

practicable, for purposes of obtaining a representative rate that will reasonably reflect conditions prevailing at the time in the relevant market or designating a freely convertible currency, as the case may be. Whenever the Calculation Agent is required to act, make a determination or to exercise judgment in any other way, it will do so in good faith and in a commercially reasonable manner.

**Section 4.15. Calculation Date.** “Calculation Date” means, in respect of any Payment Date or any Calculation Period, the earliest day on which it is practicable to provide the notice that the Calculation Agent is required to give for that Payment Date or for that Calculation Period, and in no event later than the close of business on the Business Day first preceding that Payment Date or the Payment Date for that Calculation Period (unless that preceding Business Day is a Reset Date, then in no event later than the latest time that will permit any payment due on that Payment Date to be made on that Payment Date).

**Section 4.16. Day Count Fraction.** “Day Count Fraction” means, in respect of a Swap Transaction and the calculation of a Fixed Amount, a Floating Amount, a Compounding Period Amount or an FRA Amount:

- (a) if “1/1” is specified, 1;
- (b) if “Actual/Actual”, “Actual/Actual (ISDA)”, “Act/Act” or “Act/Act (ISDA)” is specified, the actual number of days in the Calculation Period or Compounding Period in respect of which payment is being made divided by 365 (or, if any portion of that Calculation Period or Compounding Period falls in a leap year, the sum of (i) the actual number of days in that portion of the Calculation Period or Compounding Period falling in a leap year divided by 366 and (ii) the actual number of days in that portion of the Calculation Period or Compounding Period falling in a non-leap year divided by 365);
- (c) if “Actual/Actual (ICMA)” or “Act/Act (ICMA)” is specified, a fraction equal to “number of days accrued/number of days in year”, as such terms are used in Rule 251 of the statutes, by-laws, rules and recommendations of the International Capital Market Association (the “ICMA Rule Book”), calculated in accordance with Rule 251 of the ICMA Rule Book as applied to non US dollar denominated straight and convertible bonds issued after December 31, 1998, as though the interest coupon on a bond were being calculated for a coupon period corresponding to the Calculation Period or Compounding Period in respect of which payment is being made;
- (d) if “Actual/365 (Fixed)”, “Act/365 (Fixed)”, “A/365 (Fixed)” or “A/365F” is specified, the actual number of days in the Calculation Period or Compounding Period in respect of which payment is being made divided by 365;
- (e) if “Actual/360”, “Act/360” or “A/360” is specified, the actual number of days in the Calculation Period or Compounding Period in respect of which payment is being made divided by 360;
- (f) if “30/360”, “360/360” or “Bond Basis” is specified, the number of days in the Calculation Period or Compounding Period in respect of which payment is being made divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$