Head Office: 235 Ikorodu Road, Ilupeju, P.O Box 965, Marina P. O Box 965, Marina, Lagos, Nigeria Tel/DL: +234 (0) 8090381862-4

Abuja Office:
Suite A05, The Statement Hotels, Plot 1002, 1st Avenue,
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P.O Box 965, Marina,
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2018 TRAINING CALENDAR



DCSL COPORATE SERVICES LIMITED

DCSL Corporate Services Limited provides corporate set up, company secretarial, governance, regulatory and immigration advisory as well training services to diverse clientele.

Governance

Our governance services include the following:

- ·Board Performance Evaluation and Peer Review to assess the effectiveness of the Board, Board Committees and Individual Directors.
- ·Corporate Governance Compliance Audit
- ·Codification of Board and Committee Charters to ensure effectiveness and to act as a road map.
- ·Codification of Policies including Code of Ethics, Whistle Blowing, Conflict Resolution, etc.
- ·Remuneration Surveys and Benchmarking.
- ·Non-Executive Director Selection.
- ·Thought Leadership

Company Secretarial and Advisory Services

DCSL acts as Company Secretaries to several companies across the various sectors of the economy providing the following support:

- ·Scheduling and co-ordination of meetings of the Board of Directors, Board Committees and General Meetings.
- •Preparation and distribution of minutes, Board packs and other documentation in respect of the meetings.
- ·Review of the Directors' Report and Chairman's Statement which are included in the Annual Reports and Accounts.
- ·Filing statutory returns, including annual returns, relevant resolutions, changes in the composition of the Board, the shareholding structure, charges against the company's assets, etc.
- ·Maintaining the corporate seal and statutory registers.

Executive Selection

We identify suitable candidates for executive and non-executive positions. The selection process focuses on the estimation of the potential candidates' future success by assessing their past and present achievements. We assist our clients in selecting those candidates that have the relevant skillset based on agreed criteria. We are also able to provide recommendations on remuneration packages and prepare the Employment Contract.

Immigration Services

In compliance with Nigerian law, all foreign companies and non - Nigerians wishing to do business or work in Nigeria must obtain the necessary approval and permit before commencing or employing non - Nigerians in such Companies. Leveraging on our expertise and goodwill in the industry, we provide the following support to foreign investors and those already doing business in Nigeria:

- ·Business Permit and Expatriate Quota approvals and renewals.
- $\cdot \text{Processing}$ appropriate visas, work and residence permits.
- ·General Immigration Advisory.



Business Advisory & Regulatory Compliance

Companies are restricted from doing business in Nigeria until they incorporate or register a local entity.

Our Business Advisory & Regulatory Unit advises would be investors on the following:

- ·The optimal company structure;
- ·Features and benefits of each type of company structure; and
- ·Company name, share capital structure and board composition.

We also provide the following support:

- ·Preparation and filing of statutory forms and supporting documents at the Corporate Affairs Commission.
- ·Drafting the Memorandum and Articles of Association as well as other pre-incorporation documents (Shareholders' Agreements, Resolutions, etc.).
- ·Use of the offices of DCSL as the registered office of the new company.
- ·Assistance in obtaining the requisite approvals from industry specific regulators including the CBN, DPR, NAICOM, NOTAP, NIPC, NSE, FRC, PENCOM and SEC.
- ·Business Advisory generally
- ·Local Content Gap Analysis
- ·Due diligence
- ·Regulatory and Statutory Compliance



ABOUT DCSL TRAINING PROGRAMMES

DCSL Corporate Services Limited provides corporate set up, company secretarial, governance, regulatory and immigration advisory as well training services to diverse clientele.

Our training programs are facilitated by subject matter governance experts who are carefully selected based on their experience and expertise. The training programmes are in the following categories:

