

**Supplement No. 2 dated October 28, 2019
to the Prospectus dated May 15, 2019**

DAIMLER

Daimler AG
Stuttgart, Federal Republic of Germany

Mercedes-Benz Australia/Pacific Pty Ltd
(ABN 23 004 411 410)
Mulgrave, Victoria, Australia

Daimler International Finance B.V.
Nieuwegein, The Netherlands

Daimler Canada Finance Inc.
Montréal, Quebec, Canada

Daimler Finance North America LLC
Delaware, USA

Mercedes-Benz Finance Co., Ltd.
Tokyo, Japan

EUR 70,000,000,000
Euro Medium Term Note Programme (the "**Programme**")

unconditionally and irrevocably guaranteed by

Daimler AG
Stuttgart, Federal Republic of Germany

This supplement No. 2 (the "**Supplement**") constitutes a supplement for the purposes of Article 16.1 of Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003, as amended, (the "**Prospectus Directive**") and Articles 13 and 39, respectively, of the Luxembourg Law on Prospectuses for Securities (*loi relative aux prospectus pour valeurs mobilières*) dated July 10, 2005, as amended, (the "**Prospectus Act**"), each in connection with Article 46.3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, to the prospectus (which constitutes six base prospectuses within the meaning of Article 8(4) of the Prospectus Act and six simplified base prospectuses within the meaning of Article 32(4) of the Prospectus Act) of Daimler AG ("**DAG**"), Mercedes-Benz Australia/Pacific Pty Ltd (ABN 23 004 411 410) ("**MBAP**"), Daimler International Finance B.V. ("**DIF**"), Daimler Canada Finance Inc. ("**DCFI**"), Daimler Finance North America LLC ("**DFNA**") and Mercedes-Benz Finance Co., Ltd. ("**MBFJ**") dated May 15, 2019 (together, the "**Prospectus**"), which has been prepared in connection with the Programme established by DAG, MBAP, DIF, DCFI, DFNA and MBFJ (each an "**Issuer**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

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

Copies of the Prospectus, all documents incorporated by reference in the Prospectus, Supplement No. 1 and this Supplement will be obtainable free of charge during normal business hours from the Issuing Agent

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

To the extent that there is any inconsistency between (a) any statements in this Supplement 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 "D. Selected historical key financial information relating to the respective first nine months 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 amended by Supplement No. 1) as follows:

B.12	Selected historical key financial information.	<p>D. Selected historical key financial information relating to the respective first nine months 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 nine months of the financial year 2019 of DAG ended on, September 30, 2019:</p>
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Consolidated		
	January 1, 2019 to September 30, 2019	January 1, 2018 to September 30, 2018
	(in millions of €)	
Profit before income taxes	3,526	8,122
Net Profit	2,720	5,940

Consolidated		
	As of September 30, 2019	As of December 31, 2018
	(in millions of €)	
Equity attributable to shareholders of Daimler AG	61,364	64,667
Non-controlling interests	1,408	1,386
Total non-current liabilities	135,787	117,614
Total current liabilities	106,820	97,952
Total equity and liabilities	305,379	281,619

- b. The subsection on page 13 of the Prospectus which is entitled "*B.12 – Significant changes in the financial or trading position.*" (as replaced by Supplement No. 1) 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 September 30, 2019, the end of the last financial period for which financial information has been published.
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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 subsections entitled "Risks from legal proceedings in connection with diesel exhaust gas emissions – Governmental proceedings", "Risks from legal proceedings in connection with diesel exhaust gas emissions – Court proceedings" and "Risks from other legal proceedings" (each as amended by Supplement No. 1) shall be replaced in their entirety as follows:

