bosch GmbH to deceive US regulators and consumers. A separate lawsuit was filed in January 2019 by the State of Arizona alleging that DAG and MBUSA deliberately deceived consumers in connection with the advertising of Mercedes-Benz diesel vehicles. • Consumer class-action lawsuits containing similar allegations were filed against DAG and other companies of the Group in Canada in April 2016, and against DAG in Israel in February 2019. A similar
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		<p>class action was filed in the United States in July 2017, but in December 2017, the parties stipulated to dismiss that lawsuit without prejudice. It may be filed again under specific conditions. Furthermore, class actions have been filed in the United States and Canada alleging anticompetitive behavior relating to vehicle technology, costs, suppliers, markets, and other competitive attributes, including diesel emissions control technology. In June 2019, the consolidated US class actions making these allegations were dismissed by the court with leave to amend. A securities class action lawsuit is pending in the United States on behalf of investors in DAG American Depositary Receipts which alleges that the defendants made materially false and misleading statements about diesel emissions in Mercedes-Benz vehicles.</p> <ul style="list-style-type: none"> • In Germany, a multitude of lawsuits by customers alleging violations of warranty and tort laws as well as lawsuits by investors alleging the violation of disclosure requirements are pending. In this context, motions to initiate a model proceeding in accordance with the Act on Model Proceedings in Capital Markets Disputes (<i>KapMuG</i>) have been filed by investors as well as by DAG. The investors alleging the violation of ad hoc disclosure requirements. • If court proceedings have an unfavorable outcome for Daimler, this could result in significant damages and punitive damages payments, remedial works or other cost-intensive measures. Court proceedings can in part also have an adverse effect on the reputation of the Group. • Furthermore, Daimler's ability to defend itself in court proceedings could be impaired by unfavorable findings, results or developments in any of the governmental or other court proceedings discussed above.
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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*"

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

a. The following subsection entitled "*C. Ausgewählte wesentliche historische Finanzinformationen, die sich auf das jeweilige erste Halbjahr der Geschäftsjahre 2018 und 2019 beziehen*" shall be added to the end of the subsection commencing on page 60 of the Prospectus which is entitled "*B.12 – Ausgewählte wesentliche historische Finanzinformationen.*" as follows:

B.12	Ausgewählte wesentliche historische Finanzinformationen.	<p>C. Ausgewählte wesentliche historische Finanzinformationen, die sich auf das jeweilige erste Halbjahr der Geschäftsjahre 2018 und 2019 beziehen</p> <p>Die folgenden Übersichten zeigen ausgewählte Finanzinformationen, die dem nicht geprüften, aber einer prüferischen Durchsicht unterzogenen konsolidierten Zwischenfinanzbericht der DAG zum 30. Juni 2019 und für das am 30. Juni 2019 zu Ende gegangene 1. Halbjahr des Geschäftsjahres 2019 der DAG entnommen wurden:</p>
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Konsolidiert		
	1. Januar 2019 bis 30. Juni 2019	1. Januar 2018 bis 30. Juni 2018
(in € Mio.)		
Ergebnis vor Ertragsteuern	951	5.777
Konzernergebnis	907	4.197

Konsolidiert		
	Zum 30. Juni 2019	Zum 31. Dezember 2018
(in € Mio.)		
Den Aktionären der Daimler AG zustehendes Eigenkapital	60.484	64.667
Nicht beherrschende Anteile	1.296	1.386
Langfristige Schulden	122.831	117.614
Kurzfristige Schulden	109.571	97.952
Summe Passiva	294.182	281.619

- b. The subsection on page 62 of the Prospectus which is entitled "*B.12 – Wesentliche Veränderungen bei Finanzlage oder Handelsposition.*" shall be replaced in its entirety as follows:

B.12	Wesentliche Veränderungen Finanzlage oder Handelsposition.	Veränderungen bei oder	Entfällt. Es gab keine wesentliche Veränderung in der Finanzlage oder der Handelsposition der DAG seit dem 30. Juni 2019, dem Ende des letzten Zeitraums, für den Finanzinformationen veröffentlicht wurden.
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- c. In the subsection commencing on page 63 of the Prospectus which is entitled "*B.13 – Jüngste Ereignisse, die in hohem Maße für die Bewertung der Zahlungsfähigkeit der [Emittentin] [Garantin] relevant sind.*" the second paragraph shall be replaced in its entirety as follows:

B.13	Jüngste Ereignisse, die in hohem Maße für die Bewertung der Zahlungsfähigkeit der [Emittentin] [Garantin] relevant sind.	Die DAG hat am 23. Juni und am 12. Juli 2019 Ad-hoc Mitteilungen veröffentlicht, in denen sie Herabsetzung der Ergebniserwartungen für das Geschäftsjahr 2019 für die Geschäftsfelder Mercedes-Benz Vans, Mercedes-Benz Cars und den Konzern vornahm. Maßgeblich für die heruntergesetzten Ergebniserwartungen ist ein Anstieg der erwarteten Aufwendungen für verschiedene laufende behördliche und gerichtliche Verfahren und Maßnahmen betreffend Mercedes-Benz Dieselfahrzeuge, eine aktualisierte Risikobewertung bezüglich der Rückstellungen für einen erweiterten Rückruf von Takata-Airbags in Europa und in
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	anderen Teilen der Welt sowie eine Entscheidung zur Überprüfung und Priorisierung des Produktportfolios im Geschäftsfeld Mercedes-Benz Vans. Hinzu kommen die Herabsetzung des Ergebnisausblicks aus verlangsamten Produktionshochläufen im Jahr 2019 sowie durch geringer als erwartet wachsende Automobilmärkte.
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d. The subsection commencing on page 63 of the Prospectus which is entitled "B16. – Hauptanteilseigner." shall be replaced in its entirety as follows:

B.16	Hauptanteilseigner.	Als Aktiengesellschaft steht die DAG im Eigentum ihrer Aktionäre.																					
		Die folgenden Aktionäre haben der DAG in Übereinstimmung mit dem Wertpapierhandelsgesetz ("WpHG") mitgeteilt, dass mindestens 3% der Stimmrechte an der DAG unmittelbar von ihnen gehalten werden:																					
		<table border="1"> <thead> <tr> <th>Aktionär</th> <th>Anteil</th> <th>Referenzdatum der letzten Veröffentlichung einer Stimmrechtsmitteilung</th> </tr> </thead> <tbody> <tr> <td>Tenaciou3 Prospect Investment Limited, Hongkong</td> <td>9,69%</td> <td>8. Mai 2018</td> </tr> <tr> <td>Kuwait Investment Authority als Agent für die Regierung des Staates Kuwait, Kuwait City, Kuwait</td> <td>6,84% als langfristige Position zum 31. Dezember 2018 nach Kenntnis der DAG</td> <td></td> </tr> <tr> <td></td> <td>5,33%</td> <td>22. April 2010</td> </tr> <tr> <td>Investment Global Co., Ltd. on behalf of BAIC Group</td> <td>5,00%¹</td> <td>18. Juli 2019</td> </tr> <tr> <td>Renault S.A./Nissan Motor Co. Ltd.</td> <td>3,07%² zum 31. Dezember 2018 nach Kenntnis der DAG</td> <td></td> </tr> <tr> <td></td> <td>3,10%³</td> <td>28. April 2010</td> </tr> </tbody> </table>	Aktionär	Anteil	Referenzdatum der letzten Veröffentlichung einer Stimmrechtsmitteilung	Tenaciou3 Prospect Investment Limited, Hongkong	9,69%	8. Mai 2018	Kuwait Investment Authority als Agent für die Regierung des Staates Kuwait, Kuwait City, Kuwait	6,84% als langfristige Position zum 31. Dezember 2018 nach Kenntnis der DAG			5,33%	22. April 2010	Investment Global Co., Ltd. on behalf of BAIC Group	5,00% ¹	18. Juli 2019	Renault S.A./Nissan Motor Co. Ltd.	3,07% ² zum 31. Dezember 2018 nach Kenntnis der DAG			3,10% ³	28. April 2010
Aktionär	Anteil	Referenzdatum der letzten Veröffentlichung einer Stimmrechtsmitteilung																					
Tenaciou3 Prospect Investment Limited, Hongkong	9,69%	8. Mai 2018																					
Kuwait Investment Authority als Agent für die Regierung des Staates Kuwait, Kuwait City, Kuwait	6,84% als langfristige Position zum 31. Dezember 2018 nach Kenntnis der DAG																						
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Investment Global Co., Ltd. on behalf of BAIC Group	5,00% ¹	18. Juli 2019																					
Renault S.A./Nissan Motor Co. Ltd.	3,07% ² zum 31. Dezember 2018 nach Kenntnis der DAG																						
	3,10% ³	28. April 2010																					
		<p>¹ Von denen 2,52 % auf einem Total Return Swap basieren.</p> <p>² Aufgrund der Erhöhung der Gesamtzahl der ausstehenden Aktien der DAG infolge der Ausübung von Aktienoptionen betragen die Beteiligungen der Renault S.A. und der Nissan Motor Ltd. an der DAG zum 31. Dezember 2018 jeweils 1,54%.</p> <p>³ Nach der Stimmrechtsmitteilung halten Renault S.A. und Nissan Motor Co. Ltd. 3,10% der Stimmrechte; jede der Parteien hält 1,55% der Stimmrechte direkt und weitere 1,55% der Stimmrechte werden Renault S.A. und Nissan Motor Co. Ltd. jeweils über die andere Partei zugerechnet.</p>																					
		Die folgenden juristischen Personen haben der DAG in Übereinstimmung mit dem WpHG mitgeteilt, dass mindestens 3% der Stimmrechte an der DAG ihnen zugerechnet werden:																					

		Folgenden juristischen Personen werden Stimmrechte zugerechnet	Anteil an Stimmrechten	Referenzdatum der letzten Veröffentlichung einer Stimmrechtsmitteilung
		BlackRock, Inc., Wilmington, USA	5,06%	18. Juli 2019
		Bank of America Corp. Wilmington, USA	5,13%	27. Juni 2019
		Harris Associates L.P., Wilmington, USA	4,93%	16. Oktober 2018
		Es bestehen an der DAG nach ihrer Kenntnis weder unmittelbare noch mittelbare Beteiligungen, die es den Beteiligungsinhabern ermöglichen würden, einen beherrschenden Einfluss über die DAG auszuüben.		