- •Director Development: At DCSL, we recognize that continuous relevant training and education of Board members is fundamental in assisting Directors discharge their duties effectively. Our Board Training Modules cover sessions on corporate governance compliance, succession planning, strategy formulation and evaluation, stakeholder management, financial stewardship, conflict of interest and disclosure, risk identification and management, the role and responsibilities of Directors and board performance evaluation, Understanding Cybersecurity amongst others. In this regard, we also provide Induction for new Directors in respect of their duties and responsibilities as Directors and the Corporate Governance Framework.
- •Bespoke Training Programs: To ensure that the programmes achieve the learning objectives of our clients, we conduct skills gap analyses in conjunction with their nominated representatives to ascertain the specific learning requirements of the participants and design training programmes that are fit-for-purpose.
- •Open Enrolment Seminars /Corporate Governance Series@: Our Open Enrolment Seminars are targeted at Directors, In-House Counsel, Compliance Officers, Company Secretaries, Audit Committee Members and Internal Auditors and focus on various aspects of corporate governance;
- •DCSL Academy: In a bid to ensure continued sound corporate governance that will in turn engender sustainable organizational growth, the DCSL Academy was established as a Corporate Governance and Corporate Secretarial Training Centre of specialized learning for Company Secretaries, In–House Legal Counsel, Compliance Officers, Interns and all those seeking training in the areas of Minutes & Meetings, Stakeholders & the Board, Governance & Compliance.
- •Roundtables: As thought leaders, we periodically host Roundtables to discuss and share practical insights with respect to top-burner issues. We have in this regard hosted Roundtables to discuss the Financial Reporting Council Act and its implications for Business as well as Implementation Challenges of the Employees Compensation Act. We have since 2013 hosted Company Secretaries at an annual Breakfast Roundtable during which ideas on how to continually raise the bar and achieve professional excellence are discussed.

You will find details of our training programmes for 2018 in the following pages.

For further enquiries and registration, please contact:

Nike - <u>ntaiwo@dcsl.com.ng</u> or 234 (0) 8090381864 | <u>Mobile: +234 (0) 8052800715</u>

Anne - aagbo@dcsl.com.ng or 234 (0) 8090381864 | Mobile: +234 (0) 805 303 8482

2018 DCSL OPEN ENROLMENT TRAINING CALENDAR

DATE	₩ FEES	VENUE	TOPICS
February 15 th	By Invitation	Lagos	Theme: Enthroning a Culture of Corporate Governance & Compliance Confidentiality and Managing Privileged Information Managing Disclosure and Conflicts of Interest The Evolving Role of the Company Secretary as the Chief Compliance and Governance Officer Regulatory Framework and Compliance Requirements - Keeping Abreast of the Evolving Landscape
March 8th	By Invitation	Lagos	Statutory Responsibilities of the Audit Committee & Compliance Challenges External Assessment of the Internal Audit Function Safeguarding Auditor Independence The Internal Audit Function and the Audit Committee
March 29th	N100,000	Lagos	 Fundamentals of Risk Management Sustainable Governance & Corporate Governance Understanding Financial Statements and Key Financial Ratios The Case for More Independent Non-Executive Directors Achieving Board Effectiveness - Key Focus Areas
April 25th & 26th	N100,000	Lagos	 Effective Minutes Writing Preparing for Meetings - What the Company Secretary Should Know Board, Committees and General Meetings Regulatory and Statutory Compliance Effective Stakeholder Relationship Management The Corporate Governance Framework The Duty of Confidentiality Understanding Financial Statements, Key Financial Ratios and IFRS
May 24th	By Invitation	Lagos	Provisions Building Blocks of a High Performing Board The challenge and opportunity of Board diversity The Independent Director - A myth or a reality?
June 27th & 28th	N180,000	Lagos	 Financial Forensics - Dynamics of IFRS Whistle Blowing - The Role of the Audit Committee Reporting Responsibilities of the Internal Auditor - Form and Structure. The Board, Management and the Audit Committee - Communication Channels The Role of the Statutory Audit Committee in Ensuring the Integrity of Financial Statements Tenure, Membership and Rotation of Audit Committee Members Evaluating the Effectiveness of the Internal Audit Function
	Pebruary 15 th March 8th March 29th April 25th & 26th May 24th	February 15 th March 8th March 29th April 25th & 26th May 24th By Invitation By Invitation By Invitation By Invitation	February 15th By Invitation Lagos March 8th N100,000 Lagos April 25th & 26th N100,000 Lagos May 24th By Invitation Lagos