		<p><i>Risks from legal proceedings in connection with diesel exhaust gas emissions – Governmental proceedings</i></p> <ul style="list-style-type: none"> • Daimler is continuously subject to governmental information requests, inquiries, investigations, administrative orders and proceedings relating to environmental, criminal, antitrust and other laws and regulations in connection with diesel exhaust emissions. • Several federal and state authorities and other institutions worldwide have inquired about and/or are/have been conducting investigations and/or proceedings, and/or have issued administrative orders or a fine notice. These particularly relate to test results, the emission control systems used in Mercedes-Benz diesel vehicles and/or Daimler's interaction with the relevant federal and state authorities as well as related legal issues and implications, including, but not limited to, under applicable environmental, criminal and antitrust laws. These authorities include, amongst others, the US Department of Justice (DOJ), which has requested that Daimler conduct an internal investigation, the US Environmental Protection Agency (EPA), the California Air Resources Board (CARB) and other US state authorities, the European Commission, the German Federal Cartel Office (<i>Bundeskartellamt</i>) as well as national antitrust authorities and other authorities of various foreign states as well as 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 has filed a leniency application with the European Commission. The Stuttgart district attorney's office is conducting criminal investigation proceedings against Daimler employees on 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 offense. In September 2019, the Stuttgart district attorney's office issued a fine notice against Daimler based on a negligent violation of supervisory duties in the amount of €870 million which has become legally binding, thereby concluding the administrative offense proceedings against Daimler. Daimler continues to fully cooperate with the authorities and
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		<p>institutions. Irrespective of such cooperation, it is possible that further regulatory, criminal and administrative investigative and enforcement actions and measures relating to Daimler and/or its employees will be taken or administrative orders will be issued, such as subpoenas, i.e. legal instructions issued under penalty of law in the process of taking evidence, or other requests for documentation, testimony or other information, further search warrants, a notice of violation or an increased formalization of the governmental investigations, coordination or proceedings, including the resolution of proceedings by way of a settlement. Additionally, further delays in obtaining regulatory approvals necessary to introduce new or recertify existing vehicle models could occur.</p> <ul style="list-style-type: none"> • In the years 2018 and 2019, KBA issued various 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 EU type approvals in this respect, including stops of the first registration and mandatory recalls. Daimler filed and will file 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. In light of the aforementioned administrative orders issued by KBA, it is likely that in the course of the ongoing and/or further investigations, KBA will issue additional administrative orders holding that some other Mercedes-Benz diesel vehicles are also equipped with impermissible defeat devices. Daimler has (in view of KBA's interpretation of the law as a precaution) implemented a temporary delivery and registration stop, also covering the used cars, leasing and financing businesses, with respect to certain models and reviews constantly 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, also with a view to the used cars, leasing and financing businesses, 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 has agreed to, among other things, pay civil penalties, undertake a recall of affected vehicles, provide extended warranties, undertake a nation-wide mitigation project and make
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		<p>other payments. The manufacturer has furthermore agreed to provide payments to current and former diesel vehicle owners as part of a class action settlement.</p> <ul style="list-style-type: none">• 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, it is possible that, besides KBA, one or more regulatory and/or investigative authorities worldwide 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 are equipped with impermissible defeat devices 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. Except for, in particular, the Stuttgart district attorney's office's administrative offense proceedings, the other 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. Due to the outcome of the administrative offense proceedings by the Stuttgart district attorney's office against Daimler and in case the above 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 additional 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, such as the fine notice issued by the Stuttgart district attorney's office, 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 the fine notice issued by the Stuttgart district attorney's office as well as other unfavorable findings, results or developments in any of the information requests, inquiries, investigations, administrative orders, legal actions and/or proceedings discussed above.
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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. 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. Currently, no model proceeding is pending.
- 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 the court proceedings could be impaired by unfavorable findings, results or developments in any of the governmental or other court proceedings discussed above, in particular the fine notice issued by the Stuttgart district attorney's office.

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

		<p>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.</p> <ul style="list-style-type: none"> • 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.
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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 "*D. Ausgewählte wesentliche historische Finanzinformationen, die sich auf die jeweiligen ersten neun Monate 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 amended by Supplement No. 1) as follows:**