- e. The subsection on page 65 of the Prospectus which is entitled "**B17. – Ratings, die für die [Emittentin] [Garantin] oder ihre Schuldtitel erstellt wurden.**" 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-1</p> <p>Scope: S-1</p> <p>Standard & Poor's: A-1</p> <p>Langfristige Ratings:</p> <p>DBRS: A; stabiler Ausblick (<i>outlook stable</i>)</p> <p>Fitch: A-; stabiler Ausblick (<i>outlook stable</i>)</p> <p>Moody's: A2; 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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2. Amendments to the subsection commencing on page 86 of the Prospectus which is entitled "Abschnitt D – Risiken"

Amendments to the subsection commencing on page 86 of the Prospectus which is entitled "D.2 – Angaben zu den zentralen Risiken, die der Emittentin [im Fall von Schuldverschreibungen, die von MBAP, DIF, DCFI oder DFNA begeben werden, einfügen: und der Garantin] eigen sind."

In the subsection commencing on page 95 of the Prospectus which is entitled "Rechtliche und steuerliche Risiken – Rechtliche Risiken" the paragraphs from (and including) the fifth paragraph to (and including) the fifteenth paragraph shall be replaced in their entirety as follows:

		<ul style="list-style-type: none">• Das KBA hat im zweiten und dritten Quartal 2018 sowie im Juni 2019 Anordnungen erlassen, in denen es feststellt, dass bestimmte Kalibrierungen von näher spezifizierten Funktionalitäten in bestimmten Mercedes-Benz Dieselfahrzeugen als unzulässige Abschaltvorrichtungen zu bewerten seien, und hat diesbezüglich nachträgliche Nebenbestimmungen zu den einschlägigen EG-Typgenehmigungen angeordnet, einschließlich Erstzulassungsstopps und Rückrufen. Gegen diese Anordnungen hat Daimler jeweils fristgerecht Widerspruch eingelegt, um die offenen Rechtsfragen gegebenenfalls auch gerichtlich klären zu lassen. Das KBA führt im Rahmen seiner regulären Marktüberwachung laufend weitere Untersuchungen von Mercedes-Benz Fahrzeugen durch und stellt Fragen zu technischen Elementen der Fahrzeuge. Es ist nicht ausgeschlossen, dass das KBA im Zuge der laufenden und/oder weiterer Untersuchungen zusätzliche Anordnungen mit vergleichbaren Feststellungen erlassen wird. Daimler hat für bestimmte Modelle einen vorläufigen Auslieferungs- und Zulassungsstopp angeordnet und prüft laufend, ob dieser ganz oder teilweise wieder aufgehoben werden kann.• Die vom KBA geforderten Neukalibrierungen werden derzeit bearbeitet, und für einen Teil der Fahrzeuge ist die betreffende Software vom KBA bereits freigegeben worden; die entsprechenden Rückrufe sind insoweit eingeleitet worden. Es ist nicht ausgeschlossen, dass bei gegebenem Anlass weitere Auslieferungs- und Zulassungsstopps angeordnet oder als Vorsichtsmaßnahme von Daimler beschlossen werden können. Daimler hat weitergehende Untersuchungen eingeleitet und kooperiert im Übrigen weiterhin vollumfänglich mit den Behörden und Institutionen.• Im Januar 2019 hat ein anderer Fahrzeughersteller mit den US-Bundes- und Landesbehörden sowie Fahrzeugkunden zivilrechtliche Vergleiche abgeschlossen. Obwohl der Hersteller kein Schuldeingeständnis abgegeben hat, vertreten die Behörden den Standpunkt, dass der Fahrzeughersteller sogenannte nicht offengelegte Auxiliary Emission Control Devices ("AECDs") in seinen Dieselfahrzeugen verwendet hat, darunter anscheinend auch für Dieselfahrzeuge übliche Funktionalitäten, und dass bestimmte dieser AECDs als unzulässige Abschaltvorrichtungen zu bewerten sind. Als Teil des Vergleichs wird der Hersteller unter anderem zivilrechtliche Geldstrafen zahlen, einen Rückruf der betroffenen Fahrzeuge durchführen, erweiterte Gewährleistungen
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		<p>übernehmen, ein landesweites Schadensbegrenzungsprojekt durchführen und weitere Zahlungen leisten. Der Hersteller wird zudem im Rahmen eines Vergleichs über eine Sammelklage Zahlungen an aktuelle und ehemalige Eigentümer von Dieselfahrzeugen leisten.</p> <ul style="list-style-type: none"> • Vor dem Hintergrund dieser Vorgänge und in Anbetracht der laufenden behördlichen Anfragen, Ermittlungen, Untersuchungen, Anordnungen und Verfahren sowie der eigenen internen Untersuchungen von Daimler und des zur Erkennung von Risiken aus dem Produktentwicklungsprozess in den automobilen Geschäftsfeldern eingerichteten beziehungsweise in der Umsetzung befindlichen technical Compliance Management System (tCMS), das unter Berücksichtigung technischer und rechtlicher Kriterien insbesondere auch der Klärung komplexer Auslegungsfragen dient, ist nicht auszuschließen, dass Behörden zu dem Schluss kommen werden, dass in weiteren Pkw und/oder Nutzfahrzeugen der Marke Mercedes-Benz oder anderer Konzernmarken ebenfalls unzulässige Funktionalitäten und/oder Kalibrierungen enthalten sind und/oder dass bestimmte Funktionalitäten und/oder Kalibrierungen nicht richtig offengelegt worden sind. Darüber hinaus haben die Behörden die Untersuchungen von Daimlers Prozessen im Hinblick auf die Meldung laufender technischer Veränderungen, von Feldmaßnahmen und technischen Mängeln sowie weitere Aspekte der Regelkonformität verstärkt. Die Ermittlungen, Untersuchungen, rechtlichen Maßnahmen und Verfahren sowie die Beantwortung der behördlichen Anfragen, die Widerspruchsverfahren gegen die Anordnungen des KBA sowie die internen Untersuchungen von Daimler sind noch nicht abgeschlossen; Daimler kann daher zum jetzigen Zeitpunkt keine Aussage hinsichtlich des Ausgangs dieser Ermittlungen, Untersuchungen und Verfahren treffen. Für den Fall, dass diese oder andere Anfragen, Ermittlungen, Untersuchungen, Anordnungen und Verfahren zu nachteiligen Ergebnissen oder einem nachteiligen Ausgang führen oder sich in sonstiger Weise nachteilig entwickeln, könnte Daimler zu erheblichen Geldstrafen, Bußgeldern, Gewinnabschöpfungen, Feldmaßnahmen, weiteren Rückrufaktionen, weiteren Auslieferungs- und Zulassungsstopps, Maßnahmen zur Prozess- und Complianceverbesserung und Schadensbegrenzung sowie zur vorzeitigen Rückzahlung von Förderkrediten verpflichtet und/oder sonstigen Sanktionen, Maßnahmen und Handlungen, einschließlich weiterer Untersuchungen und/oder Anordnungen durch diese oder andere Behörden und weiterer Verfahren, ausgesetzt sein. Der vollständige oder teilweise Eintritt der vorgenannten Ereignisse könnte für Daimler einen erheblichen Kollateralschaden zur Folge haben, insbesondere einen damit verbundenen Reputationsschaden. • Ferner kann es aufgrund negativer Festlegungen oder Feststellungen zu technischen oder rechtlichen Fragen durch eine der verschiedenen Behörden dazu kommen, dass auch andere Behörden – oder auch Kläger – diese Festlegungen oder Feststellungen übernehmen. Dies gilt auch dann, wenn die entsprechenden Festlegungen oder Feststellungen nicht in den
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		<p>Verantwortungs- oder Zuständigkeitsbereich dieser Behörde fallen. Somit besteht das Risiko, dass negative Festlegungen oder Feststellungen in einem Verfahren negative Auswirkungen auf andere Verfahren haben können und dadurch unter anderem möglicherweise neue Untersuchungen oder Verfahren, auch Klageverfahren, ausgelöst oder ausgeweitet werden.</p> <ul style="list-style-type: none"> • Des Weiteren könnte die Fähigkeit von Daimler, sich in den Verfahren zu verteidigen, durch ungünstige Ergebnisse, einen ungünstigen Ausgang oder ungünstige Entwicklungen in jeder der vorangehend beschriebenen Anfragen, Ermittlungen, Untersuchungen, Anordnungen, rechtlichen Maßnahmen und/oder Verfahren beeinträchtigt werden. <p><i>Risiken aus rechtlichen Verfahren im Zusammenhang mit Diesellabgasemissionen – Gerichtsverfahren</i></p> <ul style="list-style-type: none"> • In den USA ist eine Verbraucher-Sammelklage anhängig, in der behauptet wird, dass die DAG und MBUSA mit Robert Bosch LLC und Robert Bosch GmbH konspiriert hätten, um die US-amerikanischen Aufsichtsbehörden und Verbraucher zu täuschen. Im Januar 2019 wurde vom Bundesstaat Arizona eine separate Klage eingereicht, in der behauptet wird, die DAG und MBUSA hätten Verbraucher im Zusammenhang mit der Werbung für Mercedes-Benz Dieselfahrzeuge bewusst getäuscht. • Verbraucher-Sammelklagen mit gleichartigem Vorwurf wurden gegen die DAG und weitere Konzerngesellschaften im April 2016 in Kanada und gegen die DAG im Februar 2019 in Israel eingereicht. Im Juli 2017 wurde eine ähnliche Sammelklage in den USA eingereicht, aber im Dezember 2017 haben sich die Parteien ohne Entscheidung in der Sache auf die Abweisung dieser Klage verständigt. Sie kann unter bestimmten Voraussetzungen erneut erhoben werden. Darüber hinaus sind Sammelklagen wegen angeblich wettbewerbswidrigen Verhaltens bezüglich Fahrzeugtechnologie, Kosten, Lieferanten, Märkten und anderen wettbewerblich relevanten Themen, einschließlich Diesel-Abgasreinigungstechnologie, in den USA und Kanada anhängig. Im Juni 2019 wurden die miteinander verbundenen US-Sammelklagen, die diese Behauptungen aufstellen, durch das Gericht abgewiesen, jedoch mit der Möglichkeit, sie abgeändert wieder einzureichen. In den USA ist eine Anleger-Sammelklage von Anlegern in DAG American Depositary Receipts anhängig, in der behauptet wird, dass die Beklagten grundlegend falsche und irreführende Aussagen zu Dieselemissionen von Mercedes-Benz Fahrzeugen gemacht hätten. • In Deutschland sind eine Vielzahl an Klagen von Kunden wegen angeblicher Verstöße gegen das Gewährleistungs- und Deliktsrecht sowie von Anlegern wegen der angeblichen Verletzung von Publizitätsvorschriften anhängig. Sowohl von Anlegern als auch von DAG wurden in diesem Zusammenhang Anträge auf Einleitung eines Musterverfahrens nach dem Kapitalanleger-Musterverfahrensgesetz (KapMuG) wegen angeblicher Verletzung der Ad-hoc-Publizitätspflicht gestellt.
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		<ul style="list-style-type: none"> • Soweit Gerichtsverfahren zum Nachteil von Daimler ausgehen, können sich hieraus erhebliche Schadens- sowie Strafschadensersatzzahlungen, Nachbesserungsarbeiten oder sonstige kostenintensive Maßnahmen ergeben. Gerichtsverfahren können teilweise auch negative Auswirkungen auf die Reputation des Konzerns haben. • Des Weiteren könnte die Fähigkeit von Daimler, sich in Gerichtsverfahren zu verteidigen, durch ungünstige Ergebnisse, einen ungünstigen Ausgang oder ungünstige Entwicklungen in den vorstehend genannten behördlichen oder anderen gerichtlichen Verfahren beeinträchtigt werden.
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C. Amendments to the section commencing on page 111 of the Prospectus which is entitled "*Risk Factors*"