2018 DCSL OPEN ENROLMENT TRAINING CALENDAR

TIT EVENT	DATE	N FEES	VENUE	TOPICS
Immigration Seminar	July 26th	N75,000	Abuja	 Understanding Current and Emerging Issues - Cybersecurity and Information Technology Identifying Priorities for Disaster-Recovery and Business-Continuity Tackling Systemic Challenges in Immigration Towards a Complaint Tax and Immigration Regime Practical Tips for Managing Expatriate Residence and Employ -ment in Nigeria Avoiding Quota Trafficking and Delays in Processing Documenta -tions
Board Effectiveness	August 23rd	N100,000	Lagos	 The Role of the Board in Risk Oversight and Business Continuity Board Size & Composition - Striking a balance Succession Planning - The Role of the Board The Role of the Board in Strategy Formulation, Execution and Implementation Duties & Responsibilities of Directors - An Evolution The Role of the Board in Financial Stewardship Rooting out a Dysfunctional Director
Corporate Governance for Microfinance Banks	September 27th	N75,000	Lagos	 Enthroning Good Governance in Microfinance Banks Collateral Management and Evaluation Dimensioning Risk Management in Microfinance Lending Strategies for Marketing Financial Services Fraud Management - Detection and Prevention
Internal Audit & Compliance	October 25th	N100,000	Lagos	 Understanding the Nigerian Regulatory Environment Creating and Maintaining an Effective Compliance Culture Dealing with Ethical Dilemmas Fraud Detection, Prevention and Control Identifying and Managing Operational and Regulatory Risks Internal Audit as a Cost Control Tool
Strategic Leadership	November 2018	USD2,500	Dubai, U.A.E	 The Governance of Strategy Evaluation Strategy Delivery & Executive - Directors Performance The Governance of Risk Corporate Responsibility
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BESPOKE TRAINING - DIRECTOR TRAINING MODULES

THE ROLE OF THE BOARD AND THE BOARD GOVERNANCE & REMUNERATION (NOMINATION) COMMITTEE IN SUCCESSION PLANNING.

1 A critical function of the Board and the Governance Committee is ensuring that a succession policy and plan exist for the positions of Chairman, CEO/MD and Executive Directors. This is key to performance and sustainability in today's business environment. The session will address the core elements of an effective succession planning process and how the Committee can plan and review the process, with the Board maintaining oversight.

This module will also treat Director Selection and the role of the Board and the Governance Committee (or the relevant Board Committee) in defining the criteria for the appointment of Directors. It would also discuss best practice with respect to this critical Board function and how to achieve effectiveness in this regard.

2 EFFECTIVE USE OF BOARD COMMITTEES

The establishment of Board Committees is one way of achieving greater efficiency in the performance of the Board's oversight functions, thereby strengthening the Governance structure. The session will review the principles under which the Board should establish Committees and how these Committees should operate, as well as the benefits of well-drafted Terms of Reference or Committee Charters. It will provide an overview of the key responsibilities of each Board Committee and insights on how to achieve an effective Committee system.



${f 3}$ STRATEGY FORMULATION, EXECUTION AND EVALUATION

A key role of the Board is to provide leadership in the development and execution of a strategic plan to ensure alignment with the organization's strategic direction. The Board needs to be sure that Strategy is clear and compelling and understood by each Director. The session will consider how the Board can proactively articulate a strategic plan, delegate effectively, and maintain oversight over the execution of the strategy by Management.

4 IDENTIFYING AND MANAGING STAKEHOLDERS

Internal and external stakeholder participation has become increasingly embedded in the governance of organizations. The responsibility of identifying and managing an organization's stakeholders rests with the Board of Directors. This session will focus on how the Board can manage stakeholder relationship as a means of achieving the company's short, medium and long term objectives.

5 EXECUTIVE MISCONDUCT AND THE ROLE OF THE BOARD IN AVERTING CORPORATE FAILURE

The Board of Directors is ultimately responsible for the operations and the conduct of the company's affairs. The Board stands at the heart of the systems and structures that encompass the totality of corporate governance. Using case studies, the session will highlight how the Board can avert corporate failure in the light of recent corporate failures in different parts of the world including Nigeria.

The module will also discuss Business Integrity and Corporate Ethical Culture within the context of the role of the Board in enthroning a culture of 'right doing' across the organization.







6 RISK IDENTIFICATION, ASSESSMENT AND MANAGEMENT

A key role of the Board is Risk Management. One Committee that is expected to be established is the Risk Management Committee which will have oversight of the risk profile, risk management framework and the risk-reward strategy determined by the Board. The module will deal with the responsibilities of the Board in establishing and maintaining the Risk Management Framework and Internal Control. It will also consider the terms of reference, composition and functions of the Risk Management Committee.