B.12	Ausgewählte wesentliche historische Finanzinformationen.	<p>D. Ausgewählte wesentliche historische Finanzinformationen, die sich auf die jeweiligen ersten neun Monate 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. September 2019 und für die am 30. September 2019 zu Ende gegangenen ersten neun Monate des Geschäftsjahres 2019 der DAG entnommen wurden:</p> <table border="1"> <thead> <tr> <th>Konsolidiert</th> <th>1. Januar 2019 bis 30. September 2019</th> <th>1. Januar 2018 bis 30. September 2018</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">(in €Mio.)</td> </tr> <tr> <td>Ergebnis vor Ertragsteuern</td> <td style="text-align: right;">3.526</td> <td style="text-align: right;">8.122</td> </tr> <tr> <td>Konzernergebnis</td> <td style="text-align: right;">2.720</td> <td style="text-align: right;">5.940</td> </tr> </tbody> </table>	Konsolidiert	1. Januar 2019 bis 30. September 2019	1. Januar 2018 bis 30. September 2018		(in €Mio.)		Ergebnis vor Ertragsteuern	3.526	8.122	Konzernergebnis	2.720	5.940
Konsolidiert	1. Januar 2019 bis 30. September 2019	1. Januar 2018 bis 30. September 2018												
	(in €Mio.)													
Ergebnis vor Ertragsteuern	3.526	8.122												
Konzernergebnis	2.720	5.940												

	Konsolidiert		
		Zum 30. September 2019	Zum 31. Dezember 2018
		(in €Mio.)	
	Den Aktionären der Daimler AG zustehendes Eigenkapital	61.364	64.667
	Nicht beherrschende Anteile	1.408	1.386
	Langfristige Schulden	135.787	117.614
	Kurzfristige Schulden	106.820	97.952
	Summe Passiva	305.379	281.619

- b. The subsection on page 62 of the Prospectus which is entitled "*B.12 – Wesentliche Veränderungen bei Finanzlage oder Handelsposition.*" (as replaced by Supplement No. 1) shall be replaced in its entirety as follows:

B.12	Wesentliche Veränderungen Finanzlage Handelsposition.	Ver- bei oder	Entfällt. Es gab keine wesentliche Veränderung in der Finanzlage oder der Handelsposition der DAG seit dem 30. September 2019, dem Ende des letzten Zeitraums, für den Finanzinformationen veröffentlicht wurden.
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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 subsections entitled "*Risiken aus rechtlichen Verfahren im Zusammenhang mit Dieselabgasemissionen – Behördliche Verfahren*", "*Risiken aus rechtlichen Verfahren im Zusammenhang mit Dieselabgasemissionen – Gerichtsverfahren*" and "*Risiken aus sonstigen rechtlichen Verfahren*" (each as amended by Supplement No. 1) shall be replaced in their entirety as follows:

		<p><i>Risiken aus rechtlichen Verfahren im Zusammenhang mit Dieselabgasemissionen – Behördliche Verfahren</i></p> <ul style="list-style-type: none"> • Daimler ist laufend behördlichen Anfragen, Ermittlungen, Untersuchungen, Anordnungen und Verfahren bezogen auf umweltrechtliche, strafrechtliche, kartellrechtliche sowie weitere Gesetze und Vorschriften im Zusammenhang mit Dieselabgasemissionen ausgesetzt. • Verschiedene Bundes- und Landesbehörden sowie weitere Institutionen weltweit haben Anfragen gestellt und/oder führen
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		<p>Untersuchungen und/oder Verfahren durch oder haben diese durchgeführt und/oder haben Anordnungen oder einen Bußgeldbescheid erlassen. Diese beziehen sich insbesondere auf Testergebnisse und Emissionskontrollsysteme in Mercedes-Benz Dieselfahrzeugen und/oder Daimlers Interaktion mit den entsprechenden Bundes- und Landesbehörden sowie damit zusammenhängende rechtliche Fragen und Implikationen, beispielsweise auch nach geltendem Umwelt-, Straf- und Kartellrecht. Bei diesen Behörden handelt es sich unter anderem um das US-amerikanische Justizministerium (<i>U. S. Department of Justice, DOJ</i>), das von Daimler die Durchführung einer internen Untersuchung verlangt hat, die US-amerikanische Umweltschutzbehörde (<i>U. S. Environmental Protection Agency, EPA</i>), die kalifornische Umweltschutzbehörde (<i>California Air Resources Board, CARB</i>) und weitere US-Landesbehörden, die Europäische Kommission, das Bundeskartellamt sowie Landeskartellbehörden und weitere Behörden verschiedener ausländischer Staaten sowie das Bundesministerium für Verkehr und digitale Infrastruktur (BMVI) und das Kraftfahrt-Bundesamt ("KBA"). Die Europäische Kommission hat im Rahmen ihrer förmlichen Prüfung möglicher Absprachen über Emissionsminderungssysteme im April 2019 eine Mitteilung der Beschwerdepunkte an Daimler sowie andere Automobilhersteller gerichtet. DAG hat in diesem Zusammenhang bereits vor einiger Zeit bei der Europäischen Kommission einen Kronzeugenantrag gestellt. Die Staatsanwaltschaft Stuttgart führt derzeit Ermittlungsverfahren gegen Mitarbeiter von Daimler wegen des Verdachts auf Betrug und strafbare Werbung durch und hat im Mai 2017 die Geschäftsräume von Daimler an verschiedenen Standorten in Deutschland durchsucht. Im Februar 2019 hat die Staatsanwaltschaft Stuttgart auch ein förmliches Ordnungswidrigkeitenverfahren gegen die DAG eingeleitet. Im September 2019 hat die Staatsanwaltschaft Stuttgart gegen Daimler einen Bußgeldbescheid wegen fahrlässiger Aufsichtspflichtverletzung in Höhe von 870 Mio. € erlassen, welcher rechtskräftig geworden ist. Dadurch wurde das Ordnungswidrigkeitenverfahren gegen Daimler beendet. Daimler kooperiert weiterhin vollumfänglich mit den Behörden und Institutionen. Ungeachtet dieser Kooperation ist es möglich, dass weitere regulatorische, strafrechtliche und verwaltungsrechtliche Untersuchungs- sowie Zwangs- und Vollstreckungsverfahren und -maßnahmen gegen Daimler und/oder seine Mitarbeiter ergriffen oder Anordnungen erlassen werden. Dabei könnten beispielsweise strafbewehrte rechtliche Anordnungen im Beweisaufnahmeverfahren, sogenannte Subpoenas, oder sonstige Verfügungen hinsichtlich Unterlagen, Zeugenaussagen oder sonstigen Informationen erlassen werden, weitere Hausdurchsuchungen stattfinden, die Mitteilung eines Rechtsverstoßes (<i>notice of violation</i>) ergehen oder eine zunehmende Formalisierung der behördlichen Untersuchungen, Abstimmungen oder Verfahren einschließlich der vergleichweisen Verfahrensbeendigung, eintreten. Ferner könnten weitere Verzögerungen bei der Erteilung behördlicher Genehmigungen, die für die Marktzulassung neuer oder Rezertifizierung existierender Fahrzeugmodelle notwendig sind, auftreten.</p>
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		<ul style="list-style-type: none"> • Das KBA hat in den Jahren 2018 und 2019 verschiedene 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 EU-Typgenehmigungen angeordnet, einschließlich Erstzulassungsstopps und Rückrufen. Gegen diese Anordnungen hat Daimler jeweils fristgerecht Widerspruch eingelegt bzw. wird dies noch tun, 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. Angesichts der vorgenannten Anordnungen des KBA ist es wahrscheinlich, dass das KBA im Zuge der laufenden und/oder weiterer Untersuchungen zusätzliche Anordnungen erlassen wird, in denen es feststellt, dass einige weitere Mercedes-Benz Dieselfahrzeuge ebenfalls mit unzulässigen Abschaltvorrichtungen ausgestattet sind. Daimler hat (mit Blick auf die Rechtsauffassung des KBA vorsorglich) für bestimmte Modelle einen vorläufigen Auslieferungs- und Zulassungsstopp angeordnet, auch bezüglich des Gebrauchtwagen-, Leasing- und Finanzierungsgeschäfts, 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 des Unternehmens, auch im Hinblick auf das Gebrauchtwagen-, Leasing- und Finanzierungsgeschäft, 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 hat sich der Hersteller bereit erklärt, unter anderem zivilrechtliche Geldstrafen zu zahlen, einen Rückruf der betroffenen Fahrzeuge durchzuführen, erweiterte Gewährleistungen zu übernehmen, ein landesweites Schadensbegrenzungsprojekt durchzuführen und weitere Zahlungen zu leisten. Der Hersteller hat sich ferner dazu bereit erklärt, im Rahmen eines Vergleichs über eine Sammelklage Zahlungen an aktuelle und ehemalige Eigentümer von Dieselfahrzeugen zu leisten. • Vor dem Hintergrund dieser Vorgänge und in Anbetracht der
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laufenden behördlichen Anfragen, Ermittlungen, Untersuchungen, Anordnungen und Verfahren sowie der eigenen internen Untersuchungen von Daimler ist es möglich, dass neben dem KBA eine oder mehrere aufsichtsrechtliche und/oder Ermittlungsbehörden weltweit zu dem Schluss kommen werden, dass weitere Pkw und/oder Nutzfahrzeuge der Marke Mercedes-Benz oder anderer Konzernmarken ebenfalls mit unzulässigen Abschaltvorrichtungen ausgestattet 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. Mit Ausnahme insbesondere des Ordnungswidrigkeitenverfahrens der Staatsanwaltschaft Stuttgart sind die anderen 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 noch nicht abgeschlossen; Daimler kann daher zum jetzigen Zeitpunkt keine Aussage hinsichtlich des Ausgangs dieser Ermittlungen, Untersuchungen und Verfahren treffen. In Anbetracht des Ausgangs des Ordnungswidrigkeitenverfahrens der Staatsanwaltschaft Stuttgart gegen Daimler und für den Fall, dass die vorgenannten 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 weiteren 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 Verantwortungs- oder Zuständigkeitsbereich dieser Behörde fallen. Somit besteht das Risiko, dass negative Festlegungen oder Feststellungen in einem Verfahren, wie der von der Staatsanwaltschaft Stuttgart erlassene Bußgeldbescheid, negative Auswirkungen auf andere Verfahren haben können und dadurch unter anderem möglicherweise neue Untersuchungen oder Verfahren, auch Klageverfahren, ausgelöst oder diese ausgeweitet werden.

