

INDEPENDENT AUDITORS' REPORT



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TO THE SHAREHOLDERS OF SEYLAN BANK PLC

Report on the Financial Statements

We have audited the accompanying financial statements of Seylan Bank PLC (the "Company"), the consolidated financial statements of the Company and its subsidiary (the "Group") as at 31st December 2010, which comprise the balance sheet as at 31st December, 2010, the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes as set out on pages 214 to 311 of this Annual Report.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Sri Lanka Accounting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Scope of Audit and Basis of Opinion

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Sri Lanka Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit. We therefore believe that our audit provides a reasonable basis for our opinion.

Opinion - Company

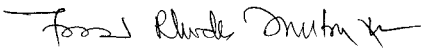
In our opinion, so far as appears from our examination, the Company maintained proper accounting records for the year ended 31st December, 2010 and the financial statements give a true and fair view of the Company's state of affairs as at 31st December, 2010 and its profit and cash flows for the year then ended in accordance with Sri Lanka Accounting Standards and specific directions/exemptions received from the Central Bank of Sri Lanka that were used in applying the said Accounting Standards.

Opinion - Group

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs as at 31st December, 2010 and the profit and cash flows for the year then ended, in accordance with Sri Lanka Accounting Standards and specific directions/exemptions received from the Central Bank of Sri Lanka that were used in applying the said Accounting Standards, of the Company and its subsidiaries dealt with thereby, so far as concerns the shareholders of the Company.

Report on Other Legal and Regulatory Requirements

These financial statements also comply with the requirements of Section 153(2) to 153(7) of the Companies Act No. 07 of 2007 and present the information required by the Banking Act, No 30 of 1988.



CHARTERED ACCOUNTANTS

18th February 2011

Colombo, Sri Lanka.