7 THE ROLE AND RESPONSIBILITIES OF DIRECTORS

The office of the Director is seen as a high calling and a position of prestige. It however comes with enormous responsibilities and statutory duties. Directors need to be constantly reminded of their role and responsibilities in ensuring the success of the Company as well as the sanctions that accompany failure to act in the best interest of the company. The session will look at the statutory and regulatory duties and responsibilities of Directors, ensuring they always keep an "eye on the ball" and the implications of breach of their duties.

8 PERFORMANCE EVALUATION

An effective Board of Directors is a critical factor in ensuring a well governed organization. A periodic evaluation of the effectiveness and performance of the Board of Directors, its Committees and individual Board members is consistent with good corporate governance practice. The session will provide guidance on goal setting for Non-Executive Directors as well as consider how a Board evaluation exercise can benefit both the Board and the company.



9 SUSTAINING THE INDEPENDENCE OF THE INDEPENDENT DIRECTOR

The role of the Independent Director has never been more significant as now with the need to bring the appropriate balance into the boardroom. This session will focus on identifying the attributes of an Independent Director, the possible threats to independence and the requirements for sustaining independence. It will also discuss global best practice and trends from around the world.

10 FINANCIAL STEWARDSHIP

The module will discuss the role of the Board in financial stewardship and oversight, consequences of inadequate financial information, an analysis of the reporting environment and identification of key users and their information needs. It will also discuss analyzing financial statements in relation to key financial ratios such as liquidity, profitability, weighted average cost of capital, sustainable growth, etc.

11 MONITORING & EVALUATING THE PERFORMANCE OF EXECUTIVE MANAGEMENT

The performance of the Company is linked to the performance of Executive Management and their performance (or a lack thereof) is measured against the Company's performance. Corporate governance best practices indicate that one of the duties of the Board is the performance appraisal and compensation of Executive Management. Whilst the Board is not expected to micro-manage Management, it has to clearly define key performance indicators against which performance will be measured. The session will provide useful insights to the Board on setting Key Performance Indicators (beyond financial performance) for Executive Management and how to conduct effective performance evaluation on an on-going basis.





12 SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY

Companies can no longer ignore the impact their activities have on their immediate environment and society in general. The Board has a responsibility to ensure that environmental and social considerations are integrated into the decision - making process. It should define the Company's CSR, Diversity, Environmental and related policies and ensure that these are properly monitored by the Board and reported on a periodic basis. This session will discuss the role of the Board and Executive Management is defining Sustainability Policies and ensuring adequate reporting.

13 UNDERSTANDING CYBERSECURITY

With the shift by many organizations from basic electronic infrastructure to complex cyber-based infrastructure which ultimately translates to higher cyber threats, it has become increasingly important for Directors to understand Cybersecurity. Information, like any other business asset is valuable to the organization and should be adequately protected. Cybersecurity is a core risk issue rather than a technology problem and one of the top five (5) risks facing every company. The Session will provide some useful insights into understanding Cybersecurity, the threats and appropriate safeguards.

14 THE ROLE OF THE AUDIT COMMITTEE IN CORPORATE GOVERNANCE

The continued significance of the Audit Committee in ensuring the performance of Management's responsibility to manage resources optimally, sets it apart from other committees. To achieve its statutory obligations, it is pertinent that members of the Audit Committee periodically update their understanding of these obligations and how the effective performance of their role impacts on the performance of the



Company as well as acquire requisite skills in this regard.

This session will address how Audit Committee members should monitor the audit process and engagement to ensure auditor Independence on an ongoing basis; the role of the Audit Committee in whistle blowing & investigating misconduct and the Audit Committee's oversight of the Internal Audit Function

15 EXECUTIVE PAY AND CORPORATE PERFORMANCE

Determining Executive Compensation is one of the fundamental aspects of the oversight responsibilities of the Board. The Board is responsible for attracting and retaining a highly qualified Management team to carry out the set objectives of the company. It should also ensure that the compensation payable to executive management is reasonable and includes financial and non-financial benefits that can be directly linked to the company's performance. This session will specifically address how the Board can set appropriate levels of executive compensation while assuring itself that Management is delivering appropriate returns to shareholders and meeting other stakeholder expectations in a sustainable manner. It will also highlight best practices for Board oversight of executive compensation such that executives are rewarded in a manner that assures corporate growth and performance.



