

Procurement policy

Revised 18.06 2024

Gjensidige



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Procurement policy

1. Purpose

The purpose of this policy is to establish requirements, define roles and responsibilities to ensure an efficient and effective procurement process in Gjensidige.

Compliance with these requirements ensures:

- professional and independent participation in the supplier markets.
- the best possible business terms.
- the optimum management of company resources.
- appropriate assessments of risks related to compliance with human rights (UNGC) and labour rights (ILO) in accordance with the Transparency act.

2. Scope

The policy applies to all procurements and outsourcing throughout Gjensidige Forsikring ASA and subsidiaries (hereinafter called "Gjensidige") and sets requirements to all participants in the procurements process.

Additional requirements that apply when establishing an outsourcing arrangement are provided in a separate Policy on Outsourcing.

3. Definitions

Procurement: Procurement is the process to obtain products or services from external parties, often via a tendering or competitive process. It involves the identification of needs, selection of suppliers, negotiation of contracts, and the management of supplier performance.

Request for Information (RFI): A request for information (RFI) is a common business process whose purpose is to collect written information about the capabilities of various suppliers. Normally it follows a format that can be used for comparative purposes.

Request for Proposal (RFP): A request for proposal (RFP) is a process that solicits a proposal, often made through a bidding process, by an agency or company interested in procurement of a commodity, service, or valuable asset, to potential suppliers to submit business proposals. It is submitted early in the procurement cycle, either at the preliminary study, or procurement stage.

Demand capture form: A demand capture form is a document used to capture the requirements of internal stakeholders for goods or services. It is used to initiate the procurement process and provides a structured way to collect information about the goods or services required. The form typically includes information such as the name of the requester, the date of the request, the description of the goods or services required, the quantity required, and the budget available. The demand capture form is an important tool for procurement professionals as it helps them to understand the needs of the organization and to identify the best suppliers to meet those needs.

Vendor management: Vendor management is the process of managing relationships with vendors to ensure that goods and services purchased from them meet quality standards and are delivered on time. It includes setting performance standards for vendors, monitoring their performances and developing strategies for improving their services 1.

Sourcing: Sourcing is the process of locating products or services that are required for an organization to operate. It involves identifying the organization's needs and then deciding on the best suppliers to get the products or services from. There are different types of sourcing processes, the most common processes, RFX-processes e.g., RFP.

Supplier Code of Conduct: A supplier code of conduct is a set of guidelines that outlines the ethical and social responsibilities of suppliers. It sets forth the expectations for suppliers to operate in a manner that is consistent with the values and principles of the organization. The code of conduct typically covers areas such as labor practices, human rights, environmental sustainability, and business ethics.



4. Roles and responsibility

4.1 Executive Vice Presidents for each business area/division shall

- consult the Group Procurement function prior to considering an outsourcing agreement.
- are responsible for performing a preliminary assessment of the potential outsourcing arrangement, including risk assessments.
- shall monitor outsourcing agreements as part of their overall responsibility for managing operational and compliance risk within their area.
- Executive Vice President T&I is responsible for all outsourced IT systems delivered as a shared service to Gjensidige Forsikring ASA with subsidiaries which are financial institutions.

4.2 Operational responsible

The business owner of the specific procurement is the manager in the business area where the need for a product, service or work from an external source arises. The operational responsible responsibilities include:

- informing Group Procurement prior to any interaction with suppliers regarding new or changed services
- collaboration with Group Procurement during the entire procurement process.
- assessing what risks the procurement represents to the company's operations and performing the required type of risk assessment prior to signing any agreement
- responsible for the implementation phase which includes making the agreement known to the organization and, if necessary, establishing a project to activate the agreement. The purchasing manager can assist the business manager if needed
- establish meeting places in accordance with the governance model in the agreement.

4.3 Budget Manager

The budget manager is responsible for the budget and the ownership of the contract. The budget manager is the head of the function(s) in which the need for the procurement arises. The budget manager shall:

- participate in the procurement process in person, or by delegation of responsibility to the Concept Manager or Contract Manager, from the time the need arises until a contract is signed

- collaborate with Group Procurement on a procurement strategy that supports the business.
- budget for the procurement and appoint a Contract Manager.
- Only entering into a contract, ordering and signing work agreements that are within limits set out in the Instruction on payment approval and decision making.