Amendments to the subsection commencing on page 111 of the Prospectus which is entitled "*Risk Factors Relating to DAG, MBAP, DIF, DCFI, DFNA and MBFJ*"

In the subsection commencing on page 120 of the Prospectus which is entitled "*Legal and Tax Risks – Legal risks*" the paragraphs from (and including) the fifth paragraph to (and including) the nineteenth paragraph shall be replaced in their entirety as follows:

In the second and third quarter of 2018 as well as in June 2019, KBA issued administrative orders holding that certain calibrations of specified functionalities in certain Mercedes-Benz diesel vehicles are to be qualified as impermissible defeat devices and ordered subsequent auxiliary provisions for the respective EC type approvals in this respect, including stops of the first registration and mandatory recalls. Daimler filed timely objections against such administrative orders in order to have the open legal issues resolved, if necessary by a court of law. In the course of its regular market supervision, KBA routinely conducts further reviews of Mercedes-Benz vehicles and asks questions about technical elements of the vehicles. It cannot be ruled out that in the course of the ongoing and/or further investigations, KBA will issue additional administrative orders making similar findings. Daimler has implemented a temporary delivery and registration stop with respect to certain models and is constantly reviewing whether it can lift this delivery and registration stop in whole or in part. The new calibrations requested by KBA are being processed, and for a certain proportion of the vehicles, the relevant software has already been approved by KBA; the related recalls have insofar been initiated. It cannot be ruled out that further delivery and registration stops may be ordered or resolved by Daimler as a precautionary measure under the relevant circumstances. Daimler has initiated further investigations and otherwise continues to fully cooperate with the authorities and institutions.

In January 2019, another vehicle manufacturer reached civil settlements with US and state authorities, as well as with vehicle customers. Although the manufacturer did not admit liability, the authorities maintain the position that the manufacturer included undisclosed Auxiliary Emission Control Devices ("**AECDs**") in its diesel vehicles, apparently including functionalities that are common in diesel vehicles, and that certain of these AECDs are to be perceived as illegal defeat devices. As part of these settlements, the manufacturer will, among other things, pay civil penalties, undertake a recall of affected vehicles, provide extended warranties, undertake a nationwide mitigation project and make other payments. The manufacturer will furthermore provide payments to current and former diesel vehicle owners as part of a class action settlement.

In light of these matters and in light of the ongoing governmental information requests, inquiries, investigations, administrative orders and proceedings, as well as Daimler's own internal investigations and the technical Compliance Management System (tCMS), which is and continues to be implemented to address the specific risks associated with the product development process in the automotive divisions and is designed particularly to also provide guidance – taking into account technical and legal aspects – with regard to the complex interpretation of regulations, it cannot be ruled out that authorities will reach the conclusion that other passenger cars and/or commercial vehicles with the brand name Mercedes-Benz or other brand

names of the group have impermissible functionalities and/or calibrations and/or that certain functionalities and/or calibrations were not properly disclosed. Furthermore, the authorities have increased scrutiny of Daimler's processes regarding running-change, field-fix and defect reporting as well as other compliance issues. The inquiries, investigations, legal actions and proceedings as well as the replies to the governmental information requests, the objection proceedings against KBA's administrative orders and Daimler's internal investigations are still ongoing and open; hence, Daimler cannot predict the outcome at this time. If these or other information requests, inquiries, investigations, administrative orders and proceedings result in unfavorable findings, an unfavorable outcome or otherwise develop unfavorably, Daimler could be subject to significant monetary penalties, fines, disgorgement of profits, remediation requirements, further vehicle recalls, further registration and delivery stops, process and compliance improvements, mitigation measures and the early termination of promotional loans, and/or other sanctions, measures and actions, including further investigations and/or administrative orders by these or other authorities and additional proceedings. The occurrence of the aforementioned events in whole or in part could cause significant collateral damage including reputational harm.

Further, due to negative determinations or findings with respect to technical or legal issues by one of the various governmental agencies, other agencies – or also plaintiffs – could also adopt such determinations or findings, even if such determinations or findings are not within the scope of such authority's responsibility or jurisdiction. Thus, a negative determination or finding in one proceeding carries the risk of being able to have an adverse effect on other proceedings, also potentially leading to new or expanded investigations or proceedings, including lawsuits.

In addition, Daimler's ability to defend itself in proceedings could be impaired by unfavorable findings, results or developments in any of the information requests, inquiries, investigations, administrative orders, legal actions and/or proceedings discussed above.

Risks from legal proceedings in connection with diesel exhaust gas emissions – Court proceedings

A consumer class-action lawsuit is pending in the United States in which it is alleged that DAG and MBUSA conspired with Robert Bosch LLC and Robert Bosch GmbH to deceive US regulators and consumers. A separate lawsuit was filed in January 2019 by the State of Arizona alleging that DAG and MBUSA deliberately deceived consumers in connection with the advertising of Mercedes-Benz diesel vehicles.

Consumer class-action lawsuits containing similar allegations were filed against DAG and other companies of the Group in Canada in April 2016, and against DAG in Israel in February 2019. A similar class action was filed in the United States in July 2017, but in December 2017, the parties stipulated to dismiss that lawsuit without prejudice. It may be filed again under specific conditions. Furthermore, class actions have been filed in the United States and Canada alleging anticompetitive behavior relating to vehicle technology, costs, suppliers, markets, and other competitive attributes, including diesel emissions control technology. In June 2019, the consolidated US class actions making these allegations were dismissed by the court with leave to amend. A securities class action lawsuit is pending in the United States on behalf of investors in DAG American Depositary Receipts which alleges that the defendants made materially false and misleading statements about diesel emissions in Mercedes-Benz vehicles.

In Germany, a multitude of lawsuits by customers alleging violations of warranty and tort laws as well as lawsuits by investors alleging the violation of disclosure requirements are pending. In this context, motions to initiate a model proceeding in accordance with the Act on Model Proceedings in Capital Markets Disputes (*KapMuG*) have been filed by investors as well as by DAG. The investors are alleging the violation of ad hoc disclosure requirements.

If court proceedings have an unfavorable outcome for Daimler, this could result in significant damages and punitive damages payments, remedial works or other cost-intensive measures. Court proceedings can in part also have an adverse effect on the reputation of the Group.

Furthermore, Daimler's ability to defend itself in court proceedings could be impaired by unfavorable findings, results or developments in any of the governmental or other court proceedings discussed above.

Further information on legal proceedings is provided in Note 30 (*Legal proceedings*) of the Notes to the Annual Consolidated Financial Statements 2018 of DAG and in Note 17 (*Legal proceedings*) of the Notes to the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG, all as incorporated by reference in this Prospectus.

Risks from other legal proceedings

Following the settlement decision by the European Commission adopted on July 19, 2016 concluding the trucks antitrust proceedings, DAG faces customers' claims for damages to a considerable degree. Respective legal actions, class actions and other forms of legal redress have been initiated in various states in and outside of Europe and should further be expected.

As legal proceedings are fraught with a large degree of uncertainty, it is possible that after their final resolution, some of the provisions Daimler has recognized for them could prove to be insufficient. As a result, substantial additional expenditures may arise. This also applies to legal proceedings for which the Group has seen no requirement to recognize a provision.

It cannot be ruled out that the regulatory risks and risks from legal proceedings discussed above individually or in the aggregate may materially adversely impact Daimler's profitability and financial position.

Further information on legal proceedings is provided in Note 30 (*Legal proceedings*) of the Notes to the Annual Consolidated Financial Statements 2018 of DAG in Note 17 (*Legal proceedings*) of the Notes to the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG, all as incorporated by reference in this Prospectus.

D. Amendments to the section commencing on page 142 of the Prospectus which is entitled "*Form of Final Terms / Muster der Endgültigen Bedingungen*"

The subsection commencing on page 146 of the Prospectus which is entitled "*Important Notice / Wichtiger Hinweis*" shall be replaced in its entirety as follows:

WICHTIGER HINWEIS IMPORTANT NOTICE

[Diese Endgültigen Bedingungen [wurden für die Zwecke des Artikels 5 (4) der Richtlinie 2003/71/EG des Europäischen Parlaments und des Rates vom 4. November 2003, in ihrer geänderten Fassung, abgefasst und]¹⁰ enthalten Angaben zur Emission von Schuldverschreibungen unter dem EUR 70.000.000.000 Euro Medium Term Note Programme der Daimler AG, Mercedes-Benz Australia/Pacific Pty Ltd, Daimler International Finance B.V., Daimler Canada Finance Inc., Daimler Finance North America LLC und Mercedes-Benz Finance Co., Ltd. (das "**Programm**") und sind in Verbindung mit dem Prospekt vom 15. Mai 2019 ([in der Fassung [des Nachtrags] [der Nachträge] vom [**relevantes Datum/relevante Daten einfügen**],] der "**Prospekt**") über das Programm zu lesen. Vollständige Informationen über die Emittentin [, die Garantin] und über das hinsichtlich der Schuldverschreibungen gemachte Angebot sind nur in der Zusammenschau dieser Endgültigen Bedingungen und des Prospekts erhältlich. Kopien des Prospekts und etwaiger Nachträge zum Prospekt [**im Fall von Schuldverschreibungen, die an dem regulierten Markt der Luxemburger Börse zum Handel zugelassen sind, einfügen**: sowie dieser Endgültigen Bedingungen] sind kostenlos während der üblichen Geschäftszeiten bei der Emissionsstelle [(Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, Vereinigtes Königreich)][.] [der Zahlstelle in Deutschland [(Citibank Europe plc, Germany Branch, Reuterweg 16, 60323 Frankfurt am Main, Deutschland)]][.] [der Zahlstelle in Luxemburg [(BNP Paribas Securities Services, Luxembourg Branch, 60, avenue J.F. Kennedy, L-2085 Luxembourg)]][und][.] [Daimler AG (Mercedesstraße 120, 70327 Stuttgart, Deutschland)] [Mercedes-Benz

¹⁰ Nicht anwendbar im Fall von Nichtdividendenwerten mit einer Laufzeit bei Begebung von weniger als einem Jahr, die als Geldmarktinstrumente im Sinne des Artikel 4 Absatz 2 (j) und Teil III Kapitel 1 des Luxemburger Wertpapierprospektgesetzes (*Loi relative aux prospectus pour valeurs mobilières*) vom 10. Juli 2005, in seiner jeweils geänderten Fassung, qualifizieren. Nicht anwendbar bei Schuldverschreibungen, die weder öffentlich angeboten noch an einem regulierten Markt zum Handel zugelassen werden.