"Very insightful session"
-Mrs. Abiru Feyisola
- Chief Executive Officer
Home & You Limited

"The training was worth attending and has widened my scope on corporate governance. Well done! - Alhaji Bala Hassan - Managing Director, Learn Africa Plc.

"Extremely Useful"
- Mr. Lisachris Nwanaju
Mainstreet Bank Insurance Brokers Co. Ltd

"Very good training session. Practical and relevant"
- Mr. Michael Labbie - Managing Director,
Rand Merchant Bank Limited.

"Very good and relevant. Expectations were high but met"
- Mr. Peter Blenkinsop - Chief Risk Officer,
Rand Merchant Bank Nigeria Limited

"Highly effective and resourceful. Well done!
- Mr. Nelson Iheuko,
Tenece Professional Services

"Enlightening, Engaging and well researched"
- Mrs. Anuli Umeike; Board Secretary,
FIRS

"The topics were detailed and Impactful"
- Mr. Chijindu Nwagbara;
Zenith Bank Plc

"The training was conducted in a very professional manner and the materials used were easy to digest and understand. Good interactive sessions.

I will surely recommend DCSL trainings to all professionals"

- PA Ousman Jabang - Company Secretary/Legal Adviser,

First Bank Gambia

TESTIMONIALS

"I have found all sessions to be very rich and enlightening
- Ms. Irene Otike - Odibi - Company Secretary,
First Bank of Nigeria Limited

"The training was apt and quite enlightening. I obtained fresh perspectives
 on the topics while also getting refreshed on things long learnt"

 Mr. Akin Akinola - International Banking Group,
 First Bank of Nigeria Limited

"The training created more awareness of my responsibilities as a Director"

- Mr. Akin Dada, Executive Director, Ecobank Nigeria Limited.

"Refreshing, very Interactive and Insightful"
- Mr. Adedokun A. Adedamola
Institute of Chartered Accountants of Nigeria

"Impressive and an eye opener"
- Mr. Gbenga Owolabi;
Bisi Braithwaite & co

"Very conducive for learning. Topics were very impressive and delivery of same was excellent" - Mr. Shofolahan Osho, Company Secretary, FBN Mortgages Nigeria Limited

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16 MONITORING & EVALUATING THE PERFORMANCE OF EXECUTIVE MANAGEMENT

The performance of the Company is linked to the performance of Executive Management and their performance (or a lack thereof) is measured against the Company's performance. Corporate governance best practices indicate that one of the duties of the Board is the performance appraisal and compensation of Executive Management. Whilst the Board is not expected to micro-manage Management, it has to clearly define key performance indicators against which performance will be measured. The session will provide useful insights to the Board on setting Key Performance Indicators (beyond financial performance) for Executive Management and how to conduct effective performance evaluation on an on-going basis.

17 CORPORATE SUSTAINABILITY AND FINANCIAL PERFORMANCE

Companies can no longer ignore the fact that there is a positive correlation between sustainability practices and corporate performance. Good corporate governance leads to improved sustainability practices which translate to improved corporate performance. The Board has a responsibility to ensure that the company operates in a manner that creates long term stakeholder value taking into consideration its impact on the economic, social and cultural environment. This session will discuss the role of the Board in defining the Company's Sustainability Policies and its responsibility for ensuring that the Company's commitment to sustainability is executed, measured and managed in a manner that is efficient, effective and transparent to all Stakeholders.



18 ACHIEVING BOARD INDEPENDENCE FOR OPTIMAL PERFORMANCE

The principal responsibility of the Board is to oversee the effective performance of Management in order to protect and enhance shareholder value and to meet the company's obligations to its employees and other stakeholders. In order to effectively discharge this responsibility, the independence of the Board and of individual directors is imperative. This session will focus on how the Board can maintain independence from internal and external factors and function optimally.

19 BOARD EFFECTIVENESS - KEY FOCUS AREAS

The Board is ultimately responsible for its own effectiveness and otherwise. It is imperative that Directors equip themselves with the appropriate tools required to achieve optimal performance as individual Board members and collectively as a cohesive Board. The session will highlight the key focus areas and trends that will enable the Board remain effective.