4.4 Technical coordinator (System owner)

The Technical coordinator develops Gjensidige's business and technical concepts within his fields of responsibility and is also responsible for requirements and specifications including Security, Legal, Compliance and Controlling. The Technical coordinator shall:

- collaborate with Group Procurement on the procurement strategy to ensure the necessary relation to the concept strategy.
- Establish core requirements related to the procurement.
- be responsible for coordinating the needs of Gjensidige as a whole and to define requirements related to the procurement.
- Negotiate contracts in collaboration with the Procurement Manager and Budget Manager where relevant.

4.5 Buyer

The buyer is responsible for ordering goods and services under the current contract. Further, the buyer shall report deviations in deliveries according to contractual terms.

4.6 Group Procurement

Group Procurement has the strategic responsibility for procurements in Gjensidige. The function leads the procurement process and monitors procurement activities throughout Gjensidige. The function is responsible for the execution of procurement processes according to the requirements in the policy

4.7 Vendor Manager

The vendor manager is normally the procurement manager. At larger relationships an overall responsible for the partnership may be necessary. The vendor manager is responsible for overseeing relationships and partnerships to ensure partner excellence and increase overall value of partnerships.



4.8 Procurement Manager

The procurement manager is responsible for coordinating the procurement process with all parties involved in each phase of the process according to appendix 1 and 2. The procurement manager shall:

- Determine whether a simplified procurement process can be applied for low risk, non-complex procurements.
- Ensure that documentation of the process is archived through the electronic procurement/archive solution.
- involve the relevant second-line functions (Risk Management, Compliance/DPO and Group Security) in the performance of relevant risk assessments early in the procurement process.
- Ensure that the procurement meet the needs across the organisation.
- Provide advice on deliverables throughout the process including informing the procurement team of relevant laws and regulations.
- Lead negotiations and ensure that contractual terms safeguard the services/deliveries and the Group's interests.
- Handle conflicts on behalf of the Budget Manager.
- Participate in follow-up meetings to the extent necessary.
- Ensure that outsourcing takes place in accordance with the requirements set out in the Policy on Outsourcing.

A procurement manager shall be appointed from within Group Procurement and shall ensure that the procurement processes performed are following this policy. The exception is procurements within the business areas listed in the table below. For these types of contracts and within these areas the role as procurement manager is appointed and staffed by the local organization.

Business area	Contracts	Position
Property	Property renting	Property Manager
Claims	Claims Procurement can take the role as Procurement Manager based on the Procurement Category Strategy. Group Procurement has the responsibility to establish a Procurement Category Strategy in coordination with Claims Procurement. The strategy must be in line with the Claims Strategy and Product Strategy.	Procurement Manager (Claims)
M&A and Deal Advisory	Strategic advisory services in confidential cases	M&A Director
Gjensidige Business Services AB (GBS)	ICT	Procurement Manager (GBS)
Reinsurance	Reinsurance contracts	Head of Reinsurance
Investments	Investment management Contracts	CIO
Property	Property renting	Property Manager
Claims	Claims Procurement can take the role as Procurement Manager based on the Procurement Category Strategy. Group Procurement has the responsibility to establish a Procurement Category Strategy in coordination with Claims Procurement. The strategy must be in line with the Claims Strategy and Product Strategy.	Procurement Manager (Claims)

5. Requirements and methods

5.1 Requirements to the procurement process

Prior to entering into agreements on behalf of Gjensidige, the principal must always consult with Group Procurement to check whether there already is an existing agreement and to determine the necessary procurement process. As a rule, all procurements include the following elements or deliveries:

- Preparation, including the specification/verification of needs and requirement



- Competition and evaluation (RFI/RFP)
- Risk Assessments
- Negotiation and contract commitment
- Implementation and operation, including ordering
- Vendor Management, including quality control, follow-up and supplier development

All activities and deliveries as part of a procurement process shall be documented in Gjensidiges Contract Management System.