Not applicable in case of non-equity securities with a maturity at issue of less than twelve months which qualify as money market instruments within the meaning of Article 4(2)(j) and Part III Chapter 1 of the Luxembourg Act Relating to Prospectuses for Securities (Loi relative aux prospectus pour valeurs mobilières) of July 10, 2005, as amended. Not applicable in case of Notes which are neither publicly offered nor admitted to trading on a regulated market.

Australia/Pacific Pty Ltd (44 Lexia Place, Mulgrave, Victoria 3170, Australien)] [Daimler International Finance B.V. (Ravenswade 4, 3439 LD Nieuwegein, Niederlande)] [Daimler Canada Finance Inc. (1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Kanada)] [Daimler Finance North America LLC (c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA)] [Mercedes-Benz Finance Co., Ltd. (12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan)] und außerdem auf der Internetseite der Daimler AG (www.daimler.com/investors/refinancing/bonds) und der Internetseite der Börse Luxemburg (www.bourse.lu) erhältlich. [Eine [deutschsprachige] [englischsprachige] Zusammenfassung der Konditionen der Schuldverschreibungen ist diesen Endgültigen Bedingungen beigelegt.]¹¹¹²

[These Final Terms [have been prepared for the purpose of Article 5 (4) of the Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, as amended, and] give details of an issue of Notes under the EUR 70,000,000,000 Euro Medium Term Note Programme of Daimler AG, Mercedes-Benz Australia/Pacific Pty Ltd, Daimler International Finance B.V., Daimler Canada Finance Inc., Daimler Finance North America LLC and Mercedes-Benz Finance Co., Ltd. (the "**Programme**") and are to be read in conjunction with the prospectus dated May 15, 2019 [as supplemented by the supplement[s] dated [insert relevant date(s)],] the "**Prospectus**") and pertaining to the Programme. Full information on the Issuer [, the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. Copies of the Prospectus as well as any supplements to the Prospectus [in the case of Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange insert: and these Final Terms] are 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)]][,] [the Paying Agent in Luxembourg [(BNP Paribas Securities Services, Luxembourg Branch, 60, avenue J.F. Kennedy, L-2085 Luxembourg)]][and][,] [Daimler AG (Mercedesstraße 120, 70327 Stuttgart, Germany)] [Mercedes-Benz Australia/Pacific Pty Ltd (44 Lexia Place, Mulgrave, Victoria 3170, Australia)] [Daimler International Finance B.V. (Ravenswade 4, 3439 LD Nieuwegein, The Netherlands)] [Daimler Canada Finance Inc. (1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Canada)] [Daimler Finance North America LLC (c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA)] [Mercedes-Benz Finance Co., Ltd. (12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan)] and also from the website of Daimler AG (www.daimler.com/investors/refinancing/bonds) and the website of the Luxembourg Stock Exchange (www.bourse.lu). [A[n] [German language] [English language] summary of the terms of the Notes is annexed to these Final Terms.]]

[Diese Endgültigen Bedingungen [wurden für die Zwecke des Artikels 5 (4) der Richtlinie 2003/71/EG des Europäischen Parlaments und des Rates vom 4. November 2003, in ihrer geänderten Fassung, abgefasst und]¹³ enthalten Angaben zur Emission von Schuldverschreibungen unter dem EUR 70,000,000,000 Euro Medium Term Note Programme der Daimler AG, Mercedes-Benz Australia/Pacific Pty Ltd, Daimler International Finance B.V., Daimler Canada Finance Inc., Daimler Finance North America LLC und Mercedes-Benz Finance Co., Ltd. (das "**Programm**") und sind in Verbindung mit dem Prospekt vom 15. Mai 2019 ([in der Fassung [des Nachtrags] [der Nachträge] vom [relevantes Datum/relevante Daten einfügen],] der "**Prospekt**") über das Programm sowie mit [TEIL A der Endgültigen Bedingungen (die "**Original-Endgültigen Bedingungen**") und] den Emissionsbedingungen (die "**Original-Emissionsbedingungen**") [im Fall von nicht-konsolidierten Bedingungen einfügen: (diesen Endgültigen Bedingungen als Anlage beigelegt)], die im Prospekt vom [19. Juli 2018] [31. Mai 2017] [28. Juni 2016] [26. Mai 2015] [27. Mai 2014] [11. Juni 2013] (der "**Original-Prospekt**") enthalten sind, zu lesen. Die in TEIL A nachfolgend aufgeführten Emissionsbedingungen sind insgesamt [TEIL A der Original-Endgültigen Bedingungen] [den Original-Emissionsbedingungen] entnommen und ersetzen insgesamt [den im Prospekt enthaltenen TEIL A der Endgültigen Bedingungen] [die im Prospekt enthaltenen Emissionsbedingungen]. [Begriffe, die in den Original-Emissionsbedingungen definiert sind, haben, falls die in TEIL A nachfolgend aufgeführten Emissionsbedingungen nicht etwas anderes bestimmen, die gleiche Bedeutung, wenn sie in den in TEIL A nachfolgend aufgeführten Emissionsbedingungen verwendet werden.] Vollständige Informationen über die Emittentin [, die Garantin] und über das hinsichtlich der Schuldverschreibungen gemachte Angebot sind nur in der Zusammenschau dieser Endgültigen

¹¹ Nicht anwendbar bei Wholesale-Schuldverschreibungen.
Not applicable in case of Wholesale Notes.

¹² Nur verwenden, wenn es sich bei der relevanten Emission nicht um die Aufstockung einer Emission handelt, die in Verbindung mit einem vor dem aktuellen Prospekt verwendeten Prospekt beigegeben wurde.
Use only if this issue does not increase an issue which was not issued under a Prospectus used prior to the relevant Prospectus.

¹³ Nicht anwendbar im Fall von Nichtdividendenwerten mit einer Laufzeit bei Begebung von weniger als einem Jahr, die als Geldmarktinstrumente im Sinne des Artikel 4 Absatz 2 (j) und Teil III Kapitel 1 des Luxemburger Wertpapierprospektgesetzes (*Loi relative aux prospectus pour valeurs mobilières*) vom 10. Juli 2005, in seiner jeweils geänderten Fassung, qualifizieren. Nicht anwendbar bei Schuldverschreibungen, die weder öffentlich angeboten noch an einem regulierten Markt zum Handel zugelassen werden.
Not applicable in case of non-equity securities with a maturity at issue of less than twelve months which qualify as money market instruments within the meaning of Article 4(2)(j) and Part III Chapter 1 of the Luxembourg Act Relating to Prospectuses for Securities (Loi relative aux prospectus pour valeurs mobilières) of July 10, 2005, as amended. Not applicable in case of Notes which are neither publicly offered nor admitted to trading on a regulated market.

Bedingungen **[im Fall von nicht-konsolidierten Bedingungen einfügen:** (einschließlich der Anlage)], des Prospekts einschließlich etwaiger Nachträge zum Prospekt und [TEIL A der Original-Endgültigen Bedingungen] [der Original-Emissionsbedingungen] des Original-Prospekts [einschließlich etwaiger Nachträge zum Original-Prospekt] erhältlich. Kopien des Prospekts sowie etwaiger Nachträge zum Prospekt und des Original-Prospekts [einschließlich etwaiger Nachträge zum Original-Prospekt] **[im Fall von Schuldverschreibungen, die an dem geregelten Markt der Luxemburger Börse zum Handel zugelassen sind, einfügen:** sowie dieser Endgültigen Bedingungen] sind kostenlos während der üblichen Geschäftszeiten bei der Emissionsstelle [(Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, Vereinigtes Königreich)][,] [der Zahlstelle in Deutschland [(Citibank Europe plc, Germany Branch, Reuterweg 16, 60323 Frankfurt am Main, Deutschland)] [,] [der Zahlstelle in Luxemburg [(BNP Paribas Securities Services, Luxembourg Branch, 60, avenue J.F. Kennedy, L-2085 Luxembourg)]] [und][,] [Daimler AG (Mercedesstraße 120, 70327 Stuttgart, Deutschland)] [Mercedes-Benz Australia/Pacific Pty Ltd (44 Lexia Place, Mulgrave, Victoria 3170, Australien)] [Daimler International Finance B.V. (Ravenswade 4, 3439 LD Nieuwegein, Niederlande)] [Daimler Canada Finance Inc. (1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Kanada)] [Daimler Finance North America LLC (c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA)] [Mercedes-Benz Finance Co., Ltd. (12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan)] und außerdem auf der Internetseite der Daimler AG (www.daimler.com/investors/refinancing/bonds) und der Internetseite der Börse Luxemburg (www.bourse.lu) erhältlich. [Eine [deutschsprachige] [englischsprachige] Zusammenfassung der Konditionen der Schuldverschreibungen ist diesen Endgültigen Bedingungen beigelegt.]¹⁴¹⁵

[These Final Terms [have been prepared for the purpose of Article 5 (4) of the Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, as amended, and] give details of an issue of Notes under the EUR 70,000,000,000 Euro Medium Term Note Programme of Daimler AG, Mercedes-Benz Australia/Pacific Pty Ltd, Daimler International Finance B.V., Daimler Canada Finance Inc., Daimler Finance North America LLC and Mercedes-Benz Finance Co., Ltd. (the "Programme") and are to be read in conjunction with the prospectus dated May 15, 2019 [as supplemented by the supplement[s] dated [insert relevant date(s)], the "Prospectus") and pertaining to the Programme as well as [PART A of the Final Terms (the "Original Final Terms") and] the Terms and Conditions of the Notes (the "Original Terms and Conditions") [in the case of Long-form Conditions insert: (scheduled to these Final Terms)] set forth in the prospectus dated [July 19, 2018] [May 31, 2017] [June 28, 2016] [May 26, 2015] [May 27, 2014] [June 11, 2013] (the "Original Prospectus"). The Terms and Conditions set out in PART A below have been extracted in whole from [PART A of the Original Final Terms] [the Original Terms and Conditions] and replace [PART A of the Final Terms] [the Terms and Conditions of the Notes] set out in the Prospectus in whole. [Capitalised terms used in PART A below but not otherwise defined therein shall have the meanings specified in the Original Terms and Conditions when used in PART A below.] Full information on the Issuer [, the Guarantor] and the offer of the Notes is only available on the basis of the combination of these Final Terms [in the case of Long-form Conditions insert: (including the Schedule hereto)], the Prospectus including any supplements to the Prospectus and [the Original Final Terms] [the Original Terms and Conditions] of the Original Prospectus [including any supplements to the Original Prospectus]. Copies of the Prospectus including any supplements to the Prospectus and the Original Prospectus [including any supplements to the Original Prospectus] [in the case of Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange insert: and these Final Terms] are 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)] [,] [the Paying Agent in Luxembourg [(BNP Paribas Securities Services, Luxembourg Branch, 60, avenue J.F. Kennedy, L-2085 Luxembourg)]] [and][,] [Daimler AG (Mercedesstraße 120, 70327 Stuttgart, Germany)] [Mercedes-Benz Australia/Pacific Pty Ltd (44 Lexia Place, Mulgrave, Victoria 3170, Australia)] [Daimler International Finance B.V. (Ravenswade 4, 3439 LD Nieuwegein, The Netherlands)] [Daimler Canada Finance Inc. (1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Canada)] [Daimler Finance North America LLC (c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA)] [Mercedes-Benz Finance Co., Ltd. (12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan)] and also from the website of Daimler AG (www.daimler.com/investors/refinancing/bonds) and the website of the Luxembourg Stock Exchange (www.bourse.lu). [A[n] [German language][English language] summary of the terms of the Notes is annexed to these Final Terms.]]