- Des Weiteren könnte die Fähigkeit von Daimler, sich in den

Verfahren zu verteidigen, durch den von der Staatsanwaltschaft Stuttgart erlassenen Bußgeldbescheid sowie weitere ungünstige Ergebnisse, einen ungünstigen Ausgang oder ungünstige Entwicklungen in jeder der vorangehend beschriebenen Anfragen, Ermittlungen, Untersuchungen, Anordnungen, rechtlichen Maßnahmen und/ oder Verfahren beeinträchtigt werden.

Risiken aus rechtlichen Verfahren im Zusammenhang mit Dieselabgasemissionen – Gerichtsverfahren

- 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 wurden Sammelklagen wegen angeblich wettbewerbswidrigen Verhaltens bezüglich Fahrzeugtechnologie, Kosten, Lieferanten, Märkten und anderen wettbewerblich relevanten Themen, einschließlich Diesel-Abgasreinigungstechnologie, in den USA und Kanada eingereicht. 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 Deselemissionen von Mercedes-Benz Fahrzeugen gemacht hätten.
- In Deutschland sind eine Vielzahl an Klagen von Kunden wegen angeblicher Verstöße gegen das Gewährleistungs- und Deliktsrecht sowie Klagen 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) gestellt. Derzeit ist noch kein Musterverfahren anhängig.
- 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 den Gerichtsverfahren zu verteidigen, durch ungünstige Ergebnisse, einen ungünstigen Ausgang oder ungünstige Entwicklungen in den vorstehend genannten behördlichen oder anderen gerichtlichen

		<p>Verfahren, insbesondere den von der Staatsanwaltschaft Stuttgart erlassenen Bußgeldbescheid, beeinträchtigt werden.</p> <p><i>Risiken aus sonstigen rechtlichen Verfahren</i></p> <ul style="list-style-type: none"> • Die DAG muss sich nach dem Abschluss des EU-Kartellverfahrens im Bereich Trucks durch eine Entscheidung der EU-Kommission vom 19. Juli 2016 in erheblichem Maß mit Schadensersatzforderungen von Kunden auseinandersetzen. Entsprechende Klagen, Sammelklagen und andere Rechtsmittel wurden in verschiedenen Staaten innerhalb und außerhalb Europas eingereicht und sind weiterhin zu erwarten. • Da rechtliche Verfahren mit erheblichen Unsicherheiten behaftet sind, ist es möglich, dass sich die für sie gebildeten Rückstellungen nach abschließenden Verfahrensentscheidungen teilweise als unzureichend erweisen. Infolgedessen können erhebliche zusätzliche Aufwendungen entstehen. Dies trifft auch auf rechtliche Verfahren zu, für die aus Sicht des Konzerns keine Rückstellungen zu bilden waren. • Es kann nicht ausgeschlossen werden, dass die vorgenannten Risiken aus Regulierung und rechtlichen Verfahren einzeln oder in ihrer Gesamtheit erhebliche nachteilige Auswirkungen auf die Ertrags-, Finanz- und Vermögenslage von Daimler haben könnten.
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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 subsections entitled "*Risks from legal proceedings in connection with diesel exhaust gas emissions – Governmental proceedings*", "*Risks from legal proceedings in connection with diesel exhaust gas emissions – Court proceedings*" and "*Risks from other legal proceedings*" (each as amended by Supplement No. 1) shall be replaced in their entirety as follows:

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

Daimler is continuously subject to governmental information requests, inquiries, investigations, administrative orders and proceedings relating to environmental, criminal, antitrust and other laws and regulations in connection with diesel exhaust emissions.

Several federal and state authorities and other institutions worldwide have inquired about and/or are/have been conducting investigations and/or proceedings, and/or have issued administrative orders or a fine notice. These particularly relate to test results, the emission control systems used in Mercedes-Benz diesel vehicles and/or Daimler's interaction with the relevant federal and state authorities as well as related legal issues and implications, including, but not limited to, under applicable environmental, criminal and antitrust laws. These authorities include, amongst others, the US Department of Justice (DOJ), which has requested that Daimler conduct an internal investigation, the US Environmental Protection Agency (EPA), the California Air Resources Board (CARB) and other US state authorities, 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 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 has filed a leniency application with the European Commission. The Stuttgart district attorney's office is conducting criminal investigation proceedings against Daimler employees on 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 offense. In September 2019, the Stuttgart district attorney's office issued a fine notice against Daimler based on a negligent violation of supervisory duties in the amount of €70 million which has become legally binding, thereby concluding the administrative offense proceedings against Daimler. Daimler continues to fully cooperate with the authorities and institutions. Irrespective of such cooperation, it is possible that further regulatory, criminal and administrative investigative and enforcement actions and measures relating to Daimler and/or its employees will be taken or administrative orders will be issued, such as subpoenas, i.e. legal instructions issued under penalty of law in the process of taking evidence, or other requests for documentation, testimony or other information, further search warrants, a notice of violation or an increased formalization of the governmental investigations, coordination or proceedings, including the resolution of proceedings by way of a settlement. Additionally, further delays in obtaining regulatory approvals necessary to introduce new or recertify existing vehicle models could occur.

In the years 2018 and 2019, KBA issued various 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 EU type approvals in this respect, including stops of the first registration and mandatory recalls. Daimler filed and will file 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. In light of the aforementioned administrative orders issued by KBA, it is likely that in the course of the ongoing and/or further investigations, KBA will issue additional administrative orders holding that some other Mercedes-Benz diesel vehicles are also equipped with impermissible defeat devices. Daimler has (in view of KBA's interpretation of the law as a precaution) implemented a temporary delivery and registration stop, also covering the used cars, leasing and financing businesses, with respect to certain models and reviews constantly 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, also with a view to the used cars, leasing and financing businesses, 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 ("AECs") in its diesel vehicles, apparently including functionalities that are common in diesel vehicles, and that certain of these AECs are to be perceived as illegal defeat devices. As part of these settlements, the manufacturer has agreed to, among other things, pay civil penalties, undertake a recall of affected vehicles, provide extended warranties, undertake a nation-wide mitigation project and make other payments. The manufacturer has furthermore agreed to 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, it is possible that, besides KBA, one or more regulatory and/or investigative authorities worldwide 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 are equipped with impermissible defeat devices 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. Except for, in particular, the Stuttgart district attorney's office's administrative offense proceedings, the other 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. Due to the outcome of the administrative offense proceedings by the Stuttgart district attorney's office against Daimler and in case the above 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 additional 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, such as the fine notice issued by the Stuttgart district attorney's office, 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 the fine notice issued by the Stuttgart district attorney's office as well as other 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. 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. Currently, no model proceeding is pending.