The following requirements shall apply to procurements for Gjensidige:

- Procurements shall, as far as possible, be based on competition. Any exemption from this basic requirement must be justified and documented.
- Predictability, transparency and verifiability are to be maintained throughout the procurement process.
- The selection of qualified tenderers and the awarding of contracts shall be based on objective and non-discriminatory criteria.
- Independence and impartiality must be practised in all procurement processes. This means that a person who is not impartial (for example, due to close ties, ownership or any financial or other personal interest) to the supplier cannot take part in the procurement process, final evaluation or selection of the supplier.
- When terms are otherwise equal, suppliers who are customers and/or distributors of Gjensidige shall be favoured as suppliers. When several suppliers are customers and/or distributors of Gjensidige, the customer/distributor considered the most significant shall be given priority.
- Intra-group procurement shall always be in line with relevant market prices and conditions, same conditions shall apply as for procurement from an external party. The contract for intra-group outsourcing shall be in the form of a service level agreement.
- A written contract shall always be concluded between the company and the supplier. The contract must define rights and obligations of the company and the supplier and must clearly state the requirements.
- Gjensidige shall assess risks related to compliance with fundamental human rights and working conditions for

each supplier and consider mitigating measures for any identified negative impacts.

- Committing the company by entering into a contract, ordering and signing of work agreements under a contract must follow the authorisations set out in the Instruction on payment approval and decision making.
- The audit committee shall approve contracts entered into with the external group auditor.
- When procurements include IT-systems, the procurement process, including risk assessments and contract content, must be done according to routines in Gjensidiges Information Security Management System (ISMS) to ensure adherence to IT regulations.

5.2 Contract classification

Group Procurement determines the type of procurement process needed based on a risk assessment. This classification shall also be the basis for vendor management. The risk is assessed according to the business criticality of the procurement, its scope and complexity, the costs involved, the technical infrastructure, the type of data involved and the alternatives for replacing the supplier.

A = Scale for Criticality	B = Scale for Level of Replacement	Vendor Category	Product of AxB
No important services are affected 1	Can easily be replaced within 6 months or does not need replacement 1	Business Desirable	Sum = 1-2
Small impact on the organization, no direct impact on customer services 2	Can be replaced within 12 months 2	Business Support	Sum = 3-7
Small impact on customer services, considerable impact on internal processes 3	Can be replaced within 24 months or within 12 months with substantial cost (10 mil+) 3	Business Necessary	Sum = 8-10
Large impact on customer services, substantial impact on internal resources and processes 4	Can be replaced within 24 with substantial cost (10 mil+) 4	Business Important	Sum = 11-16
Critical impact on customer services and Gjensidige's core business. Expected challenges on Gjensidige's long-term delivery to its customers 5	Cannot be replaced within 24 months 5	Business Critical	Sum = 17-25



5.3 Preparation, including the specification/verification of needs and requirements

When a need for a new service or product has arisen, the business manager must submit an initiation form (Demand Capture) to Group Procurement prior to the start of the procurement process.



The form determines the budget owner and confirms that there are no issues related to conflict of interests/impartiality with the persons involved in the process.

Employees who participate in a procurement process are required to report to Group Procurement whenever their participation may lead to potential issues related to conflict of interests/impartiality.

In the preparatory phase, the business manager is responsible for the following requirements, and consults group procurement where needed:

- When a need for a new service or product has arisen, the business manager must submit an initiation form to Group procurement prior to the start of the procurement process.
- The form determines the budget owner and confirms that there are no issues related to conflict of interests/impartiality with the persons involved in the process.
- Employees who participate in a procurement process are required to report to Group Procurement whenever their participation may lead to potential issues related to conflict of interests/impartiality.
- Provide an initial description of the concept, needs and requirements from the business.
- Establish evaluation criteria for the procurement.
- Determine overview of possible suppliers appropriate for the procurement.
- For all procurement related to new IKT investments for Gjensidige group or new group innovation projects in Gjensidige Group, a business case must be developed and approved according to the instruction for approval of new projects.