¹⁴ Nicht anwendbar bei Wholesale-Schuldverschreibungen.
Not applicable in case of Wholesale Notes.

¹⁵ Nur verwenden, wenn es sich bei der relevanten Emission um die Aufstockung einer Emission handelt, die unter dem Original-Prospekt begeben wurde.
Use only if this issue increases an issue which was issued under the Original Prospectus.

E. Amendments to the section commencing on page 169 of the Prospectus which is entitled "*Terms and Conditions of the Notes*"

- 1. In the subsection commencing on page 204 of the Prospectus which is entitled "*§ [14] ANWENDBARES RECHT, ERFÜLLUNGORT, GERICHTSSTAND UND GERICHTLICHE GELTENDMACHUNG / § [14] APPLICABLE LAW, PLACE OF PERFORMANCE, PLACE OF JURISDICTION AND ENFORCEMENT*" the third paragraph commencing on page 204 shall be replaced in its entirety as follows:**

(3) *Gerichtsstand.* Nicht ausschließlich zuständig für sämtliche im Zusammenhang mit den Schuldverschreibungen entstehenden Klagen oder sonstige Verfahren (die "**Rechtsstreitigkeiten**") sind die Gerichte in Frankfurt am Main.

[im Fall von Schuldverschreibungen, die von einer Emittentin mit Ausnahme von DAG begeben werden, einfügen: Für etwaige Rechtsstreitigkeiten vor deutschen Gerichten bestellt die Emittentin die Daimler AG, Rechtsabteilung/Office of the General Counsel, Mercedesstraße 120, 70327 Stuttgart, Bundesrepublik Deutschland, zur Zustellungsbevollmächtigten.]

(3) *Place of Jurisdiction.* The courts in Frankfurt am Main shall have non-exclusive jurisdiction for any action or other legal proceedings (the "**Proceedings**") arising out of or in connection with the Notes.

[in the case of Notes to be issued by any Issuer other than DAG insert: The Issuer appoints Daimler AG, Rechtsabteilung/Office of the General Counsel, Mercedesstraße 120, 70327 Stuttgart, Federal Republic of Germany, as authorized agent for accepting service of process in connection with any Proceedings before German courts.]

- 2. In the subsection commencing on page 248 of the Prospectus which is entitled "*§ [14] ANWENDBARES RECHT, ERFÜLLUNGORT, GERICHTSSTAND UND GERICHTLICHE GELTENDMACHUNG / § [14] APPLICABLE LAW, PLACE OF PERFORMANCE, PLACE OF JURISDICTION AND ENFORCEMENT*" the third paragraph on page 248 shall be replaced in its entirety as follows:**

(3) *Gerichtsstand.* Nicht ausschließlich zuständig für sämtliche im Zusammenhang mit den Schuldverschreibungen entstehenden Klagen oder sonstige Verfahren (die "**Rechtsstreitigkeiten**") sind die Gerichte in Frankfurt am Main.

[im Fall von Schuldverschreibungen, die von einer Emittentin mit Ausnahme von DAG begeben werden, einfügen: Für etwaige Rechtsstreitigkeiten vor deutschen Gerichten bestellt die Emittentin die Daimler AG, Rechtsabteilung/Office of the General Counsel, Mercedesstraße 120, 70327 Stuttgart, Bundesrepublik Deutschland, zur Zustellungsbevollmächtigten.]

(3) *Place of Jurisdiction.* The courts in Frankfurt am Main shall have non-exclusive jurisdiction for any action or other legal proceedings (the "**Proceedings**") arising out of or in connection with the Notes.

[in the case of Notes to be issued by any Issuer other than DAG insert: The Issuer appoints Daimler AG, Rechtsabteilung/Office of the General Counsel, Mercedesstraße 120, 70327 Stuttgart, Federal Republic of Germany, as authorized agent for accepting service of process in connection with any Proceedings before German courts.]

F. Amendments to the section commencing on page 252 of the Prospectus which is entitled "*Description of DAG*"

- 1. The following subsection entitled "*(ii) Financial Information Relating to the First Half Year of the Financial Year 2019 of DAG*" shall be added to the subsection commencing on page 255 of the Prospectus which is entitled "*2. Financial Information – b. Group Interim Financial Information*" as follows:**

(ii) Financial Information Relating to the First Half Year of the Financial Year 2019 of DAG

The Group interim financial information set out below has been extracted from the unaudited but reviewed interim consolidated financial statements of DAG as of and for the first half year ended June 30, 2019 (consisting of consolidated statement of income Q2, consolidated statement of income Q1-2, consolidated statement of comprehensive income/loss Q2, consolidated statement of comprehensive income/loss Q1-2, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of

changes in equity and the notes to the interim consolidated financial statements as set out in the interim report (*Zwischenbericht*) in relation to the first half year ended June 30, 2019 (the "**Interim Report Q2 2019**") (the "**Unaudited Interim Consolidated Financial Statements Q2 2019**").

Such Unaudited Interim Consolidated Financial Statements Q2 2019 are incorporated by reference into this Prospectus.

The Group interim financial information set out below should be read and analyzed together with the section entitled "*Notes to the Interim Consolidated Financial Statements*" as set out in the Interim Report Q2 2019. The accompanying notes are an integral part of the Unaudited Interim Consolidated Financial Statements Q2 2019.

Selected Financial Information

Consolidated

	January 1, 2019 to June 30, 2019	January 1, 2018 to June 30, 2018
	(in millions of €)	
Profit before income taxes	951	5,777
Net profit	907	4,197

Consolidated

	As of June 30, 2019	As of December 31, 2018
	(in millions of €)	
Equity attributable to shareholders of Daimler AG	60,484	64,667
Non-controlling interests	1,296	1,386
Total non-current liabilities	122,831	117,614
Total current liabilities	109,571	97,952
Total equity and liabilities	294,182	281,619

The accompanying notes are an integral part of the Unaudited Interim Consolidated Financial Statements Q2 2019.

2. The subsection commencing on page 258 of the Prospectus which is entitled "2. Financial Information – c. Information Relating to Group Annual Financial Information and Group Interim Financial Information" shall be replaced in its entirety as follows:

c. Information Relating to Group Annual Financial Information and Group Interim Financial Information

Copies of each of the DAG Annual Report 2018, the DAG Annual Report 2017, the Interim Report Q1 2019 and the Interim Report Q2 2019 will be available at and will be obtainable free of charge during normal business hours from DAG (Mercedesstraße 120, 70327 Stuttgart, Federal Republic of Germany) and will be viewable on, and will be obtainable free of charge from, the website of DAG (www.daimler.com).

Accounting Policies

The Annual Consolidated Financial Statements 2018 and the Annual Consolidated Financial Statements 2017 of DAG have been prepared in accordance with Section 315e of the German Commercial Code (*Handelsgesetzbuch*) and International Financial Reporting Standards ("**IFRS**") as adopted by the European Union and related interpretations as issued by the International Accounting Standards Board.

The Unaudited Interim Consolidated Financial Statements Q1 2019 of DAG and the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG have been prepared in accordance with International Accounting Standard ("**IAS**") 34 ("Interim Financial Reporting") and Section 115 of the German Securities Trading Act (*Wertpapierhandelsgesetz*).

Auditing of Historical Annual Financial Information

The Annual Consolidated Financial Statements 2018 and the Annual Consolidated Financial Statements 2017 of DAG have been audited by KPMG in accordance with German Generally Accepted Accounting Standards, and in each case KPMG issued an unqualified auditor's report (*uneingeschränkter Bestätigungsvermerk*) on each of the Annual Consolidated Financial Statements 2018 and the Annual Consolidated Financial Statements 2017. The auditors have not performed any audit on any financial statements of DAG as of any date or for any period subsequent to December 31, 2018.

The Unaudited Interim Consolidated Financial Statements Q1 2019 of DAG and the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG have not been audited but have been reviewed by KPMG.

3. The subsection on page 262 of the Prospectus which is entitled "4. Business Overview – General Overview" shall be replaced in its entirety as follows:

General Object of DAG

Pursuant to article 2 of DAG's articles of incorporation (*Satzung*; the "**Articles of Incorporation**") the general object of DAG is to engage, directly or indirectly, in the business of developing, producing and selling products and providing services, especially in the following lines of business:

- vehicles, engines and technical drives of all kinds, including their parts, assemblies and accessories,
- other traffic engineering products,
- electronic equipment, devices and systems,
- communication and information technology,
- mobility and transport services and concepts,
- banking and insurance activities, financial and payment services and insurance brokerage, and
- management and development of real property.

DAG may take all actions and measures which are incidental to the accomplishment of DAG's purposes. DAG may limit its business activities to a part of the lines of business referred to above.

DAG may set up domestic and foreign branches and may acquire interests in other companies. DAG may acquire and dispose of other companies, may place them under joint management and conclude intercompany agreements with them, may provide services for these companies or may limit itself to the management of its interests in such companies. DAG may place all or part of its business operations into subsidiaries, joint ventures or associated companies.

DAG may not directly carry out banking or insurance transactions, financial or payment services or real estate transactions that are subject to permits.