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 the court proceedings could be impaired by unfavorable findings, results or developments in any of the governmental or other court proceedings discussed above, in particular the fine notice issued by the Stuttgart district attorney's office.

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 18 (*Legal proceedings*) of the Notes to

the Unaudited Interim Consolidated Financial Statements Q3 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 and in Note 18 (*Legal proceedings*) of the Notes to the Unaudited Interim Consolidated Financial Statements Q3 2019 of DAG, all as incorporated by reference in this Prospectus.

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

- 1. The following subsection which is entitled "*(iii) Financial Information Relating to the First Nine Months 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 amended by Supplement No. 1) as follows:**

(iii) Financial Information Relating to the First Nine Months 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 nine months ended September 30, 2019 (consisting of consolidated statement of income Q3, consolidated statement of income Q1-3, consolidated statement of comprehensive income/loss Q3, consolidated statement of comprehensive income/loss Q1-3, 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 nine months ended September 30, 2019 (the "**Interim Report Q3 2019**") (the "**Unaudited Interim Consolidated Financial Statements Q3 2019**").

Such Unaudited Interim Consolidated Financial Statements Q3 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 Q3 2019. The accompanying notes are an integral part of the Unaudited Interim Consolidated Financial Statements Q3 2019.

Selected Financial Information

Consolidated

	January 1, 2019 to September 30, 2019	January 1, 2018 to September 30, 2018
	(in millions of €)	
Profit before income taxes	3,526	8,122
Net profit	2,720	5,940

Consolidated

	As of September 30, 2019	As of December 31, 2018
	(in millions of €)	
Equity attributable to shareholders of Daimler AG	61,364	64,667
Non-controlling interests	1,408	1,386
Total non-current liabilities	135,787	117,614
Total current liabilities	106,820	97,952
Total equity and liabilities	305,379	281,619

The accompanying notes are an integral part of the Unaudited Interim Consolidated Financial Statements Q3 2019.

2. The subsection 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*" (as replaced by Supplement No. 1) 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, DAG Annual Report 2017, the Interim Report Q1 2019, the Interim Report Q2 2019 and the Interim Report Q3 2019 will be available at and will be obtainable free of charge during normal business hours from DAG (Mercedesstraße 120, 70372 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, the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG and the Unaudited Interim Consolidated Financial Statements Q3 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, the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG and the Unaudited Interim Consolidated Financial Statements Q3 2019 of DAG have not been audited but have been reviewed by KPMG.

- 3. 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" (as replaced by Supplement No. 1) 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 2019, the Unaudited Interim Consolidated Financial Statements Q2 2019 of DAG as set out in the Interim Report Q2 2019 and the Unaudited Interim Consolidated Financial Statements Q3 2019 of DAG as set out in the Interim Report Q3 2019 are incorporated by reference into this Prospectus.

- 4. 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" (as replaced by Supplement No. 1) 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 (NO_x) 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/have been conducting investigations and/or administrative proceedings and/or have issued administrative orders or, in the case of the Stuttgart district attorney's office, a fine notice. These particularly relate to test results, the emission control systems used in Mercedes-Benz diesel vehicles and/or Daimler's interaction with the relevant federal and state authorities as well as related legal issues and implications, including, but not limited to, under applicable environmental, criminal and antitrust laws. These authorities and institutions include, among others, the US 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 US Environmental Protection Agency (EPA), the California Air Resources Board (CARB) and other US state authorities, 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 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 sent a statement of objections to Daimler and other automobile manufacturers in April 2019. In this context, DAG filed a leniency application with the European Commission some time ago. 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

September 2019, the Stuttgart district attorney's office issued a fine notice against Daimler based on a negligent violation of supervisory duties in the amount of €70 million which has become legally binding, thereby concluding the administrative offense proceedings against Daimler.