Group procurement, or the assigned procurement manager has primary responsibility for the following requirements, consulting with the business manager if required;

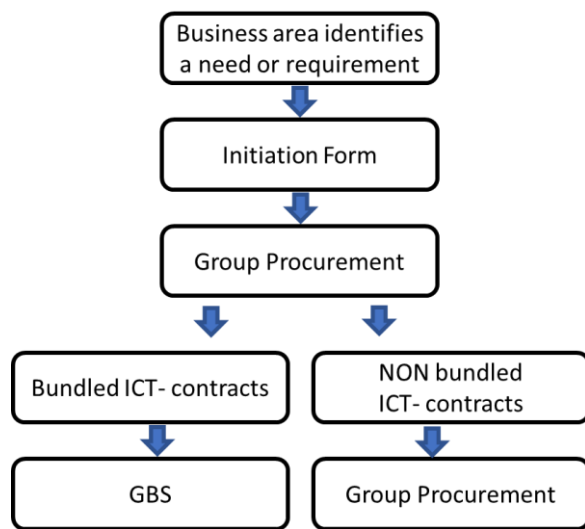
- Group procurement establish a purchasing team according to need (security, IT, personal data processing, legal)
- The procurement manager performs market analysis/ RFI, if appropriate.

- The procurement manager determines the acquisition plan and procurement strategy
- Determine an initial risk assessment based on the type of data involved and the business criticality for Gjensidige Group, consulting with and notifying IT security, Group security, Group legal or DPO if needed.

5.3.1 Cooperation between Gjensidige Business Services AB and Gjensidige Forsikring ASA

Group procurement will coordinate all sourcing activities between the business unit in Gjensidige Forsikring ASA and GBS. There are only ICT-contracts which are bundled services from GBS, which qualify to be delivered from GBS.

Flow-chart Gjensidige Business Services and Gjensidige Forsikring ASA.



5.4 Competition and evaluation (RFP)

In general, procurement shall be based on competition. Any exemption from this must be justified and documented by Procurement Manager and approved by Business Manager

In this phase, the business manager or the assigned representatives from the business area must ensure that the following is performed:

- Review and approve the Request for Proposal (RFP)
- Evaluate the offer based on set requirements and evaluation criteria
- Prepare questions for potential supplier, and through evaluation of suppliers in supplier-presentations and evaluation meetings determine a short-list of qualified suppliers.



The procurement manager is responsible for preparing the draft RFP that must be approved by the business manager and publish request through Gjensidiges procurement portal or other channels if needed.

The procurement manager is responsible for the correspondence with potential suppliers and shall be the recipient of tenders. Further, the procurement manager assists the business unit in evaluation of tenders.

5.5 Risk assessment

The results of the risk assessments must be documented, and a summary presented as part of the basis of decision making for the procurement. Risks that are identified before and during contract negotiations must be eliminated, sufficiently reduced or accepted by Budget Manager before the agreement can be signed.

If the procurement involves an IT system or service, a technical IT security risk assessment shall be completed, and the security Schedule/Appendix shall be completed by the supplier and assessed by Group Security. The scope of the risk assessments depends on the business criticality of the system/service.

If the procurement involves processing of personal data on behalf of Gjensidige an assessment of the personal data risk must always be completed by the business manager. If the processing may result in a high risk for the data subject, a DPIA shall be carried out in accordance with the applicable procedure, and DPO shall be consulted.

If the procurement involves processing of personal data outside of the EU/EEA, one or more risk assessments related to the transfer of data (Transfer Impact Assessment) and the end destination must be completed by the business manager.

Depending on the significance of the change, a Change Risk Assessment may be needed that assesses the business risk, supplier risk, operational risk and compliance risk relating to the change.

The relevant units with expertise within each type of risk assessment are responsible for the method and templates used to perform each risk assessment and should be consulted/involved in the process when required.

Type of risk assessment	Relevant expertise
Security schedule with service provider (Gjensidige Vendor Security Requirements)	Group Security
IT security assessment	IT security (TI)
Personal data risks, and DPIA if required	DPO
Transfer Impact Assessment	Group Procurement in cooperation with DPO and GBS
Change Risk Assessment	Group Risk Management

The Executive Vice President is responsible for following up any recommendations relating to the security schedule, IT security assessment, DPIA and in relation to risks where the risk level is too high.

5.6 Negotiation and contract commitment

In the negotiation and contract commitment phase of the project, the main goal is to come to the best-balanced agreement with the selected supplier. It must be selected a negotiation team with determined roles in the negotiations. Normally the Procurement Manager will take the lead in the negotiations. The Procurement Manager will coordinate all communication, including meetings, email and telephones. Budget manager is the decision-maker regarding both the choice of supplier and contractual content.

