

Prime Rate Cash Management Funds

Notice to Shareholders

13th January 2012

The purpose of this notice is to advise you of a proposed change in control of Prime Rate Capital Management LLP (the **Partnership**), who is the authorised corporate director (**ACD**) for the Prime Rate Cash Management Funds.

On 22 December, 2011, the partners of the ACD and Matrix Group Limited entered into a purchase agreement with Federated Investors, Inc. and two of its group companies, Federated Holdings (UK) Limited, and Federated Global Holdings LLC (collectively, **Federated**) pursuant to which Federated will own all member interests in the ACD. For the purposes of the UK Financial Services and Markets Act 2000 this will involve a change of control of the ACD which requires the approval of the UK Financial Services Authority. The proposed change in control cannot take place until this approval has been received.

It is expected that the current disciplined, conservative investment process used to manage the Funds will continue, enhanced by access to additional resources offered by being part of a larger asset management organisation.

Founded in 1955, Federated Investors, Inc. is one of the largest investment managers in the United States, managing over US\$350 billion in assets as of 30 December, 2011. Federated manages 134 funds, including a Irish-domiciled UCITS products, and a total of US\$271 billion in global money market fund assets. Federated is also a member firm of the Institutional Money Market Fund Association (IMMFA). Class B common shares of Federated are traded on the New York Stock Exchange (Ticker: FII).

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