4. The subsection commencing on page 263 of the Prospectus which is entitled "6. Administrative, Management and Supervisory Bodies, Names, Business Addresses and Functions shall be replaced in its entirety as follows:

The Supervisory Board

The principal function of the supervisory board of DAG (the "**Supervisory Board**") is to supervise the board of management of DAG (the "**Board of Management**"). The Supervisory Board is also responsible for appointing and removing members of the Board of Management. The Supervisory Board may not make management decisions. However, in accordance with the German Stock Corporation Act (*Aktiengesetz*; the "**Stock Corporation Act**"), DAG's Supervisory Board has determined that several matters which do not belong to the ordinary course of business and which are of fundamental importance require the approval of the Supervisory Board.

The members of the Supervisory Board are:

- **Dr. Manfred Bischoff**, Munich, Chairman of the Supervisory Board of DAG
- **Michael Brecht**^{*}, Gaggenau, Chairman of the General Works Council, Daimler Group and DAG; Chairman of the Works Council, Gaggenau Plant, DAG, Deputy Chairman of the Supervisory Board of DAG
- **Dr. Paul Achleitner**, Munich, Chairman of the Supervisory Board of Deutsche Bank AG
- **Bader M. Al Saad**, Kuwait, Former Chairman and Managing Director of the Executive Committee of the Board of Directors of Kuwait Investment Authority
- **Sari Baldauf**, Helsinki, Former Executive Vice President and General Manager of the Networks Business Group of Nokia Corporation
- **Michael Bettag**^{*}, Nuremberg, Chairman of the Works Council of the Nuremberg Dealership, DAG
- **Dr. Clemens Börsig**, Frankfurt am Main, Former Chairman of the Supervisory Board of Deutsche Bank AG
- **Raymond Curry**^{*}, Detroit, Secretary-Treasurer United Auto Workers (UAW)
- **Michael Häberle**^{*}, Stuttgart, Chairman of the Works Council, Untertürkheim Plant, DAG
- **Dr. Jürgen Hambrecht**, Ludwigshafen, Chairman of the Supervisory Board of BASF SE
- **Petraea Heynike**, Vevey, Former Executive Vice President of the Executive Board of Nestlé S.A.
- **Joe Kaeser**, Munich, Chairman of the Board of Management of Siemens AG
- **Ergun Lümalı**^{*}, Sindelfingen, Chairman of the Works Council, Sindelfingen Plant, DAG, Deputy Chairman of the General Works Council of DAG
- **Dr. Ing. e.h. Dipl.-Ing. Bernd Pischetsrieder**
- **Elke Tönjes-Werner**^{*}, Bremen, Deputy Chairwoman of the Works Council, Bremen Plant, DAG

- **Sibylle Wankel**, Frankfurt am Main, General Counsel of the German Metalworkers' Union (IG Metall)
- **Dr. Frank Weber**^{*}, Sindelfingen, Director of the Press Shop, Sindelfingen Plant, DAG, Chairman of the Management Representative Committee, Daimler Group
- **Marie Wieck**, Cold Spring/New York, General Manager of IBM Blockchain
- **Dr. Sabine Zimmer**^{*}, Stuttgart, Manager Vocational Training Policies Germany, DAG
- **Roman Zitelsberger**, Stuttgart, German Metalworker's Union (IG Metall) - District Manager - Baden-Württemberg

* Representative of the employees

The Board of Management

The Board of Management, which acts under the principle of collective responsibility, manages the day-to-day-business in accordance with the Stock Corporation Act and DAG's Articles of Incorporation. The Board of Management is authorized to represent DAG and to enter into binding agreements with third parties on its behalf.

The members of the Board of Management are:

- **Ola Källenius**, Chairman of the Board of Management DAG / Head of Mercedes-Benz Cars
- **Renata Jungo Brüngger**, Integrity and Legal Affairs
- **Martin Daum**, Daimler Trucks and Buses
- **Wilfried Porth**, Human Resources & Director of Labor Relations, Mercedes-Benz Vans
- **Markus Schäfer**, Group Research & Mercedes-Benz Cars Development
- **Britta Seeger**, Mercedes-Benz Cars Marketing & Sales
- **Hubertus Troska**, Greater China
- **Harald Wilhelm**, Finance & Controlling / Daimler Financial Services

The business address of the members of the Supervisory Board as well as the members of the Board of Management is that of DAG.

The members of the Supervisory Board and of the Board of Management perform the following Supervisory Board Memberships or Directorships outside DAG:

The Supervisory Board

Dr. Manfred Bischoff

SMS Holding GmbH – Shareholders' Committee of SMS Holding GmbH

Michael Brecht

Dr. Paul Achleitner
Deutsche Bank AG – Chairman
Bayer AG

Bader M. Al Saad
Kuwait Investment Authority
Kuwait Fund for Economic Development

Sari Baldauf
Vexve Holding OY – Chairwoman
Nokia Oyj

Michael Bettag

Dr. Clemens Börsig
Linde AG
Linde Intermediate Holding AG
Linde plc
Emerson Electric Co.

Raymond Curry

Dr. Jürgen Hambrecht
BASF SE – Chairman
Trumpf GmbH + Co. KG – Chairman

Michael Häberle

Petraea Heynike

Joe Kaeser
Allianz Deutschland AG
NXP Semiconductors N.V.
Siemens Ltd., India (Group company position)

Ergun Lümali

Dr. Ing. e.h. Dipl.-Ing. Bernd Pischetsrieder
Tetra-Laval Group

Elke Tönjes-Werner

Sybille Wankel

Dr. Frank Weber

Marie Wieck

Dr. Sabine Zimmer

Roman Zitelsberger
MTU Friedrichshafen GmbH
Rolls-Royce Power Systems AG

The Board of Management

Ola Källenius

Tetra Laval Group

Renata Jungo Brüngger

Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München

Martin Daum

Beijing Foton Daimler Automotive Co., Ltd.

Wilfried Porth

VfB Stuttgart 1893 AG – Vice Chairman

Markus Schäfer

Shenzhen DENZA New Energy Automotive Co., Ltd.

Britta Seeger

Beijing Mercedes-Benz Sales Service Co., Ltd.

Laureus World Sports Awards Ltd.

Hubertus Troska

BAIC Motor Corporation Ltd.

Beijing Mercedes-Benz Sales Service Co., Ltd. – Chairman

Beijing Benz Automotive Co., Ltd. – Vice Chairman

Beijing Foton Daimler Automotive Co., Ltd. – Vice Chairman

Fujian Benz Automotive Co., Ltd. – Vice Chairman

Daimler Culture Development Co., Ltd. – Chairman

Shenzhen DENZA New Energy Automotive Co., Ltd. – Chairman

Harald Wilhelm

BAIC Motor Corporation Ltd.

Members of the Supervisory Board and the Board of Management of DAG not set out above do not perform any principal activities outside DAG.

Management and Supervisory Bodies – Conflict of Interests

As at the date of this Prospectus, the above-mentioned members of the Supervisory Board and of the Board of Management do not have potential conflicts of interests between any duties to DAG and their private interests or their other duties.

5. The section commencing on page 269 of the Prospectus which is entitled "8. Major Shareholders" shall be replaced in its entirety as follows:

8. Major Shareholders

DAG is a stock corporation and as such owned by its shareholders.

Under the German Securities Trading Act (*Wertpapierhandelsgesetz*; the "**WpHG**"), holders of voting securities of a listed German company must notify that company of the level of their holding or voting rights, which are attributed to them, whenever it reaches, exceeds or falls below specified thresholds. The thresholds are 3, 5, 10, 15, 20, 25, 30, 50 and 75% of the company's outstanding voting securities.

The following shareholders have notified DAG in accordance with the WpHG that at least 3% of the voting rights in DAG are held directly by them:

Shareholder	Total share	Reference date of latest voting rights announcement
Tenaciou ³ Prospect Investment Limited, Hong Kong	9.69%	May 8, 2018
Kuwait Investment Authority as Agent for the Government of the State Kuwait, Kuwait City, Kuwait	6.84% as a long term position as of December 31, 2018 according to the knowledge of DAG	April 22, 2010
Investment Global Co., Ltd. on behalf of BAIC Group	5.33%	July 18, 2019
Renault S.A./ Nissan Motor Co. Ltd.	5.00% ¹	
	3.07% ² as of December 31, 2018 according to the knowledge of DAG	
	3.10% ³	April 28, 2010
<p>¹ Of which 2.52% are based on a total return swap.</p> <p>² Due to an increase in the total number of outstanding shares of DAG following the exercise of stock options, each shareholding in DAG of Renault S.A. and Nissan Motor Co. Ltd. amounted to 1.54% as of December 31, 2018.</p> <p>³ According to the notification of voting rights, Renault S.A. and Nissan Motor Co. Ltd. hold voting rights in the amount of 3.10%; each of them holds directly 1.55% and a further 1.55% is attributed to each of Renault S.A. and Nissan Motor Co. Ltd. via the other party.</p>		

The following legal entities have notified DAG in accordance with the WpHG that at least 3% of the voting rights in DAG are attributed to them:

Attribution of voting rights to the following legal entities	Share of voting rights	Reference date of latest voting rights announcement
BlackRock, Inc., Wilmington, USA	5.06%	July 18, 2019
Bank of America Corp., Wilmington, USA	5.13%	June 27, 2019
Harris Associates L.P., Wilmington, USA	4.93%	October 16, 2018

DAG is to its knowledge neither directly nor indirectly owned in a manner that would allow an owner to exercise a controlling influence over DAG.

6. The subsection on page 270 of the Prospectus which is entitled "9. Financial Information Concerning DAG's Assets and Liabilities, Financial Position and Profit and Losses – Historical Financial Information" shall be replaced in its entirety as follows:

Historical Financial Information

The Annual Consolidated Financial Statements 2018 of DAG as set out in the DAG Annual Report 2018, the Annual Consolidated Financial Statements 2017 of DAG as set out in the DAG Annual Report 2017, the Unaudited Interim Consolidated Financial Statements Q1 2019 of DAG as set out in the Interim Report Q1 2018 and the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG as set out in the Interim Report Q2 2019 are incorporated by reference into this Prospectus.

7. **The subsection commencing on page 270 of the Prospectus which is entitled "9. Financial Information Concerning DAG's Assets and Liabilities, Financial Position and Profit and Losses – Legal and Arbitration Proceedings" shall be replaced in its entirety as follows:**

Legal and Arbitration Proceedings

DAG and its subsidiaries are confronted with various legal proceedings, claims as well as governmental investigations and orders (legal proceedings) on a large number of topics, including vehicle safety, emissions, fuel economy, financial services, dealer, supplier and other contractual relationships, intellectual property rights, product warranties, environmental matters, antitrust matters (including actions for damages) and shareholder matters. Legal proceedings relating to products deal with claims on account of alleged vehicle defects. Some of these claims are asserted by way of class action suits. If the outcome of such legal proceedings is detrimental to Daimler, the Group may be required to pay substantial compensatory and punitive damages or to undertake service actions, recall campaigns, monetary penalties or other costly actions. Legal proceedings may have an impact on the Group's reputation.