There shall be a written contract between Gjensidige and the supplier. If suppliers are processing personal data on behalf of Gjensidige, a data processor agreement must be included as an appendix to the contract. Contracts shall as a main rule be based on Gjensidige's contract templates. Group Procurement is responsible for the contract templates and for ensuring that a data processor agreement is included when required. If the contracts are based on the supplier's templates, group legal shall normally be consulted. Group procurement is responsible for registering the contract in the procurement system, and for assessing whether provisions in the contract template can be deviated from.



Extensive processes must always be documented with a summary of the process.

Committing the company by entering into a contract, ordering and signing of work agreements under a contract must follow the authorizations set out in the Instruction on payment approval and decision making. At this point, the Procurement manager also has to decide if the contract has to be approved by the board, in accordance with the regulations in Procurement policy and Outsourcing policy.

5.7 Implementation and operation, including ordering

The operational responsible is responsible for the implementation phase. This means making the agreement known to the organization and, if necessary, establishing a project to activate the agreement. The purchasing manager has no role in this phase but can assist the business manager if needed. The operational responsible establish meeting places in accordance with the governance model in the agreement.

5.8 Vendor management

Vendor management includes quality control, follow up and supplier development and vendor management. The level of vendor management shall be implemented based on the contract criticality and how easy the supplier can be changed. Main vendor management activities are:

- Conduct follow-up / status meetings
- Record any discrepancies
- Make Group Procurement aware of any conflicts
- Withdrawal and follow-up of cost / benefit, realization of calculated savings
- GDPR vendor management

5.8.1 Requirement for follow-up of data processors

Follow-up and control of data processors shall be carried out in accordance with GF ASA's requirements and responsibility as data controller, and in accordance with data processing agreements with the outsourced party/data processor.

The Chief Procurement Officer is responsible for ensuring that procedures are established to verify data processors' compliance with the data processing agreement. Procedures shall facilitate a risk-based approach to control and describe how control measures are to be carried out, including who is responsible for the implementation and

frequency of follow-up, procedures for follow-up in the event of nonconformities, and how implemented control measures shall be documented and reported. The criteria for considering control measures include the nature and scope of the personal data being processed and whether there has been a breach or undesirable incident on the part of the data processor.

The Procurement manager normally do not have an active role in the vendor management activities but must be involved to advise and contact the supplier in case of disagreements.

5.9 Requirements to sustainability in procurements

Gjensidige must always act in accordance with good business ethics and ensure high ethical standards in procurement processes.

Gjensidige shall contribute to sustainable social development through responsible business practice with emphasis on environment, ethics and social conditions. This means that Gjensidige will not offer products or services, nor authorise or carry out activities or transactions that contribute to unethical behaviour, infringing on human rights or employees' rights, corruption or damage to the environment. Gjensidige require this also from its suppliers.

To reduce impact on the environment and to care for future generations, procurements for Gjensidige are to be made with the most environmental efficiency possible. This means the greatest value creation with the least environmental damage.

Whistleblowing is important for the Group and society as critical matters can be addressed and that may assist in the further development of the Group. Employees who are willing to blow the whistle are therefore an important resource for the Group. Any person who becomes aware of matters that in their opinion are critical or matters contrary to laws and guidelines applicable to the Group's activities is encouraged to report this. The employees are legally bound to report criminal activities and matters that may put life and health in danger, and Gjensidige has a legal obligation to facilitate that employees can notify internally or to the authorities of violations of provisions given in or pursuant to law. In addition, a whistleblowing may be made through Gjensidige's external whistleblowing channel.

Gjensidige's suppliers are expected to respect the following ten principles of the United Nations Global



Compact and shall sign a declaration to that effect prior to entering into a contract (Supplier Code of Conduct)

Human Rights

Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and

Principle 2: make sure that they are not complicit in human rights abuses.

Labour

Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

Principle 4: the elimination of all forms of forced and compulsory labour;

Principle 5: the effective abolition of child labour; and

Principle 6: the elimination of discrimination in respect of employment and occupation.