In the years 2018 and 2019, KBA issued various 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 has filed and will file 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 is routinely conducting further reviews of Mercedes-Benz vehicles and is asking questions about technical elements of the vehicles. In light of the aforementioned administrative orders issued by KBA, it is likely that in the course of the ongoing and/or further investigations, KBA will issue additional administrative orders holding that some other Mercedes-Benz diesel vehicles are also equipped with impermissible defeat devices. Daimler has (in view of KBA's interpretation of the law, as a precaution) implemented a temporary delivery and registration stop with respect to certain models, also covering the used cars, leasing and financing businesses, 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, also with a view to the used car, leasing and financing businesses, under the relevant circumstances. Daimler has initiated further investigations and otherwise continues to fully cooperate with the authorities and institutions.

Except for the Stuttgart district attorney's office's administrative offense proceedings, 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. Therefore, 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 US 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 US 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, and on August 15, 2019, the plaintiffs filed amended complaints making similar allegations.

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 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 by the Judicial Panel on Multidistrict Litigation and transferred to the US District Court for the Southern District of Florida. 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 all consumer claims against DAG and some consumer claims against MBUSA. 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 (since July 24, 2019 Daimler Mobility 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 in the Daimler Mobility segment in the second quarter of 2018 included expenses of €418 million in connection with Toll Collect. The earnings of the Daimler Mobility segment were reduced in particular due to the existing 50% obligation of Daimler Mobility AG to pay €550 million to Toll Collect GbR, which was partially offset by provisions recognized in previous years. There were cash outflows of €200 million in each of the third quarters of 2019 and 2018. The last tranche in the amount of €150 million will be settled in the third quarter of 2020.

Further information is provided in Note 30 (*Legal proceedings*) of the Notes to the Annual Consolidated Financial Statements 2018 of DAG and in Note 18 (*Legal proceedings*) of the Notes to the Unaudited Interim Consolidated Financial Statements Q3 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.

5. **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" (as replaced by Supplement No. 1) 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 September 30, 2019, the end of the last financial period for which interim financial information has been published.

E. Interim Report Q3 2019 of DAG

On October 24, 2019, DAG published its "*Interim Report Q3 2019*", containing, *inter alia*, the unaudited but reviewed interim consolidated financial statements of DAG as of and for the first nine months of the financial year 2019 of DAG ended on September 30, 2019 (the "**Interim Report Q3 2019**"). A copy of the Interim Report Q3 2019 has been filed with the *Commission de Surveillance du Secteur Financier*.

By virtue of this Supplement, the Interim Report Q3 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 Q3 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.3 to the table commencing on page 340 of the Prospectus which is entitled "*Table of Documents Incorporated by Reference*":

B.3 Interim Report Q3 2019 of DAG (containing the unaudited but reviewed interim consolidated financial statements in relation to the first nine months of the financial year 2019 of DAG ended on September 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 Q3	Page 30
- Consolidated Statement of Income Q1-3	Page 31
- Consolidated Statement of Comprehensive Income/Loss Q3	Page 32
- Consolidated Statement of Comprehensive Income/Loss Q1-3	Page 33

- Consolidated Statement of Financial Position	Page 34
- Consolidated Statement of Cash Flows	Page 35
- Consolidated Statement of Changes in Equity	Pages 36 - 37
- Notes to the Interim Consolidated Financial Statements	Pages 38 - 59
- Auditor's Review Report	Page 60

F. 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 October 30, 2019. Such withdrawal, if any, is not required to contain any reasons for the withdrawal and is to be addressed in writing to (i) in the case of Notes issued by DAG to Daimler AG, Mercedesstraße 120, 70372 Stuttgart, Germany, (ii) in the case of Notes issued by MBAP to Mercedes-Benz Australia/Pacific Pty Ltd, 44 Lexia Place, Mulgrave, Victoria, 3170, Australia, (iii) in the case of Notes issued by DIF to Daimler International Finance B.V., Ravenswade 4, 3439 LD Nieuwegein, The Netherlands, (iv) in the case of Notes issued by DCFI to Daimler Canada Finance Inc., 1 Place Ville Marie, 37 Floor, Montréal, Québec H3B 3P4, Canada, (v) in the case of Notes issued by DFNA to Daimler Finance North America LLC, c/o Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA, and (vi) in the case of Notes issued by MBFJ to Mercedes-Benz Finance Co., Ltd., 12-4, Higashi Shinagawa 4-chome, Shinagawa-ku, Tokyo 140-0002, Japan. In order to comply with the time limit set out above, punctual dispatch of the withdrawal is sufficient.