Diesel emission behavior: Class action and other lawsuits in the United States and Canada

Several consumer class-action lawsuits were filed against Mercedes-Benz USA, LLC (MBUSA) in federal courts in the United States in early 2016. The main allegation was the use of devices that impermissibly impair the effectiveness of emission control systems in reducing nitrogen-oxide (NOX) emissions and which cause excessive emissions from vehicles with diesel engines. In addition, plaintiffs alleged that consumers were deliberately deceived in connection with the advertising of Mercedes-Benz diesel vehicles. Those consumer class actions were consolidated into one class action pending against both DAG and MBUSA in the US District Court for the District of New Jersey, in which the plaintiffs asserted various grounds for monetary relief on behalf of a nation-wide class of persons or entities who owned or leased certain models of Mercedes-Benz diesel vehicles as of February 18, 2016. DAG and MBUSA moved to dismiss the lawsuit in its entirety. By order dated December 6, 2016, the court granted DAG's and MBUSA's motion to dismiss and dismissed the lawsuit without prejudice, based on plaintiffs' failure to allege with sufficient specificity the advertising that they contended had misled them. Plaintiffs subsequently filed an amended class action complaint in the same court making similar allegations. The amended complaint also adds as defendants Robert Bosch LLC and Robert Bosch GmbH (collectively; "**Bosch**"), and alleges that DAG and MBUSA conspired with Bosch to deceive US regulators and consumers. On February 1, 2019, the court granted in part and denied in part DAG and MBUSA's subsequent motion to dismiss. The case is ongoing as the court's decision merely addressed certain legal aspects of plaintiffs' claims and did not decide whether the plaintiffs can ultimately prove their claims, whether the plaintiffs' allegations are true, or whether their claims have merit.

On January 8, 2019, the Arizona State Attorney General filed a civil complaint in the Arizona State Court against DAG and MBUSA making similar allegations that Arizona consumers were deliberately deceived in connection with the advertising of Mercedes-Benz diesel vehicles. The state seeks monetary penalties for violation of Arizona's consumer protection laws.

Another consumer class-action lawsuit against DAG and other companies of the Group containing similar allegations was filed in Canada in April 2016. On June 29, 2017, the relevant court granted a procedural motion to certify certain issues for class treatment, and on March 12, 2018 the relevant court ordered the parties to send a notice to the class by May 18, 2018, informing class members that the litigation is ongoing and they will be bound by the outcome. That notice was sent, and class members had until July 20, 2018 to opt out of the class to avoid being bound by subsequent rulings in the case.

On July 14, 2017, an additional class action was filed in the Superior Court of California, Los Angeles County, against DAG and other companies of the Group, alleging claims similar to the existing US class action. That action was removed to federal court and, on October 31, 2017, was transferred to the District Court of New Jersey. On December 21, 2017 the parties stipulated to dismiss, without prejudice, that lawsuit. It may be filed again under specific conditions.

With respect to the foregoing, DAG relies on IAS 37.92 in not disclosing any further information on whether or not, or to what extent, provisions have been recognized and/or contingent liabilities have been disclosed.

Diesel emission behavior: Governmental proceedings

Furthermore, several federal and state authorities and other institutions worldwide have inquired about and/or are conducting investigations and/or administrative proceedings and/or have issued administrative orders. These particularly relate to test results, the emission control systems used in Mercedes-Benz diesel vehicles and/or Daimler's interaction with the relevant state and federal authorities as well as related legal issues and implications, including, but not limited to, under applicable environmental, securities, criminal and antitrust laws. These authorities and institutions include, among others, the U.S. Department of Justice ("DOJ"), which in April 2016 requested that DAG review its certification and admissions processes related to exhaust emissions of diesel vehicles in the United States by way of an internal investigation in cooperation with the DOJ, the U.S. Environmental Protection Agency (EPA), the California Air Resources Board (CARB) and other US state authorities, the U.S. Securities and Exchange Commission (SEC), the European Commission, the German Federal Cartel Office (*Bundeskartellamt*) as well as national antitrust authorities and other authorities of various foreign states as well as the German Federal Financial Supervisory Authority (BaFin), the German Federal Ministry of Transport and Digital Infrastructure (BMVI) and the German Federal Motor Transport Authority ("KBA"). In the course of its formal investigation into possible collusion on clean emission technology, the European Commission in April 2019, has sent a statement of objections to Daimler and other automobile manufacturers. In this context, some time ago, DAG filed an application for immunity from fines (leniency application) with the European Commission. The Stuttgart district attorney's office is conducting criminal investigation proceedings against Daimler employees concerning the suspicion of fraud and criminal advertising, and, in May 2017, searched the premises of Daimler at several locations in Germany. In February 2019, the Stuttgart district attorney's office also initiated a formal investigation proceeding against DAG with respect to an administrative offence in this regard.

In the second and third quarter of 2018 as well as in June 2019, KBA issued administrative orders holding that certain calibrations of specified functionalities in certain Mercedes-Benz diesel vehicles are to be qualified as impermissible defeat devices and ordered subsequent auxiliary provisions for the respective EC type approvals in this respect, including a stop of the first registration and mandatory recall. Daimler filed timely objections against such administrative orders in order to have the open legal issues resolved, if necessary, also by a court of law. In the course of its regular market supervision, KBA routinely conducts further reviews of Mercedes-Benz vehicles and asks questions about technical elements of the vehicles. It cannot be ruled out that in the course of the ongoing and/or further investigations KBA will issue additional administrative orders making similar findings. Daimler has implemented a temporary delivery and registration stop with respect to certain models and is constantly reviewing whether it can lift this delivery and registration stop in whole or in part. The new calibrations requested by KBA are being processed, and for a certain proportion of the vehicles, the relevant software has already been approved by KBA; the related recalls have insofar been initiated. It cannot be ruled out that further delivery and registration stops may be ordered or resolved by Daimler as a precautionary measure under the relevant circumstances. Daimler has initiated further investigations and otherwise continues to fully cooperate with the authorities and institutions.

As the aforementioned inquiries, investigations, administrative proceedings and the replies to these related information requests, the objection proceedings against the administrative orders as well as Daimler's internal investigations are ongoing, DAG relies on IAS 37.92 in not disclosing any further information on whether or not, or to what extent, provisions have been recognized and/or contingent liabilities have been disclosed.

Antitrust law proceedings (including actions for damages)

Starting on July 25, 2017, a number of class actions have been filed in the United States and Canada against DAG and other manufacturers of automobiles as well as various of their North American subsidiaries. Plaintiffs allege to have suffered damages because defendants engaged in anticompetitive behavior relating to vehicle technology, costs, suppliers, markets, and other competitive attributes, including diesel emissions control technology, since the 1990s. On October 4, 2017, all pending US class actions were centralized in

one proceeding by the Judicial Panel on Multidistrict Litigation and transferred to the U.S. District Court for the Northern District of California. On March 15, 2018, plaintiffs in the US class action amended and consolidated their complaints into two pleadings, one on behalf of consumers and the other on behalf of dealers. On June 1, 2018, the court dismissed Mercedes-Benz U.S. International, Inc., Mercedes-Benz Vans, LLC, and Daimler North America Corp., pursuant to the parties' stipulation. DAG and Mercedes-Benz USA, LLC (MBUSA) remain parties in the case. On June 17, 2019, the court granted motions to dismiss in the consolidated US class action proceedings, albeit with leave to amend.

In this context, DAG may disclose that it filed an application for immunity from fines (leniency application) with the European Commission some time ago. In late October 2017, the European Commission conducted preannounced inspections with Daimler in Stuttgart (as well as further inspections with other manufacturers) in order to further clarify the facts of the case. In the third quarter of 2018, the European Commission opened a formal investigation into possible collusion on clean emission technology. In the course of such investigation, the European Commission, in April 2019, has sent a statement of objections to DAG and other automobile manufacturers.

Following the settlement decision by the European Commission adopted on July 19, 2016, concluding the trucks antitrust proceedings, DAG faces customers' claims for damages to a considerable degree. Respective legal actions, class actions and other forms of legal redress have been initiated in various states in and outside of Europe and should further be expected. Daimler is taking appropriate legal remedies to defend itself. In accordance with IAS 37.92, no further information is disclosed with respect to whether, or to what extent, provisions have been recognized and/or contingent liabilities have been disclosed, so as not to prejudice DAG's position.

Class-action lawsuits relating to Takata airbag inflators

In August 2016, Mercedes-Benz Canada (MB Canada) was added as a defendant to a putative nation-wide class action pending in Ontario Superior Court. The main allegation in the matter is that MB Canada, along with Takata entities and many other companies that sold vehicles equipped with Takata airbag inflators, was allegedly negligent in selling such vehicles, purportedly not recalling them quickly enough, and failing to provide an allegedly adequate replacement airbag inflator. In addition, on June 28, 2017, Takata entities along with DAG and MBUSA were named as defendants in a US nation-wide class action, which was filed in New Jersey federal court and includes allegations that are similar to the Canadian action. In the third quarter of 2017, the New Jersey lawsuit was transferred to federal court in the Southern District of Florida for consolidation with other multi-district litigation proceedings. Then, on March 14, 2018, DAG and MBUSA were named as defendants in two additional US nation-wide class action complaints, one filed in Georgia federal court, and the other filed into the multi-district litigation proceedings pending in Florida. The allegations in these complaints are similar to those in the Canadian and New Jersey actions. The US cases have been centralized in one proceeding (Multidistrict Litigation) by the Judicial Panel on Multidistrict Litigation and transferred to the US District Court for the Southern District of Florida, which is overseeing litigation against Takata and other manufacturers of automobiles. In an order entered on June 21, 2019, the court granted in part DAG and MBUSA's motions to dismiss, with the effect of dismissing the consumer claims against the companies in the Multidistrict Litigation. Plaintiffs have since publicly said they are "assessing next steps". In addition, the Multidistrict Litigation is not over as to DAG and MBUSA, because one of the Multidistrict Litigation complaints was amended to assert claims by automotive recyclers who allege injury because they are not able to re-sell salvaged airbag inflators that are subject to the Takata recall. The motions to dismiss against that complaint are still pending. In February 2019, DAG and its non-subsidiary Israeli distributor (Colmobil) were named as defendants in an Israel-wide class action alleging inadequacy of Takata recall efforts in Israel. The lawsuit filed by the State of New Mexico, which also made similar claims against MBUSA and many other companies that sold vehicles equipped with Takata airbag inflators, was dismissed without prejudice on June 22, 2017. It may, however, be filed again under specific conditions.