Environment

Principle 7: Businesses should support a precautionary approach to environmental challenges;

Principle 8: undertake initiatives to promote greater environmental responsibility; and

Principle 9: encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

5.10 Requirement to inform control functions

Chief procurement officer must inform relevant second-line functions about any matters of relevance to the performance of their duties. For example, nonconformities with provisions in this document must be reported in accordance with the policy for handling of operational incidents.

Further, procurement managers must consider when it is necessary to involve the relevant second-line functions

(Risk Management, Compliance/DPO and Group Security) in the performance of relevant risk assessments early in the procurement process.

6. Control

As part of Gjensidige's supplier relationship management, suppliers shall be followed up through conducting audits or other monitoring to ensure that cooperation, deliveries and services are according to the contracts. Monitoring may include an assessment that requirements related to corporate social responsibility are adhered to. The extent of monitoring performed is based on the assessment of risk related to the supplier.

If monitoring activities reveal lack of compliance with requirements, suppliers must be requested to improve their practices, or if the breaches are deemed significant, it may result in a termination of the contract.

The Director of Group procurement ensures that compliance with this policy is tested by performing the following controls quarterly:

- Identification of nonconformities to the routines by analyzing the costs and identifying the spend under management.

Identification of non-compliance with key documentation requirements such as completion of initiation form, correct use of contract template, data processor agreement.

7. Reporting

The Group Procurement function shall monitor purchasing activity to identify deviations from this policy, and report to Group Management on a quarterly basis.

The quarterly reporting shall include identified negative impacts and associated mitigating measures related to fundamental human rights and working conditions within the supplier chain.

Second and third-line functions are entitled to receive the requested information to be able to perform their duties.



Appendix 1: Overview of competency requirements for each role in the procurement process

Business unit roles				Procurement roles	
Operational responsible	Budget Manager	Technical coordinator	Buyer	Vendor manager	Procurement manager
<ul style="list-style-type: none"> • Knowledge of this document • Appropriate authority to commit the company by entering into a contract, ordering and signing of work agreements 	<ul style="list-style-type: none"> • Knowledge of this document • Good business understanding and basic knowledge of contract law • Basic knowledge of procurement as a field • Basic competency in negotiation 	<ul style="list-style-type: none"> • Thorough knowledge of the requirements in this document • Competent to execute good business processes and understand the importance of combining business and procurement strategies • Basic knowledge of negotiation • Interested in standardisation and effective deliveries 	<ul style="list-style-type: none"> • Knowledge of the requirements in this document. • Knowledge of how to order under applicable contracts. 	<ul style="list-style-type: none"> • Market knowledge 	<ul style="list-style-type: none"> • Knowledge of Gjensidige' s ethical rules • Procurement specialist and a specialist within the execution of procurement processes including negotiations and negotiation strategies. • Good general business understanding and very good interpersonal skills • Project Management experience, knowledge of electronic procurement solutions and the use of relevant tools, i.e spreadsheets for ABC analysis, tender evaluations, etc.



Appendix 2: Overview of roles to be involved in each step of the procurement process

Process step: Role:	Preparation	RFI/RFP Competition and evaluation	Risk assessment	Negotiations and contract commitment	Implementation	Quality control, follow up and supplier development
Operational responsible	X	X	X	X	X	X
Budget Managers	X	X	X	X	X	X
Technical coordinator	X	X	X	X	X	X
Vendor Manager						X
Procurement manager	X	X	X	X		X
Buyer					X	
First and second line risk, legal and IT-security		X	X	X		

Responsibility assignment matrix

R = Responsible (Recommender): person who performs an activity or does the work.

A = Accountable (Approver): person who is ultimately accountable and has Yes/No/Veto.

C = Consulted: person that needs to feedback and contribute to the activity.

I = Informed: person that needs to know of the decision or action.

	Process step: Role:	Preparation	RFI/RFP Competition and evaluation	Risk assessment	Negotiations and contract commitment	Implementation	Quality control, follow up and supplier development
Business unit role	Operational responsible	A	I	A	A	I	A
Business unit role	Budget Manager	C	C	C	C	I	I
Business unit role	Technical coordinator	C	C	C	C	A	R
Business unit role	Buyer					C	C
Procurement role	Vendor Manager						C
Procurement role	Procurement Manager	R	A	R	R	C	R
Risk/Compliance role	First and second line risk, legal and IT-security	I	C	C	I		C