The above modules are by no means exhaustive and we are able to work with a designated officer to specifically customize modules to meet the Board's training needs.





BESPOKE TRAINING - SENIOR/MIDDLE MANAGEMENT TRAINING MODULES

SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY

Companies can no longer ignore the impact their activities have on their immediate environment and society in general.

1 The session will focus on environmental and social considerations as integral components of the decision-making process. It will also discuss CSR, Diversity, Environmental, Sustainability as well as adequate reporting of compliance with these policies.

CODE OF BUSINESS AND ETHICAL CONDUCT

A Code of Business and Ethical Conduct sets out the minimal standard of conduct and behavior expected and applied in guiding decision making and actions of stakeholders in any organization. The session will provide better insights in defining and setting out the various categories of ethical conduct that are acceptable as well as the scope of ethical boundaries expected from all Stakeholders and all subject to the Code.

IDENTIFYING AND DEALING WITH MAJOR STAKEHOLDERS

Internal and external stakeholder participation has become increasingly embedded in the governance of organizations. This session will focus on how the Compliance Function can manage stakeholder relationship and balance various stakeholder interests as a means of achieving the company's short, medium and long - term objectives.

RISK IDENTIFICATION, ASSESSMENT AND MANAGEMENT

The session will discuss the role of the Compliance Function in Risk Management and the components of Risk within the context of the Company's business. Participants will be taken through the various risks that the organization is exposed to, how to identify, assess and manage these risks to ensure business continuity.



UNDERSTANDING CYBERSECURITY

With the shift by many organizations from basic electronic infrastructure to complex cyber-based infrastructure which ultimately translates to higher cyber threats, it has become increasingly important to understand Cybersecurity. Information, like any other business asset is valuable to the organization and should be adequately protected. Cybersecurity is a core risk issue rather than a technology problem and one of the top five (5) risks facing every company. The Session will provide some useful insights into understanding Cybersecurity, the threats and appropriate safeguards.

STRATEGIC LEADERSHIP

6 This session will discuss various leadership styles and how to achieve maximum impact as a Leader. It will also focus on Strategy Articulation and Execution as well as Key Success Factors for the Strategic Leader.

EVALUATING INTERNAL CONTROL

A properly designed and well managed internal control system helps companies access and monitor policies and processes and to ensure an alignment with the Strategy as well as ensure compliance with applicable laws and regulations. The session will provide better insights into the management and monitoring of the internal control system as an essential tool to achieving set targets and preventing infringements with laws and regulations.







WHISTLE BLOWING: PROTECTING THE WHISTLE BLOWER

Recent corporate governance scandals continue to reinforce the need to enthrone processes and policies aimed towards **8** averting corporate failure. Significant importance has therefore been attached to whistle blowing as a mechanism for reporting ethical violation and other misconduct. This session will focus on instituting an effective Whistleblowing Framework as well as the appropriate incentives and protection to be accorded a Whistle blower.

EMERGING TRENDS IN DUE DILIGENCE - FOCUS AREAS

This session will provide insights into the complete Due Diligence process from set-up to execution. It will provide better insights are beautiful. better insights on how to benefit from best practice and engender a better execution of due diligence by highlighting the key focus areas.

ENTHRONING A CULTURE OF COMPLIANCE

The benefit of implementing a culture of compliance can, and should be leveraged as an opportunity for competitive advantage. A compliance culture will assist the Company in achieving its business objectives from a value based 10 perspective rather than sanction-driven. This session will discuss the process of enthroning a Compliance Culture as well as the advantages of imbibing a compliance culture for the sustenance of the Company.

The above modules are by no means exhaustive and we are able to work with a designated officer to specifically customize modules to meet the Board's training needs.







































































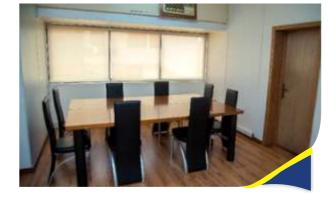




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- ·Ample Parking
- ·Complimentary Internet access
- ·Break-out Rooms

For enquiries and booking, please contact Nike at ntaiwo@dcsl.com.ng or 08090381864 or 08037699347

NOTES