Toll Collect

On July 4, 2018, through its subsidiary Daimler Financial Services AG, DAG together with Deutsche Telekom AG notarized a settlement agreement (the "**Settlement**") with the Federal Republic of Germany which settles all arbitration proceedings in connection with the involvement in the Toll Collect consortium, which have been ongoing since 2004 and on July 6, 2018, the arbitral tribunal issued an award on agreed terms terminating the arbitration proceedings on the basis of the Settlement.

As a consequence, gains/losses on equity-method investments of the second quarter of 2018 included expenses of €418 million in connection with Toll Collect. The earnings of the Daimler Financial Services segment were reduced in particular due to the existing 50% obligation of Daimler Financial Services AG to pay €550 million to Toll Collect GbR, which was partially offset by provisions recognized in previous years. In the third quarter of 2018, the first tranche in the amount of €200 million was executed. Further tranches in the amount of €200 million and €150 million will be settled in the third quarter 2019 and 2020, respectively.

Further information is provided in Note 30 (*Legal proceedings*) of the Notes to the Annual Consolidated Financial Statements 2018 of DAG and in Note 17 (*Legal proceedings*) of the Notes to the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG, all as incorporated by reference in this Prospectus.

Accounting estimates and management judgments

The Group recognizes provisions in connection with pending or threatened proceedings to the extent a loss is probable and can be reasonably estimated. Such provisions are recognized in the Group's consolidated financial statements and are based on estimates. If quantifiable, contingent liabilities in connection with legal proceedings are disclosed in the Group's consolidated financial statements. Risks resulting from legal proceedings sometimes cannot be assessed reliably or only to a limited extent. Consequently, provisions recognized for some legal proceedings may turn out to be insufficient once such proceedings have ended. The Group may also become liable for payments in legal proceedings for which no provisions were recognized and/or contingent liabilities were disclosed. Uncertainty exists with regard to the amounts or due dates of possible cash outflows. The final result of any such proceedings could materially affect Daimler's operating results and cash flows for a particular reporting period.

8. The subsection on page 272 of the Prospectus which is entitled "9. Financial Information Concerning DAG's Assets and Liabilities, Financial Position and Profit and Losses – Significant Change in Daimler's Financial or Trading Position" shall be replaced in its entirety as follows:

Significant Change in Daimler's Financial or Trading Position

There has been no significant change in Daimler's financial or trading position which has occurred since June 30, 2019, the end of the last financial period for which interim financial information has been published.

9. The section commencing on page 273 of the Prospectus which is entitled "12. Ratings" 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-1

Scope: S-1

Standard & Poor's: A-1

Long-term ratings:

DBRS: A; outlook stable

Fitch: A-; outlook stable

Moody's: A2; 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-1** rating means that an issuer has a superior 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 2 indicates a mid-range ranking. 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-1** rating means that an obligor has strong capacity to meet its financial commitments. It is rated in the highest category by Standard & Poor's. Within this category, certain obligors are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments is extremely strong. 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.

10. The subsection commencing on page 275 of the Prospectus which is entitled "*13. Recent Developments*", shall be replaced in its entirety as follows:

DAG seeks to further focus and strengthen the business structure of the Group by establishing legally independent entities. The plan calls for Mercedes-Benz Cars and Mercedes-Benz Vans as well as Daimler Trucks and Daimler Buses to become legally independent entities with greater business responsibility alongside the legally independent Daimler Financial Services division. This project is designed to strengthen the divisions as they prepare for the future, so that they can more effectively utilize the growth and earnings potential of their respective markets. Daimler plans to invest a three-digit million Euro amount in the initial measures of this plan. Daimler will consult closely with employee representatives throughout the project. It has already reached an agreement in a position paper that addresses ways to balance the interests of the employees and those of Daimler. The key points include the extension of the employment guarantee to the

end of 2029 ("Safeguarding the Future 2030") and measures that will ensure nearly full funding of Daimler's pension obligations. With regard to balancing the interests of the employees and those of Daimler, Daimler contributed €3 billion in liquid funds to the pension plan assets of DAG in the fourth quarter 2017. Following approval by the Board of Management and Supervisory Board, Daimler can now move into the implementation phase of what it calls "PROJECT FUTURE".

At the Annual Shareholders' Meeting held on May 22, 2019 in Berlin, a large majority of the shareholders of DAG approved the restructuring of the Daimler Group. This clears the way for the Group to transfer the car and van business as well as the truck and bus business to legally independent entities by means of spin-offs. The new Group structure will take effect when the spin-offs are entered in the commercial register. The aim is to launch the new corporate structure on November 1, 2019: From that date onwards, Mercedes-Benz AG will be responsible for the operations of the current Mercedes-Benz Cars and Mercedes-Benz Vans divisions, while Daimler Trucks and Daimler Buses will together become Daimler Truck AG. Daimler Financial Services AG, which is already legally independent, was renamed as Daimler Mobility AG effective July 24, 2019. The two new companies, like the current DAG and the future Daimler Mobility AG, are German stock corporations subject to codetermination (*Mitbestimmung*) and headquartered in Stuttgart.

On January 22, 2019, DAG announced that Mercedes-Benz Cars is to build a battery factory in Jawor, Poland, thus expanding the global battery production network to nine factories. The battery factory in Jawor is the second major investment at this new Mercedes-Benz site. An engine factory is already being built there. The production of engines in Jawor will start in 2019 and will supply the Mercedes-Benz Cars plants worldwide.

Following the closing of a joint venture agreement, DAG and BMW Group announced at a joint press conference on February 22, 2019 that they intend to invest more than a billion euros in the expansion of their existing offerings in the areas of car sharing, ride hailing, parking, charging and multimodality.

DAG and the BMW Group want to combine their forces in the field of automated driving. As a first step, they will work on developing the next technology generation for driver assistance systems as well as automated driving on highways and for automated parking functions. The two companies signed a memorandum of understanding on February 28, 2019. DAG and the BMW Group regard this approach as a long-term and strategic cooperation.

On March 28, 2019, DAG and the Zhejiang Geely Holding Group announced the establishment of a globally focused 50:50 joint venture. They aim to further develop smart vehicles. According to the joint venture agreement, the next generation of smart electric models is to be produced in a new, specially constructed factory for electric cars in China. Global sales are to start in 2022.

Daimler Trucks, the producer of medium- and heavy-duty trucks, and Torc Robotics, a pioneer in the field of autonomous driving, are entering into a partnership to market fully automated trucks in the United States. On March 29, 2019, the companies agreed that Daimler Trucks and Buses Holding Inc., a subsidiary of DAG, would acquire a majority stake in Torc Robotics. The agreement is subject to the approval of the US authorities.

On April 3, 2019, the new Mercedes-Benz Cars passenger car plant in Russia was opened. Mercedes-Benz Cars is investing a total of more than €250 million in the plant in the Moscow region. The Mercedes-Benz plant will feature flexible and green production and will apply modern Industry 4.0 technologies.

DAG and the BMW Group are to start their cooperation in the field of automated driving. The two companies have signed an agreement on long-term, strategic cooperation in this field. Together, DAG and the BMW Group want to develop the next generation of technology for driver-assistance systems and automated driving on highways, as well as automated parking functions.

On June 23 and July 12, 2019, DAG published ad hoc announcements in which it lowered its earnings expectations for the 2019 financial year for the Mercedes-Benz Vans and Mercedes-Benz Cars divisions and for the Group. The main reasons for the lowered earnings expectations are an increase in the expenses

anticipated for various ongoing governmental and court proceedings and for measures taken with regard to Mercedes-Benz diesel vehicles, an updated risk assessment relating to provisions for an extended recall of Takata airbags in Europe and other parts of the world, and a decision to review and prioritize the product portfolio of the Mercedes-Benz Vans division. In addition, the earnings outlook has been lowered due to slower production ramp-ups in 2019 and lower-than-expected growth in automotive markets.

G. Change of Registered Office of DAG

Due to a change of the registered office of DAG, all references in the Prospectus to the old address of DAG (Mercedesstraße 137, 70327 Stuttgart, Germany) shall be replaced by the new address of DAG (Mercedesstraße 120, 70327 Stuttgart, Germany).

The following table sets out all sections (including the relevant subsections (if relevant), pages and paragraphs) of the Prospectus in which references to the registered office of DAG occur and which shall be replaced:

Section(s) and (if relevant) Subsections	Page(s)	Paragraph(s)
Important Notice (commencing on page 1)	2	2nd
	3	3rd
General Description of Programme (commencing on page 135)	135	5th
Description of DAG – 2. Financial Information (commencing on page 252)	258	2nd
Description of DAG – 3. Information about DAG (commencing on page 259)	259	1st
Documents Incorporated by Reference (commencing on page 340)	345	4th
General Information – Documents Available for Inspection (commencing on page 346)	347	section relating to DAG
Issuers (set out on page 349)	349	section relating to DAG

H. Interim Report Q2 2019 of DAG

On July 24, 2019, DAG published its "*Interim Report Q2 2019*", containing, *inter alia*, the unaudited but reviewed interim consolidated financial statements of DAG as of and for the first half year of the financial year 2019 of DAG ended on June 30, 2019 (the "**Interim Report Q2 2019**"). A copy of the Interim Report Q2 2019 has been filed with the *Commission de Surveillance du Secteur Financier*.

By virtue of this Supplement, the Interim Report Q2 2019 shall be incorporated by reference in the Prospectus to the extent set out below, provided that any information not specifically set out below, but included in the Interim Report Q2 2019 is either not relevant for an investor or is covered elsewhere in the Prospectus and shall not be deemed to be included in the Prospectus. In this context, the following amendments shall be made to the section commencing on page 340 of the Prospectus which is entitled "*Documents Incorporated by Reference*".

The following shall be added as subsection B.2 to the table commencing on page 341 of the Prospectus which is entitled "*Table of Documents Incorporated by Reference*":

B.2 Interim Report Q2 2019 of DAG (containing the unaudited but reviewed interim consolidated financial statements in relation to the first half year of the financial year 2019 of DAG ended on June 30, 2019 prepared in accordance with IAS 34 ("Interim Financial Reporting") and Section 115 of the German Securities Trading Act (*Wertpapierhandelsgesetz*), including

- Consolidated Statement of Income	Page 34
- Consolidated Statement of Comprehensive Income/Loss	Page 36
- Consolidated Statement of Financial Position	Page 38
- Consolidated Statement of Cash Flows	Page 39
- Consolidated Statement of Changes in Equity	Pages 40 – 41
- Notes to the Interim Consolidated Financial Statements	Pages 42 – 64
- Auditor's Review Report	Page 66

I. 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 August 2, 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, 70327 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.