

AUDITORS' REPORT TO THE SHAREHOLDERS OF NATIONAL BANK LIMITED

We have audited the accompanying Balance Sheet of National Bank Limited as of 31 December 2009 and the related Profit and Loss Account, Cash Flow Statement, Statement of Changes in Equity, Liquidity Statement and Notes to the Financial Statements for the year then ended. The preparation of these Financial Statements is the responsibility of the Bank's management. Our responsibility is to express an independent opinion on these Financial Statements based on our audit.

SCOPE

We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of 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 Statements presentation. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion, the Financial Statements together with notes thereto prepared in accordance with Bangladesh Accounting Standards (BAS) give a true and fair view of the state of the Bank's affairs as of 31 December 2009 and of the results of its operations and its cash flows for the year then ended and comply with the applicable sections of the Bank Companies Act 1991, the rules and regulations issued by the Bangladesh Bank, the Companies Act 1994, the Securities and Exchange Rules, 1987 and other applicable laws and regulations.

We also report that:

- i) 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 and made due verification thereof;
- ii) in our opinion, proper books of account as required by law have been kept by the Bank so far as it appeared from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;

- iii) the Bank's Balance Sheet, Profit and Loss Account, Cash Flow Statement, Statement of Changes in Equity, together with the annexed Notes thereto dealt with by the report are in agreement with the books of account and returns;
- iv) the expenditure incurred was for the purposes of the Bank's business;
- v) the financial position of the Bank at 31 December 2009 and the profit for the year then ended have been properly reflected in the Financial Statements;
- vi) the Financial Statements have been drawn up in conformity with the Bank Companies Act 1991 and in accordance with the accounting rules and regulations issued by the Bangladesh Bank;
- vii) adequate provisions have been made for loans and advances and other assets which are, in our opinion, doubtful of recovery;
- viii) the Financial Statements conform to the prescribed standards set in the accounting regulations issued by the Bangladesh Bank after consultation with the professional accounting bodies of Bangladesh;
- ix) the records and statements submitted by the branches have been properly maintained and consolidated in the Financial Statements on the basis of the statements certified by the branch manager are considered by us as correct;
- x) the accounts of overseas subsidiary of the Bank in Singapore & Malaysia have been audited by other auditors;
- xi) the information and explanations required by us have been received and found satisfactory;
- xii) 80% of the risk weighted assets of the bank have been reviewed spending over approximately 4250 man hours.

Dhaka, 25 February 2010



Aziz Halim Khair Choudhury
Chartered Accountants